



BOMEI ADVERTISING PRODUCTS

MANUFACTURING LTD

# MINUTE SHEET

Dokezo  
No.

1.0  
**Ag: EXD**

The approved project has fulfilled the investment requirements, which are: -

- (a) Minimum finance investment threshold has been exceeded, the project expects to invest ..... US\$ 0.782M .....
- (b) Legal entity has been incorporated under certificate

No. 67596-01 ..... of 17/05/2008 .....

Based on the above, the letter of approval is hereby submitted for signature in order for the project to comply with the requirements of Section 17 of Tanzania Investment Act, 1997.

Submitted for signature.

  
N. Senzia

**DIF**

5<sup>th</sup> December, 2012


2.0  
**Ag. EXD** ✓

In response to the TIC letter of registration dated 05/12/2012 .....

the project has submitted the required documents namely: -

- (a) Company Board Resolution.
- (b) Reference letter/Financing from International Commercial Bank .....
- (c) Lease Agreement .....

With the above submission EXD is requested to sign Certificate of Incentives No. 041630-01 ..... herein attached.

  
A. g. DIF  
14/01/2013

041630-01

01f

UNITED REPUBLIC OF TANZANIA  
MINISTRY OF LABOUR AND EMPLOYMENT

Telegraphic Address "KAZIAJIRA"  
Tel. No: 2121968/2121928  
Fax: 2112052  
E-mail: [ps@kazi.go.tz](mailto:ps@kazi.go.tz)



P. O. Box 1422,  
DAR ES SALAAM

In reply please quote:

Ref. No.EP/6055/13/15

21<sup>st</sup> January, 2014

Director,  
M/S Bomei Advertising Products Manufacture Ltd,  
P. O. Box 80156,  
DAR ES SALAAM.



**RE: APPEAL FOR WORK PERMIT OF MR. JUNTAO CUI EP NO.6055/13**

Reference is made to the above captioned matter and your letter dated 14<sup>th</sup> November 2013.

Your Company made an application to our Ministry for a work permit, seeking to employ **Mr. Juntao Cui as Production Manager**. Having gone through your application it was found that your Company is registered with Tanzania Investment Centre (TIC) with Certificate of Incentive. It was also discovered that you have been making applications through Tanzania Investment Centre including this person since 2009.

Therefore, with this letter we are advising you to submit your application to Tanzania Investment Centre (TIC) as required.

A handwritten signature in green ink, appearing to read 'Amabel'.

Gaudentia M. Kabaka (MP)  
**MINISTER FOR LABOUR AND EMPLOYMENT**

Copy: Director,  
Tanzania Investment Centre,  
P. O. Box 938,  
DAR ES SALAAM.

**TICC/PP.10/041630-01/7**

**06/08/2013**

Commissioner for Customs & Excise,  
Tanzania Revenue Authority,  
P.O. Box 9053,  
**DAR ES SALAAM**

Dear Sir,

**RE: DUTY/ VAT REMISSIONS ON CAPITAL/ DEEMED CAPITAL  
GOODS – CERTIFICATE OF INCENTIVES No: 041630-01**


**M/S Bomei Advertising Products Manufacturing Limited** is a TIC registered company with certificate of incentives **No. 041630-01** which is valid up to **November 2015**

The company has been registered with objectives of expanding printing facilities.

Attached herewith please find a list of Capital/ Deemed Capital Goods for Duty/ VAT remissions approval.

Yours sincerely

**TANZANIA INVESTMENT CENTRE**

  
N.A. Senzia

**FOR: EXECUTIVE DIRECTOR**

**BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD**

P.O.BOX:80154

D.S.M

Phone: 0712001685

Fax: 0732997043

E-mail: [Bomeiadv@yahoo.com](mailto:Bomeiadv@yahoo.com)

Commissioner of Customs & Excise

Tanzania Revenue Authority,

P.O. BOX: 9053

DAR ES SALAAM

Date: 29/07/2013

UFS

Executive Director,

Tanzania Investment Centre,

P.O. BOX 938,

DAR ES SALAAM

Received in  
01/8/2013

Mr  
TIA/TCC

Dear Sir,

RE: DUTY&VAT EXEMPTION ON CAPITAL/DEEMED CAPITAL GOODS FOR  
CERTIFICATE OF INCENTIVES NO: 041630-01

The company has been registered with objectives of **EXPANDING PRINTING FACILITIES**

Attached herewith please find a list of Capital/Deemed Capital Goods for Duty/VAT exemption approved.



Yours sincerely

A handwritten signature in black ink, appearing to read "ZI WEI XU", is written over a circular stamp. The stamp contains the text "BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD" around the perimeter and "P.O. BOX 80154" in the center.

ZI WEI XU

Managing Director



# TANZANIA REVENUE AUTHORITY

18<sup>th</sup> February, 2009

TRACE/C/P.20/8

✓ The Managing Director,  
Bomei Advertising Products Manufacturing Ltd.,  
P. O. Box 80154,  
DAR ES SALAAM

Dear Sir,

**RE: DUTY/VAT EXEMPTION ON CAPITAL/DEEMED CAPITAL GOODS-  
CERTIFICATE OF INCENTIVES NO. 041630 OF 26.01.2009**

We are writing in response to your letter of 27.01.2009 and letter TICC/PP.10/041630/6 of 03.02.2009 from Tanzania Investment Centre regarding the captioned subject.

We hereby approve and submit one **page-list** of capital/deemed capital goods for facilitation of the project with the Certificate of Incentives mentioned above.

The approved goods will be subject to 0% import duty and VAT relief under the 3<sup>rd</sup> Schedule to the VAT Act, 1997; subject to completion of form VAT 224 duly approved by the Commissioner for Domestic Revenue.

Sincerely yours,

**Magori C. Magori**

**For: Ag. COMMISSIONER FOR CUSTOMS AND EXCISE**

AMS/-

c.c. Commissioner for Domestic Revenue  
c.c. Manager – Customs Service Centre

c.c. The Executive Director  
Tanzania Investment Centre,  
P. O. Box 938,  
DAR ES SALAAM

**CUSTOMS & EXCISE DEPARTMENT**

Sokoine Drive, P.O. Box 9053, Dar es Salaam, Tanzania

Tel: 255-22-2117765 or 255-22-2127783/4/6/8 Fax: 255-22-2138878/2135193





No 00219525

of The Original  
Signature  
Date  
11/1/2013  
Port Executive Director  
Tanzania Investment Centre

THE UNITED REPUBLIC OF TANZANIA

# Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 041630-01

## This is to certify that

BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD

P.O. BOX 80154

of address

DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, ~~XXXXXX~~ enterprise known as

BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD

PLOT NO. 150, UBENA STREET, CHANG'OMBE

Which is located at

TEMEKE - DAR ES SALAAM

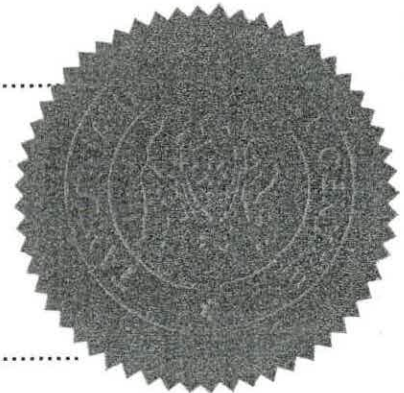
Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

Ag. Executive Director

Tanzania Investment Centre  
P.O. Box 938, Dar es Salaam

11TH JANUARY 2013

Dated



This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

1. Shareholders
- | Shareholders | Nationality | Shareholding (%) |
|--------------|-------------|------------------|
| Ziyu Xu      | Chinese     | 10               |
| Zuwei Xu     | Chinese     | 90               |
2. Proposed Activities : **To expand a printing facilities**
3. Sector: **Manufacturing** Subsector **Printing**
4. Investment cost: Foreign **USD 0.782m.** Local **-** Total **USD 0.782m**
5. Project Financing: Equity **USD 0.3m.** Loans **USD 0.482m.** Total **USD 0.782m.**
6. Source, terms and conditions of loan.....
7. Assets to be invested:
- | Capital items: | Foreign            | Local    | Total              |
|----------------|--------------------|----------|--------------------|
|                | <b>USD 0.782m.</b> | <b>-</b> | <b>USD 0.782m.</b> |
8. Technology Agreement **None**
9. Date of TIC Registration: **5th December 2013**
10. Implementation period **December 2012 - November 2015**
11. Operative date **December 2015**
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
- (i) Applicable Import Duty **And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997**
  - (ii) Applicable with-holding Tax **As per Income Tax Act, 2004 (as amended)**
  - (iii) Eligibility of Capital Allowances **As per Income Tax Act, 2004 (as amended)**
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
- (i) Date of Commencement of investment has to be notified to the Centre.
  - (ii) Certificate not to be transferred, assigned or amended
  - (iii) Failure to commence implementation within two years invalidates Certificate
  - (iv) Failure to operate investment must be notified to the Centre
  - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate  
**Finished goods are not allowed under this Certificate**

Signed   
Ag. Executive Director

CTIN.: 00305472



# TANZANIA REVENUE AUTHORITY

## CERTIFICATE OF REGISTRATION FOR TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 133 OF THE INCOME TAX ACT NO. 11 OF 2004)

**THIS IS TO CERTIFY THAT**

**BOMEI ADVERTISING PRODUCTS MANUFACTURER LIMITED**

.....

has been registered with the Tanzania Revenue  
Authority and assigned the Taxpayer  
Identification Number

107-275-800

.....

with effect from

20-Oct-2008

.....

  
JOANNES N. A. MALLY

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

## LIST OF CAPITAL/DEEMED CAPITAL GOODS FOR

M/S BOMEI ADVERTISING PRODUCTS MANUFACTURER LIMITED

SECTOR: MANUFACTURER

CERTIFICATE OF INCENTIVES NO. 041630-01

NO	ITEM NAME	UNIT MEASUREMENT	QTY	ITEM GROUP	ITEM PRICE	TIN	EXEMPTION REFERENCE NO.	EXEMPTION DATE
1.	Printing Machine	SET	5	Machines		107-275-800		
2.	Air Compressor	SET	5	Machines		107-275-800		
3.	Hand Pallet Truck	SET	4	Machines		107-275-800		
4.	Paper Cutter	SET	5	Machines		107-275-800		
5.	Printing-down Machine	SET	2	Machines		107-275-800		
6.	Plate Coating Whirler	SET	2	Machines		107-275-800		
7.	Punching Machine	SET	2	Machines		107-275-800		
8.	Embossing Machine	SET	5	Machines		107-275-800		
9.	Bronzing& Indentation Machine	SET	10	Machines		107-275-800		
10.	Voltage Regulator	SET	3	Equipment		107-275-800		
11.	Transformer	SET	3	Equipment		107-275-800		
12.	Embroidery Machine	SET	10	Machines		107-275-800		
13.	Notching-machine	SET	2	Machines		107-275-800		
14.	Carton Box Making Machines	SET	3	Machines		107-275-800		
15.	Carton and Board Converters	SET	5	Machines		107-275-800		
16.	Calendar Making Machines	SET	5	Machines		107-275-800		

NO	ITEM NAME	UNIT MEASUREMENT	QTY	ITEM GROUP	ITEM PRICE	TIN	EXEMPTION REFERENCE NO.	EXEMPTION DATE
17.	Notebook Making Machines	SET	5	Machines		107-275-800		
18.	Truck	UNIT	2	Vehicles		107-275-800		
19.	Light Truck	UNIT	2	Vehicles		107-275-800		
20.	Pick Ups	UNIT	2	Vehicles		107-275-800		
21.	Minibus	UNIT	2	Vehicles		107-275-800		
22.	Generator	SET	2	Equipment		107-275-800		
23.	Scanner Machine	SET	3	Machines		107-275-800		
24.								
25.								
26.								
27.								
28.								
29.								

Note: Item Group is the classification of the item whether the item is plant & machinery, equipment, building materials, vehicle, furniture, hotel equipment, communication equipment etc.



No 00219525

THE UNITED REPUBLIC OF TANZANIA

# Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 041630-01

## This is to certify that

BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD

of address P.O. BOX 80154

DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, ~~XXXXXX~~ enterprise known as

BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD

Which is located at PLOT NO. 150, UBENA STREET, CHANG'OMBE

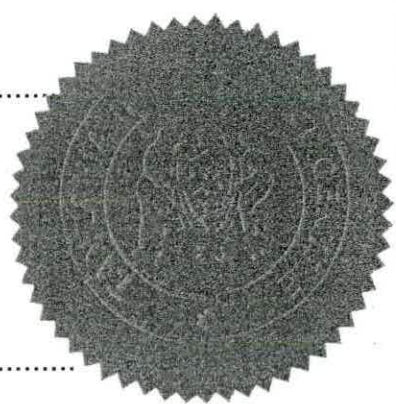
TEMEKE - DAR ES SALAAM

Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

  
Ag. Executive Director

Tanzania Investment Centre  
P.O. Box 938, Dar es Salaam

Dated 11TH JANUARY 2013



This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

1. Shareholders
 

	Nationality	Shareholding (%)
Ziyu Xu	Chinese	10
Zuwei Xu	Chinese	90
  
2. Proposed Activities : **To expand a printing facilities**
  
3. Sector: **Manufacturing** Subsector **Printing**
  
4. Investment cost: Foreign **USD 0.782m.** Local **-** Total **USD 0.782m**
  
5. Project Financing:
 

Equity	<b>USD 0.3m.</b>	<b>Loans USD 0.482m.</b>	
			<b>Total USD 0.782m.</b>
  
6. Source, terms and conditions of loan.....
  
7. Assets to be invested:
 

	Foreign	Local	Total
Capital items:	<b>USD 0.782m.</b>	<b>-</b>	<b>USD 0.782m.</b>
  
8. Technology Agreement ..... **None**
  
9. Date of TIC Registration: ..... **5th December 2013**
  
10. Implementation period ..... **December 2012 - November 2015**
  
11. Operative date..... **December 2015**
  
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
  - (i) Applicable Import Duty **And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997**
  - (ii) Applicable with-holding Tax **As per Income Tax Act, 2004 (as amended)**
  - (iii) Eligibility of Capital Allowances **As per Income Tax Act, 2004 (as amended)**
  
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
  
14. Conditions attached to this Certificate of Incentives
  - (i) Date of Commencement of investment has to be notified to the Centre.
  - (ii) Certificate not to be transferred, assigned or amended
  - (iii) Failure to commence implementation within two years invalidates Certificate
  - (iv) Failure to operate investment must be notified to the Centre
  - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
  
15. Additional conditions attached to Certificate  
**Finished goods are not allowed under this Certificate**

Signed   
Ag. Executive Director

Unclaimed refund beyond the 3 years will be forfeited



# TANZANIA INVESTMENT CENTRE

Shaaban Robert Street, P.O. Box 938, Dar Es Salaam, Tel. +255 22 2116328-31, Fax: +255 22 2118253

RECEIPT REC009762

No. 004251

Received from : ADVERTISING PRODUCT MANUFACTURERS LTD

Address P.O. Box 80154 DSM

Received the sum of (In words): SEVEN HUNDRED FIFTY AND ZERO CENTS ONLY

*For Executive Director  
Tanzania Investment Centre*

Being payment in respect of : CERTIFICATE OF INCENTIVES FEES

Amount : USD 750.00

Cash / Cheque No: Deposit 21/12

BUiso

Date : 21-Dec-2012

Receiving Officer

5



Ref: ICB/OP/2012/0586

18<sup>th</sup> December 2012

Tanzania Investment Centre  
Shaaban Robert Street  
P.O. Box 938  
Dar es Salaam  
Tanzania.

**RE: BOMEI ADVERTISING PRODUCTS MANUFACTURING LTD**

This is to certify and confirm that **BOMEI ADVERTISING PRODUCTS MANUFACTURING LTD** of P.O. Box 80154 Dar es Salaam, have been banking with us since 05<sup>th</sup> January 2008. They are maintaining Tshs account (10160150105) with satisfactory operations.

This letter is issued at the specific request of **BOMEI ADVERTISING PRODUCTS MANUFACTURING LTD.**

**Your Partner in Banking,**

Yours faithfully,

For **International Commercial Bank (Tanzania) Limited**

*Pragji*



-----  
**Komal Pragji**  
Branch Manager

TICC/PP.10/041630-01/3

5<sup>th</sup> December, 2012

Managing Director,  
Bomei Advertising Products Manufacturing Ltd.,  
P.O. Box 80154,  
**DAR ES SALAAM**

**RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE EXPANSION OF PRINTING FACILITIES**

We wish to acknowledge receipt of your project proposal for expansion of printing facilities as presented in the TIC P.A. 1 Form No. 10653 and Feasibility Study with a projected investment of USD 0.782m.

We have studied your project proposal and we are pleased to inform you that your investment proposal is now officially registered and therefore your project will be granted a CERTIFICATE OF INCENTIVES, given under authority conferred upon TIC under Part III, Section 17 (1-8) of the Tanzania Investment Act, 1997. In order to enable TIC prepare your Certificate of Incentives, You will be required to submit the following:-

- ✓ Bank Reference letter for equity funding or a letter from Bank/Financial Institution that a loan is granted or is under consideration as required by Section 17(3) (f) of Tanzania Investment Act,1997.
- ✓ Certified document showing evidence of Land ownership for the location of the project.

You will also be required to submit to the Centre a Progress Report on the implementation of the project after every six months for our information and review. Guidelines for the preparation of the report are contained in annexure 2 also attached to this letter. Please do not hesitate to contact the Centre for any clarification if the need arises. Please also note that a facilitation fee equivalent to US\$ 750.00 is payable at the ruling exchange rate before your Certificate of Incentives is prepared. Please make deposit direct to the bank as per bank details below:-

TICC/PP.10/041630-01/3

5<sup>th</sup> December, 2012

*Tanzania Investment Centre  
Standard Chartered Bank (T) Ltd  
US Dollar A/C 8702006002000  
T.Shs A/C 0102006002000*

We wish you every success in the implementation of the project.

Yours sincerely,

**TANZANIA INVESTMENT CENTRE**

  
B.D. Chonjo

**FOR: EXECUTIVE DIRECTOR**

**Copy to:** Permanent Secretary,  
Ministry of Finance,  
P. O. Box 9111,  
**DAR ES SALAAM**

Permanent Secretary,  
Ministry of Industry, Trade and Marketing,  
P.O. Box 9503,  
**DAR ES SALAAM**

Commissioner General,  
Tanzania Revenue Authority,  
P. O. Box 11491,  
**DAR ES SALAAM**



# TIC Evaluation Report

**Name of the Company**  
**Bomei Advertising Products Manufacturing Ltd.**

Post Box	Ubena/Chang'ombe, Plot No. 150	COI Number	67596-01	Contact	Mr. Zuwei Xu
Post Office	80154	COI Date	19/09/2008	Designation	Director
Region	Dar Es Salaam	Application F. No	10653	Phone	0
Country	Tanzania	Status	Expansion	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0714457865
		Sub Sector	Printing	Fax	0
		File No	041630-01	E-Mail Address	0

Project Location		Investment Finance Plan in Millions USD										
Plot/Block	Plot No. 150	<table border="1"> <tr> <th>Foreign Equity</th> <th>Local Equity</th> <th>Foreign Loan</th> <th>Local Loan</th> </tr> <tr> <td>0.3</td> <td>0</td> <td>0.482</td> <td>0</td> </tr> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	0.3	0	0.482	0		
Foreign Equity	Local Equity		Foreign Loan	Local Loan								
0.3	0		0.482	0								
Street	Ubena/chang'ombe											
District	Temeke											
Region	Dar es Salaam											

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	Plant
Ziyu Xu	Chinese	10	0.1	0.54
Zuwei Xu	Chinese	90	Vehicles	0.04
			Furniture & Fittings	0.002
			Pre-expenses	0.02
			Others	0
			Working Capital	0.08
			Total	0.782

Employment	60	Evaluated By	wf officer3
Capacity	400,000 various products pa.	Drawn By	wf regist3
Project Turn Over		Project Type	Foreign

**Description**

The expansion of printing facilities

**Recommendations**

Be approved subject to providing evidence as required by section 17 of Tanzania Investmnet Act, 1997

**Decision**

*Approved*  
  
 EXD  
 03/12/12

①

**BOMEI ADVERTISING PRODUCTS MANUFACTURING  
LIMITED**

P.O. Box 80154  
Mobile+ 255714457865  
DAR ES SALAAM, TANZANIA

28<sup>th</sup> November 2012

Executive Director  
Tanzania Investment Centre  
P. O Box 938  
DAR ES SALAAM



**RE: Application TIC Certificate Registration**

The reference is made to the above subject.

**BOMEI ADVERTISING PRODUCTS MANUFACTURING LIMITED**, a locally registered company with Certificate of Incorporation No. 67596 Dated 19<sup>th</sup> September 2008 intending to establish project for printing in Dar es salaam Region applying for TIC Certificate

The followings are attached:

- TIC Application form
- Cop of Certificate of incorporation
- Copy of Company Memorandum and Article of Associations
- Copy of certified title deed and transfer documents
- Directors Board Resolution
- Bank introduction letter

Yours Sincerely

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke.



EXTRACT FROM MEETING OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF

BOMEI ADVERTISING PRODUCTS MANUFACTURING LIMITED

P.O. Box 80154

Mobile+ 255715585009

DAR ES SALAAM, TANZANIA

AT A DULY CONVENED AND CONSTITUTED MEETING OF THE BOARD OF BOMEI ADVERTISING PRODUCTS MANUFACTURING LIMITED HELD AT REGISTERED OFFICES OF THE COMPANY IN DAR ES SALAAM REGION ON 15 of OCTOBER 2012, THE FOLLOWING RESOLUTIONS WERE PASSED:

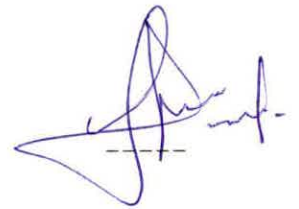
1. THAT US\$ 782,000 BE ALLOCATED TO FINANCE THE ESTABLISHMENT OF PRINTING PROJEC
2. THAT THE COMPANY BE REGISTERED WITH TANZANIA INVESTMENT CENTRE SO AS TO ENJOY FULLY INVESTMENT INCENTIVES, BENEFITS AND PROTECTION AS STATUTORY PROVIDED FOR UNDER TANZANIA INVESTMENT ACT, 1997.

CERIFIED TRUE EXTRACT

(By order of the Board)



CHAIRMAN



SECRETARY

## About Us

Bomei Advertising Manufacturer Ltd is a one stop solution for digital printing services, signage production and promotional items supply.

Located at Chang'ombe area next to Serengeti Breweries within Temeke Municipality in Dar es salaam just about 5kms from the City Center.

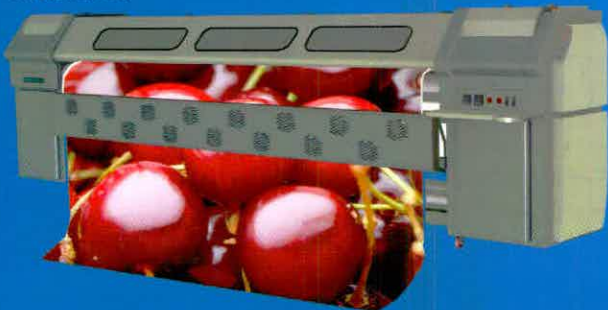
The company has got two (2yrs) of working experience with a wide range of different kind of customers from small entrepreneurs to big corporate with a good reputation since it started in 2009.

## Our Services

Bomei has four main services:-

### (1) LARGE FORMAT DIGITAL PRINTING FOR OUT DOOR

This is done by a high resolution (2800dpi) modern printer with 12 printing heads and it has a three (3.2) meter wide machine.



This machine can print different kind of material for different uses such as Backlit, Frontlit, Vinyl sticker, Block-out, Reflective sticker, Textile, Clear Sticker for Billboard, Banners, Lightbox, Signboard, Vehicle Branding, Glass Branding, Curtain, Wheel Cover, Roll-up Banners etc.



### (2) LARGE FORMAT DIGITAL PRINTING FOR INDOOR

This service is well done by a very high resolution printer (3200dpi) with 6 cartridges and it is a (1.25) meter wide machine



The printed material is covered with clear lamination layer to protect it from moisture and a bit of sunlight. The printer is mainly used to print high gloss photo paper image.

### (3) LASER CUTTING & ENGRAVRY

These services are conducted with a computerised machine with the ability of cutting and engraving up to 20mm thickness of wood, acrylic / plastic, PVC and any kind of flat surface material with a diameter of 8feet except metal.



It is an ideal service for sign making purposes i.e cutting and engraving of sign letters, shapes, machine die etc.

### (4) DIGITAL T-SHIRT PRINTING

This is a very new technology in the printing industry, whereby impression of the image is done direct onto the T-shirt from computer with special permanent textile ink. It is a very fast and reliable.

The printing of Fullcolor image on T-shirts,

Textile and any flatsurface material such as ceramics, glass, wood etc is offered.



#### (5) Promotional Items

Among the items offered are:- Slim Lightbox, Roll-up Banner Stand, X-Stand Banner, Photo Frames, T-shirts.



### Business

The business is carried out everyday including weekends and holidays from 8.00 am to 10.00 pm under a highly supervision of professional staff committed to offer the best in the market.

Our prices are very reasonable and charged in Tanzanian shillings. Large discounts are given to big quantity jobs. Bomei offers very quick service, reliable at any time.

For more information on quotation, pricing and delivery please visit us at our office or contact us at:



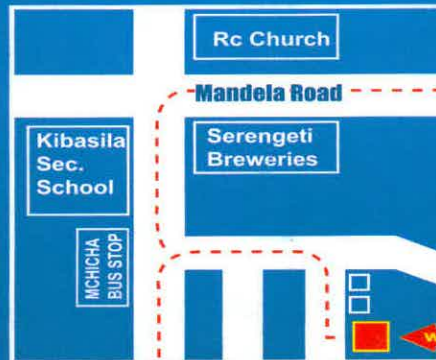
ADVERTISING PRODUCTION  
MANUFACTURER LTD

Chang'ombe, Next to Serengeti Breweries

Mobiles:

0656 899 999 / 0753 017 111 / 0757 597 010

email: bomeitz@yahoo.cn



Designed & Printed by Finger Print Co. 0716 002 700 / 0767 300 746



"true digital image"

BOMEI ADVERTISING PRODUCTS  
MANUFACTURING LIMITED

REVISED BUSINESS PLAN

FOR

EXPANSION OF PRINTING

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- 7.0 Economic Benefits
- 8.0 Industry analysis
- 9.0 Target Market
- 10.0 Competition
- 11.0 Marketing, Sales and Strategies
- 12.0 Project Management and organization structure.
- 13.0 Machineries and equipments
- 14.0 Financial analysis
- 15.0 Conclusion and recommendations
- 16.0 Financial statements.

## 1.0 EXECUTIVE SUMMARY.

**BOMEI ADVERTISING PRODUCTS MANUFACTURING LIMITED** has been in printing business for about five years now since its establishment in 2008. The management of company has conducted both primary and secondary research into the printing market and has identified as significantly underserved segment within it. The company wishes to submit to TIC its plan to expand printing facilities in Dar es salaam to serve this segment of the market by offering quality and of international standard printing services to include but not limited to screen printing, embroidery of T-shirts,caps and other promotional materials like flags,Banners,Pens, Mugs covers, Coaster and Trophies.

## 1.1 COMPANY LEGAL STATUS

The company bears Certificate of Incorporation No. 67596 dated 19<sup>th</sup> September 2008.

## 1.2 PROJECT LOCATION

The project is located at Plot No. 150, Ubena Street,Chang'ombe Area, Temeke, Dar essalaam

### 1.3 PROJECT SPONSORS

S/N	NAME	NATIONALITY	SHAREHOLDING%
1	Ziwei Xu P. O.Box 80154 Dar es salaam	Chinese	90
2	Ziyu Xu P.O.Box 80154 Dar es salaam	Chinese	10

### 1.4 COMPANY OBJECTIVE

The main objectives of company are:

- To carry on the business of Screen printing, embroidery of T-shirts, caps and other promotional materials like flags, Banners, Pens, Mugs Posters, Umbrellas, Leaflets, Bags, Calendars, Scarves, Ties, Wheel covers, Coaster, Trophies and many more. Epoxy embossing on badges and pins and name tags.
- Graphics designs and screen-printing and embroidery of promotion and advertisement material for business new production, exhibitions social and political rally, launching of new products, birthdays, funerals, anniversaries and occasions and personalized gift.

### 1.5 THE STUDY OBJECTIVE

The purpose of this study is to work out the technical and commercial details and financial viability of expanding printing

project.

## 2.0 PROJECT

The Company set out a proposal to expand printing facilities by acquiring new and of modern technology printing machines to offer quality printing to its existing and prospective customers. Specifically

## 3.0 CAPITAL INVESTMENT COST

The project is estimated at US Dollars 782,000 to cover for the acquisition modern machineries, equipment and motor vehicles. Breakdown of the total investment is as proved here below.

### DELFINA ECO TOURISM PROMOTION LIMITED COST STRUCTURE

PARTICULAR	US\$
Land and Buildings	100,000.00
Machinery & Equipment	540,000.00
Motor Vehicles	40,000.00
Furniture & Fittings	2,000.00
Pre expenses	20,000.00
Working Capital	80,000.00
<b>TOTAL</b>	<b>782,000.00</b>

### 3.1 INVESTMENT PATTERN

It is estimated that a total of US\$ 782,000 will be required over a period of three years of the project to acquire the various assets particularly machines as provided above.

Source	Value (\$)
Equity	300,000
Loan	482,000
Total	782,000

### 3.2 PROJECT IMPLEMENTATION

The project implementation is estimated to be carried out in a period of 3 years from 2012.

### 4.0 ECONOMIC BENEFITS:

The promoter's mission is to contribute maximum benefits to the society and economy at large. They and will continue creating good livelihood for their employees and their families and have a strong tax generation capabilities.

### 5.0 INDUSTRY ANALYSIS.

The printing industry in Tanzania generates sizable revenues to the companies and government. There are many existing printing firms in Tanzania but very few use modern

technologies probably because of cost involved. The company has for long time enjoyed economies of scale due to available production capacity and technology which enable the company to offer the following benefits;

- Unbeatable discount on the normal price of large quantities
- Screen printing of pictures and words personalized made possible by available computer system.
- Instantaneous production
- Choosing of slogans, logos and designing made possible by expert Graphic Designer and Pre Press Studio facilities.

## 6.0 TARGET MARKET

The company targets existing customers (list attached) and recognizes an enormous unmet need in the printing market. Over 50% of customers surveyed recently said they were either very likely or likely to purchase these products if the products were available at good quality and low price. This segment of the market has potential that has been untapped by any of the company's competitors in the industry. It is the project's primary target audience.

## 6.1 COMPETITION:

The company faces competition from large printing firms that exist in the printing industry. These companies however specialize in other products and do not provide the same quality, price and convenience service we offer. The company distinguishes itself from its competitors through its unique high quality technology. It's this competitive edge that enables the

company provide products and services to its customers more economically, faster and of better quality than most of its competitors.

## 6.2 MARKETING STRATEGY

The printing services offered by the company as the best and most logical solution to customers' needs. The promoters position the company as the low cost, highest quality, best value producer and provider of the product and service in the marketplace. The company uses variety of marketing approaches and materials including brochures, billboards and simple word of mouth.

## 7.0 PROJECT MANAGEMENT AND ORGANIZATION STRUCTURE.

The core management team of the company includes executives with successful backgrounds and experience in the printing industry. In total, the project will employ 18 people with various disciplines to enable smooth implementation of the project (see table and chart below). The company's management philosophy is based on responsibility and mutual respect. The company maintains an environment and structure that encourage productivity and respect for customers and follow employee. Additionally, the environment encourages employees to have fun by allowing creative independence and providing challenges that are realistic and rewarding.

## 8.0: FINANCIAL ANALYSIS AND PROJECTIONS

### Financial Analysis

#### 8.1 Considerations and Assumptions:

The corporate tax charged is 30% of the profits. Capital investment allowance is 50%. The capital assets are exempted from custom duty and Value Added Tax. The straight line method to depreciate the project's capital items has been applied.

Revenues have been conservatively estimated based on experience of the promoters and trends in the printing industry.

#### 8.2 Financial Statements:

#### 8.3 Projected school Revenue

For projection purposes, it is assumed that the economic life of the project is 8 years, and that revenue from agriculture project commence from the first year of operation. Refer appendix (VII)

#### 8.4 PROJECTED PROFIT AND LOSS STATEMENT

The Income and Expenditure Statement shows the projected income for the 8 years period. The position depicted is that the project earns profit throughout its life. Accumulated after tax profits grow from. US\$157,920 in first year to US\$ 2,076,619 in the 8year, for the details refer appendix (I)

## 8.5 PROJECTED CASH FLOWS

This is shown in the financial statements. The project cash rise from negative US\$71,069 in the first year to US\$ 3,516,840 in 8th, for the details refer appendix (III)

## 8.6 PROJECTED BALANCE SHEET

The projected Balance Sheet of the projected is shown in the financial statements under same heading. Net asset of the project increases from 664,731 in first year up to US\$ 3,929,245 in 8th year of project operation, for the details refer appendix (IV)

## 9.7 PROJECTED PAY BACK PERIOD

Total investment is US\$ 782,000 cash accumulation in year 4 is US\$ 806,995 which is more than the initial investment by US\$ US\$ 24,995, the project payback Period is within 4years,, for the details refer appendix (V)

## 9.8 PROJECTED LOAN REPAYMENT

The loan will be repaid paid within 6 years of project implementation period, for the details refer appendix (VIII)

## 9.9 PROJECTED RISKS

Since the project will be using irrigation scheme; no major risks have been identified for this kind of project so far. Unless a

change in the country's political and economic stability and global changes affect agribusiness global market

## 10.0 CONCLUSION & RECOMMENDATION

### 10.1 CONCLUSION

- The project is profitable and contributes to government revenue by way of taxes.
- The project provides employment to 60 people.
- The project is an encouraging sign to prove that we have investors who have confidence with Tanzania and are ready to invest such large sums of investment despite the odds of the sector in question.

### 10.2 RECOMMENDATION

After the foregoing economic and financial evaluation of the project, we strongly recommend that this project be implemented and be given all the support required by all the concerned Government Ministries and Agencies, including the Tanzania Revenue Authority, TRA and the Tanzania Investment Centre – (TIC). The project deserves this support because of its viability, since it is technical feasible, economically viable and socially acceptable.

APPENDIX I

BOMEI ADVERTISING PRODUCTS MANUFACTURING LIMITED  
 PROJECTED INCOME & EXPENDITURE STATEMENT " US \$"

	1	2	3	4	5	6	7	
Revenue	680,000.00	734,400.00	793,152.00	856,604.16	925,132.49	999,143.09	1,079,074.54	1,165,400.5
Operating Expenses								
Total Expenses	407,400.00	427,770.00	449,158.50	471,616.43	495,197.25	519,957.11	545,954.96	573,252.71
Profit before Interest and Depreciation	272,600.00	306,630.00	343,993.50	384,987.74	429,935.25	479,185.98	533,119.58	592,147.79
Interest	57,840.00	57,840.00	57,840.00	57,840.00	57,840.00	57,840.00	-	-
Depreciation	47,000.00	47,000.00	47,000.00	47,000.00	47,000.00	47,000.00	47,000.00	47,000.00
Profit before Tax	167,760.00	201,790.00	239,153.50	280,147.74	325,095.25	374,345.98	486,119.58	545,147.79
Tax (30%)	50,328.00	60,537.00	71,746.05	84,044.32	97,528.57	112,303.80	145,835.87	163,544.34
Profit After Tax	117,432.00	141,253.00	167,407.45	196,103.41	227,566.67	262,042.19	340,283.70	381,603.45
Accumulated Profit	117,432.00	258,685.00	426,092.45	622,195.86	849,762.54	1,111,804.73	1,452,088.43	1,833,691.8

## APPENDIX II

## BOMEI ADVERTISING PRODUCTS MANUFACTURING LIMITED PROJECTED CASH FLOW " US\$

	1	2	3	4	5	6	7	
<b>CASH INFLOW</b>								
Profit/Loss Before Interest and Depreciation	117,432.00	258,685.00	426,092.00	622,195.00	849,762.00	1,111,804.00	1,452,088.00	1,833,69
Equity	300,000.00	-	-	-	-	0	-	-
Bank Loan	482,000.00	-	-	-	-	0	-	-
<b>Total Inflow</b>	<b>899,432.00</b>	<b>258,685.00</b>	<b>426,092.00</b>	<b>622,195.00</b>	<b>849,762.00</b>	<b>1,111,804.00</b>	<b>1,452,088.00</b>	<b>1,833,69</b>
<b>CASH OUTFLOW</b>								
Capital Expenditure	562,000.00	-	-	-	-	0	0	-
Working Capital	220,000.00	220,000.00	220,000.00	220,000.00	220,000.00	220,000.00	220,000.00	220,000.
Cash	(71,069.00)	(160,025.00)	(3,827.00)	179,978.00	394,061.00	641,328.00	1,086,253.00	1,450,14
Corporate Tax	50,328.00	60,537.00	71,746.00	84,044.00	97,528.00	112,303.00	145,835.00	163,544.
<b>Subtotal Cash Outflow:</b>	<b>761,259.00</b>	<b>120,512.00</b>	<b>287,919.00</b>	<b>484,022.00</b>	<b>711,589.00</b>	<b>973,631.00</b>	<b>1,452,088.00</b>	<b>1,833,69</b>
Debt Servicing:	-	-	-	-	-	0	-	-

Interest Charges	57,840.00	57,840.00	57,840.00	57,840.00	57,840.00	57,840.00	-	-
Loan Repayment	80,333.00	80,333.00	80,333.00	80,333.00	80,333.00	80,333.00	-	-
Total Debt Servicing:	138,173.00	138,173.00	138,173.00	138,173.00	138,173.00	138,173.00	-	-
Total Out flows	899,432.00	258,685.00	426,092.00	622,195.00	849,762.00	1,111,804.00	1,452,088.00	1,833,69
ACCUMULATED CASH	(71,069.00)	(231,094.00)	(234,921.00)	(54,943.00)	339,118.00	980,446.00	2,066,699.00	3,516,84

## APPENDIX III

BOMEI ADVERTISING PRODUCTS MANUFACTURING LIMITED PROJECTED BALANCE  
SHEET " US \$"

	1	2	3	4	5	6	7	8
<b>Fixed Assets</b>								
Long-term Assets	562,000.00	515,800.00	469,600.00	423,400.00	377,200.00	331,000.00	284,800.00	238,600.00
Depreciation	46,200.00	46,200.00	46,200.00	46,200.00	46,200.00	46,200.00	46,200.00	46,200.00
Total Long-term Assets	515,800.00	469,600.00	423,400.00	377,200.00	331,000.00	284,800.00	238,600.00	192,400.00
<b>Current Assets</b>								
Accumulated Cash	(71,069.00)	(231,094.00)	(234,921.00)	54,943.00	339,118.00	980,446.00	2,066,699.00	3,516,845.00
Working Capital	220,000.00	220,000.00	220,000.00	220,000.00	220,000.00	220,000.00	220,000.00	220,000.00
Total Current Assets	148,931.00	(11,094.00)	(14,921.00)	274,943.00	559,118.00	1,200,446.00	2,286,699.00	3,736,845.00
Total Assets	664,731.00	458,506.00	408,479.00	652,143.00	890,118.00	1,485,246.00	2,525,299.00	3,929,245.00
Financed by:								
Bank Loan	482,000.00	-	-	-	-	-	-	-
Equity	300,000.00	-	-	-	-	-	-	-

Retained Earnings	117,432.00	141,253.00	167,407.00	196,103.00	227,566.00	262,042.00	340,283.00	381,603.00
Total Financing	899,432.00	141,253.00	167,407.00	196,103.00	227,566.00	262,042.00	340,283.00	381,603.00

APPENDIX IV

BOMEI ADVERTISING PRODUCTS MANUFACTURING LIMITED PROJECTED PAYBACK PERIOD

Year	Profit After Tax	Depreciation	Total Cash Flow	Accumulated Cash Flow
1	117,432.00	46,200.00	163,632.00	163,632.00
2	141,253.00	46,200.00	187,453.00	351,085.00
3	167,407.00	46,200.00	213,607.00	564,692.00
4	196,103.00	46,200.00	242,303.00	806,995.00
5	227,566.00	46,200.00	273,766.00	1,080,761.00
6	262,042.00	46,200.00	308,242.00	1,389,003.00
7	340,283.00	46,200.00	386,483.00	1,775,486.00
8	381,603.00	46,200.00	427,803.00	2,203,289.00

... of the original

Signature

Date 21/09/2009



No 00215913

Director  
Investment Centre

THE UNITED REPUBLIC OF TANZANIA

# Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

THIS CERTIFICATE REPLACE THE PREVIOUS ONE NO. 041630 ISSUED ON 26/01/2009  
AMENDMENT ON SECTION ONE HAS BEEN EFFECTED  
No: .....  
*[Signature]*

## This is to certify that

BOMEI ADVERTISING PRODUCTS MANUFACTURING LTD

of address ..... P.O. BOX 80154

DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, ~~rehabilitation~~ expansion or equity of the enterprise known as

BOMEI ADVERTISING PRODUCTS MANUFACTURING LTD

Which is located at ..... PLOT NO. 21-26, BLOCK H, TEGETA

KINONDONI - DAR ES SALAAM

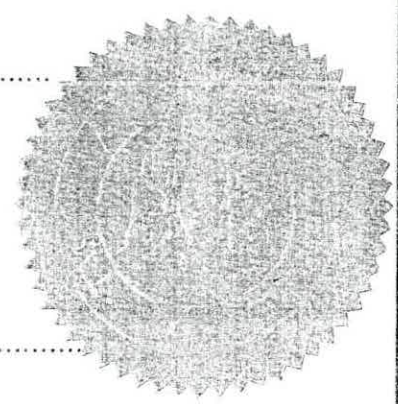
Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

*[Signature]*

Executive Director

Tanzania Investment Centre  
P.O. Box 938, Dar es Salaam

Dated ..... 24TH SEPTEMBER 2009



This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

1. Shareholders
- |          | Nationality | Shareholding (%) |
|----------|-------------|------------------|
| Ziwei Xu | Chinese     | 90               |
| Ziyu Xu  | Chinese     | 10               |
2. Proposed Activities: To establish and operate printing facilities
3. Sector: Manufacturing Subsector: Printing
4. Investment cost: Foreign USD 0.455m. Local USD 0.171m. Total USD 0.626m.
5. Project Financing: Equity USD 0.455m. Loans USD 0.171m. Total USD 0.626m.
6. Source, terms and conditions of loan
7. Assets to be invested:
- | Capital items: | Foreign     | Local       | Total       |
|----------------|-------------|-------------|-------------|
|                | USD 0.455m. | USD 0.171m. | USD 0.626m. |
8. Technology Agreement: None
9. Date of TIC Registration: 22nd January 2009
10. Implementation period: January 2009 - December 2011
11. Operative date: January 2012
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
- (i) Applicable Import Duty And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997
  - (ii) Applicable with-holding Tax As per Income Tax Act, 2004 (as amended)
  - (iii) Eligibility of Capital Allowances As per Income Tax Act, 2004 (as amended)
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
- (i) Date of Commencement of investment has to be notified to the Centre.
  - (ii) Certificate not to be transferred, assigned or amended
  - (iii) Failure to commence implementation within two years invalidates Certificate
  - (iv) Failure to operate investment must be notified to the Centre
  - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate
- Finished goods are not allowed under this Certificate

Signed   
Executive

CTIN.: 00305472



# TANZANIA REVENUE AUTHORITY

## CERTIFICATE OF REGISTRATION FOR TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 133 OF THE INCOME TAX ACT NO. 11 OF 2004)

**THIS IS TO CERTIFY THAT**

BOMEI ADVERTISING PRODUCTS MANUFACTURER LIMITED  
.....

has been registered with the Tanzania Revenue  
Authority and assigned the Taxpayer  
Identification Number

107-275-800  
.....

with effect from 20-Oct-2008  
.....

  
JOANNES N. A. MALLY

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF



JAMHURI YA MUUNGANO WA TANZANIA

TEMP. PERMIT

TFN. 226  
(Rev. 2/96)

CI 67596

BOX 80154

DSM

## LESENI YA BIASHARA

**B** N° 01293443

(Imetolewa chini ya Sheria ya Leseni za Biashara Na. 25 ya Mwaka 1972, marekebisho ya mwaka 1980 na masharti yaliyo nyuma)

\*Futa isiyotakiwa.

MINISTRY OF INDUSTRY & TRADE

1. Ofisi iliyotolewa.....
2. Nambari ya Ushuru wa mapato..... 107-275-800
3. Leseni imetolewa kwa..... BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD  
kuendesha biashara ya..... IMPORT OF DETERGENT  
katika Wilaya/Kanda\* ya..... TEMEKE Mtaa UBENA
4. Ni ya Shina/Fawi\*  
Ada Sh. .... Nambari ya Stakabadi.....  
ya tarehe.....
5. Mpya inaendeleza\* muda wa leseni Na. ....  
ya tarehe.....  
(ii) Muda wa leseni hii utaishia 30 Juni, 20..... 3/7/2011

Tarehe..... 2/5/2011

Sahihi na Muhuri wa Mtoaji Leseni

DIRECTOR FOR INTERNAL TRADE

GP. DSM

01409185  
ITN 276  
(REV. 2/86)



### JAMHURI YA MUUNGANO WA TANZANIA

## LESENI YA BIASHARA

**B** N<sup>o</sup> 01239785

(Imetolewa chini ya Sheria ya Leseni za Biashara Na. 25 ya Mwaka 1972, marekebisho ya mwaka 1980 na masharti yaliyo nyuma)

\*Futa isiyotakiwa

## MANISPAA YA TEMBEKE

1. Ofisi iliyotolewa

2. Nambari ya Ushuru wa mapato

3. Leseni imetolewa kwa

kuendesha biashara ya

katika Wilaya/Kanda\* ya

4. Ni ya Shina/Tawi\*

Ada Sh. ....

ya tarehe

5. Mpya inaendeleza\* muda wa leseni Na

ya tarehe

(ii) Muda wa leseni hii utarisha 30 Juni, 20

Tarehe

10 MAY 2010

80x 80156

GP/DSM

DSM

C/PN NO 67596 19TH OCT 2008

107-275-800-2009-2008  
BOMET ADVERTISING PRODUCTS  
MINIPLAS USE & LIMITED  
PRINTING  
TEMEKE UBENA  
Mtaa  
Plot No 25

NIL

Nambari ya Siakabahu

MPYA

01409185

Sahiti na Mafuaji wa Leseni

TANZANIA



Certificate of Incorporation

Section 15

No 67596

I HEREBY CERTIFY THAT

**BOMEI ADVERTISING PRODUCTS**

**MANUFACTURER LIMITED =====**

is this day incorporated under the Companies Act, 2002 and that the Company is Limited

Given under my hand at Dar es salaam

this 19TH day of SEPTEMBER

**TWO THOUSAND AND EIGHT**

A handwritten signature in black ink, appearing to read 'A. O. O. O.', written over a horizontal dotted line.

*Asst. Registrar of Companies*



# THE UNITED REPUBLIC OF TANZANIA

The National Industries (Licensing and Registration) Act, 1967  
(Sections 28(f))

## TEMPORARY INDUSTRIAL LICENSE

License No 00000477  
ISIC Class No 3420/02/1201109  
Issued at DAR ES SALAAM  
Name of firm and address BOMEI ADVERTISING PRODUCTS  
MANUFACTURING LIMITED  
P.O. BOX 80154, DAR ES SALAAM

The License permits operating a factory to manufacture for sale  
**TO ESTABLISH AND OPERATE PRINTING FACILITIES**

Subject to the following conditions

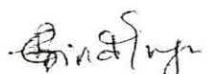
- (i) that the bearer is obliged to submit annual progress reports on the project  
(ii) that the product shall conform to the standards accepted by National standards Institute  
(iii) Others: **1. THAT LOCALLY AVAILABLE INPUTS MUST BE USED.**

**2. THAT BE APPROVED BY THE NATIONAL  
ENVIRONMENT MANAGEMENT COUNCIL**

Location of the factory BLOCK CH 25, HOUSE NO.150 UBENA STREET,  
CHANGÓMBE, TEMEKE DISTRICT, DAR ES SALAAM

12TH NOVEMBER 2009

Date  
dak

  
G. BinaMungu

Asst. Registrar Ministry of Industry, Trade and Marketing

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**

\*\*\*\*\*

Memorandum

and

Articles of Association

of

**BOMEI ADVERTISING PRODUCTS  
MANUFACTURER LTD,**

\*\*\*\*\*

Incorporated this      day of      , 2008

\*\*\*\*\*

Drawn by:

Xu Ziwei  
(Subscriber)  
P O Box 80154  
Dar es Salaam  
Tanzania

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**

\*\*\*\*\*

Memorandum

and

Articles of Association

of

**BOMEI ADVERTISING PRODUCTS  
MANUFACTURER LTD,**

\*\*\*\*\*

Incorporated this      day of      , 2008

\*\*\*\*\*

Drawn by:  
Xu Ziwei  
(Subscriber)  
P O Box 80154  
Dar es Salaam  
Tanzania

**THE UNITED REPUBLIC OF TANZANIA**

**CERTIFICATE OF INCORPORATION**

**NO.**

**I HEREBY CERTIFY that**

**BOMEI ADVERTISING PRODUCTS  
MANUFACTURER LTD,**

Is this day incorporated under the Companies Act, 2002  
And that the Company is Limited

Given under my hand at Dar es Salaam, this .....day of .....  
Two thousand and .....

Asst. Registrar of Company

TANZANIA  
Stamp Duty Paid  
33283604  
18/9/08  
Stamp Duty Office

TANZANIA  
Stamp Duty Paid  
33283604  
18/9/08  
Stamp Duty Office

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD,**

1. The name of the company is "BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD,"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - a) To acquire, take over, promote, establish, engage in and carry the business of profession of advertising products manufacturing including printing on promotional materials, printing on souvenir mugs, caps, T-shirts, fliers, posters, tags, IDs, business cards, pens, curtains, table cloths, vehicles, road sign boards, billboards, table tissues papers, and any other business activities of such kind.
  - b) To carry on the business of profession of producing advertising products including promotional artworks, T-Shirts, souvenir mugs, caps, fliers, posters, tags, IDs, business cards, pens, curtains, table cloths, vehicles, road sign boards, billboards, table tissues papers, and any other business activities of such kind.
  - c) To carry on the business as exporters, importers, suppliers, distributors, buyers, sellers, general merchants, worldwide traders, wholesalers, retailers, dealers in goods, stores, consumable articles, general merchandise and commodities, paper, printing material, promotional material, electric, and electronic items of every kind.
  - d) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
  - e) To be general food manufacturers packers and suppliers to local and exporter markets, to be grain millers and padres, fruits and vegetable canners, to be manufacturers of fresh juices and other beverages and to be bottlers and or canneries of same to manufacture tomato sauces and ketchups, chilli sauces, salad dressing cream, dried soup formulate and all kinds of food additives for local and export markets, to be importers and distributors of all kinds of foodstuffs.
  - f) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
  - g) To carry on the business of dealing in marketing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufacturers, representatives in all fields.

- h) To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- i) To carry on the business of general traders, merchants, wholesalers and retailers, exporters and importers, commissioning agents and manufacturers representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, goods, produce articles and agency, commission, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business, to do the agricultural chemicals, equipments, and produce, to buy sell, import, export manufacture, process, pack, can, supply or otherwise deal in food and food products, flowers, confectionery, cosmetics, perfumeries, toiletries and detergents of all kinds, tobacco, medicines and drugs, beverages and to carry on the business of importing and dealing in garments of all kinds, textiles, piece, goods, hosiery, knotting and weaving materials for the manufacture of above products.
- j) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- k) To carry on the business as general traders, importers, exporters, suppliers, merchants, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, foodstuffs, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- l) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, and wholesale and/or retail traders of or otherwise dealers of and in piecewood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements and other articles and commodities of personal and household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, and motor vehicles, automobiles and generally in all manufactured goods of all types, and merchandise of all kinds.
- m) To carry on the business as general suppliers of all sorts and types of goods and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- n) To engage and or otherwise carry on business of importing, exporting and distribution of all types of merchandise and to open shops for wholesale or retail of all types of goods.
- o) To promote, establish and carry on the business of manufactures, distributors, representatives and agents for all kinds and types of furniture of every description, including processing of wood, formica, chipboard, plywood, timber and every other content used in the manufacturing of furniture and furnishing wood, requisites of all kinds and goods of every description.

- p) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- q) To manufacture all kinds and varieties of mechanical appliances, instruments and machines and any and all processes and products essential thereto.
- r) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- s) To carry on the business of mining of all types of minerals and gemstones including diamonds in all parts of the United Republic of Tanzania.
- t) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- u) To engage and or carry on the business of road constructions, engineering, general civil works, buildings, renovations, office partitioners, decoratories, maintainers of dilapidated buildings, furniture manufactures, suppliers and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, sawmillers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers of same.
- v) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate travelling to organise 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.
- w) To engage in and or otherwise carry on the business of body fitness training club and healthcare, health clinics and day care centres.
- x) To carry on any other trade, business or activity whatsoever and to do anything of any nature which can, in the opinion of the Directors of the Company, be advantageously or conveniently carried on by the Company in connection with, as ancillary to or independently of any of its businesses.
- y) To subscribe for, purchase or otherwise acquire and hold shares, stocks, debentures and other securities of any other company and to invest and deal with the monies of the Company in any manner.

- z) To vest any moveable or immovable property, right, privilege or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
- aa) To apply for, purchase or otherwise acquire and protect and renew, in any part of the world, any patents, patent rights, brevets d'invention, copyrights, trademarks, designs, formulae, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem likely, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so acquire and to expend money in experimenting upon, testing or improving any such inventions or property.
- bb) To acquire and undertake the whole or any part of the business, assets and liabilities of any person or Company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction with any business of the Company or which is capable of being conducted so as, directly or indirectly, to benefit the company or which is possessed of property suitable for the purposes of the Company.
- cc) To enter, with any government or authority, supreme, municipal, local or otherwise, or any person or company, into any arrangement that may seem to the Directors of the Company to be conducive to the attainment of the objects of the Company or any of them and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences or concessions which the Directors of the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- dd) To lend money or give credit to any person or company with or without security; to give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or liabilities incurred by any person or company and otherwise to assist any person or company.
- ee) To receive money on deposit or loan and to borrow or raise money in such manner as the Directors of the Company may think fit and to secure repayment of the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into or to be incurred or entered into by the Company, by the issue of debentures or debenture stock or legal or equitable mortgages or charges over all or any of the Company's property (both present and future) including its uncalled capital or in any other way and to purchase, redeem or pay off any such securities.
- ff) To open and operate banking accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds and other negotiable or transferable instruments, to apply for, promote and obtain any statute, decree, order of court, regulation or other enactment or authorisation which may, to the Directors of the Company, seem likely to benefit the Company, directly or indirectly, and to oppose any bills, proceedings or applications which may, in the opinion of the Directors of the Company, be likely, directly or indirectly to prejudice the interests of the Company.
- gg) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege which any government or authority, supreme, municipal, local or otherwise, or any corporation or any public body may be empowered to issue, confer or make and to pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the

Company's assets, shares, stock, debentures or other securities to defray the necessary costs and expenses thereof.

- hh) To pay out of the funds of the Company all expenses which the Company may lawfully pay for in or connection with the formation and registration of the Company or the issue of its capital.
- ii) To pay for any rights or property acquired by the company and to remunerate any person or company, by a cash payment or by the allotment of shares in the capital of the Company, credited as paid up in full or in part, by company or in any other lawful manner.
- jj) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension, provident or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to any persons who are, or were at any time, in the employment or service of the Company or of any company which is its holding company or subsidiary or which is allied to or associated with the Company or with any such holding company or subsidiary or who are, or were at any time, Directors or Officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to the wives, widows, families and dependents of any such persons; to establish and subsidise or subscribe to any institutions, association, clubs or funds considered by the Directors of the Company to be for the benefit of or to advance the interest the well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid; to make payments for or towards the insurance of any such persons as aforesaid; to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful purpose and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- kk) To adopt such means of making known the businesses, activities, products, goods and services of and articles dealt in and sold by the Company as may, in the opinion of the Directors of the Company, seem expedient.
- ll) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession, limiting competition or otherwise, with any persons or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction with any business of the Company or which is capable of being conducted so as to benefit the Company, directly or indirectly.
- mm) To establish or promote or concur in establishing or promoting any company, association syndicate or partnership any kind to acquire and take over all or any part of the undertaking, property, assets and liabilities of the Company or for any other purpose which may, in the opinion of the Directors of the Company, be likely directly or indirectly, to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for, conditionally or unconditionally, or otherwise acquire all or any of the shares, stock, debentures or other securities of any such other company.
- nn) To sell, exchange, lease, mortgage, charge or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Directors of the Company may think fit and, in particular, for shares, stock, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the company.

- oo) To distribute among the Members, in specie or in kind, any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with any sanction for the time being required by law.
- pp) To undertake and execute any trust which may, in the opinion of the Directors of the Company, be conducive to any of the objects of the Company.
- qq) To act as agent, broker or trustee for any person or company and to act as secretary, manager, consultant, adviser book-keeper or registrar of or transfer agent for any other company.
- rr) To do all or any of the above things in any part of the world and either as principal, agent, trustee, contractor or otherwise and either alone or jointly with others and either by or through agents, trustees, sub-contractors or otherwise.
- ss) To procure the Company to be registered or recognised in any place outside the United Republic of Tanzania.
- tt) To do all such other things as are or may be deemed incidental or conducive to the attainment of any of the objects and the exercise of any of the powers of the Company.
- uu) To engage in any lawful business activities that will benefit the Company.

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, and.


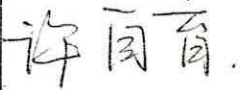
The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, sense as if each of the said paragraphs defined the objects of a separate and distinct company, and

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 5,000,000/= (five million) divided into 5,000 (five thousand) shares of Shillings 1,000/= (one thousand) 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.

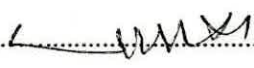
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of Shares Taken by Each Subscriber	Signature
<b>ZIWEI XU</b> P. O. BOX 80154 Dar es Salaam Tanzania	4,500	
<b>ZIYU XU</b> No 25, Mid Zone, Chen Community, Qingyang St, Jinjiang City, Fujian Province, P. R. China	500	

Dated at Dar es Salaam Sept. 16 2008

Witness to the above signatures

Name : .....

Signature : 

Postal Address : .....

DESIDENI SEYASTIAN NGALO  
 P.O. Box 72349  
 DAR ES SALAAM  
 TANZANIA

Qualification : .....



TANZANIA  
Stamp Duty No. 500875  
Receipt No. 33283664  
18/9/08  
Stamp Duty Office

# THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

OF

TANZANIA  
Stamp Duty No. 250875  
Receipt No. 33283604  
18/9/08  
Stamp Duty Office

# BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD

### TABLE A EXCLUDE

1. The regulations in Table A in the First Schedule to the Company Act 2002 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

### INTERPRETATION

In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:

### WORDS AND MEANINGS

“Articles”: these Articles of Association as originally framed or as altered from time to time by Special Resolution;

“A Shareholder”: any holder from time to time of the Shares;

“The Directors”: the directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present;

“The Office”: the registered office for the time being of the Company;

“The Act”: the Companies Act 2002 and every statutory modification and re-enactment thereof for the time being in force;

2. The Company is a Private Company and accordingly; no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the Company : provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of Section 56 of the Act shall be observed.

3. a. The Directors may subject to Article 48 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities of the Company in accordance with the

provisions of these Articles and the Act to such persons and generally on such terms and conditions as the Directors think proper.

- b. The general authority conferred by paragraph (a) of this article shall be conditional upon due compliance with Article 48 hereof and shall extend to the amount of the authorized share capital of the Company upon its incorporation.
  - c. The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
4. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.
  5. No person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognize and equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provide or as required by law.

#### CAPITAL

6. The capital of the Company is 5,000,000/= (five million) divided into 5,000 (five thousand) shares of Shillings 1,000/= (one thousand) each.

#### SHARES

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the capital of the Company may be issued with such preferred, 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 resolution determine.
8. Subject to the provisions of Companies Act 2002, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.
9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed not to be varied by the creation or issued of further shares ranking pari-passu therewith.
10. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of the three fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate meeting the provisions of this articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

11. Every person whose name is entered as member in the register of members shall, without payment, be entitled to one certificate under the common seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the Company shall be bound to issue more than one certificate, and delivery of certificate of a share to one of several jointly holders shall be sufficient delivery to all.
12. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee, if any, not exceeding one hundred shillings, and on such terms, if any, as to evidence and indemnity as the directors think fit.

#### LIEN

13. The Company shall have a lien on every share for all moneys (whether present payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, if any on a share shall extend to all dividends payable thereon.
14. The Company may sell, in such manner as the directors thin fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.
15. For giving effect to any such sale the directors may authorise some person to transfer the share sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be found to see to the application of the purchaser money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
16. The proceeds of sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall be held (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) by the Company on behalf of the person entitled to the shares at the date of the sale.

#### CALLS ON SHARES

17. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, and each member shall (subject to receiving at least fourteen days notice specifying the time or times of payment) pay to the Company at the time or times of specified the amount called in his shares. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect hereof.
19. If sum called in respect of a share is not paid before or on the date appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at bank rate prevailing from time to time from the day appointed for payment thereof to the time of actual payment, but the directors shall be at liberty waive payment of the interest wholly or in part.

20. The provisions of these articles as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same has become payable by virtue of a call duly made and notified.
21. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.
22. The directors may, if they think fit, receive from any member willing to advance the same all or nay part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rated (not exceeding, without the sanction of any Company in general meeting, the bank rate existing from time as may be agreed upon between the member paying the sum in advance and the directors).

#### **TRANSFER AND TRANSMISSION**

23. Subject to the provisions hereinafter continued shares in the Company shall be transferable by written instrument in the common form signed by both the transfer 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 of members in respect thereof.
24. The directors may in their absolute discretion and without assigning any reason therefore decline to register nay transfer of shares to any person whom they do not approve not being already a member of the Company and may also decline to register any transfer of shares on which the Company has alien. The directors may also suspend the registration of transfers during the fourteen days immediately proceeding the ordinary general meeting in each year. The directors may decline to recognise nay instrument of transfer unless:-
  - (a) A fee not exceeding shillings two hundred and fifty is paid to the Company in respect thereof; and
  - (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transfer to make the transfer.

If the directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

25. The personal representatives of a deceased sole holder of share shall be the only persons recognised by the Company as having any title to the share. In the case of share registers in the names of two or more holders, the survivors or survivor, or the personal representatives of the deceased survivor, shall be the only persons recognised by the Company as having any title to the share.
26. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be required by the directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

27. Except as hereinafter provided no share in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
28. Every member or other person referred to in article 26 hereof who intends to transfer shares (hereinafter called the vendor) shall give notice in writing to the board of his intention. The notice shall constitute the board his agent for the sale of the said shares in one or more lots at the discretion of the board to members of the Company at a price to be agreed upon by the vendor and the board, and in default of agreement, at a price which the auditor of the Company for the time being shall certify, by writing under his hand, to be in his opinion, the fair selling value thereof as between a willing vendor and a willing purchaser.
29. Upon the price being fixed as aforesaid the board shall forthwith give notice to all the members of the Company other than holders of employees' shares of the number and price of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any, and if so, what maximum number, of the said shares.
30. At the expiration of the said twenty-one days the board shall allocate the said shares to or among the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro rata according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the vendor shall bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he make default in so doing the chairman for the time being of the directors of the Company or failing him one of the directors duly nominated by resolution of the board for that purpose shall forthwith be deemed to be duly appointed attorney of the vendor with full power to execute complete and deliver in the name and on behalf of the vendor a transfer of the shares to the purchasing member and the board may receive and give a good discharge for the purchase-money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.
31. In the event of the whole of the said shares not being purchased under article 28 the vendor may, at any time within six calendar months after the expiration of the said twenty-one days, transfer the shares not sold to any person (subject to article 17) and at any price.
32. Articles 25, 26, 27, 28 and 29 hereof shall not apply to a transfer to a person who is already a member of the Company, nor to a transfer merely for the purpose of effecting the appointment of new trustees, nor to a transfer by personal representatives to a legatee under the will of, or to the husband, wife or next of kin of, a deceased member, nor to a transfer by trustee to a beneficiary, provided that it is proved to the satisfaction of the board that the transfer bona fide falls within one of these exceptions.

#### **FORFEITURE OF SHARES AND EXPROPRIATION OF SMALL HOLDINGS**

33. If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the directors may at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
34. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

35. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and such forfeiture shall extend to any dividends in respect of any share so forfeited not actually paid at the date of the said notice.
36. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
37. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture, were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receive payment in the full of the nominal amount of the shares.
38. The holders for the time being of four-fifths of the issued shares in the Company shall be entitled at any time to purchase ex dividend all or any of the shares held by any member of the Company at a price equal to the sum paid up thereon and upon the tender of that price by the holders of four-fifths of the issued shares to any other member for the shares held by him that member shall execute transfer of the shares to the members by whom the tender is made or their nominees in such shares and proportions as they shall direct. If the member to whom the tender is made neglects or refuses to accept the sum tendered or to execute transfers of the shares the Company may on proof of his neglect or refusal accept and give a good discharge for the moneys tendered on behalf of the member to whom the same shall have been tendered, and the provisions of article 23 shall apply to the execution of transfer of the shares and the registration of the members by whom the tender was made or their nominees as owners of the said shares.
39. A statutory declaration in writing that declarant is a director of the Company, and that a share in the Company has been duly forfeited or expropriated on a date sated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase-money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or expropriation, sale or disposal of the share.
40. The provisions of these articles as to forfeiture shall apply in the case of non-payment of any sum which, by terms of issue of share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **ALTERATION OF CAPITAL**

41. The Company may, from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
42. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which

they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration to that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the Company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares cannot, in the opinion of the director, be conveniently offered under this article.

43. The new shares shall be subject to the same provisions with reference to payment of calls, lien, transfer, transmission, forfeiture, expropriation, and otherwise as the shares in the original share capital.
44. The Company may by ordinary resolution:-
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the Companies Act.
  - (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person;  
and may by special resolution:-
  - (d) Reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent, required, by law.

#### GENERAL MEETINGS

45. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and at such place as the directors shall appoint.
46. All general meeting other than the annual general meeting shall be called extraordinary general meetings.
47. The directors may, whenever they think fit, convene an extraordinary general meeting. If at any time there are not within the united republic of Tanzania sufficient directors capable of acting to form a quorum, any director or any one member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

#### PROCEEDINGS AT GENERAL MEETINGS

48. An annual general meeting and a meeting called for the passing of special resolution shall be called by twenty-one days' notice in writing at the least, and all other meetings by fourteen days' notice in writing at least. Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day, and the hour of meeting and, in case of special business, the general nature of the business shall be given in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed

by Company in general meeting to such persons as are, under these articles, entitled to receive such notices from the Company; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

49. The accidental omission to give notice to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meetings.
50. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheet and the ordinary report of the directors and auditors, the election of directors in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the directors.
51. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; same as herein otherwise provided two members personally present shall be a quorum.
52. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
53. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company.
54. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman.
55. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
56. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one member entitled to vote present in person or by proxy; and unless a poll is so demanded, a declaration by the chairman that the resolution has, on a show of hands, been carried, or carried unanimously, or by particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against the resolution.
57. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
58. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

59. A poll demanded on the election of a chairman, or in a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.
60. Any ordinary resolution of the Company determined on without any general meeting and evidenced by writing under the hands of all the directors or a sole director and of members of the Company holding three-fourths of the issued shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

61. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.
62. 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 for this purpose seniority shall be determined by the order in which the names stand in the register of member.
63. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, a curator bonus, or other person in the nature of a committee or curator bonus appointed by that court, and any such committee, curator bonus, or other person may, on a poll, vote by proxy.
64. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
65. 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
66. On a poll votes may be given either personally or by proxy.
67. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal, or under the hand of an officer or attorney so authorised. A member shall not be entitled to appoint more than one proxy to attend on the same occasion nor may a proxy vote except on a poll.
68. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a naturally certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, or taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
69. An instrument appointing a proxy may be in the following form, or in any other form which the directors shall approve:-

.....Limited

"I.....of, act. being a member of the ..... Limited, hereby appoint ..... of, act. as my proxy to vote for me and on my behalf at the ordinary {or extraordinary, as the case may be} general meeting of the Company to be held on the .....day of..... and at any adjourned meeting thereof".

Signed this.....day of.....200.....

Signature of Member

70. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

### DIRECTORS

71. The first directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the Company by ordinary resolution the number of directors shall not be less than two.
72. The names of the first directors of the Company are as follows:  
1. ZIWEI XU  
2. ZIYU XU
73. (1) The remuneration of the directors shall from time to time be determined by the Company in general meeting.  
(2) In addition to their usual remuneration the directors shall also be paid such traveling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connection with their attendance at meetings of director.
74. Any director any in writing appoint any person, who is approved by the majority of the directors, to be his alternate to act in his place at any meeting of the directors to which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote there at as a director when the person appointing him is not personally present, and where he is a director, to have a separate vote on behalf of the director he is representing in addition to his own vote. A director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him. The remuneration of such alternate shall be payable out of the remuneration payable to the director appointing him, and the proportion thereof shall be agreed between them. An alternate director need not hold nay share qualification.
75. A director and alternate director shall not require a share qualification by nevertheless shall be entitled to attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.
76. The Company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. An vacancy occurring in the board of directors may be filled up by the Company by an ordinary resolution.

## POWERS AND DUTIES OF DIRECTORS

77. The business of the Company shall be managed by the directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not, by the Companies Act 2002 or any statutory modification thereof, for the time being in force, or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of these articles and of the said Act, and the exercise of such powers shall be subject to control of any general meeting of the Company specially convened for the purpose, but no resolution of the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that resolution had not been passed.
78. The directors may from time to time appoint one or more of their body to the office of managing director or manager for such term and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partially in another) as they may think fit. The office of managing director shall be subject to determination ipso facto if he ceases from any cause to be a director, or if the Company in general meeting resolves that his tenure of the office of managing director or manager be determined.
79. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.
80. The directors shall duly comply with the provisions of the Companies Act 2000 or any statutory modification thereof for the time being in force, and particular with the provisions in regard to registration of the particulars of mortgages and charges affecting the property of the Company, or created by it, and to keeping a register of the directors and secretaries, and to sending to the Registrar of Companies an annual list of members, and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital, or conversion of shares into stock, and copies of special and extraordinary resolutions, and a copy of the register of directors and notification of any changes therein.
- 8.1 The directors shall cause minutes to be made in the books provided for the purpose:-
- (a) Of all appointments of officers made by the directors;
  - (b) Of the names of the directors present at each meeting of the directors and of any committee of the directors;
  - (c) Of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose

## DISQUALIFICATION OF DIRECTORS

82. The Office of any director shall be vacated, if the director:
- (a) Resigns his office by notice in writing to the Company; or
  - (b) Becomes bankrupt in this Territory or in any other territory which is declared to be a reciprocating territory under section 147 of the bankruptcy Act; or
  - (c) Is found lunatic or becomes unsound mind; or
  - (d) Is punished with imprisonment for a term exceeding six months without the option of fine; or
  - (e) Is requested in writing by all his co-directors to resign.

83. Any director or any Company of firm of which a director is a member, may enter into contracts with the Company and any director may vote as a director or shareholder in respect of such contract and retain for his own use profits made by him under any such contract; provided always that unless he be at the time sole director he must disclose his interest to his co-directors before the contract is entered into by the directors, and if he be at the time sole directors be interested contract the contract must be entered into by the Company in general meeting, and before the contract is entered into, the director or directors must disclose his or their interest to the meeting.

#### PROCEEDINGS OF DIRECTORS

84. The directors may meet together for the dispatch of, adjourn and otherwise regulate their meetings, as they think fit, questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
85. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.
86. The continuing directors may act notwithstanding any vacancy in the body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the quorum of directors, the continuing director may act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the Company, but for no other purpose.
87. The Directors may elect a chairman of their general meeting and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of their meeting.
88. The directors may delegate any of their powers to committees consisting of such members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegate conform to any regulation that may be imposed on them by the directors.
89. A committee may elect a chairman of their meeting; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose any of their number to be chairman of the meeting.
90. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall determined by a majority of votes of the members present, and in the case if an equality of votes the chairman shall have a second or casting vote.
91. All acts done by any meeting of the directors or of a committee of directors, or any person acting as a director, shall, notwithstanding that it afterwards discovered that there was some effect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed to be a director.
92. A resolution determined on without any meeting of directors and evidenced by writing under the hands of all directors, or sole director, or of all members of a committee, or of sole member of a committee, shall be as valid and effectual as a resolution duly passed at meeting of the directors or of such committee.

#### SECRETARY

93. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may removed by them.
94. No person shall be appointed or hold office as a Secretary who is:-
- (a) a director of the Company; or
  - (b) a corporation a director of which is a director of the Company; or
  - (c) a director of a corporation which is a director of the Company
95. A provision of the Companies Act 2002 or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of the secretary.

#### THE SEAL

96. The Director shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the Seal Secretary or by a second director or by some other person appointed by the directors for the purpose but so that the directors may be resolution determine, either generally or in any particular case, that the signature of any director may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to certificates which have first been approved for sealing by the Auditors, Transfer Auditors, Transfer Agents or Bankers of the Company in writing.

#### DIVIDENDS AND RESERVE

97. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
98. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.
99. No dividends shall be paid otherwise than out of profits.
100. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of shares in the Company dividends may be declared and paid according to the amount of the shares. No amount paid on a share in advance of call shall, while carrying interest, be treated for purpose of this article as paid on the share.
101. The directors may, before recommending and dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the directors may from time to time think fit.
102. If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividends payable on the share.
103. No dividend shall bear interest against the Company.

## ACCOUNTS

104. The directors shall cause proper books of accounts to be kept with respect to:-

All sums of money received and expended by the Company, and the matters in respect of which the receipt and expenditure takes place.

All sales and purchases of goods by the Company; and The Assets and liabilities of the Company. Proper books of account means such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

105. The books of accounts shall be kept at the registered office of the Company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

106. The directors shall from time to time determine whether and to what extend and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.

107. The directors shall from time to time in accordance with section of the Companies Act 2002 or any statutory modification thereof for the time being in force, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheet, group accounts (if any) and reports as are referred to in those sections.

108. A copy of every balance sheet (including every document required by the law to be annexed thereto) which is to be laid before the Company in General meeting before the date of the meeting together either a copy of the auditors report, shall not less than twenty one days be sent to every member of, and every holder of debentures of, the Company and to every person registered under regulation 19. Provided that the regulation shall not require a copy of those documents to be sent to any member of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

## CAPITALISATION OF PROFITS

109. The Company is general meeting may upon the recommendation of the directors resolve that the desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled there to distributed by law of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unused shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid , or partly in the one way and partly in the other, and the directors shall give effect to such resolution.

Provided that a share premium account and capital redemption reserve fund my, for the purpose of this regulation, only be applied in the paying up of unused shares to be issued to members of the Company as fully paid bonus shares.

110. Whenever such resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issue of fully paid up shares or debentures, if any, and generally shall do all acts

and things to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they as they think fit for the case of share of debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any other shares or debentures to which they may be entitled up on such capitalisation, or (as the case may require) for the payment up by the Company or their behalf, by the application thereto of their respective proportions of the profits of the resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares, and may agreement made under such authority shall be effectively and binding on all such members.

#### AUDIT

111. Auditors shall be appointed and their duties regulated in accordance with the law for the time being governing the business of auditors, specifically of a company like this;
112. If a member has no registered address in Tanzania and has not supplied to the Company an address within The Republic of Tanzania for the giving of notices to him, a notice addressed to him, and displaced in the registered office of the company, shall be deemed to do dully given on the day on which it is so displayed.
113. The company shall have powers to make rules, circulars, and regulations etc. specifically for purposes of governing any matter or activity of the company.

#### NOTICES

114. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if has registered address in Tanzania, to the address, if any, within Tanzania supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed affected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the latter would be delivered in the ordinary course of post.
115. If a member has no registered address in Tanzania and has not supplied to the Company an address within The Republic of Tanzania for the giving of notices to him, a notice addressed to him, and displaced in the registered office of the company, shall be deemed to do dully given on the day on which it is so displayed.
116. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.
117. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustees of the bankrupt, or by any like description, at the address, if any, in the United Republic of Tanzania supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice an any manner in which the same might have been given if the death or bankruptcy had not occurred.
118. Notice of any general meeting shall be given in the same manner hereinbefore authorised to (a) every member of the Company except those members who (having no registered address within the United Republic of Tanzania) have not supplied to the Company an address within The United Republic of Tanzania for the giving of notices to them, (b) every person entitled to share

inconsequence of death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting and (c) the auditors for the time being of the company. No other person shall be entitled to receive notices of general meetings.

### WINDING UP

- 119 If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Companies Act 2002 divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such decision shall be carried out as between the members or different classes of members. The Liquidator may, with sanction, vest the whole or any part of the assets in trustees up on such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### INDEMNITY

120. Subject to the provisions of the Companies Act 2002 every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted.

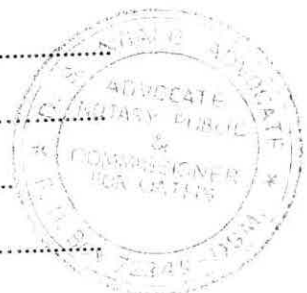
Names, Addresses, and Description of Subscribers.	Number of Shares Taken by Each Subscriber	Signature
<b>ZIWEI XU</b> P. O. BOX 80154 Dar es Salaam Tanzania	4,500	许自伟
<b>ZIYU XU</b> No 25, Mid Zone, Chen Community, Qingyang St, Jinjiang City, Fujian Province, P. R. China	500	许自育

Dated at Dar es Salaam, Sept. 16 2018

Witness to the above signatures

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

DESIDERI SEBASTIAN NGALO  
 P. O. BOX 72349  
 DAR ES SALAAM  
 TANZANIA



## LEASE AGREEMENT

This agreement is made this 21st October, 2011 between BEATRICE SIRIKWA MSHU of P.O.BOX 70293 Dar es Salaam (hereinafter referred to as (THE LANDLORD)) and BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD (hereinafter referred to as (THE TENANT)) of P.O.Box 80154 Dar es Salaam

THE BOTH PARTIES HERETO AGREE AS FOLLOWS:

1. THE LANDLORD who is the owner of all that land and the demised property standing of BLOCK CHIS HOUSE NO. 150, UBENA STREET, CHANG'OMBE AREA, TEMEKE DISTRICT, DAR ES SALAAM (hereinafter referred to as 'the property' ) lets to THE TENANT who has agreed to lease the said property on the terms and conditions appearing hereunder.
2. THE LANDLORD assures THE TENANT that to lease the property to THE TENANT and if the information he has given to THE TENANT in this agreement is false he shall be liable for all the losses and he shall have cost to THE TENANT.
3. The said demised property is hereby leased to THE TENANT for a period of THREE years starting from 6<sup>th</sup> March, 2012 to 5<sup>th</sup>, March, 2015.
4. THE TENANT shall during the tenancy pay to the landlord a monthly rent of USD 600 payable in one lump sum for each year but increased at the rate of 5% over the previous year as follows:
  - . During 6<sup>th</sup> March, 2012 to 5<sup>th</sup>, March, 2013 ..... USD 7200. 00 ✓
  - . During 6<sup>th</sup> March, 2013 to 5<sup>th</sup>, March, 2014 ..... USD 7560. 00
  - . During 6<sup>th</sup> March, 2014 to 5<sup>th</sup>, March, 2015 ..... USD 7938. 00
5. THE LANDLORD allows THE TENANT to modify the demised premises to make it fit for carrying his business as a workshop but such modification shall not affect the existing building and it shall be removed by THE TENANT before this contract ends. In this respect THE LANDLORD allows THE TENANT to establish the temporary building at the premises for free.
6. THE LANDLORD shall cooperate with THE TENANT in obtaining all necessary utilities including water and electricity and all the costs and bills shall be paid by the tenant however THE LANDLORD shall pay the taxes rents which are due on the demised property.
7. All minor repairs shall be carried out by THE TENANT and all the major repairs and renovations shall be carried out by THE LANDLORD.
8. THE TENANT shall at all times at the demised premise in clean and good condition.
9. THE LANDLORD shall have the right to enter the demised premise to check the status of the property provided that she gives to THE TENANT a reasonable notice in advance and the entry is done in daytime.
10. Upon the expiry of the period of tenancy, THE TENANT shall deliver to THE LANDLORD the premises in good tenantable state and damages shall be repairs at

the cost of THE TENANT. Reasonable tear and wear is hereby accepted.

11. THE TENANT shall remove all structures he has erected on the premises and return the premise in good condition provided THE LANDLORD may waive this condition or part thereof.

12. THE TENANT maynot assign any of the premises without a written permit from THE LANDLORD.

13. At the end of the 3 years granted herein the parties may negotiate a new lease on such terms and conditions as they deem fit in the event of leasing to premises after the period of three years. THE TENANT shall have the first right of refusal before any new tenant is considered.

14. Except in cases of breach of the terms and conditions herein, if any party terminates the lease agreement before the end of three years given herein, the party terminating shall pay to the other the sum of TZ Shillings SEVEN MILLION, upon which the tenancy shall come an end.

15. In case either party breaches any of the terms and conditions herein or implied by law the party not in breach shall be at liberty to terminate the lease agreement if the breach is not corrected or made good within 14 days after notice in writing pointing such breach.

16. This agreement has being read to both parties and it has been executed in two parts all of which are originals on the date and in the manner appearing hereunder each party will get an original and attesting.

**Witnessed by:**

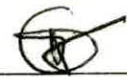
Name: WU HUA HUANG

Signature: 

Address: P.O. BOX: 77128

**THE LADLORD**

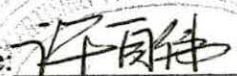
Name: BEATRICE SIRIKWA MSHU

Signature: 

Address: 70293 DSM

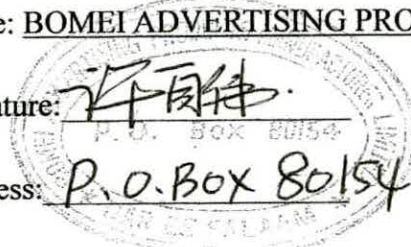
**THE TENANT**

Name: BOMEI ADVERTISING PRODUCTS MANUFACTURER LTD

Signature: 

ZIWEI XU

Address: P.O. BOX 80154



Certified as a True Copy of the Original

  
ILDEFONCE LUNILI NDEMELA  
Advocate, Notary Public & Commissioner for Oaths

10/1/2013











# TANZANIA INVESTMENT CENTRE

## REGISTRATION FORM

FOR

## CERTIFICATE OF INCENTIVES

(Tanzania Investment Act 1997, Section 17 and 18,  
and the Investment Regulations:  
Regulation 42, Government Notice No. 318A of 2002)

**Tanzania Investment Centre**  
9A & B Shaaban Robert Street  
P. O. Box 938  
**DARES SALAAM**  
Tel. 022 2116328  
Fax. 022 2118253  
e-mail: [information@tic.co.tz](mailto:information@tic.co.tz)  
Website: [www.tic.co.tz](http://www.tic.co.tz)

(Please fill the form in duplicate)

UNITED REPUBLIC OF TANZANIA

THE TANZANIA INVESTMENT ACT

(No. 26 of 1997)

APPLICATION FOR REGISTRATION

(Made under Regulation 42)

To: The Executive Director  
Tanzania Investment Centre  
P. O. Box 938  
DAR ES SALAAM  
Tanzania

1. I/we ZIWEI XU  
(director/directors/agent of BOMEI XOVERISING PRODUCT MANUFACTURING LTD  
(name of business enterprise) apply for registration of TIC CERTIFICATE  
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.
2. The registered office of the company will be situated at UBUNG STREET, CHANG'OMBE  
HEMERE PLOT NO 150

Copies of the following documents are attached to this application:

- (i) The Memorandum and Articles of Association/or partnership agreement
  - (ii) Certificate of Incorporation/Registration
  - (iii) A copy of the Project Profile or Feasibility Study showing the implementation period, programme of implementation and operative date
  - (iv) Evidence of financing and evidence of land ownership for the project
3. The Head Office of the Company will be situated at CHANG'OMBE HEMERE DSM.
4. The Principal Officers of the Company are 1) ZIWEI XU  
2) ZIWEI XU
5. Auditors of the Company are TO BE APPOINTED LATER
6. The authorized share capital of the Company is Tshs./US\$ 5,000,000/-

7. The intended capital investment of the Company in terms of Section 2(2) of the Act

is Tshs./US\$ 782,000/-

8. The month and day of the financial year end is 31<sup>st</sup> DECEMBER

Note: *failure to provide all the required information will result in the return of the application by the Centre.*

I/We enclose a cheque/cash made payable to the **Tanzania Investment Centre** for Tshs./US\$

700/- Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, ZIWEI XU of Post Office Number P. BOX 80154

DAR ES SALAAM do solemnly and sincerely declare that I am a director/duly

authorized agent of BOMEI ADVERTISING PRODUCTS MANUFACTURING LTD

**AND** that all the requirements of the Tanzania Investment Act, 1997 in respect of matters precedent to the registration of the business enterprise under the Act and incidental thereto have been complied with, **AND** I make this solemn declaration conscientiously believing the same to be true.

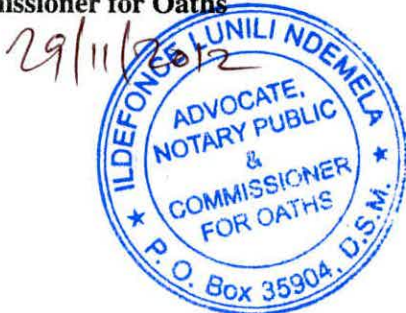
Declared at Dar es Salaam }

The 29<sup>th</sup> day of November 2012 }

Applicant  


Before me:

  
.....  
Commissioner for Oaths



### APPLICATION SUMMARY

Company Name: BOMEI ADVISING PRODUCT MANUFACTURING LIMITED

Certificate of Incorporation Number: 67596 Status: EXPANSION

Certificate of Incorporation Date: 19th DEC. 2008

Post Box: 80154

Town: DAR ES SALAM

Sector: MANUFACTURING Sub-Sector: PRINTING

**Investment Financing Plan in Million US\$/Tshs.**

Foreign Equity	Local Equity	Foreign Loan	Local Loan
<u>USD 300,000</u>		<u>482,000</u>	

Project Objectives: EXPANSION OF PRINTING FACILITIES

Capacity: 400,000 various products per year

Employment: Foreign: 10 Local: 50 Total: 60

Implementation Period: 3 YEARS

**Project Location**

Site/Plot/Block No. PLT NO 150

Street: UBENYA / CHANGAMBE District: IFEMBE Region: DAR ES SALAM  
 (Attach sketch map showing project location)

Shareholders	Nationality	%
<u>ZUWEI XU</u>	<u>CHINESE</u>	<u>90%</u>
<u>ZIXU XU</u>	<u>CHINESE</u>	<u>10%</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....

**Investment Breakdown**      **US\$/Tshs.M**

Land/Building	..... 100,000/-
Plant	..... 540,000/-
Vehicles	..... 40,000/-
Furniture & Fittings	..... 2,000/-
Pre-expenses	..... 20,000/-
Others	..... -
Working Capital	..... 80,000/-
<b>TOTAL</b>	..... <b>782,000/-</b>

**Contact Details:**

Name: ZUMWI XY.....

Title: DIRECTOR.....

Telephone: 0714457865.....

Fax: -.....

Email: -.....

**Payments to be made payable to:**

TANZANIA INVESTMENT CENTRE  
STANDARD CHARTERED BANK TANZANIA LTD.  
SWIFT ADDRESS:      **SCBLTZTX**  
ACCOUNT NO.:        **8702006002000**

