

PANDRAMA INTERNATIONAL GROUP
(E.A) LTD

MINUTE SHEET

Dokezo
No.

MINUTE SHEET

Dokezo
No.

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\$0.5m

(b) Legal entity has been incorporated under certificate

No. 54760 of 12/02/2005

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.A. Senzia

DIF

21st November, 2011

EXD

In response to the TIC letter of registration dated 21st November 2011

the project has submitted the required documents namely: -

(a) Company Board Resolution.

(b) Reference letter/Financing from Exim Bank LTD

(c) Lease Agreement on warehouse of land

With the above submission EXD is requested to sign Certificate of Incentives No. 042129 herein attached.

23/01/2012



DIF

MINUTE SHEET

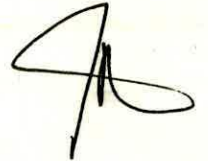
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3.

Khawa / Fabun

Please make PVO & Bring up Report

26/01/12



DIF

4

DIF

On 3 February 2012 we visited project as instructed above, we found that the structure of building is completed and the owner of the building ie Oil Com (S) Ltd is doing final touches of finishing, according to the project developer he will bring machines and install them for furniture assembling which in our opinion the location can accommodate such activities, we submit for further guidance

~~W. M.~~
I. M. Khawa 17/02/2012

5.

As Exd

The project was visited as instructed and the officials recommended that the investor project be given certificate of incentives on the grounds that investor has already secured the premises which is ready for installation of machineries for the production of furniture.

26/02/2012



DIF

**PANORAMA INTERNATIONAL GROUP
(EAST AFRICA) LIMITED**

**BUSINESS PLAN FOR THE ESTABLISHMENT OF
FURNITURE JOINERY, ASSEMBLYING AND
MANUFACTURING PROJECT.**

**DAR ES SALAAM – TANZANIA
OCTOBER, 2011**

S4760

**PANORAMA INTERNATIONAL GROUP
(EAST AFRICA) LIMITED**

**BUSINESS PLAN FOR THE ESTABLISHMENT OF
FURNITURE JOINERY, ASSEMBLYING AND
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**DAR ES SALAAM – TANZANIA
OCTOBER, 2011**

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1. INTRODUCTION

1.1 Background

PANORAMA INTERNATIONAL GROUP (EA) LIMITED was established with a Certificate of Incorporation No. 54760 issued on 2nd December, 2005. The Company has been established to become one of the mediums sized enterprises to assemble and manufacture furniture of various types.

It will specialize in the production of various kind of furniture and embark on the manufacture of household, bedroom and living room furniture.

The Company intends to become a leader in the furniture making and supply industry using the most modern technology in the country. The company will build a reputation in the design and manufacture of furniture at affordable prices, functional products and as to customers' creation and choice.

1.2 Project Objectives

Briefly PANORAMA INTERNATIONAL GROUP LIMITED'S Concept of the project is to participate, engage and develop its reputation for excellence in furniture assembling and manufacture and supply. The company through the project expects to produce these furniture products for use in household, institutions, hospital etc.

The other objective is to produce the products for every taste, from standard furniture to more sophisticated custom creations.

2. THE MARKETING ASPECT OF THE PROJECT

2.1 An overview of Furniture Business in Tanzania

Tanzania is rewarded with plenty of natural and plantation forest where timber resources are readily available. Tanzania has about 35.5 million hectares of forest and woodland. Out of this total area, almost two third consists of woodland on public lands. About 13 million hectares of this total area have been gazette as forest reserves. Over 80,000 hectares of the gazette area is under plantation forestry and about 1.6 million hectares are under water catchments management.

Even with these vast wood resources the contribution of wood based industry to the economy is very much small. The wood based industry here comprises of mechanical and chemical wood industry, wood fuel and artisanal wood based products and furniture. Broadly speaking Tanzania's forest industry covers all of the following activities:

- o
- (a) Mechanical Wood processing consisting of;
 - i) Saw milling
 - ii) Furniture and Joinery
 - iii) Particle Board production
 - iv) Fibreboard, Wood Based Panel
 - v) Ply wood
- (b) Pit sawing
- (c) Pulp and or paper mills (Chemical Wood processing)
- (d) Match factory
- (e) Pole treatment Plants
- (f) Tannin Extraction

Until 1970 mechanical wood processing was depending entirely on hardwood species however, presently more than 66% of timber production and consumption i.e about 800,000 M3 per annum is softwood coming from eighteen (18) national plantations. Most of the furniture makers and dealers is growing day by day however, the quality of their products although is improving but does not match up with the exotic furniture which is required and imported for use in offices, households, hotels, hospitals and educational institutions.

2.2 Demand and Supply of Furniture

The country's Investment Policy of 1990 and the Investment Promotion Act of 1990 and its subsequent amendments triggered investment in the construction of hotel and tourist lodges, residential houses, commercial buildings, warehouses, industrial sheds and godowns, estates and factory buildings.

The above listed construction activities have no doubt created a potential demand for timber and wood based products including furniture. All most all the listed structures above are now on the increase in their construction and provide a ready made market for furniture products.

2.3 Range of Products

When the above buildings and in particular the residential buildings and apartment are complete they will require to be equipped with the following furniture:

- i) Double beds
- ii) Single beds
- iii) Bedside Table with drawers and shelves
- iv) Dressers with Four Drawers
- v) High Dressers with Six Drawers
- vi) Wardrobes with Two Hinged Doors
- vii) Ward robes with Sliding Doors

- viii) Wardrobe Ordinary
- ix) Convertible Sofa in Polyurethane
- x) Foam, upholstery and cushions in cotton material
- xi) Sofa with Five Seats
- xii) Children Beds and Tables
- xiii) Book Cases
- xiv) Wall units and TV Cabinets
- xv) Dining Tables
- xvi) Dining Chairs
- xvii) Garden Furniture
- xviii) Kitchen Cabinets and Drawers
- xix) Hotels and Restaurant Furniture
- xx) Desks and Chairs for Office use
- xxi) Hospital Furniture
- xxii) School Furniture, etc

Increased construction of apartments and houses pushes demand for furniture, and opening of new schools and colleges is also in the increase pushing this demand for furniture higher and higher.

2.4 Competition

At present there exist a number of furniture marts and dealers, but their products are manufactured with less advanced technology. The market is not sufficiently supplied with exotic and modern furniture and demand for this sort of furniture has outweighed the supply side. Major suppliers of these exotic furniture resort to importation from all over the world. Panorama Limited has decided to purchase modern machinery and equipment to manufacture a very wide choice of household furniture within the country. However it must be emphasized that most of these are dealers and not manufacturers, so competition from modern furniture manufacturers is almost not there.

The following are some of the major dealers of furniture.

1. Alea Furniture, Nyerere Road, Dar es Salaam.
2. Espresso Furniture, Samora Street, Dar es Salaam.
3. Furniture and Capet World ltd; Kisutu/ Mtendeni Street, Dar es Salaam.
4. Palray Limited, Off Nyerere Road, Keko Mwanga, Dar es Salaam.
5. The Furniture Centre, Libya Street, Dar es Salaam.
6. The Living Room, Nyerere Road, Dar es Salaam
7. Carwin Office Furniture Ltd, Nyerere Road, Dar es Salaam
8. Felix Mandela Furniture Mart, Kihesa Area, Iringa.
9. Holtan Investment Company Limited, Mwenge, Dar es Salaam.

10. Top Household Limited, Libya Street, Dar es Salaam.
11. Quality Furniture, Nyerere Road, Dar es Salaam.
12. OCC Limited, Chang'ombe, Dar es Salaam.
13. Domus (Branch), Slipway Shopping Centre, Dar es Salaam.
14. Fama Furniture, Mwanza.
15. MK Furniture and General Supplies, Dar es Salaam.
16. KISIDET, Dodoma.
17. Curtain and Bedroom Solutions, Bibi Titi Mohamed Road, Dar es Salaam.
18. New Jarifashion, Morogoro Road, Dar es Salaam and many other small furniture makers and dealers.

3. TECHNICAL ASPECT OF THE PROJECT

3.1 Project Location and Workshop Infrastructure

The proposed project will be located at Plot 60 and 61 Msasani Village Kinondoni District, Dar es Salaam. The area is ideal for the intended workshop because of its accessibility and has tarmac road right to the workshop site. Public utilities such as electricity and water are readily available at the area.

The promoters intend to lease for the proposed project a modern workshop structure that will accommodate all major plant and equipment for the furniture manufacturing activities. It is hoped that construction of this workshop will not need heavy construction equipment, and a minimum preparation will be required. The building will consist of the workshop, warehouse, office and showroom. A sales office will also be leased at the Central Business District in City Centre.

3.2 Machinery and Equipment

The machinery and equipment to be purchased installed and operated for the proposed project will include the most cost efficient machinery in order to take advantage over other existing local furniture manufacturers and assemblers.

a) Resaws Mills

When timber arrives at the workshop site and before it is cut into different shapes may require passing through resaws to be brought to quality that may be needed for the kind of furniture to be made:

b) Cross Cut

These units are used to cut timber or boards that come off the resaws to proper length as would be required by a particular design of furniture.

These are available in a wide variety of configurations to satisfy almost every need.

c) **Panel Saws**

The company intends to purchase some of the most advanced panel saws with unique arch formed slide ways for accuracy and precision cutting. These machines in most cases are equipped with a wide range of options including programmers, automatic tables and other production enhancements.

d) **Copy lathes**

The company will use high quality copy lathes at affordable prices from simple mechanical copiers capable of copying in one pass up to hydraulic lathes for copying very large diameters. These have high torsion resistant beds, hardened ground spindles with triple bearing for precision and wide range of options available including Barley twist attachments capable of producing rope twists and fluted columns.

(e) **Tenoners**

Modern designed either two; three or four heads in either singled or three phase tenoners are ideal machine for small and medium sized workshops, compact and easy to use. These machines are supplied with blocks to take disposable TC cutters. They have been improved to have a quick action cam clamp on the table. They also have precision carriage running on linear bearings and hardened ground steel for minimal efforts.

(f) **Drills**

Drilling is a process of producing circular holes of different sizes with the help of drills. There are different forms of drills used in workshops. The most commonly drills are the twist drills. They may be produced in taper shanks or parallel shanks. Pillar drills fall under heavy-duty series and are the ones, which the company is going to put to use. They are the freestanding pedestral version.

(g) **Mortisers**

Mortisers come with different function, like chain mortiser, slot mortiser, BVM mortiser, etc. however our company intends purchase chisel and slot mortisers which are very popular machine for furniture and joinery and very suitable for the manufacturing of chairs, tables and solid wood components.

(f) **Spindles**

Spindles will be purchased for workshop use. These machines may feature a tilting arbor and low speed to allow the operator to use it for complex molding and profile sanding. They have cast iron tables, micro-adjustable fences and loose top spindle as standard. Optional sliding table and single phase motors make these machines flexible and versatile.

(i) **Press Systems-veener Stitcher and Heated Platens**

These are freestanding intermediate model for medium sized workshop and factories; with fully variable feed speed and pitch height. Combined heating platens have been the standard original equipment of the leading Veener press manufacturers for many years. Continuously developed, they create a solid basis for high quality pressing of veener and plastics.

(j) **Glue Applicators**

Glue applicators are of different types. There are manually, automatic and semiautomatic applicators. These applicators consist of pressurized glue pots suitable for applying glue economically and efficiently with minimal waste. These applicators have wide variety of attachments for more efficient applications. Some of the glue applicators apply a controlled specific amount of adhesive that makes it ideal for critical production applications, both large and small.

(k) **Planners**

These are cutting machines used for shaving and smoothing surfaces in a carpentry and furniture-making workshop. These come from in different model, namely thicknesser, surface planer and side planer. Planer thicknesser is the ideal choice as a first machine to plane rough sawn timber flat and square. Surface Planer is a superb machine for surfacing. The long accurately ground tables make this perfect for the master craftsmen. The side planer to be used will have automatic feed that carries the timber or board through the machine with a constant movement, planning all four surfaces at once and giving an excellent finish.

(l) **Sanders**

Sanders are used to ensure very smooth and clear finishing to a piece of furniture or timber board. Sanders also come in different types e.g: Pad sanders can be tilted from say 0° to 45° Drawer sanders have mechanical belt oscillation, with foot operated pneumatic closing system and external worktable. The profile sander to be purchased by the company will be single belt profile sander with one abrasive belt unit. Profile sander comes with an extension table to support large panels.

(m) **Combination Machine**

These machines come with cast iron tables and separate motors powering circular saws, planer thicknesser and spindle molder: These machines can do several functions at a single movement and very useful for furniture manufacturing.

3.3 Workshop Tools and Parts

The Company will procure adequate modern tools and parts to ensure efficient workshop operations. These tools and parts consist of items like: planner heads, knives, carbide knives, planner knives, profiling sets, planner raisers, spiral and boring bits moisture meters, calipers and testers. Other parts include: saw blades, clamps, router and veneer stitches, glue joints cutters, grooves and gaunt hooks and glue joints cutters, grooves and gaunt hooks and glue guns.

3.4 Wood Handling Equipment and vehicles

Wood Handling equipment that will be used in the workshop include: trolleys, industrial trailers, wheelbarrows, stackers, forklifts and scales. Other equipment includes shelves, loaders, steel strapping and accessories, polyester strapping systems and strapping and accessories, polyester strapping systems and strapping tools.

Other Hauling equipment will include motor vehicles, Sliding tables and barrow trucks. The motor vehicles will consist of project supervision car; 3 to 5 Tonner truck for material haulage and van for distribution.

3.5 Workshop Precision Tools

Furniture making requires measuring and precision tools to be able to produce a quality product. Some of these precision tools include the following: Micrometers, calipers, Rules, Angle measuring Tools, Spirit levels, squares and clamps.

3.6 Bench Tools

To be able to work perfectly with workbenches you need bench tools. These bench tools consist of (1) Vices (2) Wire Brushes (3) Hammers (4) Screw drivers (5) Hexagonal Key Sets (6) Pliers (7) Wrenches (8) Hand saws (9) Hacksaws (10) Bench Grinders (11) Files (12) Hand drills and ratchet Brace. Others consists of (13) Drill Sets (14) Cordless drills (Rotary) (15) Key less Screwdrivers (16) Grinders (17) Orbital sanders (18) Electric planners and (19) Rotary Fixing Hammers.

3.7 Safety Equipments

The workshop will require safety equipment including those that will be used in case of outbreak of fire. Other safety equipments will be used for protective measures and curb health hazards. These equipments and tools include: (1) Fire Horse Reels (2) Fire Extinguishers (3) Fire sensors and sounders (4) Fire buckets (5) Smoke Alarms (6) Hand gloves (7) Helmets (8) Ear protective (9) Respirators (10) Foot wears (11) Eyes/Face wash units or Basins (12) Standing Showers (13) Face Masks (14) Disposable Dust Respirators (15) Work wears and or Uniforms and (16) Polythene Tarpaulins:

3.8 Workshop Consumables

Manufacturer of furniture will require the purchase of the following consumables: for the initial year of operation. (1) Nails (2) Screws (3) Bolts (4) Nuts (5) Washers (6) Steel frames/Angle frames (7) Steel tubular frames and (8) Ball type Castors for furniture.

Other consumable include; (9) Refuse bins (10) Refuse sacks (11) Pallets (wood) (12) Plastic containers (13) Plastic scoops (choteo la uchafu) (14) Storage Units (for small parts) (15) Brackets (16) Adhesive tapes (17) Solution Tapes (18) Glue (19) Locks (20) Vinyl Tapes (21) Packaging Tapes (22) Industrial Crayons (23) Freight lashing Systems (koa), etc.

3.9 Workshop Furniture and Fittings

The Company's workshop will be furnished with workshop furniture consisting of cupboards, steel cupboards, workshop benches, sliding tables, chairs, coaches, computer workstations, visitors chairs, air conditioners, photocopies, refrigerators and deep-freezers.

3.10 Timber and Plasticized timber

Furniture making requires timber and plasticized timber falling under the following classification:

- (a) Polyester Resin Faced Boards
- (b) Veneer faced Boards.
- (c) Pine Timber/Cyprus Timber.
- (d) Plywood/Phonetic Resin Finished.
- (e) Melamine faced Boards.
- (f) Hardwood Timber suitable for furniture.
 - (i) Mninga
 - (ii) Mvule
 - (iii) Mahogany
- (g) Oak finish Counter tops.
- (h) Teak Tops or teak PVC edged tops.
- (i) Chipboard with PVC edge.
- (j) Vinyl.
- (k) Block boards.
- (l) Particleboards etc.

3.11 Cushions and Fabric Material

Cushions and Fabric materials are needed in the manufacture of chairs and coaches. Common type of cushion and fabric materials that the company will put to use include:

- (a) Polyurethane Material Foam.
- (b) Upholstered fabric (fire retardant)

- (c) Upholstered fabric in the following range of colors:
 (i) Red (ii) Royal blue (iii) Emerald Green (iv) Beige (v) Dark Grey and (vi) Claret.
- (d) Wool and Viscose tweed Mixed Fabric in different colours e.g: (i) Fjord (ii) Peach (iii) Health (iv) Prism (v) Sycamore (vi) Strawberry (vii) Lead (viii) Wedge

4.0 **PROJECTED INVESTMENT COST AND FINANCING**

4.1 **Projected Investment Cost**

The promoters of this Project will invest USD 500,000 in the following items:

(1) Building Premises	-	USD 100,000
(2) Machinery, Equipment	-	125,000
(3) Motor Vehicles	-	120,000
(4) Furniture and Fittings	-	15,000
(5) Preoperational Expenses	-	20,000
(6) Initial Working Capital	-	120,000
TOTALS		500,000

4.2 **Project Financing Plan**

The projected investment cost of USD 500,000 for the proposed will be financed out of equity from shareholders of USD 300,000 and from a soft loan of USD 200,000 from financial Institutions. The loan will be offered for a duration of ten years at 10% Interest charge. The loans to be sought will be a foreign currency loan intended to finance the foreign component cost of ordering machinery and equipment. Shareholders equity funds will be used to finance the entire cost of other remaining capital investment items of the proposed project.

5.0 **PROJECTED FINANCIAL RESULTS**

5.1 **Installed Capacity**

The project is going to install more than 100 pieces of different machines, equipment and tool to manufacture, join and assemble the following series. The categories:

- (a) Functional Bedroom Furniture series
- (b) Occasional and Garden Furniture Series.
- (c) Dining and Coffee Table Series.
- (d) Sofa and Coach Series.
- (e) Cabinet and Wardrobe Series
- (f) Drawers and Dressing Table Series.
- (g) Book Case and wall units series.
- (h) Reclining chairs, Rococo Chairs series.

Functional bedroom furniture series will consist of double bed queen size beds, single beds all fitted with mattresses. The Company expects to sale 150 units of the product. Reclining chairs with or without fool stool will be available of mahogany base and leathered. Recoco chairs will also be sold with or without arm rest stained mahogany with light beige fabric. 200 units are expected to be made. Two hundred units of Dining and coffee tables are expected to be made. One hundred and fifty units of Sofa series will be assembled and or manufactured by the company. Most of these will be made of antique brown leather or upholstered in light beige fabric with legs in mahogany. The company is also planning to assemble, join and manufacture 100 units of wardrobes; 100 units of drawers; 100 units of wall units and 200 units of garden furniture. With present equipment and machinery the company is able to assemble or manufacture units of different make of furniture and capable of bring in the company coffers gross income of USD 660,000 per annum or Tsh. 1.1 Billion annually. Refer to Annexure 1 at the end of this plan for details.

5.2 Projected Operating Costs

Direct cost, which in this regard includes materials, production equipment maintenance, salaries and wages and workshop overheads are assumed to constitute 66% of the turnover or USD 435,600 in a particular year. Brief account of each item of operating cost is given below:

(a) Materials

Materials in a furniture making company consist of consumables like nails, screws, bolts, nuts, steel frames, tubular frames and castors. Other materials consist of adhesives, glue vinyl tapes, veneer faced boards plywood, polyester resin faced boards in melamine faced boards polyurethane material foam, upholstered fabric wool and viscose mixed fabric etc. We have estimated this item to cost 26% of the turnover, which is USD 171,600 per annum.

(b) Equipment maintenance

The company will have more than 100 pieces of different machinery, equipment and tools. All the equipment has to be properly maintained to ensure their efficient use. Besides their repairs in case of breakdown these equipment require good preventive maintenance programmes. In this report we have estimated this item to be 13% of the sales turnover or USD 85,800.

(c) Labour

The company expects to employ more than fifty 50 employees to work in the workshop. The labour component will be made up of salaries and wages, allowances, provident funds, insurance bonus payments and other monetary expenses to be incurred by the company for and on behalf of the employees. The item is estimated to cost 20% of the sales turnover that is USD 132,000.

(d) **Overheads**

These expenses consist of manufacturing, administrative and commercial overheads. Expenses such as supervision costs, technical and expert charges, stationery, postage, periodicals, utilities, security etc. This item is estimated to cost 7% of the sales turnover or USD 46,200 per annum.

5.3 **Projected Capital charges**

These are charges against capital investment and or assets such as depreciation charges and or interest expenditure based on agreed or proposed terms and conditions of the loan. In this report the main capital charges are as given below:

(a) **Depreciation**

Depreciation rates for different categories of assets are prescribed under the Company Act and Income Tax Act respectively. The method and rates used in this report are as follows:

<u>Item</u>	<u>Method</u>	<u>Rate</u>
(i) Building Premises	Straight line	5%
(ii) Machinery and Equipment	Diminishing	20%
(iii) Motor vehicles	Diminishing	20%
(iv) Furniture	Diminishing	12%
(v) Pre operational and initial Working capital	Straight line	10%

Appendix 5 refers to this section:-

(b) **Loan Interest**

The interest rate in this report is expected to be in the affordable range of 10% per annum. In this regard, the interest expenditure has been calculated based on a figure of loan amount of USD 200,000 expected to be provide to the Company by financial institutions for loan period of 10 years. Appendix 6 is relevant for this section.

5.4 **Projected Profit and Loss Statements**

These statements have been made to summarize transactions of income and expenditures for each year for a planning period of five (5) years. The Company will entirely depend on sales income estimated at USD 660,000 per annum. Operating and capital costs are expected to amount to USD 525400 in year one leaving a residual amount of USD 134,600 as profit before tax in the first year.

The profit before tax has been growing over the five years planning period to reach USD 172251 in year five. Appendix I refers to these observations.

5.5 Projected Cash Flow Statements

Cash flow projections in this report commence with the figure of profit before tax. To complete the inflows the figures estimated for depreciations were added back to constitute cash inflow of USD 204400 in the first year of operation growing there after to USD 212,400 in year five(5). Cash out flow projections consist of taxation provisions and loan repayment per annum. These out flows amounted to USD 60380 in year one growing to USD 71675 in year five. Net Cash flows have almost been declining insignificantly from USD 144,020 in year to USD 140,725 although cash balance per annum has been growing from USD 264,020 in year one to USD 829441 in year five. Appendix 2 is quite relevant here.

5.6 Projected Balance Sheet

The value of net fixed assets are projected to decline from USD 430,200 in year one to USD 233168 in year five; net current assets are projected to grow from USD 164,020 in year one to USD 729436 in year five. Likewise total net assets have also grown considerably from USD 594220 to USD 962634 in year five. Capital reserves have also grown overtime from USD 94,220 in year one to USD 542,639 in year five. The loan balance will be reduced year by year from USD 200,000 in year one down to USD 120,000 in year five. The projected Balance Sheet provide a testimony that the project is worth pursuing due to good financial results displayed in the proforma statements given above.

Appendix 3 provides data for this section.

6.0 ECONOMIC ASPECT OF THE PROJECT

6.1 Social Economic Benefits

It is the promoters' views that the implementation of the proposed project will have the following social-economic development values:

- (1) Contributes towards production of exotic modern furniture for use in homes, offices, hotels and institutions with a touch of class that will add to the value of the premises while reducing purchasing costs.
- (2) Contribute to the net cost savings in furnishing of homes, offices and institutions and in areas of real estate development.
- (3) Contribute sustainability on cost reduction of urban development since contractors and developers will obtain furniture for their premises at incredibly affordable prices and immediately on time thus saving them further of their ordering time.
- (4) Generate substantial revenue to the government in the form of taxes.
- (5) Create employment for more than 50 personnel.
- (6) Contribute to foreign currently savings since most of imported furniture of this nature will be available locally.

6.2 Environmental Impact

- (a) Most of the wood and timber to be used in the manufacture of furniture will come from industrial plantation and as such it is not expected that the project may negatively affect the environment.
- (b) The project will deploy high technology machines and equipment currently used in the world furniture making than the existing or that which is in use in the country which are less efficient and use more timber and wood to produce less quantity of furniture.

7.0 ORGANIZATION AND MANAGEMENT

7.1 Organization

The company will have a Board of Directors consisting of not more than seven members. The directors will appoint a Chief Executive Officer who will be responsible for managing the company and will be assisted by Workshop and Production Manager on one hand and Finance Manager on the other. The company's Organization Structure will be as given in Appendix 7.

7.2 Employment

The project at its full production will employ a total of fifty machine operators, machinists and artisans (carpenters and Cabinets makers). Almost all employees will be Tanzanians with exceptions of not more than five (5) expatriate staff to deal with designs and equipment maintenance. The company therefore, does not anticipate encountering any problems in the recruitment of qualified and experienced personnel in this field, as there are many such local people in wood, timber and furniture making industry in the country.

8.0 CONCLUSIONS AND RECOMMENDATIONS

8.1 Conclusions

- (a) The project is expected to make a significant contribution towards modernization and upgrading of the furnishing of new buildings and office premises.
- (b) The project is economically sound, technically feasible and financially viable.
- (c) The project is going to save the country from utilization of its foreign currency earnings for ordering of modern furniture from abroad.

8.2 **Recommendations**

It is recommended that the project be implemented and be given the necessary support by all the parties concerned.

9.0 **IMPLEMENTATION PROGRAM**

Implementation Program of this project will consist of Project Preparation, Registration with Tanzania Investment Centre and registration with Tanzania Revenue Authority (TRA), Acquisition of Workshop Site and Location, Approval of capital Goods List for Duty and Tax Exemptions and Order of Partitioning Materials for the workshop.

Other activities will include order of machinery and equipment, Installation of machinery and equipment, commencement of Trial Production, Commencement of commercial production and inauguration of the workshop.

The implementation period is expected to take at least 30 months.

PRO-FORMA INCOME STATEMENTS
(Figures in US Dollars)

ITEM	YEAR				
	1	2	3	4	5
Sales Income	660,000	660,000	660,000	660,000	660,000
<u>Operating Costs</u>					
Materials	171,600	171,600	171,600	171,600	171,600
Equipment/maintenance	85,800	85,800	85,800	85,800	85,800
Labour	132,000	132,000	132,000	132,000	132,000
Overheads	46,200	46,200	46,200	46,200	46,200
Total Operating Costs	435,600	435,600	435,600	435,600	435,600
Operating Surplus	224,400	224,400	224,400	224,400	224,400
<u>Less</u>					
<u>Capital Charges</u>					
Depreciation	69,800	59,784	51,754	45,315	40,149
Loan Interest	20,000	18,000	16,000	14,000	12,000
Total Capital Charges	89,800	77,784	67,754	59,315	52,149
Profit Before Tax	134,600	146,616	156,646	165,085	172,251

PROJECT CASH FLOWS FOR THE YEARS AHEAD
(Figures in US Dollars)

ITEM	YEAR				
	1	2	3	4	5
Cash Inflows:					
Profit Before Tax	134,600	146,616	156,646	165,085	172,251
Add:					
Depreciation	69,800	59,784	51,754	45,315	40,149
Total Cash Inflows	204,400	206,400	208,400	210,400	212,400
Cash Outflows:					
Taxation	40,380	43,985	46,994	49,525	51,675
Loan Repayment	20,000	20,000	20,000	20,000	20,000
Total Outflows	60,380	63,985	66,994	69,525	71,675
Net Cash Flows	144,020	142,415	141,406	140,875	140,725
Opening Cash	120,000	264,020	406,435	547,841	688,716
Closing Cash	264,020	406,435	547,841	688,716	829,441

PROJECT CASH FLOWS FOR THE YEARS AHEAD
(Figures in US Dollars)

ITEM	YEAR				
	1	2	3	4	5
Net Fixed Assets	430,200	370,416	318,662	273,347	233,198
Current Assets	224,400	365,420	514,835	658,241	801,111
Less:					
Current Liabilities	60,380	63,985	66,994	69,525	71,675
Net Current Assets	164,020	301,435	447,841	588,716	729,436
TOTAL NET ASSETS	594,220	766,503	766,503	862,063	962,634
FINANCIAL BY:					
Owners Equity	300,000	300,000	300,000	300,000	300,000
Retained Earnings	94,220	196,851	306,503	422,063	542,639
Term Loan	200,000	180,000	160,000	140,000	120,000
SHAREHOLDERS' FUNDS	594,220	766,503	766,503	862,063	962,634

“Appendix 4”

PROJECT TAX SCHEDULE
(Figures in US Dollars)

ITEM	YEAR				
	1	2	3	4	5
Pre-Tax Profit	134,600	146,616	156,646	165,085	172,251
Taxation at 30%	40,380	43,985	46,994	49,525	51,675
Profit After Tax	94,220	102,631	109,652	115,560	120,576
Cumulative Profit	94,220	196,851	306,503	422,063	542,639

“Appendix 5”

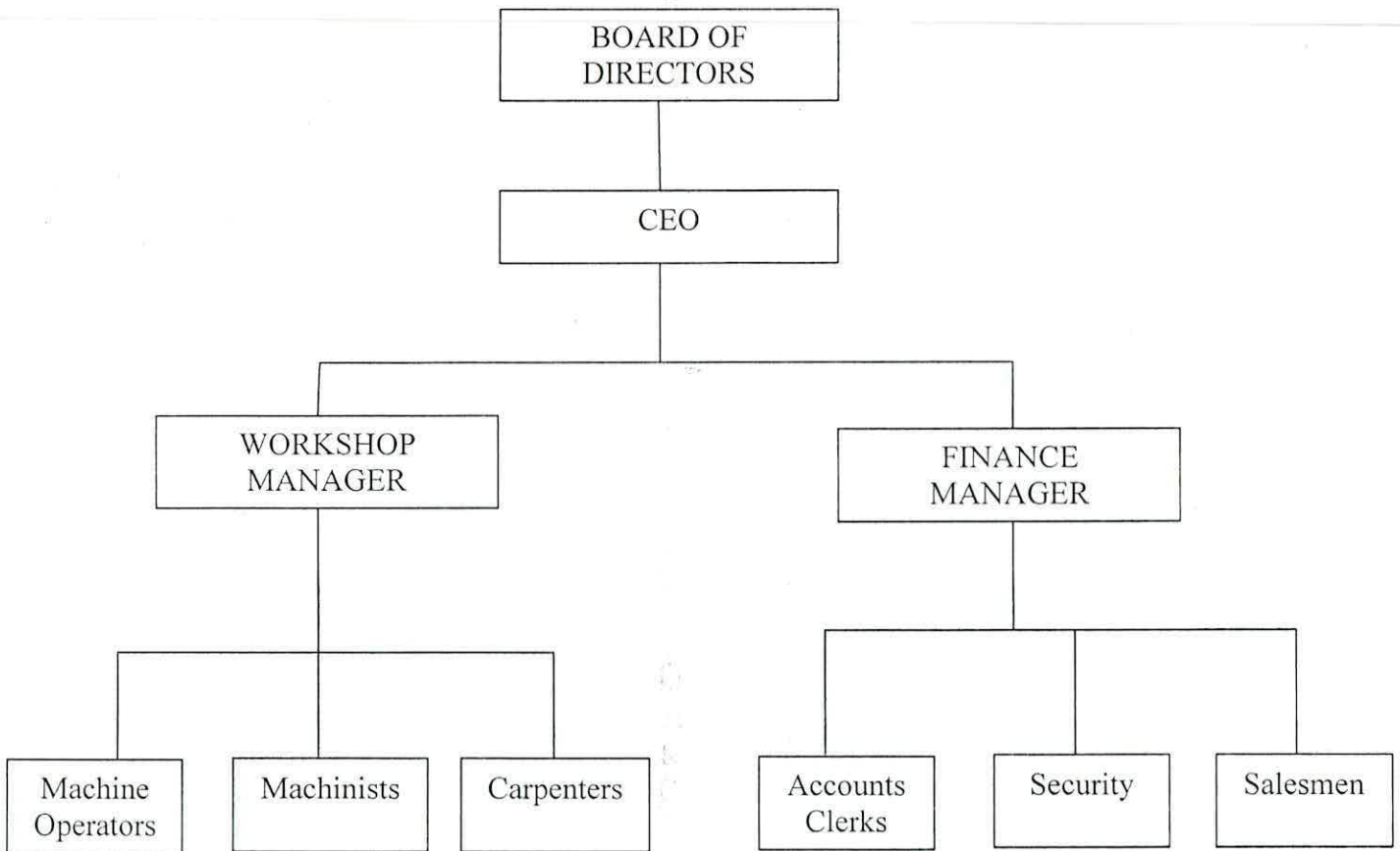
PROJECT DEPRECIATION SCHEDULE
(Figures in US Dollars)

ITEM	RATE %	CAPITAL COST (USD)	YEAR				
			1	2	3	4	5
Building Premises	5	100,000	5,000	5,000	5,000	5,000	5,000
Equipment	20	125,000	25,000	20,000	16,000	12,800	10,240
Motor vehicles	20	120,000	24,000	19,200	15,360	12,288	9830
Furniture	12	15,000	1,800	1,584	1,394	1,227	1079
Pre-Operational Exps.	10	20,000	2,000	2,000	2,000	2,000	2000
Initial Working Capital	10	120,000	12,000	12,000	12,000	12,000	12,000
TOTAL		500,000	69,800	59,784	51,754	45,315	40149
Accumulated Depre.		-	69,800	129,584	181,338	226,653	266802
Net Asset Value		500,000	430,200	370,416	318,662	273,347	233,198

PROJECT LOAN AMORTIZATION SCHEDULE
 (Figures in US Dollars)

YEAR	OUTSTANDING	PRINCIPAL	INTEREST (10%)	PREMIUM
1	200,000		20,000	20,000
2	180,000	20,000	18,000	38,000
3	160,000	20,000	16,000	36,000
4	140,000	20,000	14,000	34,000
5	120,000	20,000	12,000	32,000
6	100,000	20,000	10,000	30,000
7	80,000	20,000	8,000	28,000
8	60,000	20,000	6,000	26,000
9	40,000	20,000	4,000	24,000
10	20,000	20,000	2,000	22,000

ORGANIZATION CHART



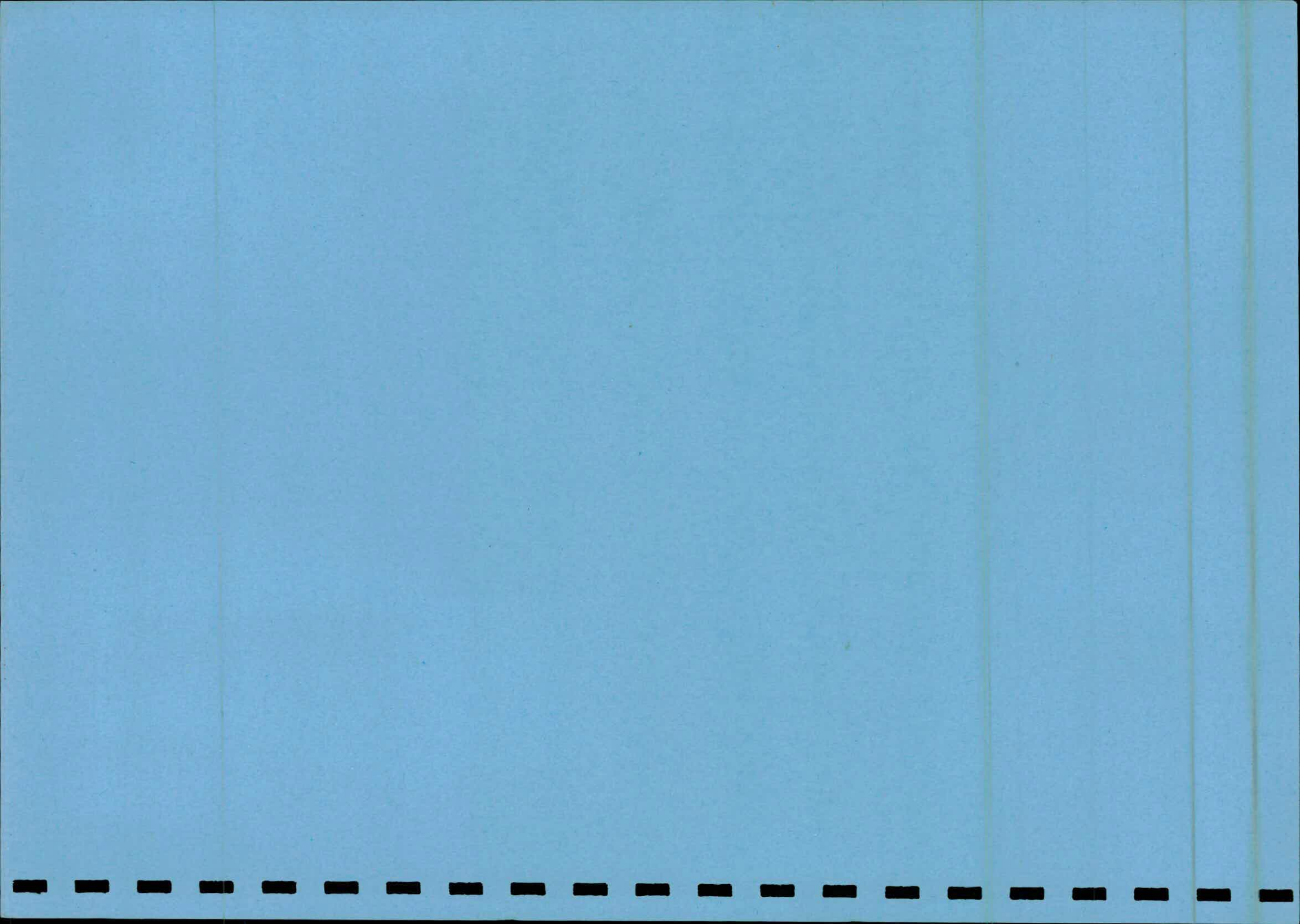
PROJECTED IMPLEMENTATION SCHEDULE

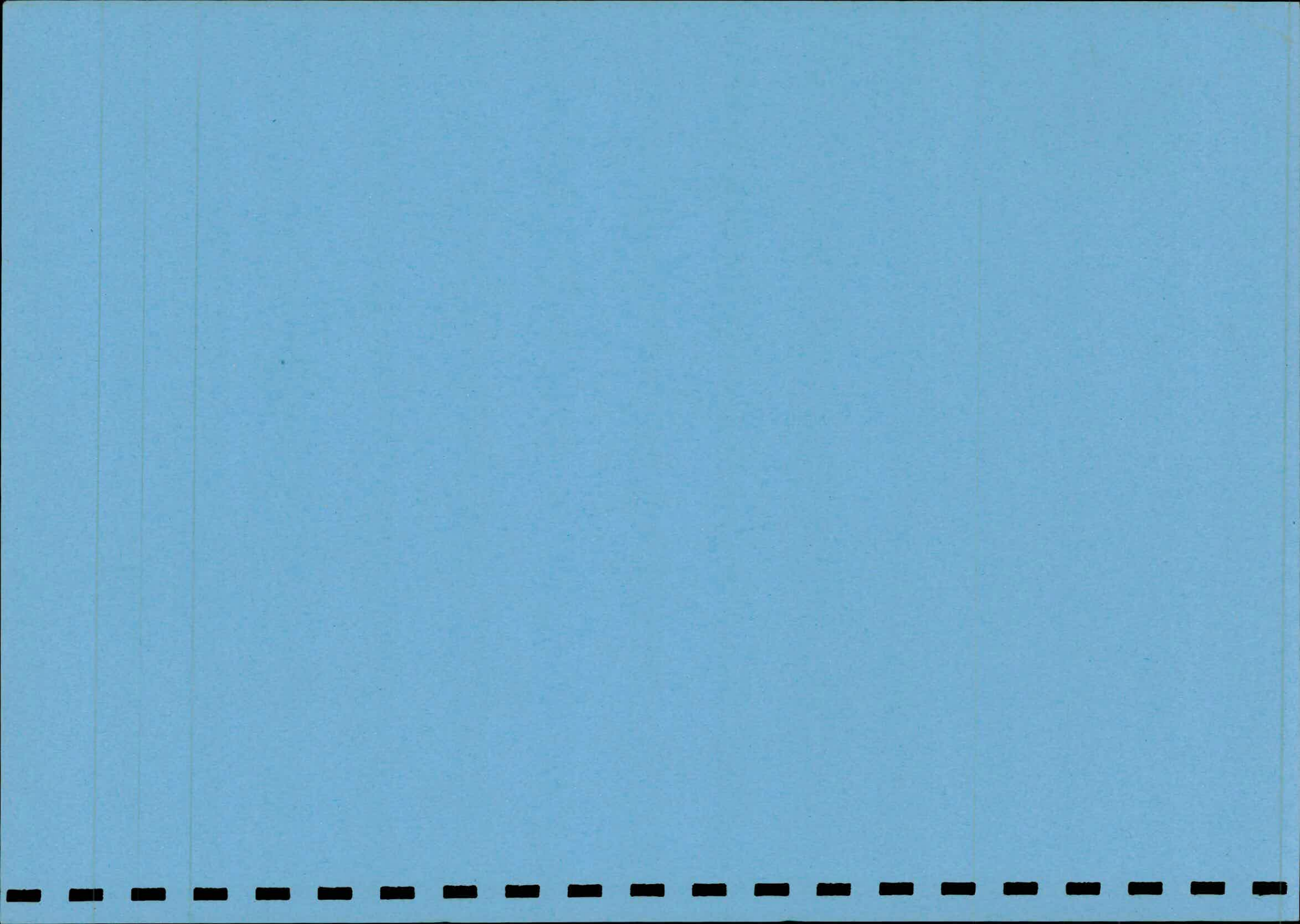
NO.	ACTIVITY	COMPLETION DATE
1.	Project Preparation.	July 2011
2.	Contacts and consultations with Chinese and European Companies.	August 2011
3.	Acquisition of Workshop Site and completion of Leasing formalities.	September 2011
4.	Registration with Tanzania Investment Centre (TIC).	October 2011
5.	Registration with Tanzania Revenue Authority (TRA).	November 2011
6.	Opening of Bank Accounts.	November 2011
7.	Mobilization of Investment Funds.	January 2012
8.	Preparation and Approval of capital Goods list of Duty and Tax exemption.	December 2011
9.	Ordering of partitioning Material for the Workshop.	July 2012
10.	Receiving partitioning materials for the Workshop.	September 2012
11.	Partitioning and fitting of Workshop premises.	October 2012
12.	Order Workshop Machinery and Equipment.	January 2013
13.	Installation of Machinery and Equipment.	March 2013
14.	Order consumables including veneer, plywood, cover and fabric materials, upholstery, etc.	July 2013
15.	Recruitment of Workshop personnel.	August 2013
16.	Commence Trial Production.	September 2013
17.	Embark on product advertisements and promotional activities.	November 2013
18.	Commence commercial production and assembling of furniture.	January 2014
19.	Official inauguration of the Workshop.	February 2014
20.	Opening of Branches and showrooms.	April 2014

“ANNEXURE 1”

A SUMMARY OF PRODUCTION PLAN OF FURNITURE PER ANNUM

Na.	Category/type	Production (%)	Quality Units	Average Price in USD	USD Revenue/Sales	Remarks
1.	Bedroom Series and Mattresses	16	150	700	105,000	
2.	Reclining and Rococo Chairs	9	200	300	60,000	
3.	Dining and Coffee Tables Series.	18	200	600	120,000	
4.	Sofa/Coach Series	18	150	800	120,000	
5.	Cabinet and Wardrobe Series	9	100	600	60,000	
6.	Drawer and Dressing Tables Series.	4	100	250	25,000	
7.	Book case and Wall Unit Series.	8	100	500	50,000	
8.	Occasional and Garden Furniture Series	18	200	600	120,000	
		100	1200		660,000	

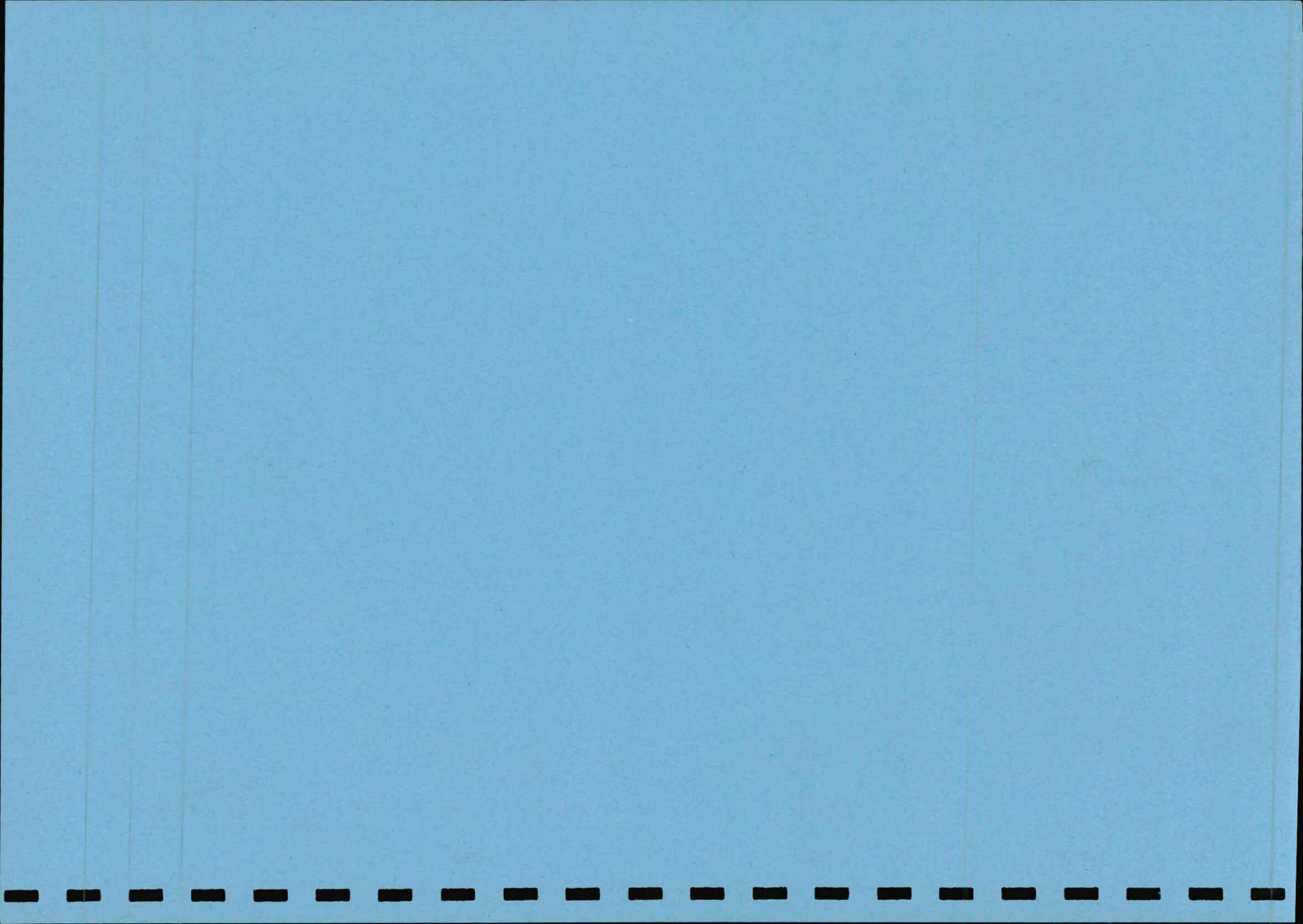




**PANORAMA INTERNATIONAL GROUP
(EAST AFRICA) LIMITED**

**BUSINESS PLAN FOR THE ESTABLISHMENT OF
FURNITURE JOINERY, ASSEMBLYING AND
MANUFACTURING PROJECT.**

**DAR ES SALAAM – TANZANIA
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1. INTRODUCTION

1.1 Background

PANORAMA INTERNATIONAL GROUP (EA) LIMITED was established with a Certificate of Incorporation No. 54760 issued on 2nd December, 2005. The Company has been established to become one of the mediums sized enterprises to assemble and manufacture furniture of various types.

It will specialize in the production of various kind of furniture and embark on the manufacture of household, bedroom and living room furniture.

The Company intends to become a leader in the furniture making and supply industry using the most modern technology in the country. The company will build a reputation in the design and manufacture of furniture at affordable prices, functional products and as to customers' creation and choice.

1.2 Project Objectives

Briefly PANORAMA INTERNATIONAL GROUP LIMITED'S Concept of the project is to participate, engage and develop its reputation for excellence in furniture assembling and manufacture and supply. The company through the project expects to produce these furniture products for use in household, institutions, hospital etc.

The other objective is to produce the products for every taste, from standard furniture to more sophisticated custom creations.

2. THE MARKETING ASPECT OF THE PROJECT

2.1 An overview of Furniture Business in Tanzania

Tanzania is rewarded with plenty of natural and plantation forest where timber resources are readily available. Tanzania has about 35.5 million hectares of forest and woodland. Out of this total area, almost two third consists of woodland on public lands. About 13 million hectares of this total area have been gazette as forest reserves. Over 80,000 hectares of the gazette area is under plantation forestry and about 1.6 million hectares are under water catchments management.

Even with these vast wood resources the contribution of wood based industry to the economy is very much small. The wood based industry here comprises of mechanical and chemical wood industry, wood fuel and artisanal wood based products and furniture. Broadly speaking Tanzania's forest industry covers all of the following activities:

- (a) Mechanical Wood processing consisting of;
 - i) Saw milling
 - ii) Furniture and Joinery
 - iii) Particle Board production
 - iv) Fibreboard, Wood Based Panel
 - v) Ply wood
- (b) Pit sawing
- (c) Pulp and or paper mills (Chemical Wood processing)
- (d) Match factory
- (e) Pole treatment Plants
- (f) Tannin Extraction

Until 1970 mechanical wood processing was depending entirely on hardwood species however, presently more than 66% of timber production and consumption i.e about 800,000 M3 per annum is softwood coming from eighteen (18) national plantations. Most of the furniture makers and dealers is growing day by day however, the quality of their products although is improving but does not match up with the exotic furniture which is required and imported for use in offices, households, hotels, hospitals and educational institutions.

2.2 Demand and Supply of Furniture

The country's Investment Policy of 1990 and the Investment Promotion Act of 1990 and its subsequent amendments triggered investment in the construction of hotel and tourist lodges, residential houses, commercial buildings, warehouses, industrial sheds and godowns, estates and factory buildings.

The above listed construction activities have no doubt created a potential demand for timber and wood based products including furniture. All most all the listed structures above are now on the increase in their construction and provide a ready made market for furniture products.

2.3 Range of Products

When the above buildings and in particular the residential buildings and apartment are complete they will require to be equipped with the following furniture:

- i) Double beds
- ii) Single beds
- iii) Bedside Table with drawers and shelves
- iv) Dressers with Four Drawers
- v) High Dressers with Six Drawers
- vi) Wardrobes with Two Hinged Doors
- vii) Ward robes with Sliding Doors

- viii) Wardrobe Ordinary
- ix) Convertible Sofa in Polyurethane
- x) Foam, upholstery and cushions in cotton material
- xi) Sofa with Five Seats
- xii) Children Beds and Tables
- xiii) Book Cases
- xiv) Wall units and TV Cabinets
- xv) Dining Tables
- xvi) Dining Chairs
- xvii) Garden Furniture
- xviii) Kitchen Cabinets and Drawers
- xix) Hotels and Restaurant Furniture
- xx) Desks and Chairs for Office use
- xxi) Hospital Furniture
- xxii) School Furniture, etc

Increased construction of apartments and houses pushes demand for furniture, and opening of new schools and colleges is also in the increase pushing this demand for furniture higher and higher.

2.4 Competition

At present there exist a number of furniture marts and dealers, but their products are manufactured with less advanced technology. The market is not sufficiently supplied with exotic and modern furniture and demand for this sort of furniture has outweighed the supply side. Major suppliers of these exotic furniture resort to importation from all over the world. Panorama Limited has decided to purchase modern machinery and equipment to manufacture a very wide choice of household furniture within the country. However it must be emphasized that most of these are dealers and not manufacturers, so competition from modern furniture manufacturers is almost not there.

The following are some of the major dealers of furniture.

1. Alea Furniture, Nyerere Road, Dar es Salaam.
2. Espresso Furniture, Samora Street, Dar es Salaam.
3. Furniture and Capet World Ltd; Kisutu/ Mtendeni Street, Dar es Salaam.
4. Palray Limited, Off Nyerere Road, Keko Mwanga, Dar es Salaam.
5. The Furniture Centre, Libya Street, Dar es Salaam.
6. The Living Room, Nyerere Road, Dar es Salaam
7. Carwin Office Furniture Ltd, Nyerere Road, Dar es Salaam
8. Felix Mandela Furniture Mart, Kihesa Area, Iringa.
9. Holtan Investment Company Limited, Mwenge, Dar es Salaam.

10. Top Household Limited, Libya Street, Dar es Salaam.
11. Quality Furniture, Nyerere Road, Dar es Salaam.
12. OCC Limited, Chang'ombe, Dar es Salaam.
13. Domus (Branch), Slipway Shopping Centre, Dar es Salaam.
14. Fama Furniture, Mwanza.
15. MK Furniture and General Supplies, Dar es Salaam.
16. KISIDET, Dodoma.
17. Curtain and Bedroom Solutions, Bibi Titi Mohamed Road, Dar es Salaam.
18. New Jarifashion, Morogoro Road, Dar es Salaam and many other small furniture makers and dealers.

3. TECHNICAL ASPECT OF THE PROJECT

3.1 Project Location and Workshop Infrastructure

The proposed project will be located at Plot 60 and 61 Msasani Village Kinondoni District, Dar es Salaam. The area is ideal for the intended workshop because of its accessibility and has tarmac road right to the workshop site. Public utilities such as electricity and water are readily available at the area.

The promoters intend to lease for the proposed project a modern workshop structure that will accommodate all major plant and equipment for the furniture manufacturing activities. It is hoped that construction of this workshop will not need heavy construction equipment, and a minimum preparation will be required. The building will consist of the workshop, warehouse, office and showroom. A sales office will also be leased at the Central Business District in City Centre.

3.2 Machinery and Equipment

The machinery and equipment to be purchased installed and operated for the proposed project will include the most cost efficient machinery in order to take advantage over other existing local furniture manufacturers and assemblers.

a) Resaws Mills

When timber arrives at the workshop site and before it is cut into different shapes may require passing through resaws to be brought to quality that may be needed for the kind of furniture to be made:

b) Cross Cut

These units are used to cut timber or boards that come off the resaws to proper length as would be required by a particular design of furniture.

These are available in a wide variety of configurations to satisfy almost every need.

c) **Panel Saws**

The company intends to purchase some of the most advanced panel saws with unique arch formed slide ways for accuracy and precision cutting. These machines in most cases are equipped with a wide range of options including programmers, automatic tables and other production enhancements.

d) **Copy lathes**

The company will use high quality copy lathes at affordable prices from simple mechanical copiers capable of copying in one pass up to hydraulic lathes for copying very large diameters. These have high torsion resistant beds, hardened ground spindles with triple bearing for precision and wide range of options available including Barley twist attachments capable of producing rope twists and fluted columns.

(e) **Tenoners**

Modern designed either two; three or four heads in either singled or three phase tenoners are ideal machine for small and medium sized workshops, compact and easy to use. These machines are supplied with blocks to take disposable TC cutters. They have been improved to have a quick action cam clamp on the table. They also have precision carriage running on linear bearings and hardened ground steel for minimal efforts.

(f) **Drills**

Drilling is a process of producing circular holes of different sizes with the help of drills. There are different forms of drills used in workshops. The most commonly drills are the twist drills. They may be produced in taper shanks or parallel shanks. Pillar drills fall under heavy-duty series and are the ones, which the company is going to put to use. They are the freestanding pedestral version.

(g) **Mortisers**

Mortisers come with different function, like chain mortiser, slot mortiser, BVM mortiser, etc. however our company intends purchase chisel and slot mortisers which are very popular machine for furniture and joinery and very suitable for the manufacturing of chairs, tables and solid wood components.

(f) **Spindles**

Spindles will be purchased for workshop use. These machines may feature a tilting arbor and low speed to allow the operator to use it for complex molding and profile sanding. They have cast iron tables, micro-adjustable fences and loose top spindle as standard. Optional sliding table and single phase motors make these machines flexible and versatile.

(i) **Press Systems-veincer Stitcher and Heated Platens**

These are freestanding intermediate model for medium sized workshop and factories; with fully variable feed speed and pitch height. Combined heating platens have been the standard original equipment of the leading Veener press manufacturers for many years. Continuously developed, they create a solid basis for high quality pressing of veener and plastics.

(j) **Glue Applicators**

Glue applicators are of different types. There are manually, automatic and semiautomatic applicators. These applicators consist of pressurized glue pots suitable for applying glue economically and efficiently with minimal waste. These applicators have wide variety of attachments for more efficient applications. Some of the glue applicators apply a controlled specific amount of adhesive that makes it ideal for critical production applications, both large and small.

(k) **Planners**

These are cutting machines used for shaving and smoothing surfaces in a carpentry and furniture-making workshop. These come from in different model, namely thicknesser, surface planner and side planer. Planer thicknesser is the ideal choice as a first machine to plane rough sawn timber flat and square. Surface Planer is a superb machine for surfacing. The long accurately ground tables make this perfect for the master craftsmen. The side planer to be used will have automatic feed that carries the timber or board through the machine with a constant movement, planning all four surfaces at once and giving an excellent finish.

(l) **Sanders**

Sanders are used to ensure very smooth and clear finishing to a piece of furniture or timber board. Sanders also come in different types e.g: Pad sanders can be tilted from say 0° to 45° Drawer sanders have mechanical belt oscillation, with foot operated pneumatic closing system and external worktable. The profile sander to be purchased by the company will be single belt profile sander with one abrasive belt unit. Profile sander comes with an extension table to support large panels.

(m) **Combination Machine**

These machines come with cast iron tables and separate motors powering circular saws, planer thicknesser and spindle molder: These machines can do several functions at a single movement and very useful for furniture manufacturing.

3.3 Workshop Tools and Parts

The Company will procure adequate modern tools and parts to ensure efficient workshop operations. These tools and parts consist of items like: planner heads, knives, carbide knives, planner knives, profiling sets, planner raisers, spiral and boring bits moisture meters, calipers and testers. Other parts include: saw blades, clamps, router and veneer stitches, glue joints cutters, grooves and gaunt hooks and glue joints cutters, grooves and gaunt hooks and glue guns.

3.4 Wood Handling Equipment and vehicles

Wood Handling equipment that will be used in the workshop include: trolleys, industrial trailers, wheelbarrows, stackers, forklifts and scales. Other equipment includes shelves, loaders, steel strapping and accessories, polyester strapping systems and strapping and accessories, polyester strapping systems and strapping tools.

Other Hauling equipment will include motor vehicles, Sliding tables and barrow trucks. The motor vehicles will consist of project supervision car; 3 to 5 Tonner truck for material haulage and van for distribution.

3.5 Workshop Precision Tools

Furniture making requires measuring and precision tools to be able to produce a quality product. Some of these precision tools include the following: Micrometers, calipers, Rules, Angle measuring Tools, Spirit levels, squares and clamps.

3.6 Bench Tools

To be able to work perfectly with workbenches you need bench tools. These bench tools consist of (1) Vices (2) Wire Brushes (3) Hammers (4) Screw drivers (5) Hexagonal Key Sets (6) Pliers (7) Wrenches (8) Hand saws (9) Hacksaws (10) Bench Grinders (11) Files (12) Hand drills and ratchet Brace. Others consists of (13) Drill Sets (14) Cordless drills (Rotary) (15) Key less Screwdrivers (16) Grinders (17) Orbital sanders (18) Electric planners and (19) Rotary Fixing Hammers.

3.7 Safety Equipments

The workshop will require safety equipment including those that will be used in case of outbreak of fire. Other safety equipments will be used for protective measures and curb health hazards. These equipments and tools include: (1) Fire Horse Reels (2) Fire Extinguishers (3) Fire sensors and sounders (4) Fire buckets (5) Smoke Alarms (6) Hand gloves (7) Helmets (8) Ear protective (9) Respirators (10) Foot wears (11) Eyes/Face wash units or Basins (12) Standing Showers (13) Face Masks (14) Disposable Dust Respirators (15) Work wears and or Uniforms and (16) Polythene Tarpaulins:

3.8 Workshop Consumables

Manufacturer of furniture will require the purchase of the following consumables: for the initial year of operation. (1) Nails (2) Screws (3) Bolts (4) Nuts (5) Washers (6) Steel frames/Angle frames (7) Steel tubular frames and (8) Ball type Castors for furniture.

Other consumables include; (9) Refuse bins (10) Refuse sacks (11) Pallets (wood) (12) Plastic containers (13) Plastic scoops (choteo la uchafu) (14) Storage Units (for small parts) (15) Brackets (16) Adhesive tapes (17) Solution Tapes (18) Glue (19) Locks (20) Vinyl Tapes (21) Packaging Tapes (22) Industrial Crayons (23) Freight lashing Systems (koa), etc.

3.9 Workshop Furniture and Fittings

The Company's workshop will be furnished with workshop furniture consisting of cupboards, steel cupboards, workshop benches, sliding tables, chairs, coaches, computer workstations, visitors chairs, air conditioners, photocopies, refrigerators and deep-freezers.

3.10 Timber and Plasticized timber

Furniture making requires timber and plasticized timber falling under the following classification:

- (a) Polyester Resin Faced Boards
- (b) Veneer faced Boards.
- (c) Pine Timber/Cyprus Timber.
- (d) Plywood/Phonetic Resin Finished.
- (e) Melamine faced Boards.
- (f) Hardwood Timber suitable for furniture.
 - (i) Mninga
 - (ii) Mvule
 - (iii) Mahogany
- (g) Oak finish Counter tops.
- (h) Teak Tops or teak PVC edged tops.
- (i) Chipboard with PVC edge.
- (j) Vinyl.
- (k) Block boards.
- (l) Particleboards etc.

3.11 Cushions and Fabric Material

Cushions and Fabric materials are needed in the manufacture of chairs and coaches. Common type of cushion and fabric materials that the company will put to use include:

- (a) Polyurethane Material Foam.
- (b) Upholstered fabric (fire retardant)

- (c) Upholstered fabric in the following range of colors:
 - (i) Red (ii) Royal blue (iii) Emerald Green (iv) Beige (v) Dark Grey and (vi) Claret.
- (d) Wool and Viscose tweed Mixed Fabric in different colours e.g: (i) Fjord (ii) Peach (iii) Health (iv) Prism (v) Sycamore (vi) Strawberry (vii) Lead (viii) Wedge

4.0 **PROJECTED INVESTMENT COST AND FINANCING**

4.1 **Projected Investment Cost**

The promoters of this Project will invest USD 500,000 in the following items:

(1) Building Premises	-	USD 100,000
(2) Machinery, Equipment	-	125,000
(3) Motor Vehicles	-	120,000
(4) Furniture and Fittings	-	15,000
(5) Preoperational Expenses	-	20,000
(6) Initial Working Capital	-	120,000
TOTALS		500,000

4.2 **Project Financing Plan**

The projected investment cost of USD 500,000 for the proposed will be financed out of equity from shareholders of USD 300,000 and from a soft loan of USD 200,000 from financial Institutions. The loan will be offered for a duration of ten years at 10% Interest charge. The loans to be sought will be a foreign currency loan intended to finance the foreign component cost of ordering machinery and equipment. Shareholders equity funds will be used to finance the entire cost of other remaining capital investment items of the proposed project.

5.0 **PROJECTED FINANCIAL RESULTS**

5.1 **Installed Capacity**

The project is going to install more than 100 pieces of different machines, equipment and tool to manufacture, join and assemble the following series. The categories:

- (a) Functional Bedroom Furniture series
- (b) Occasional and Garden Furniture Series.
- (c) Dining and Coffee Table Series.
- (d) Sofa and Coach Series.
- (e) Cabinet and Wardrobe Series
- (f) Drawers and Dressing Table Series.
- (g) Book Case and wall units series.
- (h) Reclining chairs, Rococo Chairs series.

Functional bedroom furniture series will consist of double bed queen size beds, single beds all fitted with mattresses. The Company expects to sale 150 units of the product.

Reclining chairs with or without fool stool will be available of mahogany base and leathered. Recoco chairs will also be sold with or without arm rest stained mahogany with light beige fabric. 200 units are expected to be made. Two hundred units of Dining and coffee tables are expected to be made. One hundred and fifty units of Sofa series will be assembled and or manufactured by the company. Most of these will be made of antique brown leather or upholstered in light beige fabric with legs in mahogany.

The company is also planning to assemble, join and manufacture 100 units of wardrobes; 100 units of drawers; 100 units of wall units and 200 units of garden furniture. With present equipment and machinery the company is able to assemble or manufacture units of different make of furniture and capable of bring in the company coffers gross income of USD 660,000 per annum or Tsh. 1.1 Billion annually. Refer to Annexure 1 at the end of this plan for details.

5.2 Projected Operating Costs

Direct cost, which in this regard includes materials, production equipment maintenance, salaries and wages and workshop overheads are assumed to constitute 66% of the turnover or USD 435,600 in a particular year. Brief account of each item of operating cost is given below:

(a) Materials

Materials in a furniture making company consist of consumables like nails, screws, bolts, nuts, steel frames, tubular frames and castors. Other materials consist of adhesives, glue vinyl tapes, veneer faced boards plywood, polyester resin faced boards in melamine faced boards polyurethane material foam, upholstered fabric wool and viscose mixed fabric etc. We have estimated this item to cost 26% of the turnover, which is USD 171,600 per annum.

(b) Equipment maintenance

The company will have more than 100 pieces of different machinery, equipment and tools. All the equipment has to be properly maintained to ensure their efficient use. Besides their repairs in case of breakdown these equipment require good preventive maintenance programmes. In this report we have estimated this item to be 13% of the sales turnover or USD 85,800.

(c) Labour

The company expects to employ more than fifty 50 employees to work in the workshop. The labour component will be made up of salaries and wages, allowances, provident funds, insurance bonus payments and other monetary expenses to be incurred by the company for and on behalf of the employees. The item is estimated to cost 20% of the sales turnover that is USD 132,000.

(d) **Overheads**

These expenses consist of manufacturing, administrative and commercial overheads. Expenses such as supervision costs, technical and expert charges, stationery, postage, periodicals, utilities, security etc. This item is estimated to cost 7% of the sales turnover or USD 46,200 per annum.

5.3 **Projected Capital charges**

These are charges against capital investment and or assets such as depreciation charges and or interest expenditure based on agreed or proposed terms and conditions of the loan. In this report the main capital charges are as given below:

(a) **Depreciation**

Depreciation rates for different categories of assets are prescribed under the Company Act and Income Tax Act respectively. The method and rates used in this report are as follows:

<u>Item</u>	<u>Method</u>	<u>Rate</u>
(i) Building Premises	Straight line	5%
(ii) Machinery and Equipment	Diminishing	20%
(iii) Motor vehicles	Diminishing	20%
(iv) Furniture	Diminishing	12%
(v) Pre operational and initial Working capital	Straight line	10%

Appendix 5 refers to this section:-

(b) **Loan Interest**

The interest rate in this report is expected to be in the affordable range of 10% per annum. In this regard, the interest expenditure has been calculated based on a figure of loan amount of USD 200,000 expected to be provide to the Company by financial institutions for loan period of 10 years. Appendix 6 is relevant for this section.

5.4 **Projected Profit and Loss Statements**

These statements have been made to summarize transactions of income and expenditures for each year for a planning period of five (5) years. The Company will entirely depend on sales income estimated at USD 660,000 per annum. Operating and capital costs are expected to amount to USD 525400 in year one leaving a residual amount of USD 134,600 as profit before tax in the first year.

The profit before tax has been growing over the five years planning period to reach USD 172251 in year five. Appendix I refers to these observations.

5.5 Projected Cash Flow Statements

Cash flow projections in this report commence with the figure of profit before tax. To complete the inflows the figures estimated for depreciations were added back to constitute cash inflow of USD 204400 in the first year of operation growing there after to USD 212,400 in year five(5). Cash out flow projections consist of taxation provisions and loan repayment per annum. These out flows amounted to USD 60380 in year one growing to USD 71675 in year five. Net Cash flows have almost been declining insignificantly from USD 144,020 in year to USD 140,725 although cash balance per annum has been growing from USD 264,020 in year one to USD 829441 in year five. Appendix 2 is quite relevant here.

5.6 Projected Balance Sheet

The value of net fixed assets are projected to decline from USD 430,200 in year one to USD 233168 in year five; net current assets are projected to grow from USD 164,020 in year one to USD 729436 in year five. Likewise total net assets have also grown considerably from USD 594220 to USD 962634 in year five. Capital reserves have also grown overtime from USD 94,220 in year one to USD 542,639 in year five. The loan balance will be reduced year by year from USD 200,000 in year one down to USD 120,000 in year five. The projected Balance Sheet provide a testimony that the project is worth pursuing due to good financial results displayed in the proforma statements given above.

Appendix 3 provides data for this section.

6.0 ECONOMIC ASPECT OF THE PROJECT

6.1 Social Economic Benefits

It is the promoters' views that the implementation of the proposed project will have the following social-economic development values:

- (1) Contributes towards production of exotic modern furniture for use in homes, offices, hotels and institutions with a touch of class that will add to the value of the premises while reducing purchasing costs.
- (2) Contribute to the net cost savings in furnishing of homes, offices and institutions and in areas of real estate development.
- (3) Contribute sustainability on cost reduction of urban development since contractors and developers will obtain furniture for their premises at incredibly affordable prices and immediately on time thus saving them further of their ordering time.
- (4) Generate substantial revenue to the government in the form of taxes.
- (5) Create employment for more than 50 personnel.
- (6) Contribute to foreign currently savings since most of imported furniture of this nature will be available locally.

6.2 Environmental Impact

- (a) Most of the wood and timber to be used in the manufacture of furniture will come from industrial plantation and as such it is not expected that the project may negatively affect the environment.
- (b) The project will deploy high technology machines and equipment currently used in the world furniture making than the existing or that which is in use in the country which are less efficient and use more timber and wood to produce less quantity of furniture.

7.0 ORGANIZATION AND MANAGEMENT

7.1 Organization

The company will have a Board of Directors consisting of not more than seven members. The directors will appoint a Chief Executive Officer who will be responsible for managing the company and will be assisted by Workshop and Production Manager on one hand and Finance Manager on the other. The company's Organization Structure will be as given in Appendix 7.

7.2 Employment

The project at its full production will employ a total of fifty machine operators, machinists and artisans (carpenters and Cabinets makers). Almost all employees will be Tanzanians with exceptions of not more than five (5) expatriate staff to deal with designs and equipment maintenance. The company therefore, does not anticipate encountering any problems in the recruitment of qualified and experienced personnel in this field, as there are many such local people in wood, timber and furniture making industry in the country.

8.0 CONCLUSIONS AND RECOMMENDATIONS

8.1 Conclusions

- (a) The project is expected to make a significant contribution towards modernization and upgrading of the furnishing of new buildings and office premises.
- (b) The project is economically sound, technically feasible and financially viable.
- (c) The project is going to save the country from utilization of its foreign currency earnings for ordering of modern furniture from abroad.

8.2 **Recommendations**

It is recommended that the project be implemented and be given the necessary support by all the parties concerned.

9.0 **IMPLEMENTATION PROGRAM**

Implementation Program of this project will consist of Project Preparation, Registration with Tanzania Investment Centre and registration with Tanzania Revenue Authority (TRA), Acquisition of Workshop Site and Location, Approval of capital Goods List for Duty and Tax Exemptions and Order of Partitioning Materials for the workshop.

Other activities will include order of machinery and equipment, Installation of machinery and equipment, commencement of Trial Production, Commencement of commercial production and inauguration of the workshop.

The implementation period is expected to take at least 30 months.

PRO-FORMA INCOME STATEMENTS
(Figures in US Dollars)

ITEM	YEAR				
	1	2	3	4	5
Sales Income	660,000	660,000	660,000	660,000	660,000
<u>Operating Costs</u>					
Materials	171,600	171,600	171,600	171,600	171,600
Equipment/maintenance	85,800	85,800	85,800	85,800	85,800
Labour	132,000	132,000	132,000	132,000	132,000
Overheads	46,200	46,200	46,200	46,200	46,200
Total Operating Costs	435,600	435,600	435,600	435,600	435,600
Operating Surplus	224,400	224,400	224,400	224,400	224,400
<u>Less</u>					
<u>Capital Charges</u>					
Depreciation	69,800	59,784	51,754	45,315	40,149
Loan Interest	20,000	18,000	16,000	14,000	12,000
Total Capital Charges	89,800	77,784	67,754	59,315	52,149
Profit Before Tax	134,600	146,616	156,646	165,085	172,251

PROJECT CASH FLOWS FOR THE YEARS AHEAD
(Figures in US Dollars)

ITEM	YEAR				
	1	2	3	4	5
<u>Cash Inflows:</u>					
Profit Before Tax	134,600	146,616	156,646	165,085	172,251
<u>Add:</u>					
Depreciation	69,800	59,784	51,754	45,315	40,149
Total Cash Inflows	204,400	206,400	208,400	210,400	212,400
<u>Cash Outflows:</u>					
Taxation	40,380	43,985	46,994	49,525	51,675
Loan Repayment	20,000	20,000	20,000	20,000	20,000
Total Outflows	60,380	63,985	66,994	69,525	71,675
Net Cash Flows	144,020	142,415	141,406	140,875	140,725
Opening Cash	120,000	264,020	406,435	547,841	688,716
Closing Cash	264,020	406,435	547,841	688,716	829,441

PROJECT CASH FLOWS FOR THE YEARS AHEAD
(Figures in US Dollars)

ITEM	YEAR				
	1	2	3	4	5
Net Fixed Assets	430,200	370,416	318,662	273,347	233,198
Current Assets	224,400	365,420	514,835	658,241	801,111
Less:					
Current Liabilities	60,380	63,985	66,994	69,525	71,675
Net Current Assets	164,020	301,435	447,841	588,716	729,436
TOTAL NET ASSETS	594,220	766,503	766,503	862,063	962,634
FINANCIAL BY:					
Owners Equity	300,000	300,000	300,000	300,000	300,000
Retained Earnings	94,220	196,851	306,503	422,063	542,639
Term Loan	200,000	180,000	160,000	140,000	120,000
SHAREHOLDERS' FUNDS	594,220	766,503	766,503	862,063	962,634

“Appendix 4”

PROJECT TAX SCHEDULE
(Figures in US Dollars)

ITEM	YEAR				
	1	2	3	4	5
Pre-Tax Profit	134,600	146,616	156,646	165,085	172,251
Taxation at 30%	40,380	43,985	46,994	49,525	51,675
Profit After Tax	94,220	102,631	109,652	115,560	120,576
Cumulative Profit	94,220	196,851	306,503	422,063	542,639

“Appendix 5”

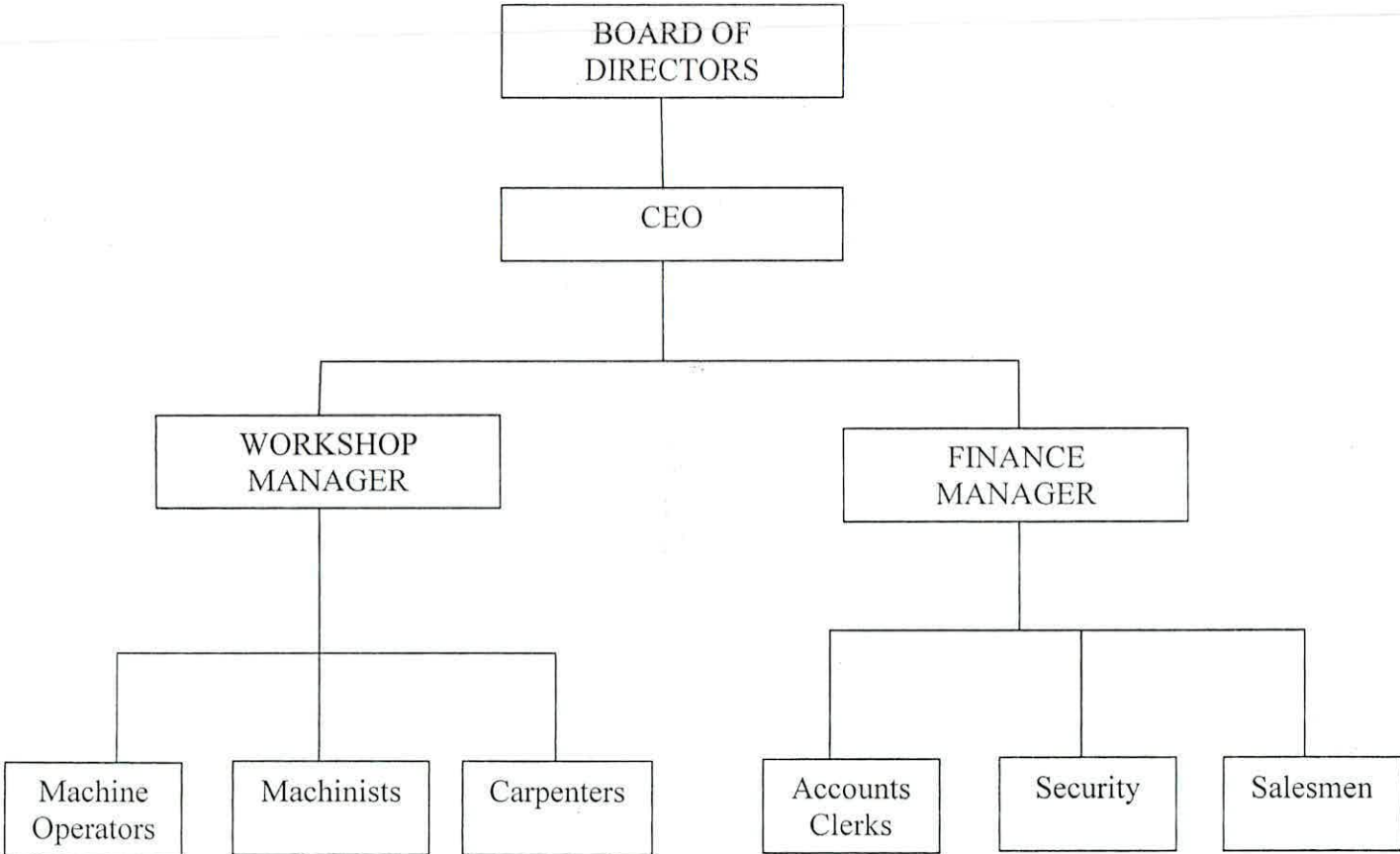
PROJECT DEPRECIATION SCHEDULE
(Figures in US Dollars)

ITEM	RATE %	CAPITAL COST (USD)	YEAR				
			1	2	3	4	5
Building Premises	5	100,000	5,000	5,000	5,000	5,000	5,000
Equipment	20	125,000	25,000	20,000	16,000	12,800	10,240
Motor vehicles	20	120,000	24,000	19,200	15,360	12,288	9830
Furniture	12	15,000	1,800	1,584	1,394	1,227	1079
Pre-Operational Exps.	10	20,000	2,000	2,000	2,000	2,000	2000
Initial Working Capital	10	120,000	12,000	12,000	12,000	12,000	12,000
TOTAL		500,000	69,800	59,784	51,754	45,315	40149
Accumulated Depre.		-	69,800	129,584	181,338	226,653	266802
Net Asset Value		500,000	430,200	370,416	318,662	273,347	233,198

PROJECT LOAN AMORTIZATION SCHEDULE
 (Figures in US Dollars)

YEAR	OUTSTANDING	PRINCIPAL	INTEREST (10%)	PREMIUM
1	200,000		20,000	20,000
2	180,000	20,000	18,000	38,000
3	160,000	20,000	16,000	36,000
4	140,000	20,000	14,000	34,000
5	120,000	20,000	12,000	32,000
6	100,000	20,000	10,000	30,000
7	80,000	20,000	8,000	28,000
8	60,000	20,000	6,000	26,000
9	40,000	20,000	4,000	24,000
10	20,000	20,000	2,000	22,000

ORGANIZATION CHART



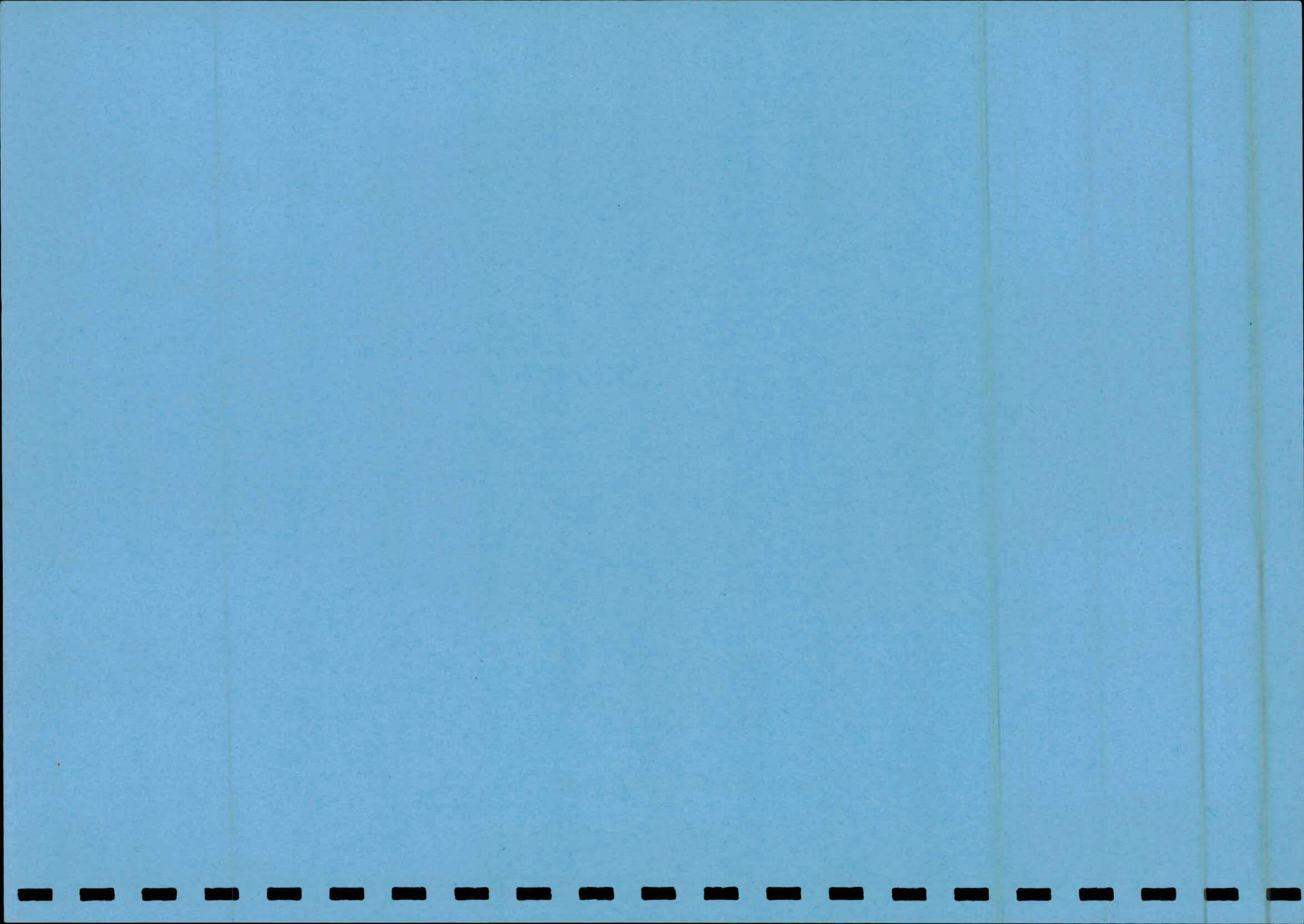
PROJECTED IMPLEMENTATION SCHEDULE

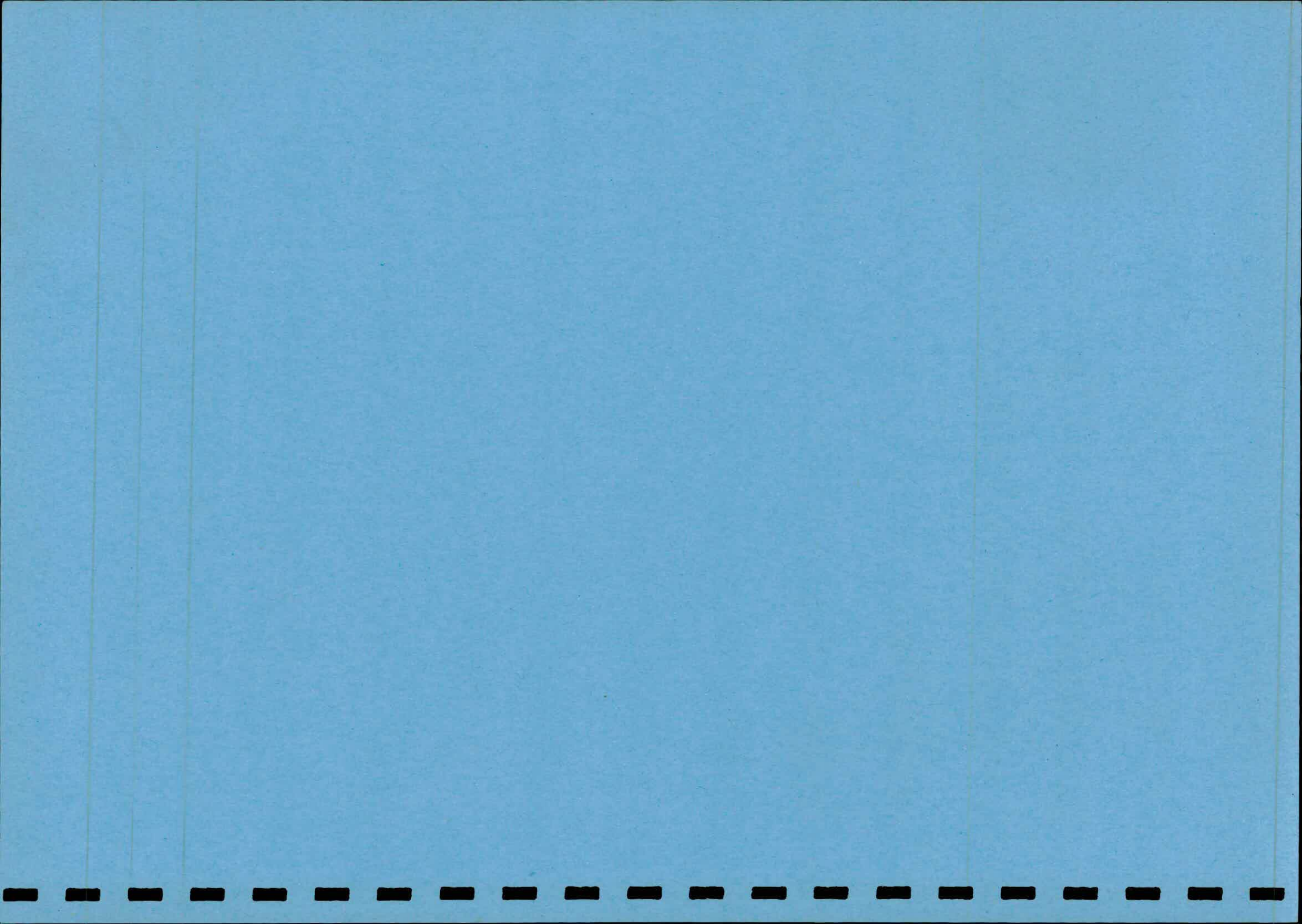
NO.	ACTIVITY	COMPLETION DATE
1.	Project Preparation.	July 2011
2.	Contacts and consultations with Chinese and European Companies.	August 2011
3.	Acquisition of Workshop Site and completion of Leasing formalities.	September 2011
4.	Registration with Tanzania Investment Centre (TIC).	October 2011
5.	Registration with Tanzania Revenue Authority (TRA).	November 2011
6.	Opening of Bank Accounts.	November 2011
7.	Mobilization of Investment Funds.	January 2012
8.	Preparation and Approval of capital Goods list of Duty and Tax exemption.	December 2011
9.	Ordering of partitioning Material for the Workshop.	July 2012
10.	Receiving partitioning materials for the Workshop.	September 2012
11.	Partitioning and fitting of Workshop premises.	October 2012
12.	Order Workshop Machinery and Equipment.	January 2013
13.	Installation of Machinery and Equipment.	March 2013
14.	Order consumables including veneer, plywood, cover and fabric materials, upholstery, etc.	July 2013
15.	Recruitment of Workshop personnel.	August 2013
16.	Commence Trial Production.	September 2013
17.	Embark on product advertisements and promotional activities.	November 2013
18.	Commence commercial production and assembling of furniture.	January 2014
19.	Official inauguration of the Workshop.	February 2014
20.	Opening of Branches and showrooms.	April 2014

“ANNEXURE 1”

A SUMMARY OF PRODUCTION PLAN OF FURNITURE PER ANNUM

Na.	Category/type	Production (%)	Quality Units	Average Price in USD	USD Revenue/Sales	Remarks
1.	Bedroom Series and Mattresses	16	150	700	105,000	
2.	Reclining and Rococo Chairs	9	200	300	60,000	
3.	Dining and Coffee Tables Series.	18	200	600	120,000	
4.	Sofa/Coach Series	18	150	800	120,000	
5.	Cabinet and Wardrobe Series	9	100	600	60,000	
6.	Drawer and Dressing Tables Series.	4	100	250	25,000	
7.	Book case and Wall Unit Series.	8	100	500	50,000	
8.	Occasional and Garden Furniture Series	18	200	600	120,000	
		100	1200		660,000	





THE COMPANIES ORDINANCE

(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED

Incorporated thisday of.....2005

**DRAWN BY:
A. H. HALANE
(SUBSCRIBER)
P.O. BOX 7570
DAR ES SALAAM**

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I HEREBY CERTIFY THAT

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED

Is this day incorporated under the Companies Ordinance
(Cap. 212) and that the Company is limited

Given under my hand at Dar es Salaam this day of
Two Thousand and Five.

Seal

Ass. Registrar of Companies

THE COMPANIES ORDINANCE

(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED

1. The Name of the Company is **PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED**
2. The Registered Office of the Company shall be situated in Tanzania.
3. The Objects for which the Company is established are: -
 - (a) To carry on the business or businesses as buyers, sellers, hirers, wholesale, retail, importers, and dealers in air conditioners, color televisions, DVDS, video, audio, washing machines, refrigeration's, radio and televisions, sound producing machines of all kinds, electrical and electronic appliances, apparatus and fittings, household and domestic appliances, labor saving contrivances and similar articles.
 - (b) To buy, sell, hire, manufacture, trade and deal in property, goods, produce, articles, distributing, marketing, commercial, industrial, manufacturing mercantile, insurance and financial business and carry on the business as traders, general merchants, general storekeepers, universal providers, wholesalers, importers, commission agent, business consultants, market research consultants, business transfer agents, Company promoters, underwriters, financial and bill brokers, del -credere agents, barter trade, court brokers, auctioneers, generally to execute and undertake agencies of any kind.
 - (c) To carry on the international and domestic business as a transporter, haulers, carting and removal contractor or agent, packer, railway, shipping forwarding and transport agents, hirer and proprietor of vehicles of all kinds and descriptions whatsoever with or without trailers howsoever propelled or powered and of ships, aircraft or any other carriers of every description.

- (d) To carry on the business of fumigation, renovators, decorators of residential buildings, warehouse, go downs, building contractors, manufacturer of concrete articles, civil engineering, water cause services and all kind of civil works, residential furnishers, application of corrosion resistant protective coatings on steel structure's, on -toxic, on- derma tic and any flammable materials including fabrics, documents, private homes, offices, factories and industries.
- (e) To carry on the business of property developers, real estate and act as promoters, designers, planers, builders, contractors, renovators, decorators, landscapers, owners, buyers, sellers, lessors and lessees of residential houses, public houses, office blocks, apartments, housing estates, shopping malls, arcades, factories, industries, warehouses, depots, go downs, shelters of all kind and buildings, land developers, town planners, generally carry out activities of any description with regard to land property.
- (f) To carry on the business as importers of building materials, hardware and machinery, ironmonger, dealers in household utensils, china glass, cutlery, household fittings, electrical appliances, wiring materials, apparatus and equipment, construction equipment, house furnishers, upholsters, dealers, hirers, repairers, cleaners, stores and warehouses of all kind of furniture's, carpets and other floor coverings, home and office furnishings, fittings of all kind and all goods capable of being used therewith.
- (g) To carry on the business of general investors into electronic communication systems including video and television systems, telecommunication engineers and to introduce propagate import, communication equipment, distribute modern and high standard telephone receiver sets including installation of radio transmitters satellite ultra modern system, to facilitate internet communication packages, programmers, marketing and to be general representatives and commissioner agent of the above.
- (h) To engage and or otherwise carry on the business as graphic designers, web page designers, dealers in computer hardware and software, to provide services in the latest computer technology, computer programmers, consultants and offer modern communication skills including sales promotion and marketing, training in computer technology in all field of information technology, communication systems, telephone apparels, repairers, importers, sellers, distributors, suppliers, manufacturer representatives generally to be telecommunication experts.

- (i) To enter into any contracts in relation to and to erect, construct, repair, pull down and restore, either alone or jointly with any other companies or persons, works of all description, including power plants producers and generation, wharves, docks, piers, railway tramways, waterways, railways, tramways, waterways, roads, bridges, warehouses, factories, mills, engines, machinery, railway carriages and wagons, ships and vessels of every description, gas works, electric works, waterworks, drainage and gas works, electric works, waterworks, drainage, sewage works and buildings of every descriptions.
- (j) To provide technical consultancy services, designing of all kind of machineries, maintenance, distributors, suppliers of spares, accessories, and all tools including contracts for the supply of all kind of services or other comprised goods, and undertake, execute any contracts for works involving the supply, design, fabricate, assemble information and communication technology equipments, water systems, plumbing systems, manufacturer of any machinery and other works comprised in such contracts.
- (k) To carry on the business of builders and contractors and engineers in all its disciplines and to handle, execute and carry out all kind of construction work, earth-works, quarrying, bowing, transportation, pipeline installation, canalizations creations of building plants, airfields, ports, dams water plants sewerage, setting up enterprises for earthwork equipments, building equipments industrial enterprises and manufacture of building fittings equipment and every thing connected with the above.
- (l) To carry on the business in Tanzania or any part of the world, related to all or any of the business of manufacturing buying, selling, merchandising and generally dealing whether wholesale or retail and to carry out joint - venture projects in partnership with any foreign manufactures and / or businessmen.
- (m) To carry on the business as architectural work and technical drawings on building contractors, masonry and general construction works where necessary to give consultation on the same and establish mechanical workshop for enabling the company and undertake the business of reconditioning, repairing and servicing all kind of machineries and motor vehicles, metal works, tractors however propelled and deal in new and second hand motor vehicles, carry on the business by wholesale or retail agricultural machinery, plants, equipment for all type of earthmoving plants, cranes, construction and lifting equipments.

- (n) To carry on all or any of the business of transport, clearing and forwarding agents, warehousemen, cargo representatives, stevedores or lighter age, courier services and mail agents, cartage, haulage, charters of road vehicles, aircraft, ships, tugs, barges, boats of every description, lighter-men, carriers of goods and passengers by road, rail, water or air, packers and cargo superintendents of all kind.
- (o) To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaging in any business or transaction which this company is authorized to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company.
- (p) To guarantee the repayment of money by and the contractors of, or otherwise assist, any person, firm or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
- (q) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the company, or any business capable of being conducted so as directly or indirectly to benefit the company.
- (r) To enter into any arrangements and contracts with Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the company's object or any of them and to obtain from any such government, authority, corporation company or person any characters, contracts, decrees, rights, privileges and concessions.
- (s) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts an conveniences, calculated to benefit employees or ex-employees of the company or the depends or connections of such persons, to rent pensions and allowances, to make payments, towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (t) To promote another company for the purpose of acquiring all or any of the property and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit the company.
- (u) To invest and deal with moneys of the company not immediately required, upon such securities and in such manner as the company may from time to time determine.

- (v) To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the company or contracts by any persons, firms or companies.
- (w) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the company's property (both present and future) including is uncalled capital, and to purchase, redeem or pay off any such securities.
- (x) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, co-operations, joint venture, reciprocal concession or otherwise with any person or company carrying or, or engaged in, or about to carry on or engage in any business or transaction which this company is authorized to carry on, or engaged in any business or transaction capable of being conducted so directly or indirectly to benefit the company and to take or otherwise acquire shares and securities or any such company and sell, hold, reissue with or without guarantee or otherwise deal with the same.
- (y) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing and placing of any of the shares in the company's capital or any debenture stock or other securities of the company, or in or about the formation promotion of the company or the conduct of its business.
- (z) To make, draw, accept, endorse, discount, negotiate, execute, issue, promissory notes, bills of exchange, cheques, bill of lading, shipping documents, documents, dock and warehouse warrants and other instruments negotiable or transferable.
- (aa) To raise money in such manner as the company shall think fit, and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the company's property and rights both present and future.
- (bb) To obtain any provision, orders, ordinance of act, parliament for enabling the company to carry on any of its objects into effect or for effecting any modification of the company's constitution, or for any proceedings or applications which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interest.
- (cc) To sell or dispose of the undertaking any property of the company or any part thereof, for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.



- (dd) To distribute among the members of the Company in specie any property of the Company, and in particular any shares, debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing, 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 the sanction (if any) for the time being required by law.
- (ee) To do all or any of the above things in any part of the world and as principals, managing agents, contractors, trustees, or otherwise either alone or in conjunction with others.

The objects set forth any clause of this clause shall not except when the context expressly so required, be in any wise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary auxiliary merely to the objects mentioned in the first sub-clause of his clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of this clause in any part of the world and notwithstanding that the business, undertaking, dealt with or performed do not all within the objects of the first sub-clause of this clause.

AND it is herein declared that the word "COMPANY" and this clause shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the members is Limited.
5. The authorized share capital of the company at the date of registration of this Memorandum of Association is Shillings 1,000,000,000/= divided into 10000 Shares of Shillings 100,000/= each with power for the company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively and preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.


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	SIGNATURES OF SUBSCRIBERS
HASHIM H. MUSSA 29 TH SPENCER ROAD HARROW HA3 7 AN - LONDON	80	
ABDULLAHI H. HALANE P. O. BOX 7570 DAR ES SALAAM	20	

Dated at Dsm this 29th day of November, 2005

WITNESS to the above Signatures

Name..... Mohamed Anur

Signature..... 

Postal Address..... P.O. - Box 5896 Dsm

Qualification..... Managing Director

THE COMPANIES ORDINANCE (CAP 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED
PRELIMINARY

1. In these articles:

“The Ordinance” means the Companies Ordinance (Cap.212)

“The Seal” means the Common Seal of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of presenting or reproducing in a visible form. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding upon the Company.

2. These Regulations contained in Table A of the First Schedule to the Ordinance shall apply to the Company unless expressly excluded.
3. The Company is a Private Company and accordingly.
- a) The right to transfer shares is restricted in the manner hereinafter prescribed.
 - b) The number of members of the Company (exclusive of the persons who are in the employment of the Company and of persons who, having been formerly in the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty PROVIDED THAT where two or more persons hold on or more shares in the Company jointly they shall for the purpose of this Article be treated as a single member.
 - c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - d) The Company shall not have power to issue share warrants to bearer.

4. The Share Capital of the Company is Shillings 1,000,000,000/= divided into 10000 Shares of Shillings. 100,000/= each.
5. Subject to the provisions, if any, in that behalf of Memorandum of Association, and without prejudice to any special rights previously conferred, deferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of share capital or otherwise, as the company may from time to time be special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the company is liable, to be deemed.
6.
 - (1) 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 class) may be varied with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.
 - (2) In every such separate general meeting the provisions of these Regulations relating to the general meetings should mutates 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 the shares of the class present in person or by proxy may demand a poll.
 - (3) For the purpose of this Article, the rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
7. The Company may exercise the power of paying commissions conferred by Section 44 of the Ordinance, provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and that rate of the commission shall not exceed the rate of 10% of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10% of such price (as the case may be). Such commission may be satisfied by the payment of such cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.
8. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be profitable for a lengthened period, the company may pay interest on much of the share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in section 55 of the Ordinance, and may charge the sum so paid by way of interest to capital as part of the cost of construction of the work or building, or the provision of plant.

9. Shares of the Company shall be under the control of the Board of Directors and shall be subject to the provisions, if any, in that behalf of the Ordinance and the Memorandum of Association and without prejudice to any special rights previously conferred on the holders of existing shares or class of shares, may be issued with such referred, differed 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 special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is, liable to be redeemed.

SHARE CAPITAL

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 three – fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply.
11. Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the Seal of the Company specifying the shares held by him or such body and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of certificate for a share to one of several joint holders shall be sufficient delivery to all.
12. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any share or shares as the absolute owner thereof but shall recognise any trust or equity or equitable claim to or partial interest in such share or shares whether or not it shall have express or other notice thereof.
13. If share certificate is defaced, lost or destroyed it may be renewed on payment of such fee, if any, not exceeding one thousand shillings, and on such terms, if any, as to evidence and indemnity as the Directors think fit.

LIEN

14. (i) The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares standing registered in the name of any person for all monies presently payable by him or his estate to Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

- (ii) These lien hereby conferred shall attach to all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder or be one of several joint holders.
 - (iii) The Company's lien, if any, on a share shall extend to dividends payable thereon.
15. The Company may sell, in such manner as the Directors think 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, or until the expiration of twenty – eight 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 death or bankruptcy to the shares.
 16. For giving effect to any such sale, the Directors may authorize some person to transfer the shares 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 bound to see to the application of the purchase money, nor shall his title to the shares be affected by an irregularity or invalidity in the proceedings in reference to the sale.
 17. The proceeds of the 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

18. The Directors may, subject to any conditions of attachment, from time to time make calls upon the members in respect of any moneys unpaid or their shares (whether on account of the nominal value of the share or by way of premium) PROVIDED THAT no call shall be payable at less than thirty days from the date appointed for the last call; the time or time and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
19. Joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
20. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of eight per cent per annum from the day appointed for the payment. Thereof to the date of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part.
21. The provisions of these regulations as to the liability of joint holders and as to payment of interest shall apply in the case of non – payment any such which, by the terms of issue of a share, becomes payable at fixed time, whether on account of the

amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

22. 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 time of payment.
23. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him; as a payment in advance of calls which shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced, 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 rate (not exceeding, without the sanction of the Company in general meeting, six per cent), as may be agreed upon between the member paying the sum in advance and the Directors.

TRANSFER AND TRANSMISSION OF SHARES

24. Subject to the provisions hereinafter contained shares in the Company shall be transferable by written instrument similar to the common form hereunder provided signed by both the transferor and the 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.

"I, of in consideration of the sum of Shillings..... Paid to me by hereinafter called "the said transferee") do here transfer to the said transferee the share (or shares) numbered in the undertaking called **PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED** is to hold unto the said transferee, subject to the several conditions on which I hold the same; and I, the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid. As witness our hand the day of the year... Witness to the Signature etc".

25. Save as is hereinafter provided, the Directors may in their absolute discretion decline to register any transfer of shares to a person of 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 a lien. The Directors may also suspend the registration of transfers during the period of fourteen days immediately preceding the Annual General Meeting in each year.

The Directors may also decline to recognize any instruments of transfer unless; A fee not exceeding two thousand shillings is paid to the Company in respect thereof, and.

- (a) A fee not exceeding two thousand shillings is paid to the company in respect thereof, and
- (b) 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 transferor to make the transfer accompanies the instrument of transfer.

26. 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.
27. The legal personal representative of a deceased holder of a share be the only person recognized by the Company as having any title to the share and in case of a share registered in the names of two or more holders the survivors or survivor or the legal personal representative of the survivor shall be the only person recognized by the Company as having any title to the share.
28. 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 properly 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 the shares 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 a transfer of the share by the deceased or bankrupt person before the death or bankruptcy. Any person so becoming entitled to a share shall be entitled to the same dividends and other advantages to which he would be entitled as if he were the registered holder of the share, except that he shall be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.
29. Save as is herein – before provided, no shares in the Company shall be transferred otherwise than to a person who is already a member of the Company until the rights of pre – emption hereby conferred shall have been exhausted that is to say:-
 - (a) Every member or other person referred to in Article 23 who intends to transfer shares (hereinafter called “the Vendor”) shall give notice in writing to the Board of his intention to do so such 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 or 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.
 - (b) Upon the price being fixed as aforesaid they shall forthwith give notice to all the members of the Company of the number and price of the shares to be sold and invite each whether he is willing to purchase any and, if, so what maximum numbers of the said shares.
 - (c) At the expiration of the said thirty days the Board shall allocate the said shares to or amongst the 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.

- (d) Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If the makes default in so doing the Chairman of 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 the 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 holder by transfer of the shares purchased by him.
- (e) In the event of the whole or any lot of shares offered through the Board as provided by this Article not being sold in the manner by that article provide, the vendor may at any time within six calendar month given by the Board to the members, transfer the shares not sold to any person (subject to Article 20) and at any price.

FORFEITURE OF SHARES

30. 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 as is unpaid together with any interest which may have accrued.
31. 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.
32. 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 require by the notice has been made, be forfeited by a resolution of the Directors to that effect; and such forfeiture shall extend to and share so forfeited not actually paid at the date of the said notice. 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.
33. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, the forfeiture notwithstanding, remain liable to pay to the Company call moneys which, at the date of the forfeiture, were presently payable by him to the Company in respect of the share, but his liability shall cease if and when the Company receives payment in full of the nominal amount of the shares.

34. A statutory declaration in writing that the declaring is a Director of the Company, and that a share in the Company has been duly forfeited or expropriated on a date stated 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 favor 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.
35. The provisions of these articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the shares, or by way of premium as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

36. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
37. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of the minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
38. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matter as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred.

ALTERATION OF CAPITAL

39. The Company may from time to time by special resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
40. 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 notice 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 limited to a time within which the offer if not accepted, will be deemed to be declined, and after the expiration of 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 ration which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.

41. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the share in the original share capital.
42. The Company may by ordinary resolution:-
 - (a) Consolidate and divide all or any of its share capital shares of a 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 provisions of section 51(1)(d) of the ordinance;
 - (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.
43. The Company may, by special resolution, reduce its share capital in any manner and with, and subject to, any incident authorized, and consent required, by law.

GENERAL MEETINGS

44. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be determined by the Directors. In default of a general meeting so held, a general meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
46. All such general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
47. The Directors may, whenever they think fit, convene an Extraordinary General Meetings or, in default, an Extraordinary General Meeting may be convened as provided by Section 114 of the Ordinance.

NOTICE OF GENERAL MEETINGS

48. Subject to the provision of Section 117 (2) of the Ordinance relating to special resolutions, seven days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business,

the general nature of that business shall be given in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the company in General Meeting, to such persons as are, under the regulations of the Company, entitled to receive such notice 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 of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

50. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at the Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and ordinary report of the Directors and Auditors, the election of Directors and other officers in place of those retiring by rotation and the appointment and fixing of the remuneration of the Auditors.
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 save as herein otherwise provided two members present in person or by proxy shall be a quorum.
52. If within half an hour from the time appointed for the meeting quorum is not present, the meeting, if convened upon the requisition of a member or 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 for the meeting the members present shall be a quorum.
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 appointed for holding the meeting, or is unwilling to act a Chairman, the Directors present shall elect one of their number to be the Chairman of the meeting, or if no Director be present, or if none of the Director present is willing to act as Chairman, the members present shall choose one of their number to be Chairman of the meeting.
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 that business unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten 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 demanded (before or on the declaration of the show of hands) by at least one member who is present in person or by proxy entitled to vote, if such member, or members, together hold not less than fifteen per centum (15%) of the issue shares of the Company, and unless a poll has been so demanded a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect made in the minutes shall be conclusive evidence of the fact. The demand for a poll may be withdrawn.
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 the resolution the meeting at which the poll was demanded.
58. In case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting or second vote.
59. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question should be taken at such time as the Chairmen directs.
60. An ordinary resolution of the Company determined on without any general meeting and evidence by writing under the hands of all the Directors or a sole Director and of members of the Company holding in the aggregate 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.

VOTES OF MEMBERS

61. On a show of hands every members 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. On a poll votes may be given either personally or by proxy.
62. In the case of joint holders, the vote of the senior who tenders a votes, whether in person or by proxy, shall be accepted to the exclusion of votes of the other joint holders, and for purpose, seniority shall be determined by the order in which the names stand in the register of members.
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, or curator bonis, appointed by the court, and any such committee, curator bonis, 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. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or of the appointer is a corporation, either under the common seal or under the hand of an officer or attorney so authorized.

66. The instrument appointing a proxy and the power of attorney on other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than seventy two hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
67. An instrument appointing a proxy may be in the following form, or in any other form, which the Directors shall approve.

..... **LIMITED**

I,.....being a member of **LIMITED** do hereby appoint of As my proxy to vote for me and on my behalf at the Annual /Extraordinary General Meeting of the Company to be held on the day of, 2004 and at any adjournment thereof.

Signed this day of,2004

(Signature of Member)

68. Any Corporation which is a member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to be its representative at any such meeting he represents as the Corporation could exercise if it were individual member of the Company

DIRECTORS

69. The first directors shall not be 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 (excluding alternate directors) shall not be less than two.
70. The remuneration of the Directors shall from time to time be determined by the Company in general meeting.
71. In addition to their usual remuneration the Directors shall also be paid such traveling, hotel and other expenses as may reasonable be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at meeting of Directors.
72. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not, by the ordinance, or by these articles required to be exercised by the Company in general meeting, subject, nevertheless, to any regulation of these Articles. To the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may

be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

73. The Directors may from time to time appoint one or more of their number to the office of Managing Director or may appoint any person or body corporate to manage the Company for such term and at such remuneration as they may think fit, and they may entrust to and confer upon the said Managing Director(s) or power to make calls, forfeit shares or issue debentures. The appointment of a Managing Director shall terminate ipso facto if he ceased for any reason to be a Director.
74. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debenture, debenture stock and other securities, whether outright or as security for any and debt, liability or obligation of the Company of any third party.
75. The Directors shall cause a proper register of charges to be kept in accordance with section 88 of the Ordinance and shall duly comply with of charges therein specified or otherwise.
76. The Board of Directors shall cause minutes to be made in books provided for the purpose:-
 - (a) Of all appointments of officers made by the Directors;
 - (b) Of the names of the Director 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 shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

77. The office of Director shall be vacated if the Director.
 - (a) Without the consent of the Company in general meeting holds any other office of profit under the Company except that of Managing Director or Manager, or
 - (b) Becomes bankrupt; or
 - (c) Becomes prohibited from being a Director by reason of any order made under sections 213 or 269 of the Ordinance; or
 - (d) If found lunatic; or
 - (e) Resigns his office by notice in writing to the Company;

- (f) The company by Extraordinary Resolution determines his directorship. But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior of the doing of such act a written notice shall have been served upon the Directors of the Company or any entry shall have been made in the director Minute Book stating that such Director has ceased to exist.

PROCEEDINGS OF DIRECTORS

78. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulated their meeting as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second vote or casting vote.
79. 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 Directors present either personally or by their alternate.
80. The continuing Directors may act notwithstanding any vacancy in their 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 Directors / Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
81. The Directors may elect a Chairman of their meetings 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 fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
82. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.
83. A committee may elect a Chairman of their meetings, 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 the meeting.
84. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the Directors present, and in case of an equality of votes of the matter in question shall be referred to the Board of Directors.
85. All acts done by any meeting of the Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect 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 and was qualified to be a Director.

86. A resolution in writing signed by all the Directors or by all the members of a Committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors, or as the case may be, of such Committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committees concerned.

SECRETARY

87. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and the Board may remove any Secretary so appointed.
88. No persons shall be appointed or hold office as Secretary who is:
- (a) The sole Director of the Company; or
 - (b) A corporation sole, the Director of which is the sole Director of the Company; or
 - (c) The sole Director of a corporation, which is the sole Director of the Company.
89. A provision of the Ordinance or these regulations requiring or authorizing 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.

DIVIDENDS AND RESERVES

90. The Company in General Meeting may declare dividends but no dividends shall exceed the amount recommended by the Directors.
91. 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.
92. No dividend shall be paid otherwise than out of profits.
93. 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 the shares in the Company, dividends may be declared and paid according to the amounts of the shares. No amount paid on shares in advance of calls shall, while carrying interest, be treated for the purpose of this Article as paid on the share.
94. The Directors may, before recommending any dividends, 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 equalizing 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 investment (other than shares of the Company) as the Directors may from time to time think fit.

95. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders, as the case may be, may direct. Every such cheque or warrant shall be made payable to the order of such other person as the member or person entitled or such joint holder, as the Case may be, may direct.
96. No dividend shall bear interest against the Company.

CAPITALISATION OF RESERVES

97. (a) The Company in General Meeting may upon the recommendation of the directors resolve that it is desirable to capitalize any 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 according, that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividends 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 un issued 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 other, and the Directors shall give effect to such resolution; PROVIDED THAT a share premium account and a capital redemption reserve fund may, for the purpose of this article , only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
- (c) Whenever such a resolution as a foresaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full powers to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which paid up , of any entitle upon such capitalization, or (as the case may require) for the payment up the Company on their behalf , by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing

shares , and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

98. The Directors shall cause proper book of accounts to be kept with respect to:
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sale and purchase of goods by the Company; and
 - (c) 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.

99. The books of account 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.
100. The Directors shall from time to time determine whether and to what extent and at what times 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 the Ordinance or authorized by the Directions or by the Company in General Meeting.
101. The Directors shall, from time to time, cause to be prepared and finally to be placed before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are required by law and these Articles to be placed.

AUDIT

102. Auditors shall be appointed and their duties regulated in accordance with Section 132 and 134 of the Companies Ordinance or any statutory modification there of the time being force.

THE SEAL

103. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and the Secretary or such other person as the Directors may appoint as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

WINDING UP



104. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind the whole or any part of the assets of the Company 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 division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any of the contributors as the liquidator, with the like sanction think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

105. Subject to the provisions of the Ordinance, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges expenses, losses and liabilities which he may, sustain or incur in or about the execution of his office or other wise in relation thereto.

ARBITRATION


106. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Ordinance, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3 arbitrators, one to be appointed by each party and the third to be appointed by the first two r, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re - enactment thereof shall apply.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURES OF SUBSCRIBERS
HASHIM H. MUSSA 29 TH SPENCER ROAD HARROW HA3 7 AN - LONDON	80	
ABDULLAHI H. HALANE P. O. BOX 7570 DAR ES SALAAM	20	

Dated at DSM this 20th day of November 2005

WITNESS to the above Signatures

Name..... Mohamed Anur

Signature..... 

Postal Address..... P.O. Box 5896 DSM

Qualification..... Managing Director

THE COMPANIES ORDINANCE

(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED

Incorporated thisday of.....2005

**DRAWN BY:
A. H. HALANE
(SUBSCRIBER)
P.O. BOX 7570
DAR ES SALAAM**

TANZANIA



Certificate of Incorporation

No **54760**

I HEREBY CERTIFY THAT

PANORAMA INTERNATIONAL GROUP (EAST

AFRICA)=====

Limited

is this day incorporated under the Companies Ordinance (Cap. 212) and that the Company is Limited.

Given under my hand at Dar es salaam

this **2ND** day of **DECEMBER**

TWO THOUSAND AND FIVE

Asst. Registrar of Companies

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED

P.O. BOX 7570 DAR ES SALAAM
TEL: +255 715 620 245; FAX: +255 222137135
E-mail: nd@fomozoitaly.com

AN EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED

During its meeting held on 15th September, 2011 at the Company's premises situated in Dar es Salaam it was RESOLVED as follows:

1. THAT upon the approval of the Board to establish Furniture Joinery, Assembling and Manufacturing Project, the same be registered by Tanzania Investment Centre for them to grant the Company with Certificate of Incentives, and
2. THAT the Management of Panorama pursue the above resolution to its logical conclusion.

There being no any other business, the meeting was closed.
Dated at Dar es Salaam this 15th day of September, 2011.



CHAIRMAN



DIRECTOR

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED

P.O. BOX 7570 DAR ES SALAAM
TEL: +255 715 620 245; FAX: +255 222137135
E-mail: nd@fomozoitaly.com

①

Date: 24th October, 2011

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



Dear Sir,

**RE: APPLICATION FOR REGISTRATION AND GRANT OF
CERTIFICATE OF INCENTIVES FOR A FURNITURE
JOINERY, ASSEMBLING AND MANUFACTURING PROJECT**

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED is a Company established in December 2005 with Certificate of Incorporation No. 54760. It has since its incorporation been conducting business in the importation and selling of clothes and apparels; and conducted business in refrigeration and air conditioning appliances, apparatus and fittings.

The Board of Directors have recently resolved that the Company develop and establish a Furniture Joinery, Assembling and Manufacturing Project at Msasani Area, Dar es Salaam.

Following that resolution the Company is submitting this application and enclose here with the following documents:

1. A copy of TIC Registration Form PA -1.
2. Three copies of Business Plan
3. A copy of the Company's Memorandum and Articles of Association
4. A copy of Certificate of Incorporation
5. Extract of the Company's Board Resolution
6. Copy of Lease Agreement for the Project's Location at Msasani.
7. The Letter from the Bank.

Yours Truly,



H. H. Mussa
DIRECTOR





Ref. EXIM/ DAR/ CT/ 708/11

October 19, 2011

TANZANIA INVESTMENT CENTRE
P.O. BOX 9373
DAR ES SALAAM
TANZANIA

Dear Sir / Madam,

RE: LETTER OF REFERENCE

This is to confirm that Mr. **Hashim Hassan Mussa** of P.O. Box 7570, Dar es Salaam is our customer maintaining Saving Accounts No. 5824896969(TZS)

His account has been operating to our satisfactions.

This certificate is being issued at the request of our customer without any guarantee or responsibility on the part of this bank or its officials.

Any assistance will be appreciated.

Yours Sincerely,

Jacquiline Abrahamsson
Senior Branch Manager

CC: - M/S. Hashim Hassan Mussa

Exim Bank (Tanzania) Ltd.

P. O. Box 9510, Clock Tower, Dar es Salaam,
Tel: (255) 22-2129678/9/80 Fax: (255) 22-2129682
website: www.eximbank-tz.com
E-mail: enquiry@eximbank-tz.com

LEASE AGREEMENT

This AGREEMENT is made on this 1st October, 2011 between **OIL COM (T) LTD OF P.O. BOX 20831 DAR ES SALAAM** (hereinafter referred to as the "LESSOR") of one part, and **PANORAMA INTERNATIONAL GROUP (E.A) LIMITED OF P.O BOX 7570 DAR ES SALAAM** (hereinafter referred to as the "LESSEE") of the other part.

WHEREAS the Lessor is the Legal owner of the premises located at **PLOTS 930 MBEZI BEACH KINONDONI MUNICIPALITY DAR ES SALAAM** (hereinafter to be referred as the "PREMISES") and willing to lease the premises to the said Lessee and WHEREAS the Lessee as described above is willing to lease the premises from the said Lessor for purpose, consideration, rent and conditions hereinafter stipulated; but otherwise free from any encumbrances.

NOW IT IS HERE BY AGREED AS FOLLOWS:-

- 1) The Lessor shall lease the premises and the Lessee shall occupy the said premises at rental charge **Tsh.700,000/= (TSHS. SEVEN HUNDRED THOUSAND)** only per month paid in advance for every three months or for a year.
- 2) The Lessee shall occupy the said premises for a period of five (5) years however, the said occupancy shall be reviewed after end of every five years and in case of extensions of lease period;
- 3) The Lessor hereby covenants with the Lessee to occupy the said premises with effect from **FIRST DAY OF OCTOBER 2011** for the period of five (5) years but subject to renewals stipulated under clause two above.
- 4) The Lessee covenants with the Lessor to:
 - i) Pay and discharge sewage, pay for water and electricity consumed and attributed to the demised premises;
 - ii) Keep the demised premises and all appurtenances thereof in a clean and reasonable manner through out the said lease term;
 - iii) Permit the Lessor and his authorized agent at all reasonable time of the day to enter upon the demised premises for official and necessary inspection;
 - iv) Seek for the written consent from the Lessor when and where he intends to erect any structure and or make any alterations in the said premises;
 - v) Maintain and otherwise keep in good condition the premises and its walls which are presently in existence or even the structure of buildings to be erected after obtaining the Lessor written consent:

- 5) The Lessor shall if reasonable need ariser give one year notice to the Lessee in case of vacant Possession but only on account of the breaches of the terms and conditions of this Lease Agreement' if the tenure still exists;
- 6) The Agreement shall be determined by the mutual consent of both parties or shall be terminated by the default of either part of the terms and conditions of this Agreement.
- 7) This Agreement shall in all respects be interpreted in accordance with the Laws of Tanzania.

IN WITNESS WHEREOF the parties here have dully executed these presents in the manner and the days and years hereinafter appearing.

Signature of Lessor *SA*

Postal Address 20831 DAR-ES-SALAAM

Qualifications DIRREIDR

Signature of Lessee *[Signature]*

Postal Address 7570 DAR-ES-SALAAM

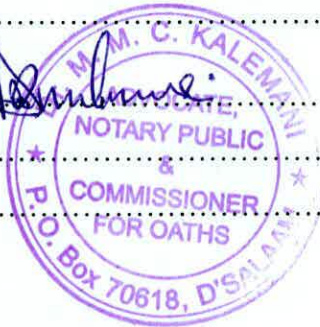
Qualifications DIRREIDR

IN THE PRESENCE OF

Signature *[Signature]*

Postal Address

Qualifications



042129



4

TANZANIA INVESTMENT CENTRE

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

RECEIPT REC005880

No. 000632

Received from : PANORAMA INTERNATIONAL GROPU (EA) LTD

Address DSM

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

*For Executive Director
Panorama Investment Centre*



Being payment in respect of CERTIFICATE OF INCENTIVE

Amount : USD 750.00

Cash / Cheque No: D/DEPOSIT 18/1

Date : 18-Jan-2012

CNditolo 

Receiving Officer

3

TICC/PP.10/042129/3

21st November, 2011

Managing Director,
Panorama International Group (East Africa) Ltd.,
P.O. Box 7570,
Dar es Salaam

**RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE
ESTABLISHMENT OF FUNITURE JOINERY, ASSEMBLING AND
MANUFACTURING PROJECT**

We wish to acknowledge receipt of your project proposal of establishing furniture joinery, assembling and manufacturing project as presented in the TIC P.A. 1 Form No. 09602 and Feasibility Study with a projected investment of USD 0.5m.

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.

You will 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.10/042129/3

21st November, 2011

*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

7

PANORAMA INTERNATIONAL GROUP (EA) LIMITED
P.O. BOX 7570 DAR ES SALAAM
TEL: 255 22 213 7134 FAX +255 22 213 7135
Email: nd@fomozoitaly.com

Dated 5th March, 2012

Commissioner of Customs and Excise,
Tanzania Revenue Authority,
P.O. Box 9053,
DAR ES SALAAM.

UFS:

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



Dear Sir,

**RE: DUTY AND VAT EXEMPTIONS ON CAPITAL /DEEMED CAPITAL GOODS FOR
CERTIFICATE OF INCENTIVES No: 042129**

We are T.I.C approved project with Certificate of incentives No. 042129 which is valid up to November 2014.

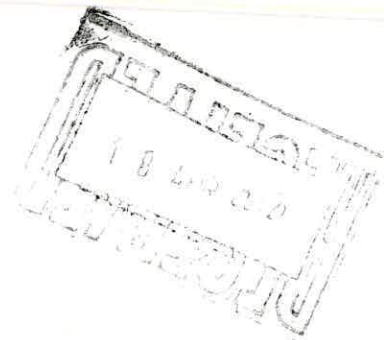
The Company has been registered with the objectives of establishing furniture joinery assembling and manufacturing project at Plot No 930 Mbezi Beach Area of Kinondoni Municipality, Dar es Salaam.

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 "Hashim H. Mussa".

Hashim H.Mussa
MANAGING DIRECTOR,





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

PANORAMA INTERNATIONAL GROUP (EAST AFRICA)
.....

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

104-782-256
.....

with effect from 04-Jul-2006
.....


JOANNES N. A. MALLY

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

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



00218391

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042129

This is to certify that

.....
PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LTD
.....

of address P.O. BOX 7570

.....
DAR ES SALAAM
.....

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

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LTD.
.....

Which is located at PLOT NO. 930, MBEZI BEACH

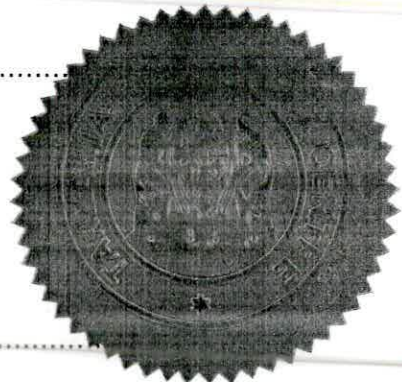
.....
KINONDONI - DAR ES SALAAM
.....

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 20TH JANUARY 2012



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 (%)
<u>Abdullahi H. Halane</u>	<u>Tanzanian</u>	<u>20</u>
<u>Hashim H, Mussa</u>	<u>Danish</u>	<u>80</u>

2. Proposed Activities : To establish furniture joinery assembling and manufacturing project

3. Sector: Manufacturing Subsector Furniture, Joinery Assembling & Making

4. Investment cost: Foreign - Local USD 0.5m. Total USD 0.5m.

5. Project Financing:
Equity USD 0.3m. Loans USD 0.2m. Total USD 0.5m.

6. Source, terms and conditions of loan.....

7. Assets to be invested:

Capital items:	Foreign	Local	Total
	<u>-</u>	<u>USD 0.5m.</u>	<u>USD 0.5m.</u>

8. Technology Agreement None

9. Date of TIC Registration: 21st November 2011

10. Implementation period November 2011 - December 2014

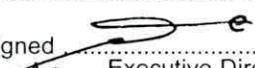
11. Operative date..... November 2014

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

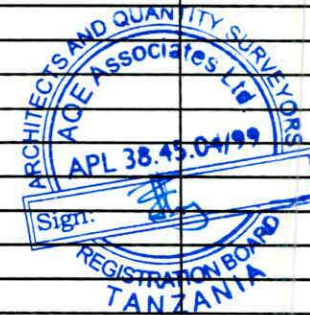
Signed 
Ag. Executive Director

**PANORAMA INTERNATIONAL GROUP (EA) LIMITED CAPITAL GOODS LIST/DEEMED CAPITAL GOODS
LIST FOR DUTY/VAT EXEMPTION**

No.	ITEM/ DESCRIPTION	UNIT	QTY	GROUP	PRICE	T-I-N-	EXEMPTION REF NO	EXEMPTION DATE
1	Playwood	Pcs	65	Building Material		104-782-256		
2	Wood Slat	Bundle	1	Building Material		104-782-256		
3	Floor Panel	M ²	122	Building Material		104-782-256		
4	Aluminium Edge 2.7 m	Pcs	23	Building Material		104-782-256		
5	Moisture Proof Cotton	M	122	Building Material		104-782-256		
6	Whiten Wood Slat	Pcs	110	Building Material		104-782-256		
7	Wallpaper	Rolls	81	Building Material		104-782-256		
8	Glue	Boxes	27	Building Material		104-782-256		
9	Powder	Boxes	27	Building Material		104-782-256		
10	Tempered Glass 12 mm	M ²	35	Building Material		104-782-256		
11	Glass wall-Edged	Pcs	188	Building Material		104-782-256		
12	Glass wall- Marked hole	Pcs	70	Building Material		104-782-256		
13	Wooden Case for Glass Wall	Pcs	11	Building Material		104-782-256		
14	Ground Bounce-Hardware for Glass	Pc	1	Building Material		104-782-256		
15	Lock Clip-Hardware for Glass	Pc	1	Building Material		104-782-256		
16	Up and Down Clip-hardware	Pcs	2	Building Material		104-782-256		
17	Seven Words Clip-Hardware for Glass	Pc	1	Building Material		104-782-256		
18	Handle-Hardware for Glass	Pc	1	Building Material		104-782-256		
19	Draught fan-Inflated Arch Balloon 550W	Set	1	Equipment		104-782-256		
20	Emerald Green Paint	Barrel	2	Building Material		104-782-256		
21	Diluent Paint	Barrel	1	Building Material		104-782-256		
22	Brush Paint	Pcs	2	Building Material		104-782-256		
23	Glass Cement	Pcs	25	Building Material		104-782-256		
24	Pseudo Plants	Pcs	17	Building Material		104-782-256		
25	Decoration-Furnish	Sets	10	Building Material		104-782-256		
26	Paintings	M ²	34	Building Material		104-782-256		
27	Carpentings	Pcs	30	Fittings		104-782-256		
28	LED Rainbow Tubelight	M	400	Ellectricals		104-782-256		
29	Lighting Controller	Pcs	10	Ellectricals		104-782-256		
30	Lighting Connectors	Sets	10	Ellectricals		104-782-256		



31	Black Spotlight Cap 12V.	Sets	42	Ellectricals		104-782-256		
32	Silver Spotlight Cup 12V	Sets	42	Ellectricals		104-782-256		
33	Security light	Pcs	100	Ellectricals		104-782-256		
34	Generators	Pcs	2	Ellectricals		104-782-256		
35	Security light	Pcs	60	Ellectricals		104-782-256		
36	White track Spotlight 2 m	Pcs	20	Ellectricals		104-782-256		
37	White Track Spotlight 1m	Pcs	40	Ellectricals		104-782-256		
38	Computers & Accessories	Sets	4	Equipment		104-782-256		
39	Air Conditioners	Pcs	8	Electricals		104-782-256		
40	Cross Cut	Pcs	2	Equipment		104-782-256		
41	Resaws	Pcs	2	Equipment		104-782-256		
42	Drills	Pcs	4	Equipment		104-782-256		
43	Veener Stickers	Pc	1	Equipment		104-782-256		
44	Glue Applicator	Pcs	2	Equipment		104-782-256		
45	Planners	Pcs	5	Equipment		104-782-256		
46	Precision Tools	Packs	1	Equipment		104-782-256		
47	Safety Equipement	Packs	2	Equipment		104-782-256		
48	light Truck (3/5 Tons)	Pcs	2	Motor Vehicles		104-782-256		
49	Pick up	Pcs	2	Motor Vehicles		104-782-256		
50	Truck (8/10 Tons)	Pc	1	Motor Vehicles		104-782-256		
51	Folklift	Pc	1	Equipment		104-782-256		



**PANORAMA INTERNATIONAL GROUP (EA) LIMITED CAPITAL GOODS LIST/DEEMED CAPITAL GOODS
LIST FOR DUTY/VAT EXEMPTION**

No.	ITEM/ DESCRIPTION	UNIT	QTY	GROUP	PRICE	T-I-N-	EXEMPTION REF NO	EXEMPTION DATE
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4	Aluminium Edge 2.7 m	Pcs	23	Building Material		104-782-256		
5	Moisture Proof Cotton	M	122	Building Material		104-782-256		
6	Whiten Wood Slat	Pcs	110	Building Material		104-782-256		
7	Wallpaper	Rolls	81	Building Material		104-782-256		
8	Glue	Boxes	27	Building Material		104-782-256		
9	Powder	Boxes	27	Building Material		104-782-256		
10	Tempered Glass 12 mm	M ²	35	Building Material		104-782-256		
11	Glass wall-Edged	Pcs	188	Building Material		104-782-256		
12	Glass wall- Marked hole	Pcs	70	Building Material		104-782-256		
13	Wooden Case for Glass Wall	Pcs	11	Building Material		104-782-256		
14	Ground Bounce-Hardware for Glass	Pc	1	Building Material		104-782-256		
15	Lock Clip-Hardware for Glass	Pc	1	Building Material		104-782-256		
16	Up and Down Clip-hardware	Pcs	2	Building Material		104-782-256		
17	Seven Words Clip-Hardware for Glass	Pc	1	Building Material		104-782-256		
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19	Draught fan-Inflated Arch Balloon 550W	Set	1	Equipment		104-782-256		
20	Emerald Green Paint	Barrel	2	Building Material		104-782-256		
21	Diluent Paint	Barrel	1	Building Material		104-782-256		
22	Brash Paint	Pcs	2	Building Material		104-782-256		
23	Glass Cement	Pcs	25	Building Material		104-782-256		
24	Pseudo Plants	Pcs	17	Building Material		104-782-256		
25	Decoration-Furnish	Sets	10	Building Material		104-782-256		
26	Paintings	M ²	34	Building Material		104-782-256		
27	Carpentings	Pcs	30	Fittings		104-782-256		
28	LED Rainbow Tubelight	M	400	Ellectricals		104-782-256		
29	Lighting Controller	Pcs	10	Ellectricals		104-782-256		
30	Lighting Connectors	Sets	10	Ellectricals		104-782-256		



31	Black Spotlight Cap 12V.	Sets	42	Ellectricals		104-782-256		
32	Silver Spotlight Cup 12V	Sets	42	Ellectricals		104-782-256		
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45	Planners	Pcs	5	Equipment		104-782-256		
46	Precision Tools	Packs	1	Equipment		104-782-256		
47	Safety Equipement	Packs	2	Equipment		104-782-256		
48	light Truck (3/5 Tons)	Pcs	2	Motor Vehicles		104-782-256		
49	Pick up	Pcs	2	Motor Vehicles		104-782-256		
50	Truck (8/10 Tons)	Pc	1	Motor Vehicles		104-782-256		
51	Folklift	Pc	1	Equipment		104-782-256		





00218391

6

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042129

This is to certify that

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LTD

of address P.O. BOX 7570

DAR ES SALAAM

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

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LTD.

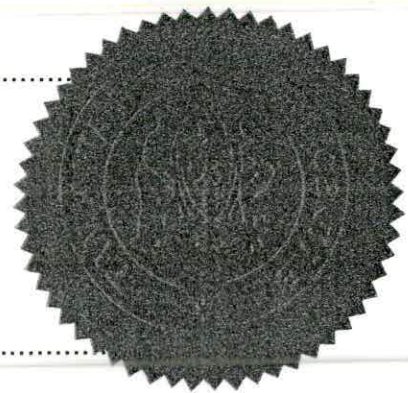
Which is located at PLOT NO. 930, MBEZI BEACH

KINONDONI - 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 20TH JANUARY 2012

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 (%)
<u>Abdullahi H. Halane</u>	<u>Tanzanian</u>	<u>20</u>
<u>Hashim H, Mussa</u>	<u>Danish</u>	<u>80</u>
2. Proposed Activities : To establish furniture joinery assembling and manufacturing project
3. Sector: Manufacturing Subsector Furniture, Joinery Assembling & Making
4. Investment cost: Foreign - Local USD 0.5m. Total USD 0.5m.
5. Project Financing:
Equity USD 0.3m. Loans USD 0.2m. Total USD 0.5m.
6. Source, terms and conditions of loan.....
7. Assets to be invested:

Capital items:	Foreign	Local	Total
	<u>-</u>	<u>USD 0.5m.</u>	<u>USD 0.5m.</u>
8. Technology Agreement None
9. Date of TIC Registration: 21st November 2011
10. Implementation period November 2011 - December 2014
11. Operative date..... November 2014
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

**BRIEF PROJECT VISIT REPORT
FOR
PANORAMA INTERNATIONAL GROUP (E.A) LTD**

1. 0 INTRODUCTION

PANORAMA INTERNATIONAL GROUP (E.A) LTD is a company incorporated in Tanzania with Certificate of incorporation No. 54760 dated 2nd December 2005.
On 21st November 2011 a letter of approval was issued by TIC to facilitate establishment of furniture joinery, assembling and manufacturing project,

2.0 PROJECT VISIT OBJECTIVE

The main objective of the project visit was to assess suitability of Plot No. 930 Mbezi Beach, Kinondoni, Dar es Salaam, for manufacturing.

3.0 FINDINGS

On 3February 2012, a team of two officers from TIC comprising **Mr. Philon Phabian** and **Mr. Innocent M. Kahwa** conducted project visit to project premises at **Plot No. 930 Mbezi Beach, Kinondoni District, Dar es Salaam**

3.1 **Oil Com (T) Ltd** of P. Box 20831, Dar es Salaam is Owner of property to be used by **PANORAMA INTERNATIONAL GROUP (E.A) LTD** as assembling premises

3.2 Structure of building already completed currently **Oil Com (T) Ltd** is at the stage of finishing, pictures appended

3.3 **PANORAMA INTERNATIONAL GROUP (E.A) LTD** has got lease agreement of 5 years

3.4 The premises will be used as assembling premises as well as Show room for finished products

4.0 **CONCLUSION**

After visiting the project premises and interviewing company representative, we have found that the company can use the plot as assembling unit and show room.

5.0 **RECOMMENDATIONS**

5.1 We recommend that the project should be given TIC Certificate of Incentives

5.2 TIC should have immediate solutions of limited availability of industrial premises in collaboration with municipal councils

We beg to submit for your further guidance

Mr. Innocent Kahwa.....

Date:

Mr. Philon Phabian.....

Date: 17/02/2012

②

TICC/PP.10/042129/8

23/04/2012

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: 042129**

M/S Panorama International Group (E.A) Limited is a TIC registered company with certificate of incentives **No. 042129** which is valid up to **December, 2014**

The company has been registered with objectives of establishing furniture joinery assembling and manufacturing project.

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

TICC/PP.10/042129/10

06/08/2012

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: 042129**

M/S Panorama International Group (E.A) Limited is a TIC registered company with certificate of incentives **No. 042129** which is valid up to **December, 2014**

The company has been registered with objectives of establishing furniture joinery assembling and manufacturing project.

Attached herewith please find **a list of utility vehicles** for Duty/ VAT remissions approval.

Yours sincerely

TANZANIA INVESTMENT CENTRE



Revocatus Arbogast

FOR: EXECUTIVE DIRECTOR

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(9)

PANORAMA INTERNATIONAL GROUP (EAST AFRICA) LIMITED.

P.O.BOX 7570 DAR ES SALAAM
TEL: +255 22 213 7134; +255715 620245
Email: nd@famozoitaly.com

DATE: 1ST AUG 2012

COMMISSIONER OF CUSTOMS AND EXERCISE
AUTHORITY,
P.O.BOX 9053,
DAR ES SALAAM.

UFS
EXECUTIVE DIRECTOR,
TANZANIA INVESTMENT CENTRE,
P.O.BOX 938,
DAR ES SALAAM.



Dear Sir,

**RE: DUTY AND VAT EXEMPTION ON CAPITAL/ DEEMED CAPITAL GOODS-
CERTIFICATE OF INCENTIVES NO 042129 OF 23RD APRIL, 2012**

We are very thank full for your approved of our capital/ Deemed capital Goods list via your letter of approved with reference NO. TRA/ CE/C/ P.20/8/2175 DATED 22 May, 2012. Since the project has already taken off we are obliged to request you to grant approved for excepting import duty and VAT relief under the respective schedule of VAT Act Cap 148.

Kindly do the needful to enable efficient performance of our project.

Your faithfully.

KROBER

.....
DIRECTOR.





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

PANORAMA INTERNATIONAL GROUP (EAST AFRICA)

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

104-782-256

with effect from

04-Jul-2006

JOANNES N. A. MALLY

DIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE



TANZANIA REVENUE AUTHORITY

TRACE/C/P.20/8/2175

22nd May, 2012

The Managing Director,
M/S Panorama International Group (E.A) Ltd,
P. O. Box 7570,
Dar es Salaam.

Dear Sir,

RE: DUTY/VAT EXEMPTION ON CAPITAL/DEEMED CAPITAL GOODS-
CERTIFICATE OF INCENTIVES NO 042129 OF 23.4.2012

We are writing in response to your letter dated on 5.3.2012 as supported by the letter ref. **TICC/PP .10/042129/** of 23.4.2012 from Tanzania Investment Centre regarding the captioned subject.

We hereby approve and submit a **two -page list** of capital deemed capital goods for establishment and facilitation of the project with the certificate of incentives mentioned above. However, it should be noted that, locally manufactured items are to be purchased locally and items therein deleted could not be approved because they are not among items which are eligible for exemption under your project and motor vehicles will be granted after the project take off.

The approved goods will be subject to 0% import duty and VAT relief under the 3rd Schedule to the VAT Act, cap 148; subject to completion of form VAT 224 duly approved by the commissioner for customs and excise.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Said Athumani', is written over a horizontal line.

Said Athumani

FOR: COMMISSIONER FOR CUSTOMS AND EXCISE

JCM

c.c. Manager –Kinondoni Tax Regional

c.c. Manager - Customs Service Centre

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

ISO 9001:2008 Certified

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

**PANORAMA INTERNATIONAL GROUP (EA) LIMITED CAPITAL GOODS LIST/DEEMED CAPITAL GOODS
LIST FOR DUTY/VAT EXEMPTION**

NO.	ITEM/ DESCRIPTION	UNIT	QTY	GROUP	PRICE	T-I-N-	EXEMPTION REF NO	EXEMPTION DATE
1	Playwood	Pcs	65	Building Material		104-782-256		
2	Wood Slat	Bundle	1	Building Material		104-782-256		
3	Floor Panel	M ²	122	Building Material		104-782-256		
4	Aluminium Edge 2.7 m	Pcs	23	Building Material		104-782-256		
5	Moisture Proof Cotton	M	122	Building Material		104-782-256		
6	Whiten Wood Slat	Pcs	110	Building Material		104-782-256		
7	White tape	Rolls	81	Building Material		104-782-256		
8	Glue	Boxes	27	Building Material		104-782-256		
9	Powder	Boxes	27	Building Material		104-782-256		
10	Tempered Glass 12 mm	M ²	35	Building Material		104-782-256		
11	Glass wall-Edged	Pcs	188	Building Material		104-782-256		
12	Glass wall- Marked hole	Pcs	70	Building Material		104-782-256		
13	Wooden Case for Glass Wall	Pcs	11	Building Material		104-782-256		
14	Ground Bounce-Hardware for Glass	Pc	1	Building Material		104-782-256		
15	Lock Clip-Hardware for Glass	Pc	1	Building Material		104-782-256		
16	Up and Down Clip-hardware	Pcs	2	Building Material		104-782-256		
17	Seven Words Clip-Hardware for Glass	Pc	1	Building Material		104-782-256		
18	Handle-Hardware for Glass	Pc	1	Building Material		104-782-256		
19	Draught fan-Inflated Arch Balloon 550W	Set	1	Equipment		104-782-256		
20	Emerald Green Paint	Barrel	2	Building Material		104-782-256		
21	Diluent Paint	Barrel	1	Building Material		104-782-256		
22	Brush Paint	Pcs	2	Building Material		104-782-256		
23	Glass Cement	Pcs	25	Building Material		104-782-256		
24	Pseudo Plants	Pcs	17	Building Material		104-782-256		
25	Decoration-Furnish	Sets	10	Building Material		104-782-256		
26	Paintings	M ²	34	Building Material		104-782-256		
27	Carpentings	Pcs	30	Fittings		104-782-256		
28	LED Rainbow Tubelight	M	400	Ellectricals		104-782-256		
29	Lighting Controller	Pcs	10	Ellectricals		104-782-256		
30	Lighting Connectors	Sets	10	Ellectricals		104-782-256		

ARCHITECTS AND QUANTITY SURVEYORS
 AOE Associates Ltd.
 APL 38.45.04/99
 Sign: _____
 REGISTRATION BOARD
 TANZANIA

Approved
 20/5

31	Black Spotlight Cap 12V.	Sets	42	Ellectricals		104-782-256		
32	Silver Spotlight Cup 12V	Sets	42	Ellectricals		104-782-256		
33	Security light	Pcs	100	Ellectricals		104-782-256		
34	Generators	Pcs	2	Ellectricals		104-782-256		
35	Security light	Pcs	60	Ellectricals		104-782-256		
36	White track Spotlight 2 m/Pcs	Pcs	20	Ellectricals		104-782-256		
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44	Glue Applicator	Pcs	2	Equipment		104-782-256		
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50	Truck (8/10 Tons)	Pc	1	Motor Vehicles		104-782-256		
51	Forklift	Pc	1	Equipment		104-782-256		



Approved
ADE
2015



TANZANIA REVENUE AUTHORITY

TRA/CE/C/P.20/8/2175

22nd May, 2012

The Managing Director,
M/S Panorama International Group (E.A) Ltd,
P. O. Box 7570,
Dar es Salaam.

Dear Sir,

**RE: DUTY/VAT EXEMPTION ON CAPITAL/DEEMED CAPITAL GOODS-
CERTIFICATE OF INCENTIVES NO 042129 OF 23.4.2012**

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Sincerely yours,

Said Athumani

FOR: COMMISSIONER FOR CUSTOMS AND EXCISE

JCM

c.c. Manager –Kinondoni Tax Regional

c.c. Manager - Customs Service Centre

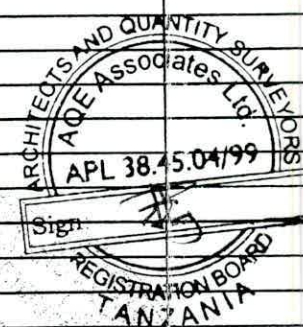
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P. O. Box 938,
Dar es Salaam

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Approved
28/5

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51	Forklift	Pc	1	Equipment		104-782-256	



Approved
ADE
2015

**PANORAMA INTERNATIONAL GROUP (EA) LIMITED CAPITAL GOODS LIST/ DEEMED CAPITAL GOODS LIST
FOR DUTY/ VAT EMEMPITION.**

NO	ITEM/ DESCRIPTION	UNIT	QTY	GROUP	PRICE	T-I-N	EXEMPTIO N REF NO	EXEMPTION DATE
1	Light Truck (3/5 Tons)	Pcs	2	Motor Vehicles		104-782-256		
2	Pick up	Pcs	2	Motor Vehicles		104-782-256		
3	Truck (8/10 Tons)	Pcs	1	Motor Vehicles		104-782-256		



TANZANIA REVENUE AUTHORITY

TRA/CE/PP.10/8/2175

22nd May, 2012

The Managing Director,
M/S Panorama International Group (E.A) Ltd,
P. O. Box 7570,
Dar es Salaam.

Dear Sir,

**RE: DUTY/VAT EXEMPTION ON CAPITAL/DEEMED CAPITAL GOODS-
CERTIFICATE OF INCENTIVES NO 042129 OF 23.4.2012**

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The approved goods will be subject to 0% import duty and VAT relief under the 3rd Schedule to the VAT Act, cap 148; subject to completion of form VAT 224 duly approved by the commissioner for customs and excise.

Sincerely yours,

Said Athumani

FOR: COMMISSIONER FOR CUSTOMS AND EXCISE

JCM

c.c. Manager –Kinondoni Tax Regional

c.c. Manager - Customs Service Centre

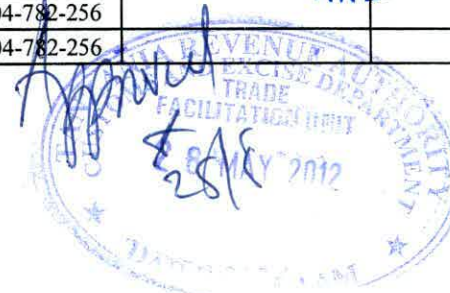
✓ c.c. Executive Director,
Tanzania Investment Centre,
P. O. Box 938,
Dar es Salaam

ISO 9001:2008 Certified
CUSTOMS & EXCISE DEPARTMENT

Sokoine Drive, P.O. Box 9053, Dar es Salaam, Tanzania
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**PANORAMA INTERNATIONAL GROUP (EA) LIMITED CAPITAL GOODS LIST/DEEMED CAPITAL GOODS
LIST FOR DUTY/VAT EXEMPTION**

No.	ITEM/ DESCRIPTION	UNIT	QTY	GROUP	PRICE	T-I-N-	EXEMPTION REF NO	EXEMPTION DATE
1	Playwood	Pcs	65	Building Material		104-782-256		
2	Wood Slat	Bundle	1	Building Material		104-782-256		
3	Floor Panel	M ²	122	Building Material		104-782-256		
4	Aluminium Edge 2.7 m	Pcs	23	Building Material		104-782-256		
5	Moisture Proof Cotton	M	122	Building Material		104-782-256		
6	Whiten Wood Slat	Pcs	110	Building Material		104-782-256		
7	Wallpaper	Rolls	81	Building Material		104-782-256		
8	Glue	Boxes	27	Building Material		104-782-256		
9	Powder	Boxes	27	Building Material		104-782-256		
10	Tempered Glass 12 mm	M ²	35	Building Material		104-782-256		
11	Glass wall-Edged	Pcs	188	Building Material		104-782-256		
12	Glass wall- Marked hole	Pcs	70	Building Material		104-782-256		
13	Wooden Case for Glass Wall	Pcs	11	Building Material		104-782-256		
14	Ground Bounce-Hardware for Glass	Pc	1	Building Material		104-782-256		
15	Lock Clip-Hardware for Glass	Pc	1	Building Material		104-782-256		
16	Up and Down Clip-hardware	Pcs	2	Building Material		104-782-256		
17	Seven Words Clip-Hardware for Glass	Pc	1	Building Material		104-782-256		
18	Handle-Hardware for Glass	Pc	1	Building Material		104-782-256		
19	Draught fan-Inflated Arch Balloon 550W	Set	1	Equipment		104-782-256		
20	Emerald Green Paint	Barrel	2	Building Material		104-782-256		
21	Diluent Paint	Barrel	1	Building Material		104-782-256		
22	Brash Paint	Pcs	2	Building Material		104-782-256		
23	Glass Cement	Pcs	25	Building Material		104-782-256		
24	Pseudo Plants	Pcs	17	Building Material		104-782-256		
25	Decoration-Furnish	Sets	10	Building Material		104-782-256		
26	Paintings	M ²	34	Building Material		104-782-256		
27	Carpentings	Pcs	30	Fittings		104-782-256		
28	LED Rainbow Tubelight	M	400	Ellectricals		104-782-256		
29	Lighting Controller	Pcs	10	Ellectricals		104-782-256		
30	Lighting Connectors	Sets	10	Ellectricals		104-782-256		



31	Black Spotlight Cap 12V.	Sets	42	Ellectricals		104-782-256		
32	Silver Spotlight Cup 12V	Sets	42	Ellectricals		104-782-256		
33	Security light	Pcs	100	Ellectricals		104-782-256		
34	Generators	Pcs	2	Ellectricals		104-782-256		
35	Security light	Pcs	60	Ellectricals		104-782-256		
36	White track Spotlight 2 m/Pcs	Pcs	20	Ellectricals		104-782-256		
37	White Track Spotlight 1m/Pcs	Pcs	40	Ellectricals		104-782-256		
38	Computers & Accessories	Sets	4	Equipment		104-782-256		
39	Air Conditioners	Pcs	8	Electricals		104-782-256		
40	Cross Cut	Pcs	2	Equipment		104-782-256		
41	Resaws	Pcs	2	Equipment		104-782-256		
42	Drills	Pcs	4	Equipment		104-782-256		
43	Veener Stickers	Pc	1	Equipment		104-782-256		
44	Glue Applicator	Pcs	2	Equipment		104-782-256		
45	Planners	Pcs	5	Equipment		104-782-256		
46	Precision Tools	Packs	1	Equipment		104-782-256		
47	Safety Equipment	Packs	2	Equipment		104-782-256		
48	light Truck (3/5 Tons)	Pcs	2	Motor Vehicles		104-782-256		
49	Pick up	Pcs	2	Motor Vehicles		104-782-256		
50	Truck (8/10 Tons)	Pc	1	Motor Vehicles		104-782-256		
51	Forklift	Pc	1	Equipment		104-782-256		











