

WILLIAM FASHION
LINE LTD

MINUTE SHEET

Dolezo


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P/se make PVU

3/10/2011


DIR

MINUTE SHEET

Dokezo
No.



TIC Evaluation Report

Name of the Company
William Fashion Line Ltd.

Post Box	Jangwani Beach, Plot No. 51	COI Number	85358	Contact	Mr. Mahad A. Nur
Post Office	40121	COI Date	23/08/2011	Designation	Managing Director
Region	Dar Es Salaam	Application F. No	09496	Phone	022 2864080
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0772 540 537
		Sub Sector	Fashionable Clothes	Fax	022 2864083
		File No	042114	E-Mail Address	Info@Williamfashions.Com

Project Location		Investment Finance Plan in Millions USD											
Plot/Block	Plot No. 51	<table border="1"> <thead> <tr> <th>Foreign Equity</th> <th>Local Equity</th> <th>Foreign Loan</th> <th>Local Loan</th> </tr> </thead> <tbody> <tr> <td>0</td> <td>1.5</td> <td>0</td> <td>0.5</td> </tr> </tbody> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	0	1.5	0	0.5			
Foreign Equity	Local Equity		Foreign Loan	Local Loan									
0	1.5		0	0.5									
Street	Jangwani Beach												
District	Kinondoni												
Region	Dar es Salaam												

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.5
Mahad A. Nur	Tanzanian	20	Plant	1
William Oguezi	Nigerian	80	Vehicles	0.3
			Furniture & Fittings	0
			Pre-expenses	0.1
			Others	0
			Working Capital	0.1
			Total	2

Employment	25	Evaluated By	wf officer4
Capacity	xxxxx	Drawn By	wf registry1
Project Turn Over		Project Type	Local

Description

To establish and operate facility for manufacturing of fashionable clothes

Recommendations

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

Decision

Approval subject to Pvv

*Ag EXD
30/09/11*

1

M/S WILLIAM FASHION LINE LIMITED
P.O. BOX 40121
DAR ES SALAAM
TEL; +255 22 2864080/0772540537 FAX: +255 22 2864083
E-mail: into@williamfashions.com

Ref: WFL/TIC/ SEP 2011/1

23/09/2011

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

Dear Sir,

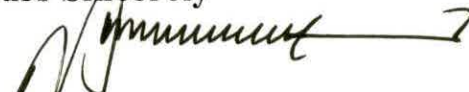
RE: CERTIFICATE OF INCENTIVES- FOR
MANUFACTURING OF FASHIONABLE CLOTHES.

We are applying for the Certificate of incentives for the manufacturing of fashionable men's, women's and children's clothes.

Attached herewith please find the Incorporation Certificate, Memorandum and Articles of Association, Title deed, Bank letter, feasibility study, Board Resolution etc.

We hope that our request will be approved

Yours Sincerely



Mahad Abdullahi Nur
Managing Director



M/S WILLIAM FASHION LINE LIMITED
P.O. BOX 40121
DAR ES SALAAM
TEL; +255 22 2864080/0772540537 FAX: +255 22 2864083
E-mail: into@williamfashions.com

**BOARD OF DIRECTORS MEETING HELD AT MANAGING
DIRECTOR'S OFFICE ON 15TH SEPTEMBER, 2011 AT 12.00HRS**

BOARD RESOLUTION

1. PRESENT

- Mahad Abdullahi Nur
- William Oguezi

M/Director – Chairman
Director - Secretary

2. RESOLUTION

The Board of Directors meeting resolved that a project should register with Tanzania Investment Centre (TIC) in:-

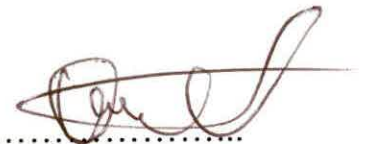
(a) Establishing and operating facilities for manufacturing fashionable clothes.

(b) To allocate funds for the proposed project for manufacturing of Varieties of fashionable clothes.

3. The meeting was closed at 13.00 hrs



.....
Mahad Abdullahi Nur
Chairman



.....
William Oguezi
Secretary

W. J. J. J.

Form PA 1

Serial No. 7386

TIC N

09496



TANZANIA INVESTMENT CENTRE

REGISTRATION FORM

FOR

CERTIFICATE OF INCENTIVES

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

Tanzania Investment Centre
9A & B Shaaban Robert Street
P. O. Box 938
DAR ES SALAAM
Tel. 022 2116328
Fax. 022 2118253
e-mail: information@tic.co.tz
Website: www.tic.co.tz

(Please fill the form in duplicate)

UNITED REPUBLIC OF TANZANIA

THE TANZANIA INVESTMENT ACT
(No. 26 of 1997)

APPLICATION FOR REGISTRATION
(Made under Regulation 42)

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

1. I/We MAHAD ABDULLAHI NUR
WILLIAM FASHION LINE LIMITED
(director/directors/agent of WILLIAM FASHION LINE LTD
(name of business enterprise) apply for registration of CERTIFICATE OF INCENTIVE
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.
2. The registered office of the company will be situated at PLOT NO. 51 -
JANGWANI BEACH - DSM

Copies of the following documents are attached to this application:

- (i) The Memorandum and Articles of Association/or partnership agreement
 - (ii) Certificate of Incorporation/Registration
 - (iii) A copy of the Project Profile or Feasibility Study showing the implementation period,
 programme of implementation and operative date
 - (iv) Evidence of financing and evidence of land ownership for the project
3. The Head Office of the Company will be situated at JANGWANI BEACH - DSM
4. The Principal Officers of the Company are
1. MAHAD A. NUR
2. WILLIAM OGUEZI
5. Auditors of the Company are
6. The authorized share capital of the Company is Tshs./US\$ 100,000,000/-
DIVIDED INTO 100 SHARES OF TSH
1,000,000/- EACH.

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ 2,000,000/-
8. The month and day of the financial year end is 31ST DECEMBER

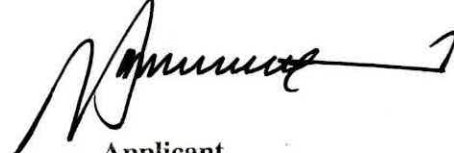
Note: *failure to provide all the required information will result in the return of the application by the Centre.*

I/We enclose a cheque/cash made payable to the **Tanzania Investment Centre** for Tshs./US\$ USD \$ 100 Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, MAHAD A. NUR of Post Office Number Box 40121
-DSM do solemnly and sincerely declare that I am a director/duly authorized agent of WILLIAM FASHION LINE LTD

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

Declared at Dar es Salaam }
 }
 The 26TH day of SEPT 2011 }


 Applicant

Before me:


 Commissioner for Oaths



APPLICATION SUMMARY

Company Name: WILIAM FASHION LINE LTD

Certificate of Incorporation Number: 85358

Status: PRIVATE LIMITED COMPANY

Certificate of Incorporation Date: 23/8/2011

Post Box: 40121 - DSM

Town: DSM

Sector: MANUFACTURING

Sub-Sector: FASHIONABLE CLOTHES

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity

Local Equity

Foreign Loan

Local Loan

-

1,500,000

-

500,000

Project Objectives: ESTABLISHING AND OPERATING FACILITIES FOR MANUFACTURING OF FASHIONABLE CLOTHES

Capacity:

Employment:

Foreign:

5

Local:

20

Total:

25

Implementation Period:

3 YEARS

Project Location

Site/Plot/Block No.: PWT. 51

Street:

JANGWANI BEACH

District:

KINONDONI

Region:

DSM

(Attach sketch map showing project location)

Shareholders

Nationality

%

1. WILLIAM OGUEZI NIGERIAN 80%

2. MAHAD A. NUR TANZANIAN 20%

100%

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

Land/Building	..... 500,000
Plant	..... 1,000,000
Vehicles	..... 300,000
Furniture & Fittings -
Pre-expenses	..... 100,000
Others -
Working Capital	..... 100,000
TOTAL	USD \$ 2,000,000

Contact Details:

Name: MAHAD A. NJR Title: M / DIRECTOR

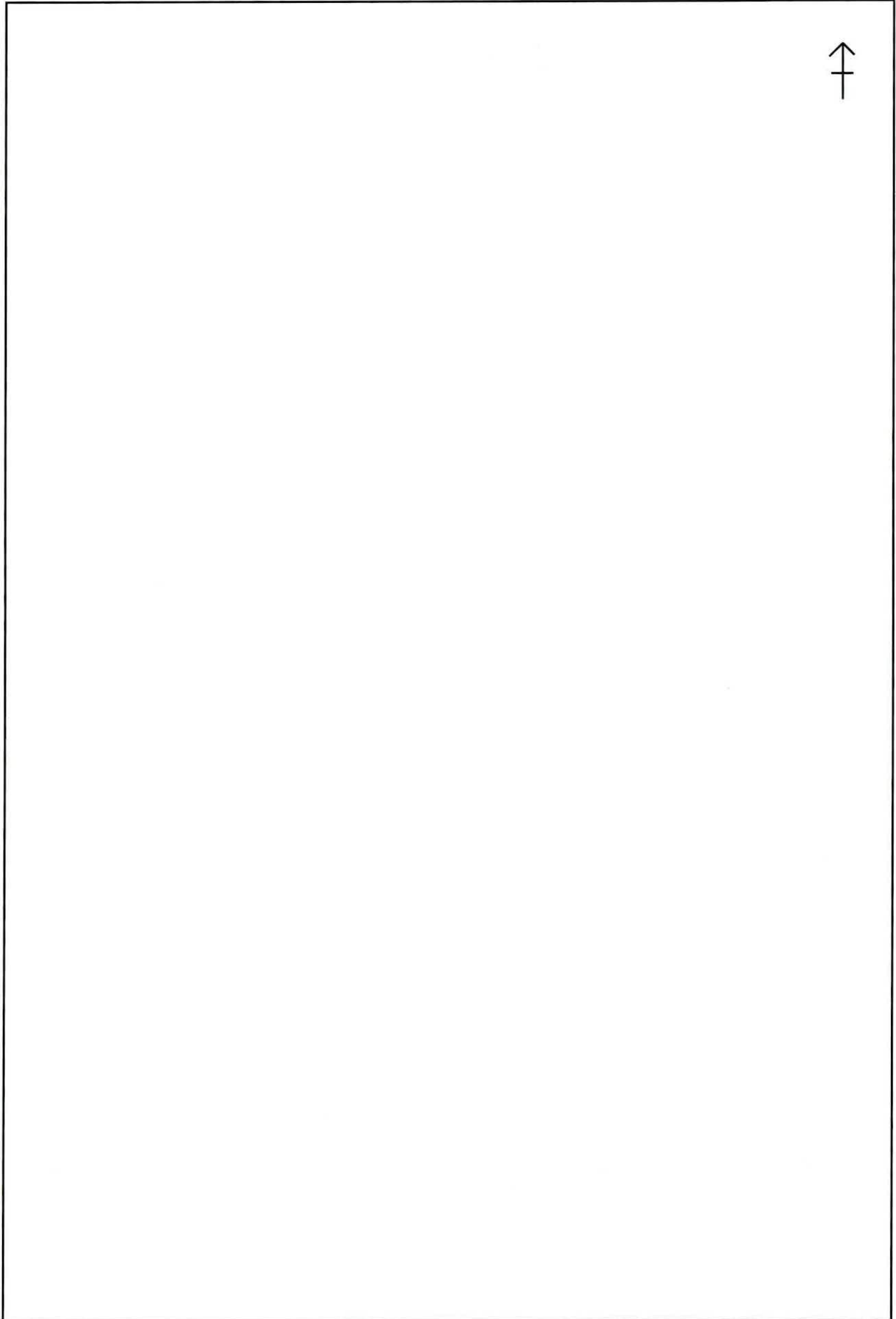
Telephone: +255 22 2864080/0772 540537 Fax: +255 22 2864083

Email: info@willcomfashions.com

Payments to be made payable to:

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

SKETCH MAP SHOWING PROJECT LOCATION





W. J. J. J.

09496



TANZANIA INVESTMENT CENTRE

REGISTRATION FORM

FOR

CERTIFICATE OF INCENTIVES

**(Tanzania Investment Act 1997, Section 17 and 18,
and the Investment Regulations:
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4. The Principal Officers of the Company are

1. MAHAD A. NUR
2. WILLIAM DQUEZI

5. Auditors of the Company are

6. The authorized share capital of the Company is Tshs./US\$ 100,000,000/-
DIVIDED INTO 100 SHARES OF TSH
1,000,000/- EACH.

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ 2,000,000/-
8. The month and day of the financial year end is 31ST DECEMBER

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I, MAHAD A. NUR of Post Office Number Box 4012
-DSM do solemnly and sincerely declare that I am a director/duly authorized agent of WILLIAM FASHION LINE LTD.


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

Declared at Dar es Salaam }
 The 26TH day of SEPT 2011 }

[Signature]
 Applicant

Before me:

[Signature]
 Commissioner for Oaths



WILLIAM J. J. J.

Form PA 1

Serial No. 7386

TIC N

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Declared at Dar es Salaam }
..... }

The 26TH day of SEPT 2011 }


Applicant

Before me:



Commissioner for Oaths

APPLICATION SUMMARY

Company Name: WILLIAM FASHION LINE LTD

Certificate of Incorporation Number: 85358

Status: PRIVATE LIMITED COMPANY

Certificate of Incorporation Date: 23/8/2011

Post Box: 40121 - DSM

Town: DSM

Sector: MANUFACTURING Sub-Sector: FASHIONABLE CLOTHES

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
<u>-</u>	<u>1,500,000</u>	<u>-</u>	<u>500,000</u>

Project Objectives: ESTABLISHING AND OPERATING FACILITIES FOR MANUFACTURING OF FASHIONABLE CLOTHES

Capacity:

Employment: Foreign: 5 Local: 20 Total: 25

Implementation Period: 3 YEARS

Project Location

Site/Plot/Block No.: PWT. 51

Street: JANGWANI BEACH District: KINONDONI Region: DSM

(Attach sketch map showing project location)

Shareholders	Nationality	%
<u>1. WILLIAM OGUEZI</u>	<u>NIGERIAN</u>	<u>80%</u>
<u>2. MALLAD A. NUR</u>	<u>TANZANIAN</u>	<u>20%</u>
.....	.....	<u>100%</u>
.....
.....

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

Land/Building	..... 500,000
Plant	..... 1,000,000
Vehicles	..... 300,000
Furniture & Fittings -
Pre-expenses	..... 100,000
Others -
Working Capital	..... 100,000
TOTAL	USD \$ 2,000,000

Contact Details:

Name: MAHAD A. NJR Title: M/DIRECTOR
Telephone: +255 22 2864080/0772 540537 Fax: +255 22 2864083
Email: info@willcomfashions.com

Payments to be made payable to:

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

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

Land/Building

500,000

Plant

1,000,000

Vehicles

300,000

Furniture & Fittings

-

Pre-expenses

100,000

Others

-

Working Capital

100,000

TOTAL

USD \$ 2,000,000

Contact Details:

Name:

MAHAD A. NJR

Title:

M/DIRECTOR

Telephone:

+255 22 2864080/0772

Fax:

540537 +255 22 2864083

Email:

info@willcomfashions.com

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2. MALLAD A. NUR	TANZANIAN	20%
		100%

THE REGISTRATION OF DOCUMENTS ACT
(CAP 117)

LEASE AGREEMENT

BETWEEN

TENANT:

WILLIAM FASHION LINE LTD

P.O. BOX 5896, DAR ES SALAAM, TANZANIA

AND

LANDLORD

RAMADA INVESTMENT (T) LTD

P.O. BOX 40121, DAR ES SALAAM

**THE REGISTRATION OF DOCUMENTS ACT
(CAP 117)**

LEASE AGREEMENT

THIS LEASE AGREEMENT is made at Dar es Salaam on this **12th Day of September 2011**

BETWEEN

William Fashion Line (hereinafter referred to as "**the LESSEE**", which expression shall, where the context so admits, include his assigns, executors and other successors in title) of the one part.

AND

Ramada Investment LTD a limited liability Company incorporated in Tanzania under the Companies Ordinance (Cap. 212) Dar Es Salaam (hereinafter referred to as "**the LESSOR**" which expression shall, where the context so admits include its assigns, executors and other successors in title) of the other part.

WHEREAS, the **LESSOR** is the owner of all those premises known as Commercial Space on Plot No. 51 **situated at Jangwani Beach, Dar es Salaam**. (Hereinafter referred to as 'the premises').

AND WHEREAS the **LESSOR** has agreed to let the demised premises referred hereinabove on the terms and conditions hereinafter contained.

1. In consideration of the rent for the Commercial Space, the Landlord hereby demises unto the Tenant Jangwani Beach a Commercial Space situated along MBezi Beach Bagamoyo road (demised premises) for a period of two years commencing from the 1st day of July, 2012 to the 31st day of September 2015, subject nevertheless to the provision of re-entry, subject to the option for renewal hereinafter contained and subject to completion of the building to tenantable state.
2. The **Tenant** shall pay a monthly rent of United States Dollars nine Hundred (US\$ 900) exclusive of service charges, withholding tax, stamp duty and 18% VAT. Such extras will be determined at a later date not exceeding September, 2015
 - 2.1.1 The sum of the above mentioned amounts shall be payable six (6) Months in advance as an advance booking and prevailing rentals will be paid twelve (12) months in advance.

3. THE LESSEE HEREBY COVENANTS WITH THE LESSOR as follows:

- a) To pay during the said term the said reserved rents at the times and in the manner aforesaid;
- b) To pay all charges for electricity (TANESCO) or Generator bills if any, in respect of the demised premises accrued and payable during the tenure of the lease period and upon the expiration to provide documentary evidence for having settled all the above referred charges.
- c) Not (without the previous consent in writing of the Lessor) to make any alterations or additions to the demised premises or to cut main or injure any walls, structures, or timbers thereof.
- d) To maintain the demised premises, including all additions thereto, fixtures, doors, windows, locks, sanitary, water apparatus, electric wiring, etc, in good repair and tenantable condition in accordance with the covenants herein contained, fair wear and tear accepted.
- e) Not to keep or permit to be kept on the demised premises any materials of dangerous or explosive nature or the keeping of which may contravene any statutes or local regulations or by Laws or to carry on or do anything that may constitute a nuisance to public or private nature or be a cause of disturbance or annoyance, or danger to neighbours, or public.
- f) To permit the Lessor or its agents or servants by reasonable prior notice and at all reasonable hours to enter and view the condition of the demised premises and in the event of any repairs being necessary to carry the same out within one month of receiving a notice to do so and certainly prior to vacating the premises (subject to the same being the Lessee's responsibility).
- g) To use the demised premises for use and occupation as a business premises for use by one tenant only and not to assign sublet, or part with possession of the demised premises without the previous written consent of the Lessor. In the case of a Company any misdemeanours or breaches of the occupants shall be automatically imputed upon the company, Tenant, Lessee, jointly and severally in all respects with the occupant, and or the person committing the breach or misdemeanour. Such breach includes those committed by the agents, employees, or invitees of the Lessee, whether by carelessness or negligence.

- h) Not to do, permit or suffer to be done anything, whereby any insurance of the demised premises against loss or damage by fire or other risks covered by the Lessor's insurance policy may become void or increased and or avoidable or whereby the rate of premium for such insurance may be increased and in such case to reimburse the Lessor all such excess premium and to make good any loss suffered due to non coverage of such occurrence.
- i) To yield up peaceably the demised premises to the Lessor or its agent or nominee at the expiration of the fixed term aforesaid in good and tenable repair and condition in accordance with the covenants herein before contained allowing for normal wear and tear.
- j) To give notice in writing of at least three (3) months before the expiry of the term hereby created to the Lessor expressing his (Lessee's) intention whether or not to renew the lease for a further term. In the absence of which the Lessor may choose to assume continuation of the existing lease for another period of twelve (12) months.

4. THE LESSOR HEREBY COVENANTS WITH THE LESSEE AS FOLLOWS:

- a) To keep the main structure, roof, drainage system, sewer system, walls and all other exterior parts of the shop and building comprised in the demised premises in good repair.
- b) To provide maintenance for electrical and plumbing problems. Capital expenditure to be borne by the Lessee.
- c) To pay all existing and future land rates taxes and outgoing in respect of the demised premises.
- d) To insure and keep insured, at the Lessor's discretion, the demised premises against loss or damage by fire or such other risk as are commonly insured in Tanzania. In case demised premises are damaged by fire, water, thunderstorm etc., and becomes temporarily or permanently unfit for human inhabitation the Lessor shall refund the rental for the concerned period provided the Lessee has vacated upon the happening of such an event.

5. PROVIDED ALWAYS THAT IT IS HEREBY MUTUALLY AGREED AND DECLARED AS FOLLOW:

- a) That if the rent hereby reserved or any part thereof shall at any Time be in arrears and unpaid for twenty one days after the same shall have become due (whether formally or legally demanded or not) or if the Lessee shall at any time fail or neglect to perform or observe any of the covenants and obligations herein contained and its part to be performed and observed the Lessor shall be entitled to re-enter and take possession of the demised premises without prejudice to any antecedent or other claims that either party shall have against the other.
- b) In the event of any dispute of claim arising from or in connection with this Lease agreement which is not settled mutually by the parties thereto such dispute or claim may be referred by either party to court or tribunal in Dar es Salaam Tanzania for adjudication and settlement.
- c) In case the Demised Premises or any part thereof shall at any time during the said term be so damaged or destroyed by fire or *force majeure* or other risk against which the LESSOR shall have insured as to be unfit for occupation and use then (unless the insurance money shall be wholly or partially irrecoverable by reason solely or in part of any act or default of the LESSEE) the rents hereby reserved or a fair proportion thereof according to the nature and extent of the damage sustained shall be suspended until the Demised Premises shall again be rendered fit for occupation and use and any dispute with reference to this proviso shall be referred to arbitration in accordance with the Arbitration Ordinance, Cap 15 and any statutory modifications or re-enactment thereof for the time being in force.
- d) Any notice under this lease shall be in writing and may be served to either party personally, or to an agent duly authorized to receive mail, or by leaving it at the Demised Premises (if he be the LESSEE) or at the last known place of abode, or by sending it by registered post or the recorded delivery service to such premises or place; and in the case of a notice to be served on the LESSOR it may be served in like manner upon any agent for the LESSOR duly authorized in that behalf.
- e) Either party may terminate this Lease upon giving written notice to the both parties at least three (3) calendar months in advance of the termination date. Such termination of this Lease will be without prejudice to any right of action or remedy of either party in respect of any antecedent breach of the terms and conditions contained herein.

- f) The provisions of this Lease may be amended from time to time by the parties and such modifications as the LESSOR and LESSEE may agree shall be in writing and supplemental to this Lease.
- g) If the LESSEE shall be desirous of taking a lease of the Demised Premises *for* a further term from the expiration of the term hereby granted and shall not more than three (3) months before the expiration of the term hereby granted have given to the LESSOR notice in writing of such desire, the LESSEE shall have paid the rent hereby reserved and shall have reasonably performed and observed the stipulations herein contained and on his part to be performed and observed up to the expiry of the Tenancy hereby' created, then the LESSOR will let the Demised Premises to the LESSEE for a further term to be agreed between the LESSEE and the LESSOR from the date following the date of expiry of this present lease at a rent to be mutually agreed upon by both parties.

IN WITNESS WHEREOF THE PARTIES HERETO HAVE HEREUNTO SET THEIR HANDS AND SEALS the day year first above written.

SEALED/STAMPED with the Common Seal/Company Stamp of the said

Lessor.....
and Delivered in the Presence of us this

1st Day of July 2011

Name: Nicholas Amuz

Postal Address: P.O. Box 5896, D.S.

Designation: Managing Director

Signature: [Handwritten Signature]



Lessee.....
and Delivered in the Presence of us this

12th Day of September 2011

Name: Omer William

Postal Address: P.O. Box 5896 Dar

Designation: Managing Director

Signature: [Handwritten Signature]



Notarized
[Handwritten Signature]
26.9.2011



CRDB BANK PLC
UDSM Branch,
P.O. Box 110138, Dar es Salaam,
Tanzania
Tel: +255 (0)22 2410575
Fax: +255 (0)22 2410576
Website: <http://www.crdbbank.com>

12th September, 2011

Ref: CRDB/ORG/88/313/WFL/06

**Executive Director
Tanzania Investment Center
P.O. Box 938
Dar es Salaam**

RE: LETTER OF INTRODUCTION FOR WILLIAM FASHION LINE LTD

Reference is made to the above captioned subject.

William Fashion Line Ltd is our customer who is well known to us, and maintains accounts in our books which are operated to our satisfaction. The bank is currently processing application for disposal.


Judging purely from the conduct of the accounts of **William Fashion Line Ltd**, we consider them good for normal business engagements as they have always honored their obligation to us in a timely and professional manner.

We hope the above information will give you the necessary input in making informed decision regarding application for TIC certificate.

This information is provided to you in strict confidence and without guarantee, and for your private use only and express condition that it does not confer any liability on part of the bank or any of its officers.

Yours Sincerely

CRDB Bank Ltd


Branch Manager – UDSM Branch



TIN

1474685

ISO 9001:2008 Certified



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

WILLIAM FASHION LINE LIMITED

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

114-406-813

with effect from 24-08-2011

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

TANZANIA



Certificate of Incorporation

Section 15

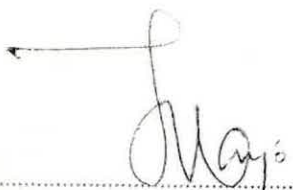
No 85358

I HEREBY CERTIFY THAT

WILLIAM FASHION LINE LIMITED

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

Given under my hand at Dar es salaam

this 23RD day of AUGUST**TWO THOUSAND AND ELEVEN.**
Asst. Registrar of Companies

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
Memorandum
and
Articles of Association
of
WILLIAM FASHION LINE LIMITED

Incorporated this day of2011

Drawn by:
MR. MAHAD ABDULLAH NUR,
(Subscriber)
P.O Box 40121,
Dar es Salaam.

THE COMPANIES ACT 2002
 COMPANY LIMITED BY SHARES
 MEMORANDUM OF ASSOCIATION
 OF
 WILLIAM FASHION LINE LIMITED

50000
 17955238201

25000
 17955238201

- 1 The name of the company "WILLIAM FASHION LINE LIMITED"

- 2 The Registered office of the Company will be situated in the United Republic of Tanzania.

- 3 The objects for which the Company is established are -
 - (a) To carry on the business engineering, general civil works, renovations, office decorators, maintainers of dilapidated buildings, designers of building roads, structure maintenance, architects and quantity surveyors, mechanical engineering, electrical engineering, electronics engineering, sanitary engineering, electrical engineering tramways, docks, harbours, shavers, canals, water courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, warehousemen, plants appliance and fittings, tiles, pipe, earthen, cement concrete workers, plumbers, decorators, and tile terracotta, makers, job masters, carries, licensed victuallers and house and estate agents building and earth moving equipment

 - (b) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other buildings, roads, machinery and plants, which may, in the opinion of the Directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same; to contribute to, subsidies or otherwise assist in the building, construction, alteration, repair, improvement, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control.

 - (c) To carry on all or supply of stationery, printer, consumable, lithographers, stereotypes, electrotypes, engraves, photographic printers, typesetting machine operates, die sinkers, envelope makers, book binders, manufacturers of and dealers in playing, visiting, railway festival invitation, business complimentary and fancy cards and valentine, agents for payments of stamps and other duties, advertising agents, designers, draftsmen, wholesale or retail of school chalks, and secretarial services.

 - (d) To carry on the business of importers, and manufacturing of ceramic and porcelean building materials including round iron bars, cement, iron sheet, aluminium and metal products. Motor vehicles other general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other

instruments, apparatus and materials, motor vehicles automobiles and generally in all manufactured goods of all types and merchandise of all kinds

- (e) To carry on the business of importers, and manufacturing of ceramic and porcelean building materials including round Iron bars, cement, iron sheet , aluminium and metal products. Motor vehicles other general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds
- (f) To carry on the business of importers, and manufacturing of ceramic and porcelean building materials including round Iron bars, cement, iron sheet , aluminium and metal products. Motor vehicles other general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds
- (g) To carry on business of transporters of passengers, goods, packages merchandise, wares, luggage, personal effects and also acts as agents for railways, shipping chartering and transporting corporations, road contractors, cargo, superintendents, warehousemen, government, parastatal transport contractors and deal with clearing and forwarding dispatching sea, and land cargo to various parts or destinations in the world network
- (h) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents and manufacturers' representatives
- (i) To carry on the business of importers, and manufacturing of ceramic and porcelean building materials including round Iron bars, cement, iron sheet , aluminium and metal products. Motor vehicles other general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds
- (j) Building contractors undertaking new construction and rehabilitation works, selling, importing and exporting building materials, hardware's-mechanical electronics goods timber goods, sisal etc.
- (k) To carry on business as mechanical engineers, machinists, fitters, millwrights, founders, wire, drawers, tube metallurgist, saddlers, galvanizers, Japanese, annealers, electroplaters, and painters.

- (l) To engage otherwise carry on the business roads, highway, Dams, ports and railways, to be general building contractors and to construct all kinds of industrial complexes, high and low cost residential houses, office premises and commercial structures, to be landscaper and to renovate, decorate and provide maintenance services to all kinds of building materials, construction building and earth moving equipment.
- (m) To carry on the business of building materials, hardware, electrical goods and house holds items, commission agents, electrical goods, bulbs, accumulators, meters, engineers, dynamos, air conditioners, elevators and components parts of there wing and other materials, ironmongers, timber, oils, paints spirits and vanishes, house furnisher, upholsters, furniture, carpets, linoleum and other floor coverings, curtains, cement, corrugated sheets, bolts and nuts and general to deal in tires, batteries and spare of every descriptions
- (n) To carry on the all or any of the business of executing consultation services in the field of civil engineering manufactures of and dealers in and workers in cement, lime, plasters, whiting, clay, gravel, sand, stone, mineral, earth, fuels, artificial stone bricks, tiles, pipes earthenware and chinaware, builders requisites, hardware, building materials, to act by the establishment agencies and sub agencies in Tanzania to secure efficient marketing and distribution of all types of constructional and architectural equipment, import and export of the same, manufacturers representatives, court broker, insurance agency, commission agents, factory, financier
- (o) To carry on the business of dealers in works for smelting, treating, removing and sorting metals and working, manufacturing, purifying, cutting, polishing or otherwise processing metals, Diamonds and Precious stones, minerals, ore and other substances
- (p) To carry on business of mining support, petroleum support, power generation and transmission support, telecommunication support, education support, medical and health support, pharmaceutical support, agriculture support and marine support.
- (q) To carry on the business of generation, distribution, supply, accumulation and employment of electricity. To manufacture and produce and/ or otherwise engage in the manufacture of production of electrical kilowatt hour meters, magnets, electromagnets, power cables, industrial jewels, ammeters, voltmeters and such other type measuring instruments or non electrical, die casting, screws and motors of all types, drill electrical grinders.
- (r) To carry on the business of exploration of mining drilling of mining, purchases of mining, sales of mining take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, Gypsum, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith
- (s) To carry on the business of architectural work and technical drawings on building and contractors, masonry and general construction contractors and were necessary to give consultation on the same.
- (t) To carry out the business of providing technical and allied services in the field of welding, metal fabrication, non destructive testing, quality assurances, and to provide consultancy in technical services, oil storage tank erections and all other businesses, which can be carried out in connection to the above.

- (u) To establish workshops for training of heavy-duty construction equipment handling and safety measures, high of construction equipment, construction labour and general advisory services.
- (v) To carry on the business of oil products such as gas, petroleum, diesel and kerosene undertaking consultant services on petroleum and gas products in general and support or otherwise engage in the business of selling petrol in large-scale quantity as whole sellers and retailers.
- (w) To establish workshops for training of heavy-duty power generation equipment, handling and safety measures, high of construction equipment, High electrical equipment, high mechanical equipment, mechanical and electrical labour and general engineering advisory services.
- (x) To carry on business of road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- (y) To carry on the business of, wholesale and/or retail as gemstones merchants, jewellers and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (z) To carry on the business used and brand new Air conditioners, refrigerators, washing machines, television and wireless apparatus such as radio receivers and transmitters, electronic instruments, videos, transistors, mobiles, telephones and allied items, watches and clocks, cameras and any house-hold appliances and any equipment used in the generation transmission and receiving of sounds, light and electrical impulses, and components or parts thereof.
- (aa) To amalgamate with, or enter into partnership or into arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on engaged in or about to carry on or engage in any business or Transaction which this Company is authorized to carry on, or engage in any business transaction capable of being conducted so directly or indirectly to benefit this company, and sell, hold, re- issue with or without guarantee, or otherwise deal with the same.
- (bb) To carry on the business of traders, wholesalers, retailers and dealers in all tips of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipments, all kinds of industrial projects machinery and equipment, furniture, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, oils, paints, spirits, sheets, hinges, screws, iron mongers, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (cc) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any property, moveable or immovable, or any interest therein any and rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land or buildings, and to pay for such properties, rights and privileges, either in cash or in stock or shares of the Company or partly in cash and partly in stock or shares or otherwise.

- (dd) To carry on the business of traders, suppliers, general merchants, importers, exporters, stockiest, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipments, all kinds of industrial projects machinery and equipment, furniture, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, oils, paints, spirits sheets, hinges, screws, iron mongers, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (ee) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware glassware, crockery, cutlery, ironmongery, tumers and other household fittings and requirements, other articles and commodities of personal, household use and
- (ff) To carry on business of exports, and imports of used clothes, used shoes used motor vehicles, used motorcycles, carvings, painting, curios, and provide game sanctuary facilities.
- (gg) To carry on the business of Power Generators, electrical engineers, electricians, electrical Contractors, manufactures contractors, Suppliers and Dealers in electrical and such other appliances, cable wire lines, dry cells, accumulators, lamps, fittings and works and generate, accumulate, distribute and supply electricity for the purpose of light and heat, motive power and for all other such purposes for which electrical energy can be employed and be manufactured, also carry on business of consultancy of power generation and transmission support
- (hh) To carry on business mating, growing of wines, selling of wines, import and export of wines, beers and spirits and engaging in the production of beers, distribution and selling as agent or sub agent of Beers industries.
- (ii) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate travelling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (jj) To carry on business tourist hotels, restaurants, bars, apartments and operating sanctuaries, owning hunting game parks, and providing all ancillary services related to tourism industry but not limited to game hunting, safari guides, mountains climbing, guiding, photographic and expeditions, motor cars, and aero plane charters, hold brokings and any other related services
- (kk) To carry on business of commercial farming of all kinds of food and cash crops for local as well as foreign markets.
- (ll) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns

- (mm) To carry on business of exports, and imports of used clothes, used shoes used motor vehicles used motorcycles, carvings, painting, curios. and provide game sanctuary facilities
- (nn) To carry on the business as importer of used household appliances, wholesalers of used household appliances, retailers of house hold appliance.
- (oo) To carry on business of supply of office equipment, office furniture's, office decorations and office sanitary products.
- (pp) To carry on business of consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (qq) To enter into the arrangements and contracts with the government or Authorities or any Corporations, company's objective or any of them and to obtain from any such Government authority, Corporation, Company or persons any characters contracts, decrees, rights, privileges and concessions.
- (rr) To carry on business of printing services, auctioneer, land and estates agents, appraisers, values, brokers, commission agents, and general agents and purchase or otherwise to acquire and to sell, let or otherwise dispose off and deal in real and personal property of every description
- (ss) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease.
- (tt) To carry on business of pharmacy, hospitals, cosmetics, Health insurance services, massaging, gymnastic business, fumigations, Irrigation, Harvesting, seed plant, Environmental care and clean-ness Imports and exports of medicines in all kind of medicines ranging from Plant and animal medicines, Hospital, chemistry, wholesale and/or retail business of selling medicine.
- (uu) To carry on business of environmental restoration, establishment of vegetation by the hydraulic seeding method and environmental landscaping but not limited to supply and installation of all bio-engineering products and commodities.
- (vv) To carry on business of finance leasing, bill of lading leasing, Air way bill leasing and so many other types of leasing.
- (ww) To carry on the business as exporters, traders, suppliers, general merchants, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.
- (xx) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents and manufacturers' representatives
- (yy) To carry on business of printing services, auctioneer, land and estates agents, appraisers, values, brokers, commission agents, and general agents and purchase or otherwise to acquire and to sell, let or otherwise dispose off and deal in real and personal property of every description.

- (zz) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds
- (aaa) To carry on business of selling computers, software development, data processing machines, tapes, cards, memory equipment, supply of stationery, consumable, lithographers, stereotypes, electrotypes, engravers, photographic printers, typesetting machine operators, die sinkers, envelope makers, book binders, manufacturers of and dealers in playing, visiting, business complimentary and fancy cards and valentine, agents for payments of stamps and other duties, advertising agents, designers, draftsmen.
- (bbb) To carry on business of software development, web designing, consultancy and selling of all types of information Technologies, Computer systems, computer accessories, conference systems, Data communication, Networking, training, research, install and after sale and service of electronic systems, voice services and, repair of various electronics equipments, Data security and Data networks in any other systems or components which the company may think fit, necessary or incidental to this business.
- (ccc) To engage in business of music production, distribution of music, import and export of music systems, DVD and CD and engage in the contract with artisan for audio and video shooting production.
- (ddd) To carry on business of Internet café, Internet service provider, Photo Studio, secretarial bureau, wedding planning and decorations.
- (eee) To carry on business of leasing activity such office equipment leasing, vehicles leasing, house leasing, flower both artificial and natural flowers leasing, Wedding planning leasing, sanitary equipments and materials leasing Wedding decorations leasing.
- (fff) To carry on business of printing services, auctioneer, land and estates agents, appraisers, values, brokers, commission agents, and general agents and purchase or otherwise to acquire and to sell, let or otherwise dispose off and deal in real and personal property of every description
- (ggg) To carry on any other business may seem to the company, capable of being conveniently carries on in the connection with the above or calculated directly enhance the value of or render profit to any of the company's property or rights. To subscribe for purchase or otherwise acquire and invest and deal with the money of the company in any manner.
- (hhh) To purchase, take or lease or in exchange, hire or otherwise acquire any movable or immovable property of any kind or any other or any interest therein and any right or privilege with the director of the company may think necessary or convenient for the purposed of or in connection with the company's business or in which may enhance the value of any property of the company.

- (iii) To borrow or raise secure the payment of money in such manner as the company shall think fit, and in particular by issue of debenture stock, certificates or other securities, perpetual or other wise charged upon all or any other company's rights and properly (Present and future) including and uncanceled capital or without any such security and to purchase, redeem, or pay off any such security or loan.
- (jjj) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company, or for any other purpose, which may seem direct
- (kkk) To sell or dispose of the undertaking and property of the company of any part thereof, of 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
- (lll) To carry on as the holding company and or otherwise engage in the business of importers, buyers, sellers, distributors and suppliers of all kinds of motor vehicles, automotive spares, accessories, components, tools, building material and construction equipment, petroleum products, fish equipment, agricultural machinery, agricultural and animal husbandry
- (mmm) To carry on business of massaging, gymnastic business and cosmetics store.
- (nnn) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within and outside Tanzania.
- (ooo) To carry on business of import Arts and craft store, Home appliances and decorations
- (ppp) To carry on business of providing food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (qqq) To remunerate any person, firm or company rendering services to this company, whether by cash payment or by allotment to him or them of shares or securities of the company credited and paid in full or part, otherwise.
- (rrr) To carry out the businesses of making, selling, hiring out, buying, installing, maintaining, repairing and working, telephones, telegraphs, radios, television sets, video and tape recorders, recording instruments and electronic, electrical and mechanical apparatus, equipment and fittings of all kinds.
- (sss) To carry any other trade or business, whatever which can in the opinion of the board of Directors be advantageously, carried on by the Company in connection with the above business or the general business of the company.
- (ttt) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds
- (uuu) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things. Lend money on any terms that may think fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.

- (vvv) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions
- (www) To engage in and carry out the business of hotels, restaurants, cafes, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers.
- (xxx) To carry on business of tour operator, travelling agent, organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, sll, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description
- (yyy) To carry on business of pharmacy, hospitals, Imports and exports of medicines cosmetics, Health insurance services, fumigations, Irrigation, Harvesting, seed plant, Environmental care and clean-ness.
- (zzz) To acquire by purchase, exchange, lease or otherwise any land or building in, on or from which or in relation to which any production or occurrence in connection with the making of a television, video or sound broadcasting program may take place, or which is otherwise suitable for the business of the company.
- (aaaa) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease
- (bbbb) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (cccc) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined
- (dddd) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (eeee) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, convertibles, debentures and negotiable or transferable instruments.
- (ffff) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (gggg) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

AND it is hereby declared that: -

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference to or inference from the terms of any other paragraph or the name of the company.

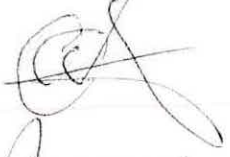
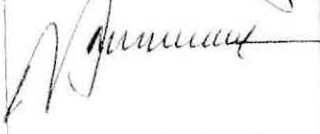
The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.


5. The authorized initial share capital of the Company is TZS 100,000,000, divided into 100 shares of TZS.1,000,000/= each with power of the company to increase or reduce such capital and to divide the shares in the capital for the time being. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being, whether original or increased into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company

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

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature of subscribers
1. WILLIAM OGUEZI NO.133 OKOTA BUS STOP, ISOLO LAGOS NIGERIA	80	
2. MAHAD ABDULLAHI NUR P.O BOX 40121 DAR ES SALAAM.	20	

Dated at Abuja this 23rd day of August 2011

Witness to the above signatures

Name: LADISLAUS LEON PROTATI WEDELA
 Signature: 
 Postal Address: P.O. BOX 255719
DAR ES SALAAM
TANZANIA
 Qualification: ADVOCATE AT-LAW

5000f
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17955 23-8201

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TUNAJENGA PAMOJA AFRICA LIMITED

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17955 23-8201

PRELIMINARY

1. In these regulations:-

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

1. The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

2. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion is undesirable for any reason whatsoever to admit to membership.

3. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:

(a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership

(b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

(c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares, stated in his answer to the said notice

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

4. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply to the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice
- (b) Two members, present either personally or by proxy shall form a quorum
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company

5. **DIRECTORS**

(a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.

(b) The following persons shall be the first Directors of the company:-

1. WILLIAM OGUEZI
2. MAHAD ABDULLAHI NUR

6. The company in General Meeting may fix the shareholding qualification for Directors, and unless and until so fixed no qualification shall be required.

7. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be four.

8. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted
9. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

10. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director,
- (a) becomes bankrupt, or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

15. 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 Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

17. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

ALTERNATION OR ADDITION

18. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution

ARBITRATION

19. 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 act 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 Act, 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 or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

WINDING UP

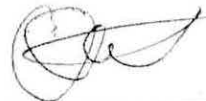
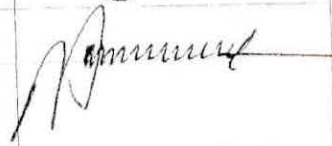
20. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required divide amongst the members in special or kind the whole or any part of the assets of the company (whether they shall consist of property of the same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

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

22. 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 act 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 Act, 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 or, 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 by each Subscriber	Signature of subscribers
2. WILLIAM OGUEZI NO.133 OKOTA BUS STOP,ISOLO LAGOS NIGERIA	80	
2. MAHAD ABDULLAHI NUR P.O BOX 40121 DAR ES SALAAM.	20	

Dated at Asy this 23rd day of August 2011

Witness to the above signatures

Name:

Signature:

Postal Address

Qualification

Ladislav

P.O Box *20700*
Dar es Salaam

**BUSINESS PLAN FOR THE
IMPLEMENTATION PROGRAMME**

OF

M/S WILLIAM FASHION LINE LIMITED

IN

**ESTABLISHING AND OPERATING FACILITIES FOR
MANUFACTURING OF FASHIONABLE CLOTHES .**

PREPARED BY

M/S WILLIAM FASHION LINE LIMITED

P. O. BOX 40121

DAR ES SALAAM

TEL: +255 22 2864080/ 0772540537 FAX: +255 22 2864083

E-mail: into@williamfashions.com

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**M/S WILLIAM FASHION LINE LIMITED
TABLE OF CONTENTS**

	Page
1. Investment Plan.....	2
2. Company's Background	3
3. Targeted Market.....	5
4. The Company's Objectives	6
5. Future Plan.....	7
6. Shareholders (Promoters)	8
7. Location.....	9
8. Implementation Schedule.....	8
9. Capital Investment Cost	10
10. Financial Plan (Source of Funds)	11
11. The Company's Products & List of Machinery.....	13
12. Production Process	14
13. Competition/Market	16
14. Promotion/ Advertisement.....	16
15. Business Strategy	16
16. Environmental Issue.....	17
17. Project Management	17
18. Manpower and Transfer of Technology.....	18
19. Conclusion and Economic Analysis.....	19
20. Financial and Economical Analysis	19
21. Sensitivity Analysis.....	20

**M/S WILLIAM FASHION LINE LIMITED
ESTABLISHING AND OPERATING FACILITIES FOR
MANUFACTURING FASHIONABLE CLOTHES**

1. INVESTMENT PLAN

The Investment Proposal has been prepared by **M/S WILLIAM FASHION LINE LIMITED** for the company's implementation programme in setting up facilities for production of high quality fashionable men's, women's and children's wear.

The Company intends to produce the high quality textile products which are widely used for people of different age, sex and social status.

The Proposal has also been prepared to give a clear picture of the financial, human, technical and other resources required for the implementation of the proposed textile products manufacturing project.

The Investment proposal is also to assess its economic viability and commercial viability in order to allocate funds for the implementation programme especially in acquiring garment machinery, industrial sewing machines & accessories, tools, equipment, air compressors, Central Cooling System, chilling unit, utility vehicles, generators, building materials for construction of factory & sale outlet, firefighting equipment, forklifts, designing computers, transformer etc.

The TIC registration and issuance of certificate of incentives will enable the project to enjoy Import Duty and VAT exemption on Capital/ Deemed Capital Goods, TIC One stop facilitation like processing of resident / working permits, Business license, Taxpayer Identification Certificate, Business License Tax Clearance, VAT registration, protection of investment, arbitration and transfer of foreign currency etc

2. COMPANY'S BACKGROUND

M/S WILLIAM FASHION LINE LIMITED is a private owned company registered/ incorporated in Tanzania by Registrar of Companies under company's ordinance Cap 212, on **23rd** day of **August, 2011** with Certificate of Incorporation **No: 85358**

The company was incorporated with a prime objective of setting up facilities for manufacturing of high quality & fashionable clothes for men, women and children. This is first done by experienced clothes designers.

The main purpose of the proposed project is to produce fashionable clothes as well as to increase the production capacity to correspond with the growing demand (market). The quality of company's up to date fashionable clothes will guarantee customers satisfaction in this implementation programme.

The market survey conducted by the promoters of the Company found that there is a very big market to absorb all the Company's products; textile products which will be produced on commencement of the project. The promoters of the Company there after resolved that there is a need of setting up such facilities for the production of high quality clothes for men, women and children in Tanzania as the textile products are widely worn not only to protect the body but to look smart and unique etc. They are very important in making the people look smart, colorful, glamorous etc.

The market & demand reasons have influenced the management to decide to invest in setting up facilities - machinery in manufacturing high quality fashionable clothes. The Company will produce men's, women's and children's wear which will be sold to local and export market; it will also be supplied to both retailers and wholesaler at affordable price.

In the implementation programme, the proposed fashionable clothes manufacturing project will import and install modern designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines, generators and other machinery for making latest clothes as well as to use **new technology - American designing, European designing, Asian**

designing and African attire designing for the purposes of production of unique varieties of high quality fashionable clothes.

The company determines to increase production capacity of the latest fashionable men's, women's and children's wear. And at the same time to improve the quality of these textile Products.

Therefore the implementation programme of three years in establishing and operating facilities for manufacturing of high quality fashionable clothes is estimated to cost **USD 2,000,000**. The estimated capital investment cost of **USD 2,000,000** will be on new and modern industrial sewing machines, other machinery, designing Computers, designing boards, tools, equipment, air compressors, Central Cooling System, chilling unit, Utility vehicles, generators, building materials for factory/ office & sale outlet construction, firefighting equipment, folklifts, transformer, workable & ironing table and other expenses.

3. **COMPANY'S ELEGANT WEAR**

Production of clothes in Tanzania are specialized mainly in the creation of varieties of elegant wear for different reasons like covering the body, protecting the body against extreme weather conditioning. It is also for functional as well as cultural, social reasons,

Clothing also have an attached emotional value for the wearer. It actually reflects social classes, sexes, occupation, marital status and ethnic or religious affiliation.

The Company will import fabrics & clothing materials and other raw materials from European Countries, Asian Countries, America etc. However some inputs will be sourced locally.

The Proposed Fashionable Clothes Project will manufacture the following Men's, Women's and Children's wear:

- Trousers,
- Shirts,
- Jackets,
- Vest,
- Tshirts,
- Dresses,

- Gowns,
- Blouses,
- Top Garments,
- Skirts,
- Etc

4. TARGETED MARKET

There is a very big market potential for the high quality and latest fashion of clothes which are going to be produced by the Company. These will be sold in the Country and export market. As the clothes are worn not only for protecting the body against extreme weather conditions but there are different reasons which will increase the market size like occasions, functions or fashion or status. Therefore there is high demand of fashionable clothes due to preferences of young people who want to look smart, glamorous, elegant, modern and up to date.

The proposed project for production of high quality clothes has also targeted the young generations, distinguished people, movie stars, musicians, wedding brides & grooms, office uniform, religious wear etc **As well as the External Market in the neighboring countries.**

The Company will also supply to the external market especially the neighboring countries. In actual facts the demand is growing day by day especially in local and external market.

The market survey conducted by the promoters of the Company found that there is a very big market to absorb all the Company's products; textile products which will be produced on commencement of the project. The promoters of the Company there after resolved that there is a need of setting up such facilities for the production of high quality clothes for men, women and children in Tanzania as the textile products are widely worn not only to protect the body but to look smart and unique etc. They are very important in making the people look smart, colorful, glamorous etc.

High quality, technology and goodwill are the factors which will make the project to dominate the local and foreign market. There are few manufacturers and importers of textile products. The Company has set some business strategies in order to compete with other manufacturers and importers of Textiles/ Garments.

M/S WILLIAM FASHION LINE LIMITED also expects to increase export of the high quality textile Products to the neighboring countries like Congo, Rwanda, Burundi, Uganda, Kenya, Mozambique, Malawi, Zambia etc.

5. THE COMPANY'S OBJECTIVES

M/S WILLIAM FASHION LINE LIMITED is a project for establishing and operating facilities for Production of high quality and fashionable men's, women's and children wear.

The proposed project will have a great advantage to the United Republic of Tanzania which are:-

- ❖ **PAYING TAXES – M/S WILLIAM FASHION LINE LIMITED** will contribute to the government revenue through taxes and other levies.
- ❖ **JOB CREATION/ EMPLOYMENT - M/S WILLIAM FASHION LINE LIMITED** will create more employment (more job opportunities from unskilled to professionals/technicians etc.)
TECHNOLOGY/ SKILL DEVELOPMENTS - (human resources development) through on job training and use of modern machines, designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines and other machinery for making latest/ Up to date clothes as well as to use **new technology – American designing, European designing, Asian designing and African attire designing** for the purposes of production of unique varieties of high quality fashionable clothes.
- ❖ **INCOME GENERATION** - alleviation of poverty and improve their social welfare.

The mission of intended project in the implementation programme is basically aimed at production and marketing of high quality and fashionable clothes for local and export market in order to achieve the following objectives:-

- ❖ To foster the growth of Textiles Product industry for manufacture of High quality and Fashionable Clothes (Men's, women's and Children's wear) in Tanzania.

- ❖ To reduce dependence on external sources for importation of readymade garments (Saving the Foreign Currency by manufacturing the clothes in the Country).
- ❖ To solve the shortage of High quality & Latest Men's, women's and Children's wear. And make readymade garments available at affordable price.
- ❖ To promote local and external markets for Latest and Fashionable clothes.
- ❖ Promotes the Use of Local Resources in the Course of Production like thread from local industries.
- ❖ To promote quality of the Textile Products. The proposed project will enable people to buy high quality, latest and fashionable clothes, not sub - standard products.
- ❖ To promote textile sector, and make people look smart and up to date.
- ❖ To promote growth and expansion of private sector.

6. PROSPECTS/ FUTURE PLAN

- To import new/ additional designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines, and other machinery for making latest clothes. Also to import more generators, firefighting equipment, utility vehicles, tools. Compressors, central cooling systems, chilling unit, transformer, folklifts etc
- To use **new technology – American designing, European designing, Asian designing and African attire designing** for the purposes of production of unique varieties of high quality fashionable clothes.
- High quality and production performance.
- To increase the volume of production capacity.

- Supply also **local fabrics and clothing materials** as raw materials manufacturing of high quality & fashionable clothes of different sex and age.
- To increase textile Products export market in neighboring countries like Congo, Rwanda, Burundi, Uganda, Kenya, Mozambique, Malawi, Zambia etc. and hence resulting foreign earnings in addition to the prevailing local market.

7. SHAREHOLDERS (PROMOTERS)

The following sponsors are promoting the intended textile product project. These are the Directors and shareholders of **M/S WILLIAM FASHION LINE LIMITED** with their shareholder's position are:-

No	Name of Shareholders	No. of Shares	Nationality	% shareholding structure
1.	William Oguezi	80	Nigeria	80%
2.	Mahad Abdullahi Nur	20	Tanzanian	20%
	TOTAL	100		100%

Therefore, the authorized capital of the company is Tshs. 100,000,000/= divided into 100 ordinary shares of Tshs. 1,000,000/= each. With the power for the Company to reduce or increase the same and to alter the value of the shares or to convert the same into stock and to issue shares at par or at premium with preferential, deferred, qualified or with special rights as the company may determine.

8. LOCATION

The Company's business premises are located at Plot No: 51 Situated at Jangwani Beach, Dar es Salaam in Kinondoni/ Dar es Salaam - Postal Address P. O. Box 15896 Dar es Salaam. Tel No:

+255 22 2864080/ 0772540537 Fax: + 255 22 2864083, E-mail: into@williamfashions.com.

Production of clothes in Tanzania are specialized mainly in the creation of varieties of elegant wear for different reasons like covering the body, protecting the body against extreme weather conditioning. It is also for functional as well as cultural, social reasons,

Clothing also have an attached emotional value for the wearer. It actually reflects social classes, sexes, occupation, marital status and ethnic or religious affiliation.

The Company will import fabrics & clothing materials and other raw materials from European Countries, Asian Countries, America etc. However some inputs will be sourced locally.

9. COMPANY'S IMPLEMENTATION SCHEDULE

9.1 SEPTEMBER - 2011

- ❖ Preparing feasibility study for a project to establish and operate facilities for production of high quality men's, women's and children wear.
- ❖ Application for Local Loan from Local Banks for the intended project for manufacturing of high quality & up to date clothes.
- ❖ Registration of the proposed project for manufacturing of high quality Clothes with Tanzania Investment Centre i.e. Application for the Certificate of incentives in setting up facilities for production of high quality men's, women's and children wear.
- ❖ Getting Certificate of Incentives.

9.2 OCTOBER - 2011

- ❖ Sourcing Loan from Local Bank to support the intended production of high quality men's, women's and children wear.

- ❖ Application for Import Duty and VAT exemption on Capital/ Deemed Capital Goods (i.e. building materials for construction of office, factory and warehouse, designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines, and other machinery for making latest clothes. Also to import more generators, firefighting equipment, utility vehicles, tools. Compressors, central cooling systems, chilling unit, transformer, folklifts etc.
- ❖ Ordering/Importing the designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines, and other machinery for making latest clothes. Also to import more generators, firefighting equipment, utility vehicles, tools. Compressors, central cooling systems, chilling unit, transformer, folklifts etc
- ❖ Construction of the factory, office and warehouse.
- ❖ Clearing the **CAPITAL/DEEMED CAPITAL GOODS** from customs control (at the Port and Airport).

9.3 NOVEMBER – DECEMBER 2011

- ❖ Construction is complete,
- ❖ Installing the MACHINES & FITTINGS: designing Computers, designing boards, industrial sewing machines, packing machines, and other machinery for making high quality clothes, generators, firefighting equipment, central cooling systems, chilling units etc.
- ❖ Recruiting new staffs and training them on new technology skills (new machinery).
- ❖ Fully commencement of production of fashionable clothes in the implementation programme

10. CAPITAL INVESTMENT COST

Land/Building	USD \$	500,000
Plant/Machinery	USD \$	1,000,000
Vehicles	USD \$	300,000
Furniture and Fittings	USD \$	-

Pre-expenses	USD \$	100,000
Working Capital	USD \$	100,000
TOTAL CAPITAL	USD \$	2,000,000

The proposed implementation programme in extensive production of high quality fashionable clothes for men, women and children will be implemented within three years. The company's promoters (shareholders) have resolved to register the intended up to date clothing manufacturing project with Tanzania Investment Centre (TIC) and securing the certificate of incentives.

The implementation programme will soon commence after the Company is registered by Tanzania Investment Centre and being issued the Certificate of incentives. Thereafter the Company will order and import the modern machines, designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines and other machinery for making latest/ Up to date clothes, building materials for construction of the factory, office and warehouse etc.

The Company will also introduce **new technology – American designing, European designing, Asian designing and African attire designing** for the purposes of production of unique varieties of high quality fashionable clothes.

The high quality fashionable Clothing manufacturing project will enjoy Import Duty and VAT exemption on Capital/ Deemed Capital Goods which are, modern machines, designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines and other machinery for making latest/ Up to date clothes, building materials for construction of the factory, office and warehouse.

The certificate of incentives will enable the project to enjoy TIC FACILITATION like processing of resident / working permits, Business license, Taxpayer Identification Certificate, Business License Tax Clearance, VAT registration, protection of investment, arbitration and transfer of foreign currency etc

11. FINANCIAL PLAN (SOURCE OF FUNDS)

M/S WILLIAM FASHION LINE LIMITED has allocated funds for the intended high quality & fashionable clothes manufacturing project in its implementation programme by its **own local fund and local loan:-**

Local fund (equity)	USD \$ 1,500,00
Local loan	<u>USD \$ 500,000</u>
TOTAL	<u>USD \$ 2,000,000</u>

- INVESTMENT BREAK DOWN

- **Land/ Building – USD \$ 500,000.** To be used in construction materials for factory and office intended for fashionable clothes – Cement, concrete, tiles, steel, electricals, Painting, Plumbing etc

- **Plant/ Machinery – USD \$ 1,000,000.** To be Used for importing modern machines, designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines and other machinery for making latest/ Up to date clothes, tools, equipment, compressors, air conditioning plant, chilling unit, generators, firefighting equipment, folklifts, computers, transformer, utility vehicles etc

- **Vehicles – USD \$ 300,000.** To be used for buying utility vehicles for project facilitation work. 4 units Pick up (single cabin), 2 units Hard Top, 5 units light trucks, 5 units trucks.

- **Pre expenses – USD \$ 100,000.** To be used as expenses in setting up the project,

- **Working Capital – USD \$ 100,000.** To be used for initial salaries, transportation, advertisement, raw materials etc

12. THE COMPANY'S PRODUCTS:-

The company was incorporated with a prime objective of setting up facilities for production of high quality and fashionable clothes for Men's, women's and children wear. This is done by experienced fashion designers.

The Proposed Fashionable Clothes Project will manufacture the following Men's, Women's and Children's wear:

- Trousers,
- Shirts,
- Jackets,
- Vest,
- Tshirts,
- Dresses,
- Gowns,
- Blouses,
- Top Garments,
- Skirts,
- Etc

13. LIST OF MACHINERY & EQUIPMENT

MACHINERY & ACCESSORIES,

- designing Computers,
- designing boards,
- industrial sewing machines,
- workable & ironing table,
- packing machines and other machinery for making latest/ Up to date clothes,
- tools, equipment,
- compressors,
- air conditioners,
- chilling unit,
- Central Cooling system,
- generators,
- firefighting equipment,
- folklifts,
- office computers,
- transformer,
- Furniture & fittings,
- utility vehicles,
- building materials,
- etc

14. PLANT LAYOUT/ THE PRODUCTION PROCESSES

THE FASHION DESIGNING (Designing a garment)

Is the art of the application of design and aesthetics or natural beauty to clothing and accessories, Fashion design is influenced by cultural and social latitudes, and has varied over time and place.

Fashion designers work in a number of ways in designing clothing and accessories. They attempt to satisfy consumer desire for aesthetically designed clothing: and, because of time required to bring a garment onto market.

Fashion designers attempt to design clothes which are functional as well as aesthetically pleasing. They have a wide range and combinations of materials to work with and a wide range of colors, patterns and styles to choose.

THE PRODUCTION PROCESS

CLOTHES MANUFACTURING PROCESS

FASHION DESIGNING – sketching on paper
| – Computer designing

PATTERN MAKING
- paper, measuring tools or computer software program
| (AutoCAD)

PRODUCTION – TAILORING - SEWING
|

IRONING
|
PACKAGING

|

TESTING & CHECKING & QUALITY CONTROL

I

FINISHED PRODUCT

15. SUBMISSION

M/S WILLIAM FASHION LINE LIMITED wishes to submit its investment plan and application for Loan to Bank for supporting the intended Project for high quality & fashionable clothes and also to the Tanzania Investment Centre (TIC) its proposal for registration and award of certificate of incentives in the implementation programme.

Thereafter the Company will be able to order and import the modern machines, designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines and other machinery for making latest/ Up to date clothes, compressors, Central Cooling System, chilling unit, utility/ service trucks, generators, firefighting equipment, folklifts, computers, transformer, building materials for construction of factory, office and warehouse etc

The proposed project for Production of high quality & latest clothes will enjoy import Duty and VAT exemption on CAPITAL/ DEEMED CAPITAL GOODS which are modern machines, designing Computers, designing boards, industrial sewing machines, workable & ironing table, packing machines and other machinery for making latest/ Up to date clothes, building materials for construction of the factory, office and warehouse, compressors, air conditioning plant, chilling unit, utility/ service trucks, generators, firefighting equipment, folklifts, computers, transformer etc. These are CAPITAL/ DEEMED CAPITAL GOODS for the project.

The certificate of incentives will enable the project to enjoy TIC FACILITATION like processing of resident / working permits, Business license, Taxpayer Identification Certificate, Business License Tax Clearance, VAT registration, protection of investment, arbitration and transfer of foreign currency etc

16. ECONOMIC GROWTH

Positive economic growth which had been registered in Tanzania, have attracted more investments in the Tanzania like the proposed project in extensive production of high quality & fashionable clothes from experienced designers.

The economic growth resulted by various economic activities has influenced the demand of the high quality and up to date clothes to different people of different age and sex. The fashionable clothes will be targeted to young generations, distinguished people, movie stars, musicians, wedding brides & grooms, office uniform, religious wear who want to look smart, elegant, up to date and glamorous.

The Company will also supply to the external market especially the neighboring countries. In actual facts the demand is growing day by day for both local and external market.

17. **COMPETITION/MARKET**

Though there are reasonable number of manufacturers and importers of clothes in Tanzania and there are few local manufacturers for clothes still the supply is not enough compared to the level of the market. The demand is increasing day by day due to increased market as people want to look smart, unique etc.

M/S WILLIAM FASHION LINE LIMITED has specialized in manufacturing of high quality and fashionable clothes, therefore the Company anticipates to dominate the local and export market because Company has set up business and marketing strategies, also determined to manufacture high quality and well packed clothes.

18. **PROMOTION/ ADVERTISEMENT**

M/S WILLIAM FASHION LINE LIMITED has set up some strategies in order to promote its garments manufacturing project. The Major strategy is advertisement which forms part of the marketing strategy; this will be embarked upon in the newspapers, street banners and later on in the televisions in a manner benefiting the promotional role of any company or private institutions.

19. **BUSINESS STRATEGY**

M/S WILLIAM FASHION LINE LIMITED has also gone further in setting up some business strategies so as to meet the current demand, high productivity of textile Products and capture the Markets. Therefore the management of the **M/S WILLIAM FASHION LINE LIMITED** has developed and implemented the following business strategies which are Technology/product quality, Advertisement/promotion, employing qualified and experienced personnel, On job training and business Discipline.

20. ENVIRONMENTAL ISSUE

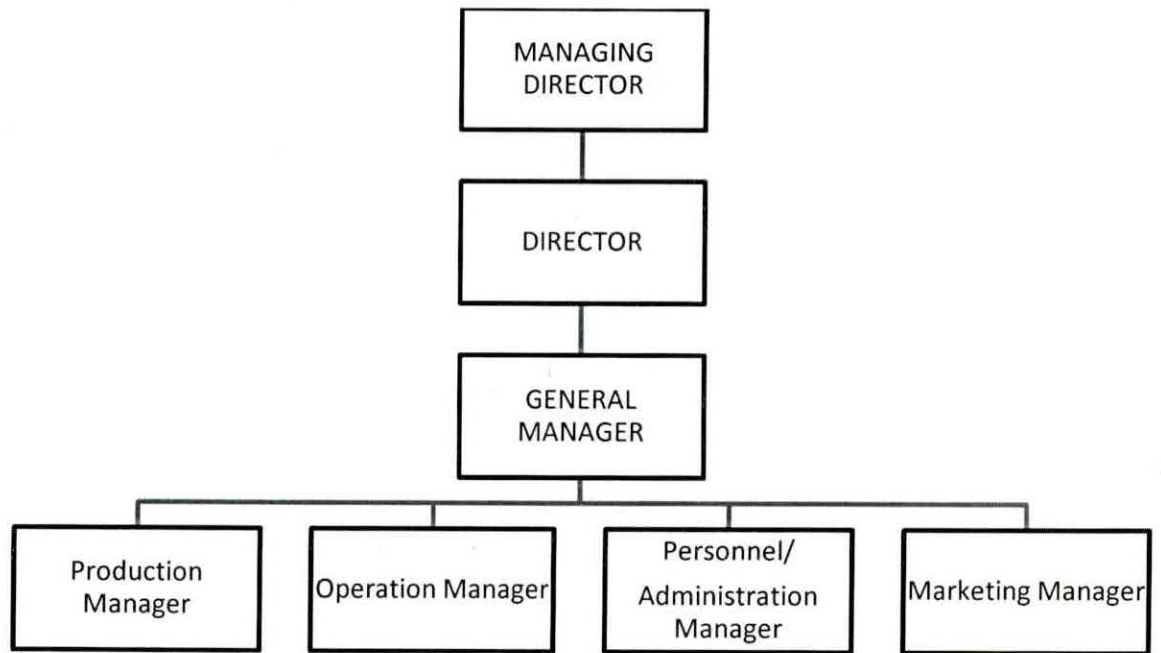
Textile Products are made by the Company's experienced fashion designers by using high quality textile materials. All operations of producing fashionable clothes and the whole manufacturing process – Designing, pattern making, tailoring/ sewing, quality checking & packing are environmental friendly.

21. PROJECT MANAGEMENT

M/S WILLIAM FASHION LINE LIMITED is professionally managed and headed by the Managing Director and supporting managers. Mr. Mahad Abdullahi Nur is the Managing Director of the **M/S WILLIAM FASHION LINE LIMITED**; He is well versed in textile manufacturing. The other Director is William Oguezi who is also assisted by managers.

The directors are supported by a team of professionals well versed in the manufacturing of high quality & fashionable clothes– Managers like General Manager, operations Manager, Production Manager, personnel Manager, Plant Operators, Shift Supervisors. The Operations Manager manages the Company under the policy guidance of Board of Directors.

THE COMPANY'S ORGANIZATION CHART;



22. MANPOWER AND TRANSFER OF TECHNOLOGY

M/S WILLIAM FASHION LINE LIMITED in manufacturing of high quality & latest clothes will usher in the Country new technology (Transfer of knowledge/technology)- American design, British design, Asian design, African design etc. The advantages to the Country are quite significant, and will get the advantage of value addition due to such incoming technology.

Further the country can reduce its dependence on importation of readymade garments. These will be available in the Country at reasonable price and in a good quality.

In its implementation programme will cause more people to be employed in the Company about 5 expatriates who will train 20 local people how to operate machines and pass to them the new technology. Their employment will raise their income and improve their social welfare and pay taxes; it is poverty alleviation programme to them.

Local employees will get on job training and in a long run will improve the technical competence of the production of high quality and fashionable clothes for men, women and children. The designing and manufacturing process will make them competent and experienced.

23. CONCLUSION AND RECOMMENDATION

The financial evaluation of the proposed project for manufacturing of high quality clothes done so far indicates that this programme will be profitable both economically and financially viable venture. There are many other benefits direct – taxes, employment etc and indirect of this project - The people look smart, elegant, glamorous, attractive and up to date etc.

The management being experienced businessmen possesses ample managerial capabilities in various business disciplines. Based on the above factors, it is recommended that the company should be granted the certificate of incentives for the proposed implementation programme so as to commence implementation of the proposed project, import the **CAPITAL/ DEEMED CAPITAL GOODS** and increase its production capacity.

The certificate of incentives will enable the project to enjoy TIC FACILITATION like processing of resident / working permits, Business license, Taxpayer Identification Certificate, Business License Tax Clearance, VAT registration, protection of investment, arbitration and transfer of foreign currency etc

24. FINANCIAL AND ECONOMIC ANALYSIS

24.1 PROJECTED PROFIT AND LOSS ACCOUNT:

The company envisages generating a profit of USD \$ 300,000 this operating year. The profit amount is expected to steadily rise to USD \$ 310,000 in year two, USD \$ 320,000 in year three and USD \$ 330,000 in year four.

24.2 PROJECTED CASH FLOWS:

The projected cash flows for the next five years indicate that the company will have enough funds to service/repay the loan and interest payments. Hence the financial obligations will be met in a timely fashion.

24.3 PROJECTED BALANCE SHEET:

The projected balance sheet shows healthy financial situation. Short term liabilities are at all times covered by fixed assets. Also current liabilities are adequately covered by current assets.

25. SENSITIVITY ANALYSIS

To assess further the viability of the implementation project, sensitivity analysis has been worked out on the basis of several unfavorable conditions that might negatively affect the operations of **M/S WILLIAM FASHION LINE LIMITED**

25.1 Effect of cost increase on profitability (on the basis of year II HIGH QUALITY & FASHIONABLE CLOTHES INCOME in USD \$)

Income	Costs	Increase	Profit before depreciation
775,000	465,000	%	310,000
775,000	488,250	5%	286,750
775,000	511,500	10%	263,500

25.2 Effect of HIGH QUALITY & FASHIONABLE CLOTHES INCOME decrease/drop on profitability (on the basis of year II costs in USD \$)

Income	Income Decrease	Cost	Profit before depreciation
775,000	%	465,000	310,000
736,250	5%	465,000	271,250

697,500	10%	465,000	232,500
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The viability/profitability of the company operations appears more sensitive to sale income/revenue than increase in the operating costs. This implies that the company should strive to maintain the existing market and undertake an aggressive marketing strategy to hire more clients and expand its market or clients base.

**26. LIST OF CAPITAL/DEEMED CAPITAL GOODS:
MACHINERY & EQUIPMENT, EQUIPMENT, TOOLS, VEHICLES & BUILDING
MATERIALS**

No:	Items	Quantity
	PLANT & ACCESSORIES,	
1.	Workable & ironing table and Accessories	50 sets
2.	Designing Computer - Auto CAD Computer Software,	50 sets
3.	Tailoring equipment,	50 sets
4.	Industrial Sewing machines	50 units
5.	Electric Ironing equipment	20 sets
6.	Tools	20 sets
7.	Compressors	5 sets
8.	Air Conditioning Plant	5 sets
9.	Chilling Unit	5 sets
10.	Transformer	1 unit
11.	Generators	5 units
12.	Folklifts	5 units
13.	Firefighting equipment	20 sets
14.	Designing Boards	50 Units
15.	<u>Utility vehicles:</u> - Pickups - Light Trucks - Hard Tops - Trucks	4 units 5 units 2 units 5 units
16.	Office Computer & accessories	20 sets

17.	Building materials for construction of factory & office	BOQ to be Submitted
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Appendix I

M/S WILLIAM FASHION LINE LIMITED

PROJECTED INCOME STATEMENT

(Fig: in USD \$ '000')

Estimated Income	Years				
	I	II	III	IV	V
Projected Sales Income	745.0	775.0	810.0	835.0	855.0
Total Income	745.0	775.0	810.0	835.0	855.0
Projected Expenditure					
Utilities	250.0	250.0	250.0	250.0	250.0
Administration expenses	60.0	65.0	70.0	75.0	80.0
Salaries and wages	50.0	50.0	55.0	55.0	60.0
Transportation/fuel	40.0	45.0	50.0	50.0	50.0
Promotion/ Advertisement	10.0	10.0	10.0	10.0	10.0
Postage & stationeries	5.0	5.0	5.0	5.0	5.0
Clearing & forwarding charges	20.0	25.0	30.0	35.0	40.0
Other charges	10.0	15.0	20.0	25.0	20.0
Total Expenditure	445.0	465.0	490.0	505.0	515.0
Net Profit (pre tax and depreciation)	300.0	310.0	320.0	330.0	340.0

Appendix II

M/S WILLIAM FASHION LINE LIMITED

PROJECTED CASHFLOW STATEMENT

(Fig. USD \$ '000')

Year	I	II	III	IV	V	TOTAL
Cash inflow						
Income from operation	300.0	310.0	320.0	330.0	340.0	1,600.0
	300.0	310.0	320.0	330.0	340.0	1,600.0
Cash outflow						
Interest payments	50.0	40.0	30.0	20.0	10.0	150.0
Loan re-payment	100.0	100.0	100.0	100.0	100.0	500.0
Taxes	10.0	10.0	10.0	10.0	10.0	50.0
	160.0	150.0	140.0	130.0	120.0	700.0
Surplus cash generated(Pre tax and wear & tear)	140.0	160.0	180.0	200.0	220.0	900.0

Appendix III

M/S WILLIAM FASHION LINE LIMITED

PROJECTED LONG TERM LOAN REPAYMENT

(Fig. in USD \$ '000')

Year	Repayment			Amount
	Principal	Interest	Total	
0				500.0
I	100.0	50.0	150.0	400.0
II	100.0	40.0	140.0	300.0
III	100.0	30.0	130.0	200.0
IV	100.0	20.0	120.0	100.0
V	100.0	10.0	110.0	0.0

Appendix 1V

M/S WILLIAM FASHION LINE LIMITED

PROJECTED BALANCE SHEET

(Fig. in USD \$ '000')

No.	ITEM	YEAR I	YEAR II	YEAR III	YEAR IV	YEAR V
	Source of funds					
1.	Shareholders funds	200.0	210.0	220.0	230.0	240.0
2.	Long term Loan	150.0	140.0	130.0	120.0	110.0
3.	Associated Cos/ Directors	150.0	150.0	150.0	150.0	150.0
4.	Current Liabilities	100.0	150.0	200.0	250.0	300.0
		600.0	650.0	700.0	750.0	800.0
	Application of funds					
1.	Fixed Assets	300.0	350.0	400.0	450.0	500.0
2.	Current Assets	300.0	300.0	300.0	300.0	300.0
		600.0	650.0	700.0	750.0	800.0