

# PRIME MINISTER'S OFFICE

## TANZANIA INVESTMENT CENTRE

FILE BEGINS	ENDS	PART
PART	FILE TITLE	FILE NUMBER TICC
FILE NUMBER TICC	<b>CONFIDENTIAL</b>	PP. 10  042112
INDEX HEADINGS		

PP.10/042112

Officer or Section	For Action F/M	Initials	Date	Action taken Vide F/M	Officer or Section	For Action F/M	Initials	Date	Action taken Vide F/M
E.F	F-1	<i>[Signature]</i>	23/9/11	<i>[Signature]</i>					
Revocable	F-1	<i>[Signature]</i>	23/9/11	<i>[Signature]</i>					
F.M./M/bat	F-1	<i>[Signature]</i>	6/10/11	<i>[Signature]</i>					
DIC	M2	<i>[Signature]</i>	2/10/11	<i>[Signature]</i>					
Ag. Exp	M3	<i>[Signature]</i>	20/10/11	<i>[Signature]</i>					
	M3	<i>[Signature]</i>	10/10/2011	<i>[Signature]</i>					

WEI YE INTERNATIONAL  
INVESTMENT CO. LTD

# MINUTE SHEET

Dokezo  
No. 4.

DIF

I have approved the project as recommend in the  
Investigation report. (F3)

~~\_\_\_\_\_~~  
Ag EXD

12-10-11


5.  
**Ag. EXD**

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

- (a) Minimum finance investment threshold has been exceeded, the project expects to invest ... US\$ 1.5m .....
- (b) Legal entity has been incorporated under certificate  
No. 85540 ..... of 09/02/2011 .....

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

Submitted for signature.



N/A Senzia

**DIF**

13<sup>th</sup> October, 2011

MINUTE SHEET

1.0

IFM / Kuelamiris

Please make press for foliar 2 &

Come up with a report

6/10/2011



DIP

2.0

DIF (M, F3)

The project has been visited to verify the status of premises and its establishment as directed by Ag. Dir. Report is attached as F3. The team found the location which promoter plan to set up light facility to assemble bags, briefcases and related products. The premise is divided into office building and factory shade structure under construction (see photo). Once repair of shade <sup>structure</sup> completed machinery will be installed and raw materials be imported. The team recommended that project be granted GI to facilitate its establishment as applied.



07/10/2011

3.0

Ag. Exd, Mr 2, F3, F4

Following the request for approval in folio 2, the project was subjected to a VU (F2). The project was visited by two officials and came up with a recommendation that the investor be approved as per their report in F3. The investor has already started implementing project. Based on the fact that he has already started implementing the project, I recommend investor project be approved.

Investor project be approved  
10/10/2011

# MINUTE SHEET

Dukezo  
No.

6.0

## EXD

In response to the TIC letter of registration dated... 13<sup>th</sup> October 2011  
the project has submitted the required documents namely: -

- (a) Company Board Resolution.
- (b) Reference letter/Financing from... CRDB Bank LTD
- (c) Title deed as evidence of land

With the above submission EXD is requested to sign Certificate of Incentives No. 042112 herein attached.

20/10/2011



DTF

MINUTE SHEET

Dokezo  
No.

JAMHURI YA MUUNGANO WA TANZANIA  
 THE UNITED REPUBLIC OF TANZANIA  
 STAKABADHI YA SERIKALI

TFN: 614 (Rev. 8/94)

37895360

1

EXCHEQUER RECEIPT

NIMEPOKEA KWA  
 Received from

WEI YE INF. INVESTMENT CONSULTANTS



For Executive Director  
 KIASI  
 Amount

Shs.				Cts.			
USD	100						

JUMLA YA SHILINGI. (Kwa maneno)  
 The sum of Shillings (Words)

USDOLLAR ONE HUNDRED ONLY  
 NA SENTI  
 And Cents

KWA MALIPO YA  
 In respect of

REGISTRATION FEE

KWA FEDHA TASLIMU/HUNDI  
 NAMBA By Cash/Cheque No.

D/DEPOSIT 20/09/2011

KITUO - Station

DSM.

SAHIHI YA MPOKEAJI - Receiving Officer's  
 Signature

CHEO - Title

Acc

TAREHE - Date

20 SEP. 2011

NPC-KIUTA

**WEI YE INTERNATIONAL INVESTMENT CO. LIMITED**

**P.O. BOX 15400 Dar es Salaam, TANZANIA**



19<sup>th</sup> September 2011

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



Dear Sir/Madam,

We would like to introduce our Company that has been registered in Tanzania this year with registration No. 88540. The Company is based in Dar es Salaam. The company is owned by Chinese Nationals Mr. Zhu Ren Lun and Mr. Jia Zeng Quan

Wei Ye International Investment Co. Ltd is a recent (2011) start-up registered in Tanzania with objective to manufacture an upscale travel bags brand targeted at males, females and School Children

At the moment, we are developing plans to by establishing a project manufacture these items to cater for the increasing demand of apparel industry for Tanzania, East and Central Africa market.

Therefore we would like to register our project with the Tanzania Investment Centre in order to take advantage of the benefits under the scheme.

Please find enclosed the following:

1. TIC Application form signed by a Commissioner of Oaths
2. Receipt of Application fee.
3. Memorandum and Articles of Association.
4. Copy of Certificate of Incorporation.
5. Copy of Lease agreement for the project location/offices.
6. Board Resolution.
7. Feasibility Report

We hope that you will be able to review our application favorably and grant us the T.I.C. Certificate.

Sincerely,

  
Zhu Ren Lun  
Managing Director



**WEI YE INTERNATIONAL INVESTMENT CO. LIMITED**

**P.O. BOX 15400 *Dar es Salaam*, TANZANIA**

17<sup>TH</sup> September 2011

**EXTRACT FROM BOARD RESOLUTION**

IN THE MEETING THAT WAS HELD AT THE OFFICE OF **WEI YE  
INTERNATIONAL INVESTMENT CO. LIMITED**

**At Dar es Salaam**, TANZANIA ON 16<sup>th</sup> of September 2011 AT 10.00 AM and  
CHAired BY Mr. Zhu Ren Lun

AMONG OTHERS, IT WAS RESOLVED THAT

1. TO REGISTER A PROJECT TO ESTABLISH A FACILITY TO PRODUCE  
TRAVELLING APPAREL UNDER THE TANZANIA INVESTMENT CENTRE

Zhu Ren Lun .....  .....

DATE      17<sup>th</sup> September 2011

TANZANIA



## Certificate of Incorporation

Section 15

No 85540

I HEREBY CERTIFY THAT


**WEI YE INTERNATIONAL INVESTMENT COMPANY  
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 **2ND** day of **SEPTEMBER**

**TWO THOUSAND AND ELEVEN.**

  
Asst. Registrar of Companies

FORM P.A. 1

SERIAL NO.: 7396

TICN: 09506



## 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. 2116328

Fax. 2118253

e-mail: [information@tic.co.tz](mailto:information@tic.co.tz)

Website: [www.tic.co.tz](http://www.tic.co.tz)

(Please fill the form in duplicate)

EXCHEQUER RECEIPT

NIMEPOKEA KWA

Received from

WEI YE INT. INVESTMENT CO. LTD



For Executive Director  
KIASI Amount

Shs.	Cts.
USD	100

JUMLA YA SHILINGI (Kwa maneno)

The sum of Shillings (Words)

USDollar One Hundred Only

NA SENTI  
And Cents

KWA MALIPO YA

In respect of

REGISTRATION FEE

KWA FEDHA TASLIMU/HUNDI

NAMBA By Cash/Cheque No.

SAHIHI YA MPOKEAJI - Receiving Office

Signature

DEPOSIT 20/09/2011

CHEO - Title

ACC

TAREHE - Date

20 SEPT. 2011

KITUO - Station

DSM.

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

- I/we zhu Ren Lun  
(director/directors/agent of WEI YE INT. INV. CO. LTD  
(name of business enterprise) apply for registration of WEI YE INT. INV. CO  
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.
- The registered office of the company will be situated at PLOT NO 84  
MIKOCHENI DAR ES SALAAM

Copies of the following documents are attached to this application:

- The Memorandum and Articles of Association/or partnership agreement
- Certificate of Incorporation/Registration
- A copy of the Project Profile or Feasibility Study showing the implementation period, programme of implementation and operative date
- Evidence of financing and evidence of land ownership for the project

- The Head Office of the Company will be situated at PLOT NO 84  
MIKOCHENI DSM
- The Principal Officers of the Company are .....  
MR. ZHU REN LUN  
MR. JIA ZENG QUAN
- Auditors of the Company are .....
- The authorized share capital of the Company is Tshs. US\$ .....  
THREE HUNDRED MILION TZS (300,000,000)

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is ~~Tshs./US\$~~ ..... 1,500,000 .....

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

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\$ ..... 100.00 ..... Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, ZHU REN LUN of Post Office Number 15400

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

~~authorized~~ agent of WEI YE INT-INV. CO 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 20<sup>TH</sup> day of SEPTEMBER 2011 }

朱仁伦  
Applicant

Before me:

[Signature]  
Commissioner for Oaths



Attach only where applicable, otherwise indicate "N/A"

APPLICATION SUMMARY

Company Name: WEI YE INTERNATIONAL INVESTMENT Co. LTD

COI Number: 85540 Status:

COI Date: 02-09-2011

Post Box: 15400

Town: DAR ES SALAAM

Sector: MANUFACTURING Sub-Sector: TRAVEL BAGS & SUITCASES

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
1,000,000		500,000	

Project Objectives: TO SET UP A FACILITY TO PRODUCE TRAVEL BAGS & SUITCASES

Capacity: 50,000 BAGS/MONTH

Employment: Foreign: 5 Local: 250 Total: 255

Implementation Period: JAN 2012 - DEC 2014

Project Location

Site/Plot/Block No.: 84

Street: MIKOCHENI B District: KINONDONI Region: DSM (Attach sketch map showing project location)

Shareholders	Nationality	%
ZHU REN LUN	CHINA	50
JIA ZHIBI QUAN	CHINA	50

<b>Investment Breakdown</b>	<b>US\$/Tshs.M</b>
Land/Building	86,500
Plant	1,235,000
Vehicles	56,000
Furniture & Fittings	50,000
Pre-expenses	72,500
Others	.....
Working Capital	.....
<b>TOTAL</b>	<b>1,500,000</b>

**Contact Details:**

Name: ZHU REN LUN Title: DIRECTOR

Telephone: 0718-391998 Fax: .....

Email: .....



CRDB Bank Limited

PRIVATE AND CONFIDENTIAL

14 Sep 2011

Our Ref:CRDB/BM/SEP/916-1

TO WHOM IT MAY CONCERN

Dear Sir/Madam

**RE:M/S WEIYE INTERNATIONAL INVESTMENT CO.LTD**

We hereby advice that the above named company is an esteemed client of CRDB Bank PLC(Tanzania) Ltd and operates his account to the Bank's satisfaction.

We do advice that he can access certain credit facilities In form of guaran-tees ,bonds and working capital subject to the fulfillment of usual credit as-essment terms and conditions .

Any assistance accorded to him will be highly appreciated.

This opinion is furnished in strictest confidence and neither the Bank nor any of its officers or employees incurs any liability , responsibility , account-ability or commitment of what so ever nature-pecuniary or otherwise white this report is acted upon by you.

Your's faithfully,

For CRDB Bank Limited

CRDB BANK LTD  
Azikiwe Branch  
Account Manager

Authorized Signatory

CRDB BANK LTD

Head office: Azikiwe Street P.O Box 268 Dar es salaam Tel255 21256321  
Www.crdbank.com

## LEASE AGREEMENT

**THIS LEASE AGREEMENT** is made this 07<sup>th</sup> day of September 2011 between **ABBAS GULAM HUSEIN MANJI** of P.O. Box 3036, Zanzibar (hereinafter called "the Lessor") of the one part; and **WEI YE INTERNATIONAL INVESTMENT CO. LTD** of P.O. Box 4688, Dar es Salaam (hereinafter called "**the Lessee**") of the other part.

**WHEREAS**, the **Lessor** is the registered beneficial owner of house situated House Plot No. 84, Mikocheni B, Dar es Salaam City (hereinafter as "**the demised premises**").

**AND WHEREAS** the **Lessee** has agreed to rent the said demised premises for office accommodation, for a term of three years, effective from 07<sup>th</sup> September, 2011, which may be renewable on such terms and conditions as hereinafter appearing.

**NOW THEREFORE IN CONSIDERATION** of the rent hereinafter reserved and of the covenants and conditions herein stipulated and on the part of the **Lessee** to be observed and performed, the **Lessor** hereby demises unto the **Lessee**, the **demised premises** together with full rights and liberty for the **Lessee** and all other persons authorized by it (in common with all other persons entitled to the like rights at all times by day or by night to go pass and re-pass over and along the entrances of the said building that will be erected on the demised premises in such terms and conditions as hereinafter appearing.

**NOW THIS AGREEMENT WITNESSETH** as follows:-

1. The lease shall take effect from the 07<sup>th</sup> September 2011 and shall subsist for three years with option for renewal.
2. The monthly rent shall be US\$ 800.00 (US Dollars Eight Hundred Only) payable annually . The agreed monthly rent shall be reviewed by mutual consent of the parties herein after two years.
3. The **Lessee** agrees to pay an amount of US\$9,600.00 (US Dollars Nine Thousand Six Hundred Only) being annual rent upon signing this lease.
4. Three months prior to the expiry of the three year term herein created by this lease, the **Lessee** may express its desire to renew the lease, and the parties may **NEGOTIATE** and **AGREE** on the terms and conditions of renewal.

1

Certified to be the true copy  
of the original  
20/9/2011

A circular notary seal for an Advocate Notary Public, Commissioner for Oaths, in Dar es Salaam. The seal is stamped in blue ink and contains the text: "ADVOCATE NOTARY PUBLIC", "COMMISSIONER FOR OATHS", and "DAR ES SALAAM". There are handwritten initials and a signature over the seal.

5. At the expiration of said term, the lease will expire unless the tenant gives a written notice of its intention to renew at least three months before the termination date of the lease.

**6. THE LESSEE HEREBY COVENANTS WITH THE LESSOR AS FOLLOWS:-**

- (6.1) To occupy and use the existing structure together with all of its fittings and fixtures for office accommodation purposes only.
- (6.2) To maintain, and otherwise keep in good repair and tenantable condition the structure of the building and in particular the roofs, foundations and walls thereof.
- (6.3) To pay the **Lessor** the agreed rent as aforementioned in the manner above provided.
- (6.4) To pay and discharge all fees for sanitary removal, all rates and charges for use of water, electricity and telephone, security guard if any, in respect of the demised premises during the tenure of the tenancy. The Lessee shall have the duty to install at its expenses all utilities and sanitary facilities as may be required for the demised premises.
- (6.5) At all times to keep the interior of the demised premises and appurtenances thereof including doors, windows and other fittings, water drains and other pipes, electrical systems and services therein, paintings and decorations thereof in good condition or substantially repaired condition; and to replace, at lessee's own cost, any breakages or damaged assets therein.
- (6.6) To permit the **Lessor** and his Agent, surveyors, workmen and any other persons authorized by the **Lessor**, at all reasonable times during day time, by prior appointments, to enter upon the demised premises for the purpose of viewing and executing any duties necessary under the covenant in that behalf.
- (6.7) Not to install or connect any electrical apparatus that might endanger or overload the electrical installation of the demised premises or any part thereof.
- (6.8) To keep the premises clean and tidy at all times.
- (6.9) Not to transfer, assign, sublet or part with possession of all or any part of the demised premises without the consent of the Lessor.

- (6.10) On the expiration or sooner determination of the term hereby created, to deliver up the demised premises to the **Lessor**, with all locks, keys and fasteners together with the **Lessor's** fixtures and fittings therein complete, in good repairs and tenable condition (only reasonable wear and tear, earthquake and lighting exempted). It should be emphasized that damage by ordinary fire arising from electrical fault or any other cause other than lightning is not exempted.
- (6.11) The lessee is provided with an Inventory Move-In Checklist attached to this lease. The lessee shall note the conditions of each item on the checklist and return a copy to the Lessor within 14 days after taking possessions. The Lessee and Lessor shall note the condition of each item on the checklist after the Lessee returns possession to the Lessor and shall give a copy to the other party.
- (6.12) At the determination of the term herein created, to quietly yield up the demised premises, together with all fittings and fixtures, in such good tenable repair and condition as shall be, in accordance with the covenants in the behalf, on the part of the **Lessee** herein contained.

**7. THE LESSOR HEREBY COVENANTS WITH THE LESSEE AS FOLLOWS:-**

- (7.1) That the **Lessee** performing his obligations hereinto shall peaceably hold and enjoy the demised premises without any interruption by the **Lessor** or those claiming through or under his title.
- (7.2) To pay land rent and property tax.
- (7.3) The Lessor shall pay all costs and expenses related to the registration of this Agreement, *if so required*, including stamp duty and valuation expenses, *if any*.
- (7.4) To allow the lesser to make warehouse for his goods and so on in the house in accordance with the business needs of WEI YE INTERNATIONAL INVESTMENT CO. LTD

**8. PROVIDED ALWAYS AND IT IS HEREBY AGREED THAT:-**

- (8.1) If rent reserved or any part thereof shall be unpaid thirty days (30) after becoming payable or if any covenant on the part of the **Lessee** herein contained shall not be performed or observed, it shall be lawful for the **Lessor** at any time

thereafter, to give twenty one day written notice and upon expiry of the said notice to re-enter upon the demised premises and thereupon the term hereby created by this lease shall absolutely cease and forthwith determine but without prejudice to the right of action by the **Lessor** in respect of any breach of the Lessee's covenant herein contained.

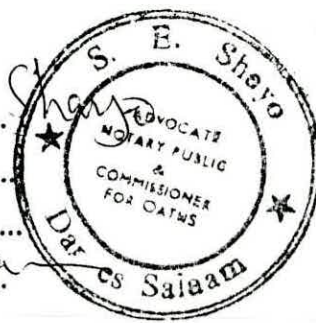
(8.2) This Agreement shall inure to the benefit of and shall be binding upon the Parties hereto and their respective successors and permitted assigns.

**IN WITNESS WHEREOF** the parties hereto have dully executed this Agreement in the manner and on the day and year hereinafter appearing:-

**SIGNED and DELIVERED** by the said ]  
**ABBAS GUHAM HUSEIN MANJI** who is ]  
known to me personally/who has been ]  
introduced to me by \_\_\_\_\_ ]

\_\_\_\_\_ the latter being ]  
known to me personally in my presence ]  
this..... Day of SEP 2011 ]

Name: Sylvester Eusebi Shaya  
Signature: [Handwritten Signature]  
Postal address: 11934,  
Dar es Salaam  
Qualification: Advocate

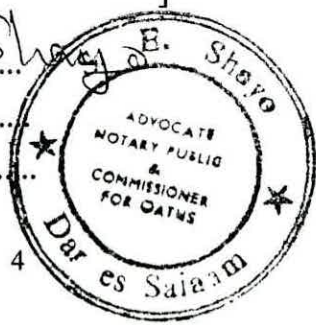


# 10/6/11  
Zhupeun

**SIGNED and DELIVERED** by the said ]  
**REN RUN ZHU** who is known to me personally/ ]  
who has been introduced to me by \_\_\_\_\_ ]

\_\_\_\_\_ the latter being ]  
known to me personally in my presence ]  
this..... day of September 2011 ]

Name: Sylvester Eusebi Shaya  
Signature: [Handwritten Signature]  
Postal address: 11934, ]



Abbas  
Certified is the  
true copy of  
its original



**WEL YE INT. CO. LTD**

**Project Proposal –To Establish a**

**Facility to Manufacture Apparel**

**(Bags and Briefcases)**

# WEI YE INT. CO. LTD

**Project Proposal –To Establish a**

**Facility to Manufacture Apparel**

**(Bags and Briefcases)**

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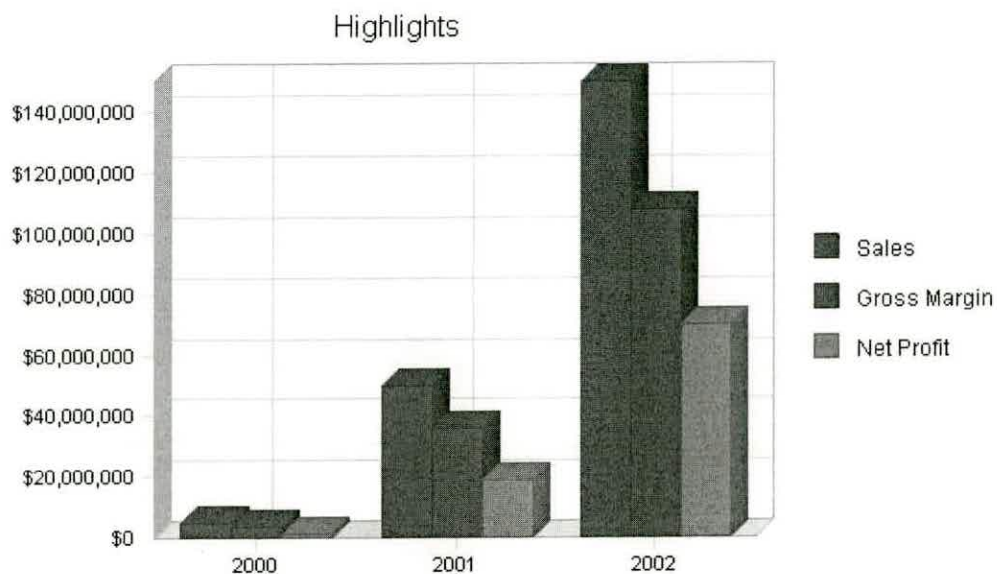
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## 1.0 EXECUTIVE SUMMARY

Wei Ye International Investment Co. Ltd is a recent (2011) start-up manufacturer of an upscale travel bags brand targeted at males and females between the ages of 20 and 40. Wei Ye Int. Co not only develops the travel bags brand, but supports it with advertising and promotion campaigns. The company plans to strengthen its partnership with retailers by developing brand awareness. Wei Ye Int. Co intends to market its brand as an alternative to existing travel bags brands, and differentiate itself by marketing strategies, exclusiveness, and high brand awareness.

The key message associated with the Wei Ye Int. Co brand is classy, upscale, versatile, and expensive travel bags. The company's promotional plan is diverse and includes a range of marketing communications. In the future, the company hopes to develop brands of accessories for men, women, and children. These accessories will include cologne/perfume, jewelry, eye, watches, etc.



## 2.0 Company Summary

### 2.1 Mission

The mission of the company is to provide a Wei Ye Int. Co for consumers, based on style and quality.

## **2.2 Legal Business Description**

Wei Ye Int. Co was founded as a Tanzanian Company with principal offices located in Dar es Salaam. All operations, from manufacturing, administration to marketing strategies will take place at this leased location of approximately 4,000 square meters. The company hold certificate of registration No. 85540 which was issued by Registrar of Companies on 2<sup>nd</sup> September 2011

## **2.3 Strategy**

The Wei Ye Int. Co strategy is to aggressively develop and market a full range collection to consumers. The company intends to market its brand as an alternative to existing travel bags brands and differentiate itself through its marketing strategies, exclusiveness, and brand awareness. Wei Ye Int. Co intends to build on its core portfolio of products and overcome any obstacles by using the company's expertise in the travel bags industry.

The company's goal in the next year is to make an overwhelming impact on the fashion industry and create a large consumer demand for the product. The company's goal in the next 2-5 years is to venture into women's and children's travel bags. It plans to also license a brand of cologne and perfume, bedding, underuse, small leather goods, jewelry, and eye use. According to (Wei Ye Co.), women's apparel accounted for 52% of total apparel sales in 1998.

## **2.4 Strategic Relationships**

The company will create strategic alliances with Music Records and the Entertainment Group. These alliances are valuable to Wei Ye Int. Co because they provide the needed exposure for its brand and the association of its products with celebrities. Celebrities are valuable assets because they receive free travel bags for interviews, concerts, and music videos.

<b>Past Performance</b>			
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Sales	\$0	\$0	\$3,000,000
Gross Margin	\$0	\$0	\$750,000
Gross Margin %	0.00%	0.00%	25.00%
Operating Expenses	\$0	\$0	\$1,200,000
Collection Period (days)	0	0	34
Inventory Turnover	0	0	6
<b>Balance Sheet</b>			
	<b>2008</b>	<b>2009</b>	<b>2010</b>
<b>Current Assets</b>			
Cash	\$0	\$0	\$445,000
Accounts Receivable	\$0	\$0	\$420,000
Inventory	\$0	\$0	\$1,545,000
Other Current Assets	\$0	\$0	\$105,000
<b>Total Current Assets</b>	<b>\$0</b>	<b>\$0</b>	<b>\$2,515,000</b>
<b>Long-term Assets</b>			
Long-term Assets	\$0	\$0	\$525,000
Accumulated Depreciation	\$0	\$0	\$80,000
<b>Total Long-term Assets</b>	<b>\$0</b>	<b>\$0</b>	<b>\$445,000</b>
<b>Total Assets</b>	<b>\$0</b>	<b>\$0</b>	<b>\$2,960,000</b>
<b>Current Liabilities</b>			
Accounts Payable	\$0	\$0	\$1,000,000
Current Borrowing	\$0	\$0	\$1,090,000
Other Current Liabilities (interest free)	\$0	\$0	\$410,000
<b>Total Current Liabilities</b>	<b>\$0</b>	<b>\$0</b>	<b>\$2,500,000</b>
<b>Long-term Liabilities</b>			
Long-term Liabilities	\$0	\$0	\$355,000
<b>Total Liabilities</b>	<b>\$0</b>	<b>\$0</b>	<b>\$2,855,000</b>
<b>Equity</b>			
Paid-in Capital	\$0	\$0	\$70,000
Retained Earnings	\$0	\$0	\$35,000
Earnings	\$0	\$0	\$0
<b>Total Capital</b>	<b>\$0</b>	<b>\$0</b>	<b>\$105,000</b>
<b>Total Capital and Liabilities</b>	<b>\$0</b>	<b>\$0</b>	<b>\$2,960,000</b>
<b>Other Inputs</b>			

Payment Days	0	0	30
Sales on Credit	\$0	\$0	\$2,250,000
<b>Receivables Turnover</b>	<b>0</b>	<b>0</b>	<b>5.3</b>

### 3.0 PRODUCTS

Wei Ye Int. Co plans to set a facility to manufacture upper market Travelling bags and briefcases for Men, Women and Children

Wei Ye Int. Co travelling bags products will be priced at the high end to reflect the quality and exclusiveness associated with the brand. The company will use high-end materials such as cashmere, a wool blend, and high gauge denim. When a mark up is placed on Wei Ye Int. Co products, customers are willing to pay the premium because of the perceived value and quality guarantee that comes with all products. The Wei Ye Int. Co brand is targeted at males between the ages of 20 and 40.

### 4.0 MARKET ANALYSIS SUMMARY

#### 4.1 Market Description

Apparel sales are driven by economic conditions, demographic trends, and pricing. Fashion, while important for an individual company, plays a limited role in overall market demand. Sales of apparel at the retail level worldwide rose approximately 4.7% in 2008, according to NPD Group, Inc., a market research firm located in Port Washington, New York.

In 2008, Tanzanians purchased approximately \$215 million of apparel and travel bags. According to NPD Group Inc., approximately \$177 million was spent on travel bags in 2008. The remaining \$38 million was used to purchase more than 1.1 million pairs of shoes, based on data from travel bags Market Insights (FMI), a market research firm based in Nashville, TN. With the Tanzania population at 40 million, this works out to roughly \$200 a year per capita spent on apparel and travel bags.

The apparel and travel bags industries are highly competitive, and both have attempted to lower manufacturing costs by moving production to such places as Mexico, Central America, Africa and Asia.

#### **4.2 The Apparel Industry**

The Tanzania apparel industry is large, mature, and highly fragmented. Apparel sold in the Tanzania is produced both domestically and in foreign locations. According to estimates from the Tanzania Apparel Manufacturers Association an industry trade group based in Dar es Salaam, the dollar value of domestic apparel production was \$39 million at the wholesale level in 2007 (latest available), which was less than the \$46 million (Tanzania wholesale value) of goods imported into the Tanzania. In addition, \$15 million of goods were produced in both the Tanzania and other countries.

The Tanzania apparel market can be divided into two tiers: national brands and other apparel. National brands are produced by approximately 20 sizable companies and currently account for some 30% of all Tanzania wholesale apparel sales. The second tier, accounting for 70% of all apparel distributed, comprises small brands and store (or private-label) goods.

Apparel is sold at a variety of retail outlets. Based on data from various sources, discount stores, off-price retailers, and factory outlets accounted for 30% of 2008 apparel sales, while specialty stores and department stores accounted for 22% and 18%, respectively. Another 17% were sold at major chains, and direct mail/catalogs accounted for 6%. The remaining 7% of apparel sales occurred through other means of distribution.

#### **4.3 Market Segmentation**

The company plans to target males and females between the ages of 20 and 40 with a combined household income of more than \$6,000. Within this group, there are no color barriers, and customers have diverse backgrounds. The Wei Ye Int. Co customer is a versatile man who can fit into any environment and is willing to pay a high price for quality travel bags.

The company's target group is seen as having enough disposable income to spend on high priced quality travel bags. From 1984 to 1991, for example, disposable

personal income grew at a healthy average annual of 7.0%. Apparel and travel bags expenditures increased at a strong .2% annual rate during the same period. In the 1990s, however, growth in personal income slowed somewhat and so did apparel expenditures. From 1991 to 1998, disposable personal income rose at an average annual rate of 4.7%, while apparel and travel bags expenditures grew 4.5% per year.

According to Wei Ye Co., in the men's apparel segment, much of the growth in spending is being driven by consumers with annual household incomes of more than \$6,000. Spending in this segment increased by approximately 13% in 1998. Apparel purchases by men from households with incomes between \$40,000 and \$59,999 grew by 7% in 1998. Men's apparel sales at department stores and off-price retailers grew at double-digit rates in 1998.

As growth slows in the mature Tanzania apparel and travel bags markets, companies are increasingly looking overseas for growth opportunities. Tanzania brands translate well internationally, and many expanding economies overseas are interested in buying Tanzania products. International business has therefore become a focus of some Tanzania companies.

Many apparel and travel bags manufacturers see Europe, with a population of 350 million, as an attractive market. Tommy Hilfiger and Polo Ralph Lauren recently opened flagship stores in London in an effort to build up their brands in Europe. Expansion in Asia, however, has been sidebranded by economic troubles. In other parts of the world, travel bags company Payless ShoeSource Inc., has been performing well in Canada and South America.

Market Analysis (Pie)



Market Analysis		2000	2001	2002	2003	2004	
<b>Potential Customers</b>	<b>Growth</b>						<b>CAGR</b>
Males Aged 20 - 40	15%	2,500,000	2,875,000	3,306,250	3,802,188	4,372,516	15.00%
Males Under 20	10%	1,500,000	1,650,000	1,815,000	1,996,500	2,196,150	10.00%
Males Over 40	10%	1,250,000	1,375,000	1,512,500	1,663,750	1,830,125	10.00%
Other	0%	250,000	250,000	250,000	250,000	250,000	0.00%
<b>Total</b>	<b>11.98%</b>	<b>5,500,000</b>	<b>6,150,000</b>	<b>6,883,750</b>	<b>7,712,438</b>	<b>8,648,791</b>	<b>11.98%</b>

#### 4.4 Distribution Strategy

Wei Ye Int. Co plans to use a direct sales force, retailers, and the Internet to reach its markets. These channels are most appropriate because of time to market, reduced capital requirements, and fast access to established distribution channels. The manufacture of denim is expected to take place in Dar es Salaam. Some raw materials will be imported locally at first, and will later take place in locally. Upon arrival, the travel bags will be placed in a warehouse. Initially, the company plans to use a consolidated warehouse before acquiring a warehouse of its own.

As companies in these mature industries continually look for ways to compete effectively, worldwide producers of apparel and travel bags including travelling bags manufacturers have increasingly moved their production facilities to lower-

cost locations. Although some manufacturers have moved operations completely offshore, others are retaining a few production facilities in the Tanzania to manufacture products requiring a quick turnaround time.

With an improved economic outlook, Asian currencies have strengthened against the Tanzania shilling over the past year. For example, the Thai bhat and Korean won appreciated 13% and 20%, respectively, from June 1998 to June 2009. While this has benefited Tanzania exports somewhat, it has put pricing pressures on imported Asian goods. For the vast amount of goods manufactured in China, however, no such benefit is currently expected, as this country's currency has remained fixed in value versus the Tanzania shilling.

## **4.5 Market Trends**

### **4.5.1 Leaner inventories, but continued pricing pressures**

After several years of inventory build-ups, the apparel industry's inventory-to-sales ratio decreased steeply in 2006, and through 2008 it remained near its lowest levels in 16 years. According to the available data, the inventory-to-sales ratio was 1.49 as of May 2009, significantly below the 1.74 of a year earlier.

After several difficult years and many bankruptcies in the early 2008 and 2009, the apparel industry is relatively healthier overall, and its lower inventory levels are a sign of that. Despite the lean inventories, however, prices of women's apparel decreased in the first 6 months of 2011, compared with year-earlier levels, after rising slightly in 2010. Wei Ye Co still expects some degree of apparel pricing pressure to persist in the near future. Intensifying competition doesn't bode well for apparel manufacturers' ability to raise prices. Companies are continually searching around the globe for cheaper sourcing and are looking for ways to cut operating costs. Consumers are also very value conscious—they want quality merchandise at the lowest possible price. This trend is evident in the successful growth of off-price retail stores.

### **4.5.2 Modest growth in 2010**

As with most mature industries, the apparel and travel bags industries are experiencing intense competition and pricing pressures, while facing the need for constant product innovation. However, these industries are enjoying a great

economic cycle, with low interest rates, low unemployment, strong consumer confidence, and a low savings rate. Consumers are continuing to spend at a healthy clip. As a result, Wei Ye expects sales for the apparel industry to rise about 4% in 2012. We believe that maker's with strong brand recognition and those that are closely in tune with consumers' needs will enjoy average growth. The travel bags industry faces a tougher environment, however, considering the still-high inventory levels and low-margin price points.

#### **4.5.3 Apparel outlook still positive**

Although Wei Ye Co. doesn't expect the economy and consumer spending to sustain growth forever, we expect the overall apparel industry to continue to post-modest gains through 1999. Among apparel makers, we expect the best performances to come from companies with strong brand recognition, such as Tommy Hilfiger Inc., Gap, Abercrombie & Fitch, and Jones Apparel Group Inc. As more and more companies have adopted casual attire in the workplace, the trend toward casual dressing continues. This has sustained the need for men and women to establish new wardrobes or alter their existing ones. Wei Ye Co. believes this has had more of an effect in the men's segment, as evidenced by the higher growth rate in sales of that segment in the past year. Eventually, the casual trend will slow to a level of demand that satisfies basic replenishment needs, but for now we expect heightened consumer confidence to encourage spending beyond basic needs. Current career offerings have less structured looks, and consumers have favorably received these.

Wei Ye Co. expects the branded apparel companies that sell to the department store channel of distribution to grow somewhat faster than the overall industry. In addition to favorable demographic trends, this segment is benefiting from its strength in design and marketing, which has led to a high consumer awareness of and demand for branded apparel. Nonetheless, because there's little pent-up demand for apparel, the need for freshness is still a vital part of keeping customers interested.

In response to a challenging and saturated domestic market with slower growth prospects, Wei Ye Co. expects that companies with strong brands will increasingly

turn to international markets for growth. Companies are hoping that the international consumer's interest in the Tanzania lifestyle will translate into sales of brands that represent that lifestyle. Many companies as a significant growth area see Europe, and Asia appears to be recovering from the economic turmoil experienced in the past couple of years.

Apparel companies have been quick to recognize the importance of the youth market and have started to establish product brands to target this group. Generation Y--those individuals between four and 21 years of age--is a large demographic group with considerable spending power. This group is also significant in setting styles and trends that influence the styles for older consumers.

The current environment of abundant supply, consolidation, and intense competition has forced companies to maximize profits, not only for growth but for survival as well. Companies are constantly searching for ways to maximize efficiencies, cut costs, and increase sales. Wei Ye Co. believes this improved condition of apparel companies has positioned the successful ones for a greater degree of growth and should serve to develop a healthier industry.

#### **4.5.4 Buy now, use now**

In the past, consumers purchased apparel and travel bags for the upcoming season when retail stores decided it was best to carry the merchandise, usually months in advance. Times are changing; however, consumers are buying apparel and travel bags closer to or during the season. The industry has had to adjust to this trend, or risk losing sales and carrying unwanted inventory. Companies have had to shorten design, development, production, and distribution cycles.

In order to stay in tune with consumer needs and trends and to aid in product planning, companies have established internal teams or have hired firms to gather feedback from relevant consumer groups. For example, Tommy Hilfiger recently established what it calls Quick Response Capsules (QRC), teams of designers and production staff to work in collaboration with retail stores to bring out fresh, new fashions within a month. When Nike recently reorganized its apparel division, it created a strategic response division to monitor consumer trends. Other companies are doing this as well.

Wei Ye Co. believes that the abbreviated production cycles brought about by this "buy now, use now" phenomenon has caused companies to re-evaluate their manufacturing processes. With more and more production taking place offshore, the turnaround time for garments can be lengthy. Shortened cycles call for production sites in closer proximity to distribution points.

At the moment, a few apparel companies are using domestic plants to fulfill small orders for fresh products. Although indications now are that most merchandise will continue to be sources offshore, some seasonal/special items may need to be produced domestically. If such demand increases, there may be some benefit to the rapidly shrinking domestic production industry. This buy now, use now trend is a manifestation of the power that consumers now have in the mature apparel and travel bags industries. Consumers dictate price, location, styles, and time of purchase more, something we don't see changing anytime soon.

#### **4.5.5 What's in a name?**

In a market where consumers are barraged by advertising and marketing campaigns delivering an onslaught of lifestyle and fashion messages, a brand name is a powerful weapon. Brands have become an increasingly significant factor in apparel and travel bags. Many consumers have less time to shop and are spending their disposable income more carefully. Established brand names, with their quality image, make the shopping experience easier and faster for many consumers. For manufacturers, brands build consumer loyalty, which translates into repeat business.

Many established brand manufacturers, such as Tommy Hilfiger, Polo Ralph Lauren Corp., Jones Apparel, Liz Claiborne Inc., and Nautica Enterprises Inc., are leveraging their existing brand names by adding various accessory brands, such as sunglasses, watches, fragrances, wallets, and travel bags.

Jones Apparel's recent acquisition of shoe retailer Nine West Group Inc. was a strategic move aimed at broadening the company's product brands and creating opportunities to cross-sell products between the two brands. However, most companies choose to extend their product brands through licensing. Most recently, Tommy Hilfiger announced new licensing deals to market jewelry, hosiery and, most notably, watches through Movado.

A company with an impressive brand name must exercise caution when entering into licensing agreements. If a new product brand doesn't live up to the quality standards that consumers have come to expect from the brand name, the brand's image can be tarnished. It remains to be seen how consumers will react to this onslaught of new brand name product introductions. To date consumers have embraced the extended product brands.

#### **4.6 Competition and Buying Patterns**

Although the apparel industry is mature and slow growing, it exists in a dynamic and competitive environment. In order to improve profitability, many companies are restructuring to create leaner organizations and adopt new technologies. Consolidation has been prevalent in this industry in the past few years, as larger companies gain leverage in market position and cost cutting. In the apparel industry, companies can operate as retailers or manufacturers (wholesalers) or both. For instance, Gap, Inc., a vertical retailer, manufactures and markets their own apparel and accessories. A company like VG Corporation is a manufacturer and sells solely to retail channels. A company like Tommy Hilfiger does both, selling its products to both retailers and consumers (through retail outlets).

#### **4.7 Competitive Edge**

In a market where consumers are barraged by advertising and marketing campaigns delivering an onslaught of lifestyle and fashion messages, a brand name is a powerful weapon. Brands have become an increasingly significant factor in apparel and travel bags. Many consumers have less time to shop and are spending their disposable income more carefully. Established brand names, with their quality image, make the shopping experience easier and faster for many consumers. For manufacturers, brands build consumer loyalty, which translates into repeat business.

The company's name, Wei Ye Int. Co, is a competitive advantage in itself. The name is not attached to any particular group of customers and it allows entry into different segments of the industry. Another competitive advantage is the company's marketing strategy. Through the use of celebrities, advertising, promotion, and giveaways, the company is able to develop its presence in the

market. Although the company uses retailers to sell its brand, most of the marketing and advertising is done in-house.

## **5.0 STRATEGY AND IMPLEMENTATION SUMMARY**

### **5.1 Marketing**

Wei Ye Int. Co not only develops the travel bags brand but supports it with advertising and promotion campaigns. The company plans to strengthen its partnership with retailers by developing brand awareness.

### **5.2 Marketing Communications**

The key message associated the Wei Ye Int. Co brand is classy, upscale, versatile, and expensive travel bags. The company's promotional plan is diverse and includes a range of marketing communications:

- Public relations. Press releases are issued to both technical trade journals and major business publications such as DNR Magazine.
- Trade shows. Company representatives will attend and participate in several trade shows.
- Print advertising. The company's print advertising program includes advertisements in magazines and News papers.
- Internet. Wei Ye Int. Co plans to establish a presence on the Internet by developing a website. Plans are underway to develop a professional and effective site that will be interactive and from which sales will be generated worldwide. In the future, this is expected to be one of the company's primary marketing channels.
- Other. The company also plans to use various other channels including billboards, radio and television commercials, and a street team.

## 6.0 SALES STRATEGY

### 6.1 Sales and Distribution Strategy

Wei Ye Int. Co intends to build a sales team that will be tasked with generating sales leads on a regional and national basis. They will also be responsible for establishing connections with retail outlets.

A key factor in the success of Wei Ye Int. Co will be its distribution. The company plans to use the following retail distribution channels:

- Department stores
- Apparel specialty stores
- Internet store

In recent years, several large retail chains-particularly in the athletic travel bags sector-have developed formats called superstores, which have more square footage dedicated to a particular product category.

Consumers buy apparel and travel bags from a variety of retail outlets. In 1998, discount, off-price, and factory outlet stores accounted for 30% of apparel sales, specialty stores accounted for roughly 22%, department stores for 18%, and major chains for 17 the remaining 13% was sold through mail order and other means.

Differences exist in the distribution mix for men's, women's, and children's items. For example, more women's apparel is purchased in specialty and department stores than is the case for men's apparel. Men's apparel is more prevalent in discount stores and general merchandise chains. In the children's segment, a considerably higher portion of apparel is purchased in discount stores.

Catalogs are another important method of distribution. Consumers have less time to shop, and for some, catalog shopping offers a more convenient and pleasant alternative. In 1996 (latest available) an estimated 13.3 billion direct mail catalogs were printed in the Tanzania--more than 50 for every man, woman, and child in the nation.

The distribution channel that has received the most attention recently is the Internet. Although it now represents only a small portion of apparel sales, this distribution channel has the most potential for growth. Consumers like the convenience of being able to shop from anywhere and at anytime they wish. Manufacturers with Internet sites use them for marketing and informational purposes. With expected technological advances in hardware, software, and data pipe brands in the future, shopping for apparel and travel bags should gain popularity.

Currently, however, due to technological and infrastructure limitations, consumers are not fully satisfied with the speed, quality, security, and cost of Internet shopping. Another hindrance to wider acceptance is the fact that consumers cannot see and touch the product. Although some manufacturers have started to sell directly to consumers on the Internet, many of them are being cautious not to alienate their retail (brick-and-mortar) customers. We expect these issues will be resolved eventually, however, and that the Internet will become an important method of distribution.



<b>Sales Forecast</b>			
	<b>2000</b>	<b>2001</b>	<b>2002</b>
<b>Sales</b>			
All product brands	\$5,000,000	\$50,000,000	\$150,000,000
Other	\$0	\$0	\$0
<b>Total Sales</b>	<b>\$5,000,000</b>	<b>\$50,000,000</b>	<b>\$150,000,000</b>
<b>Direct Cost of Sales</b>	<b>2000</b>	<b>2001</b>	

## 7.0 MANAGEMENT SUMMARY

The company's management philosophy is based on responsibility and mutual respect. Wei Ye Int. Co has an environment and structure that encourages productivity and respect for customers and fellow employees.

<b>Personnel Plan</b>			
	<b>2012</b>	<b>2013</b>	<b>2014</b>
All departments	\$565,217	\$800,000	\$1,000,000
Other	\$0	\$0	\$0
<b>Total People</b>	<b>150</b>	<b>200</b>	<b>250</b>
<b>Total Payroll</b>	<b>\$565,217</b>	<b>\$800,000</b>	<b>\$1,000,000</b>

## 8.0 FINANCIAL PLAN

The company is seeking a substantial long-term business loan for the purpose of developing the travel bags brand. This funding will cover operating expenses and product development leading to the launch in June 2012

## 8.1 Financing Structure

	Local Equity	Local Loan	Foreign Equity	Foreign Loan	Total
			\$ 1,000,000.00	\$ 500,000.00	\$1,500,000.00
<b>Total</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,000,000.00</b>	<b>\$ 500,000.00</b>	<b>\$1,500,000.00</b>

## 8.2 Investment Breakdown

ITEM	COST
Land and Building	\$ 86,500.00
Plant	\$ 1,235,000.00
Vehicles	\$ 56,000.00
Furniture & fittings	\$ 50,000.00
Pre Expenses	\$ 72,500.00
Others	
Working Capital	
<b>Total</b>	<b>\$ 1,500,000.00</b>

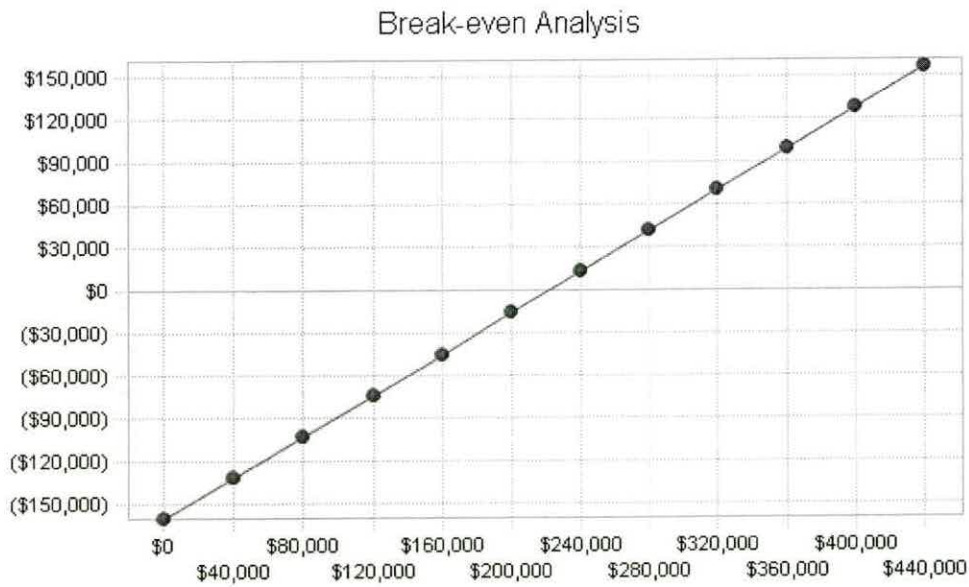
## 8.3 Important Assumptions

The table below contains important assumptions which the company will use to ensure its success; the primary assumption is that the economy will remain in its present upturn.

General Assumptions			
	2012	2013	2014
Plan Month	1	2	3
Current Interest Rate	10.00%	10.00%	10.00%
Long-term Interest Rate	10.00%	10.00%	10.00%
Tax Rate	30.00%	30.00%	30.0%
<b>Other</b>	<b>0</b>	<b>0</b>	<b>0</b>

## 8.4 Break-even Analysis

With a high gross margin and estimated fixed monthly expenses, the required monthly break-even sales volume is shown below.



### Break-even Analysis

Monthly Revenue Break-even \$222,738

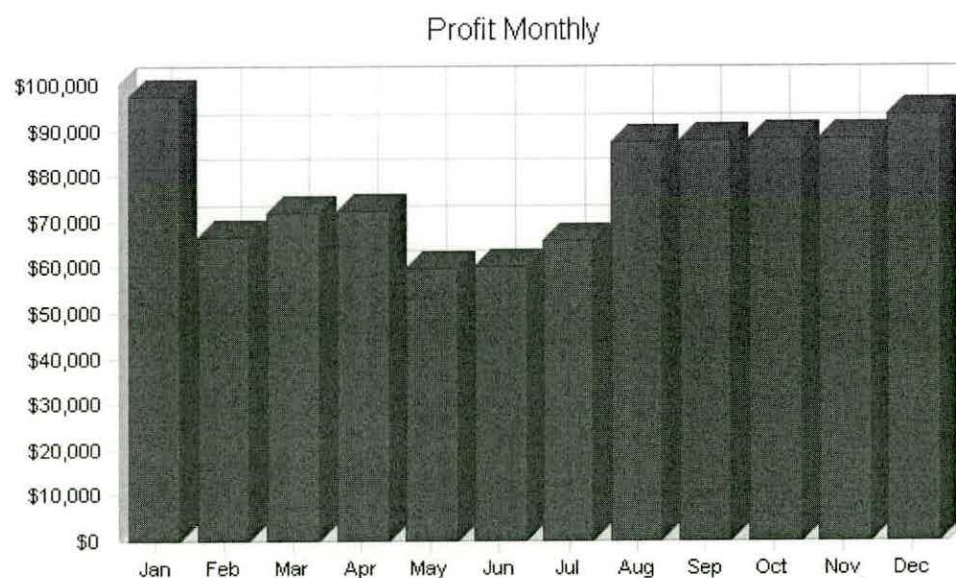
#### Assumptions:

Average Percent Variable  
Cost 28%

Estimated Monthly Fixed  
Cost \$160,371

## 8.5 Projected Profit and Loss

Wei Ye Int. Co is in the early stage of development, thus initial projections have only been made on accounts that are believed to most drive the income statement.

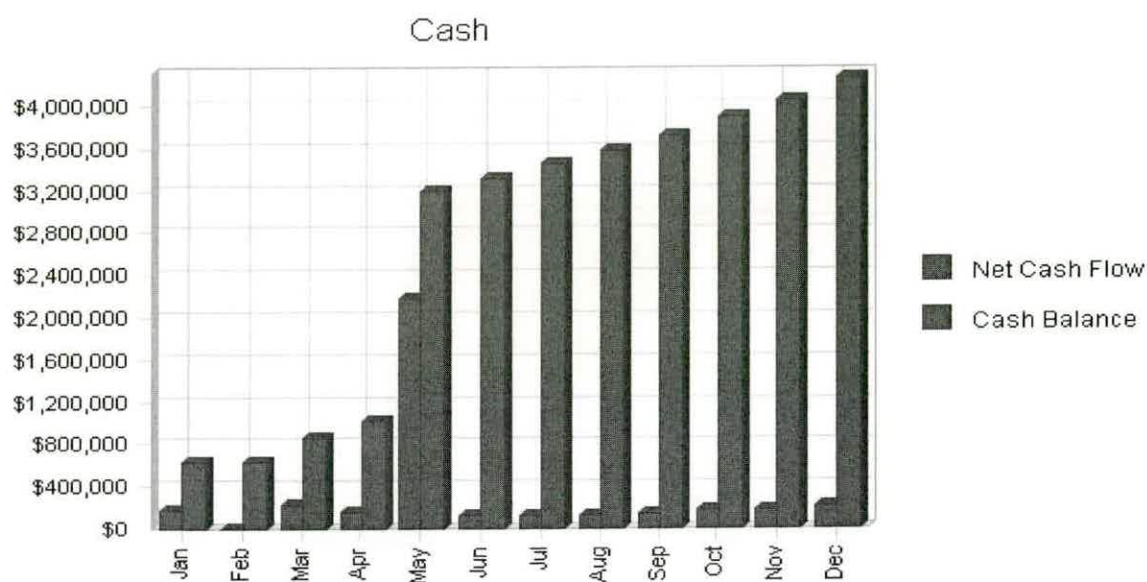


Pro Forma Profit and Loss			
	2012	2013	2014
<b>Sales</b>	<b>\$5,000,000</b>	<b>\$50,000,000</b>	<b>\$150,000,000</b>
Direct Cost of Sales	\$1,400,000	\$14,000,000	\$42,000,000
Other	\$50,000	\$50,000	\$50,000
<b>Total Cost of Sales</b>	<b>\$1,450,000</b>	<b>\$14,050,000</b>	<b>\$42,050,000</b>
Gross Margin	\$3,550,000	\$35,950,000	\$107,950,000
Gross Margin %	71.00%	71.90%	71.97%
<b>Expenses</b>			
Payroll	\$565,217	\$800,000	\$1,000,000
Sales and Marketing and Other Expenses	\$1,188,058	\$9,260,000	\$11,830,000

Depreciation	\$26,400	\$26,400	\$26,400
Communications	\$26,400	\$90,000	\$150,000
Client Relations	\$24,000	\$120,000	\$200,000
Rent	\$9,600	\$30,000	\$30,000
Payroll Taxes	\$84,783	\$120,000	\$150,000
Other	\$0	\$0	\$0
<b>Total Operating Expenses</b>	<b>\$1,924,458</b>	<b>\$10,446,400</b>	<b>\$13,386,400</b>
Profit Before Interest and Taxes	\$1,625,542	\$25,503,600	\$94,563,600
EBITDA	\$1,651,942	\$25,530,000	\$94,590,000
Interest Expense	\$364,435	\$387,597	\$331,004
Taxes Incurred	\$322,231	\$6,279,001	\$23,950,785
<b>Net Profit</b>	<b>\$938,876</b>	<b>\$18,837,002</b>	<b>\$70,281,811</b>
<b>Net Profit/Sales</b>	<b>18.78%</b>	<b>37.67%</b>	<b>46.85%</b>

### 8.6 Projected Cash Flow

The projected cash flow assumes the company receives the required loan in two credit installments--in January, and in May 2012.



<b>Pro Forma Cash Flow</b>			
	<b>2012</b>	<b>2013</b>	<b>2014</b>
<b>Cash Received</b>			
Cash from Operations			
Cash Sales	\$250,000	\$2,500,000	\$7,500,000
Cash from Receivables	\$4,338,433	\$40,015,900	\$125,868,667
<b>Subtotal Cash from Operations</b>	<b>\$4,588,433</b>	<b>\$42,515,900</b>	<b>\$133,368,667</b>
Additional Cash Received			
Sales Tax, VAT, HST/GST Received	\$0	\$0	\$0
New Current Borrowing	\$0	\$0	\$0
New Other Liabilities (interest-free)	\$0	\$0	\$0
New Long-term Liabilities	\$3,000,000	\$0	\$0
Sales of Other Current Assets	\$0	\$0	\$0
Sales of Long-term Assets	\$0	\$0	\$0
New Investment Received	\$0	\$0	\$0
<b>Subtotal Cash Received</b>	<b>\$7,588,433</b>	<b>\$42,515,900</b>	<b>\$133,368,667</b>
<b>Expenditures</b>			
	<b>2000</b>	<b>2001</b>	<b>2002</b>
Expenditures from Operations			
Cash Spending	\$565,217	\$800,000	\$1,000,000
Bill Payments	\$2,894,534	\$29,215,892	\$77,486,294
<b>Subtotal Spent on Operations</b>	<b>\$3,459,751</b>	<b>\$30,015,892</b>	<b>\$78,486,294</b>
Additional Cash Spent			
Sales Tax, VAT, HST/GST Paid Out	\$0	\$0	\$0
Principal Repayment of Current Borrowing	\$0	\$0	\$0
Other Liabilities Principal Repayment	\$0	\$0	\$0
Long-term Liabilities Principal Repayment	\$300,137	\$537,779	\$594,092
Purchase Other Current Assets	\$0	\$0	\$0
Purchase Long-term Assets	\$0	\$0	\$0
Dividends	\$0	\$0	\$0
<b>Subtotal Cash Spent</b>	<b>\$3,759,888</b>	<b>\$30,553,671</b>	<b>\$79,080,386</b>
<b>Net Cash Flow</b>	<b>\$3,828,546</b>	<b>\$11,962,229</b>	<b>\$54,288,281</b>
<b>Cash Balance</b>	<b>\$4,273,546</b>	<b>\$16,235,775</b>	<b>\$70,524,056</b>



## 8.8 Business Ratios

The following table contains important business ratios from the men's travel bags industry, as determined by the Standard Industry Classification (SIC) Index, code 2329.

<b>Ratio Analysis</b>				<b>Industry Profile</b>
	<b>2012</b>	<b>2013</b>	<b>2014</b>	
Sales Growth	66.67%	900.00%	200.00%	-5.70%
<b>Percent of Total Assets</b>				
Accounts Receivable	14.40%	31.38%	24.87%	22.70%
Inventory	2.51%	5.47%	4.34%	34.90%
Other Current Assets	1.82%	0.40%	0.10%	20.60%
Total Current Assets	92.75%	98.52%	99.64%	78.20%
Long-term Assets	7.25%	1.48%	0.36%	21.80%
<b>Total Assets</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>
Current Liabilities	29.01%	15.48%	8.18%	28.60%
Long-term Liabilities	52.91%	9.50%	1.92%	19.30%
Total Liabilities	81.92%	24.97%	10.10%	47.90%
<b>Net Worth</b>	<b>18.08%</b>	<b>75.03%</b>	<b>89.90%</b>	<b>52.10%</b>
<b>Percent of Sales</b>				
Sales	100.00%	100.00%	100.00%	100.00%
Gross Margin	71.00%	71.90%	71.97%	29.30%
Selling, General & Administrative Expenses	52.08%	34.23%	24.85%	16.00%
Advertising Expenses	12.00%	14.00%	6.00%	0.80%
Profit Before Interest and Taxes	32.51%	51.01%	63.04%	3.50%
<b>Main Ratios</b>				
Current	3.2	6.37	12.18	2.67
Quick	3.11	6.01	11.65	1.14
Total Debt to Total Assets	81.92%	24.97%	10.10%	47.90%
Pre-tax Return on Net Worth	120.81%	126.33%	104.51%	5.60%
Pre-tax Return on Assets	21.84%	94.78%	93.96%	10.80%
<b>Additional Ratios</b>	<b>2000</b>	<b>2001</b>	<b>2002</b>	

Net Profit Margin	18.78%	37.67%	46.85%	n.a
Return on Equity	89.94%	94.75%	77.95%	n.a

#### Activity Ratios

Accounts Receivable				
Turnover	5.71	5.71	5.71	n.a
Collection Days	59	35	43	n.a
Inventory Turnover	1.75	17.55	14.48	n.a
Accounts Payable Turnover	11.83	12.17	12.17	n.a
Payment Days	41	16	21	n.a
Total Asset Turnover	0.87	1.89	1.5	n.a

#### Debt Ratios

Debt to Net Worth	4.53	0.33	0.11	n.a
Current Liab. to Liab.	0.35	0.62	0.81	n.a

#### Liquidity Ratios

Net Working Capital	\$3,680,139	\$22,005,762	\$91,719,881	n.a
Interest Coverage	4.46	65.8	285.69	n.a

#### Additional Ratios

Assets to Sales	1.15	0.53	0.67	n.a
Current Debt/Total Assets	29%	15%	8%	n.a
Acid Test	2.61	3.98	8.61	n.a
Sales/Net Worth	4.79	2.51	1.66	n.a

<b>Dividend Payout</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>n.a</b>
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## 9.0 APPENDIX

Sales Forecast													
		Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>Sales</b>													
All product brands	0%	\$450,000	\$380,000	\$390,000	\$390,000	\$390,000	#####	#####	#####	#####	#####	#####	#####
Other	0%	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Sales</b>		<b>\$450,000</b>	<b>\$380,000</b>	<b>\$390,000</b>	<b>\$390,000</b>	<b>\$390,000</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>
<b>Direct Cost of Sales</b>													
		Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
All product brands		\$126,000	\$106,400	\$109,200	\$109,200	\$109,200	#####	#####	#####	#####	#####	#####	#####
Other		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Subtotal Direct Cost of Sales</b>		<b>\$126,000</b>	<b>\$106,400</b>	<b>\$109,200</b>	<b>\$109,200</b>	<b>\$109,200</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>	<b>#####</b>

Personnel Plan													
		Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
All departments	0%	\$47,101	\$47,101	\$47,101	\$47,101	\$47,101	\$47,101	\$47,101	\$47,101	\$47,101	\$47,101	\$47,101	\$47,106
Other	0%	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total People</b>		<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>
<b>Total Payroll</b>		<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,101</b>	<b>\$47,106</b>

General Assumptions												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Plan Month	1	2	3	4	5	6	7	8	9	10	11	12
Current												
Interest Rate	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%
Long-term												
Interest Rate	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%
Tax Rate	30.00%	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%
<b>Other</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**THE COMPANY ACT  
(ACT NO. 12 OF 2002)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**WEI YE INTERNATIONAL INVESTMENT COMPANY  
LIMITED**

**Incorporated this ..... day of .....2011**

**Drawn by:**

**Mr. ZHU REN LUN**

**(SUBSCRIBER)**

**P. O. BOX 15400**

**DAR ES SALAAM.**

Stamp Duty PAID  
Receipt No. 18063  
26/08/2011

25002  
18063  
26/08/2011

**THE COMPANIES ACT**  
**(ACT NO. 12 OF 2002)**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**

**WEI YE INTERNATIONAL INVESTMENT COMPANY LIMITED**

1. The name of the Company is **WEI YE INTERNATIONAL INVESTMENT COMPANY LIMITED**
2. The Registered office of the Company will be situated in the United Republic of Tanzania.
3. The objectives for which the company established are:
  - a) To carry on business as traders, general merchants Bags manufacture, stationery, art product whether wholesale, or retail or both, commission agents, importers and exporters, and to buy, sell, hire, manufacture plastic material, recycling of plastic goods, import and export, barter trade, deal in property, goods, produce, articles and merchandise of all kinds and transact any and every .
  - b) To acquire, build, construct, repair, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, assembling motorcycle a and automobile, mills, offices, works, roads, walls, fences, banks, dams, shrines or water-courses, to clear sites for the same, and to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
  - c) To carry on the business of builders, contractors, import construction materials cement, gypsum, tiles, surveyors, civil, mechanical, electrical, chemical and structural engineering, queries and lime makers and to build, construct, renovate, repair, decorate, maintain, develop any building, roads, water works, water production, railways, bridges, dams and irrigation reservoirs and carry on any other business which may seem to the company worth being carried on.

- d) To carry on the business of mines and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain industrial minerals, diamonds, or other precious stones and any interest therein, and to explore, mine work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- e) Description of agency, commission, commercial, industrial manufacture, merchandise, insurance and financial business to distribute duty free goods and commodities.
- f) To carry on the business of hotels, restaurant, café road house, motel, holiday camp, caravan site and apartment house keepers, To fit up and furnish for the purposes of letting the same to visitors or guests whether is single rooms, suits, chalets, cottage, proprietors, of refreshment and tea rooms, cafes and milk snacks bars, tavern beer house and lodging house-keepers, guest house owners, licensed victuallers, wine beer and spirit merchants, brewers, masters distillers, importers and manufacturer for created mineral and artificial waters and other drinks and as caterers and contractors in all their respective branches.
- g) To engage in engineering works of every description including civil engineering mechanical, mechanical, electrical, chemicals process and automobile engineering.
- h) 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, were houses, shops, garage, and other buildings, roads, machinery and plant, which may in the opinion of the Directors of the Company, be likely to advance directly the company's interests, to clear sites for the same; so contribute to subsidize or otherwise assist in the building contraction, alteration, repair, improvement enlargement, maintenance, development, demolition, repair, replacement, working, management , carrying out or control.
- i) To purchase take on lease and otherwise acquire for investment or resale any estate, land, buildings, estimates and other rights and interests in immovable property, belong to the company.
- j) To carry on estate agencies by requiring land, sale of building, houses, godowns, industrial buildings and estates, farms, forest grazing areas and any other related field in land and securing land titles.
- k) To prospect, explore, open and work claims or mines to search, drill and sick shafts or wells, exploit, develop, raise, pump, dig, quarry, mine, treat, process, refine, prepare for market, transport, market or otherwise deal in gold, silver, minerals, ores, diamonds, precious stones oil, petroleum, coal, and all sorts of substances whatever.
- l) To carry out the business of minerals cutters and general processors from raw to fine finishing for use on both local and abroad. To carry on business of merchants, traders, dealers and suppliers wholesale or retail, of all kinds of hardware, iron mongrel, tools, machinery and

agricultural implements and machinery and to buy, sell, repair, convert, alter, let hire and deal in any of the foregoing goods, commodities, plant and machinery.

- m) To engage in agricultural, industrial, forestry, mining, marine, aerial, environmental, consultancy services. To initiate project off managerial, technical and evaluation services.
- n) To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on or possess any of the property suitable for the purpose of this Company.
- o) beverages, cereal, edible oils, mineral oil and petroleum products, building materials such as corrugated iron, cement and all other related materials in camps, barracks, sites ect.
- p) To import, export, re-export and sell locally petroleum products and herein to establish petrol stations and to engage in all mineral resources exploration and exploitation for the purpose of local use and export. To carry on or engage in economic services such as projects feasibility studies, economic project advisers to various project new and old, economic investment promotes and advisers in agricultural growth and to be as local representatives of such projects for both local institutions, foreign investors, donors and various NGOs.
- q) To engage in and or otherwise carry on the business as exporters of timber and or products, logs articles made out of wood, live birds, live animals, hides and skins, fish, prawns and lobsters, cereals, beeswax, canned beef, canned fruits, meerschaum products, aluminum products, gemstones, small scale gold, galvanized products, handcrafts, cooking oils, electrical fittings, fishnets, animal feeds, chicken feeds, industrial fasteners, all agricultural and nonagricultural produce be it raw, semi- processed or processed, articles of all kinds, types and description whatsoever.
- r) To carry on the business as traders, suppliers, general merchants, stockiest, wholesalers, retailers and dealers in all types of spare parts and maintenance, tyres, tubes, tools and accessories for all types of agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, automotive, motor vehicles, electrical goods hardware, building materials, timber, fishing gears, groceries, computers, office equipments, cooking oil, salts, foodstuffs, cosmetics, oils, paints, spirits, sheets, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- s) To carry on business of supplying all types of office equipments stationeries, machinery services and repair of all of office equipment, assembling and exporting the same, exhibiting, distributing, renting and selling of all office decorations e.g. Carpets, curtains and all materials used in offices, to carry on consultancy in business management taxation, pensions, insurance agents/brokers, transporters, forwarding and clearing agents and travel agents.
- t) To engage in and or otherwise carry on the business of secretary services, super cleaners, removal treatment of , and or garbage collectors, sewage and drainage systems contactors, rural, urban and community centers cleaners, office cleaners, landscapers, to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators.

- u) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents/broker, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other or places as may from time to time determined by the Company.
- v) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tours operators, to promote facilitate traveling to organized hunting, tented-camp, fishing and diving expeditions, safaris promoters and undertakers generally and in particulars to arrange and manager hunting safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transportation, wildlife and marine products of all kind.
- w) To carry on business as safari contractors, organizers and operators, and to equip, organized and hunting, photographic, cinematic, exploration and cinematographic expeditions and generally to organize.
- x) To carry on the business of nursery, primary, secondary, technical, high education and all type of teaching and training activities as well as education materials.
- y) To carry on the business as training courses as training course of computer, consultants management consultants, investment advisers, business consultants, market research consultant, analysts, researchers, business transfer agents and values, and to act as intermediaries in the introduction of sellers purchasers, partners and employees and or otherwise for the company or its clients in but limited to every aspect of business development. To engage and or otherwise carry on the business general dealers of IT installations, |configuration service, and any other things which the company fit to deal with.
- z) To carry on business of media and entertainment advertising, media communication and consultancy advertising agent, public relations consultants and sales promotion consultants in all their aspects and to advise on publicity, sales promotion consultants, staff relations, industrial relation, press and community relation, To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shoes, radio and television programmers, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchases and partners.
- aa) To engages in and to carry on the business of publishing, designing, drawing and making layouts for newspapers, advertisement, books, postage stamps, calendars, magazines, brochures, packages, labels, letter-heads and cinema advertising slides.
- bb) To do activities as development of customer- made and instructional software, educational, managerial and control software products for small, medium and large clients
- cc) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install

and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.



- dd) To provide Information Technology Solutions as all levels from domestic to industrial level, this includes producing all kinds of software, websites, operating systems, computer network, security systems, telecommunication systems, web hosting, server management etc.
- ee) To carry on busies of providing internet technologies, cable television, digital electronics, audio-visual and other from of teaching aid in remove sensing and earth resources, research and pertinent advertisement, publications, distribution and sale of digital and advertisement photo product and promotional companies of every king and description and any other business which may seem expedient and in conformity with the main objects of the company.
- ff) To deal in the business of networking and system analysis, manufacture, sell purchase, import, install, design, maintain digital broadcasting systems, multimedia studios and support telecom toers, all types of alarm systems, siren o f all kinds of power fighting and other materials, fire escape apparatus, safety devices of all kinds, including radios, telephones, electric wire, television, electronic rays and other electrical equipment, flares and signal rockers.
- gg) To carry on the business of agricultural, crops, production, crops processing, storage, distribution and sales of each products, to deal with the business of animals husbandry, live animals supply of meat, food, hide and skins fats with all others products of cattle and chickens.
- hh) To carry on business as dealers, buyers, sellers, importers, exporters, manufacturers, stores, processors, blenders, of agricultural and industrial chemicals, veterinary drugs, vaccines, animal health products, natural drug extractors, pharmaceutical, chemicals, phosphorus chemicals for water treatments suppliers and stores.
- ii) To engage in and carry out the business of livestock dealers, breeders, hatcheries, fattens, cheese mongers, buyers, sellers, importers, exporters, processor of animal and animal products, slaughtering, dressing preparing cuts for retail and catering, packing, providing cold storage, preparing sausages, minced meat, salami, butter, fable delicacies, hides, hooves, horns, pasteurizing, bottling, preserving and include in livestock business of any kind.
- jj) To carry on business of merchants, traders, dealers and suppliers wholesale or retail, of all kinds of agricultural implements, machinery and to buy, sell, repair, covert, alter, let hire and deal in any of the foregoing goods, hardware, iron mongrel, tools, machinery and commodities, plant and machinery.
- kk) To buy, sell, distribute as owners/agents and dispose all types of pharmaceuticals, both for human and veterinary and to buy and sell dental and surgical equipments, ambulance vehicles, and to engage in, manage, run clinics, dispensaries and pharmacies anywhere in the country.
- ll) To receive money on deposit on loan or to borrow or rise money in such manner as the company shall deem fit and in particular by the issue of debentures stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, or lien upon all or any of he property or assets of the Company (both present and future) including its uncalled capital, also by a similar mortgage or lien to secure and guarantee the performance by the company or any other person as the case may be.

- mm) To carry out the business of maintenance and repair of all types of electrical and electronics, machines, equipments, tools, plants and machinery's. Installations and parts supply of types of machines, equipments, telephones and any other equipment related thereto.
- nn) To carry on the business of wholesalers retailers in textiles, clothing, shoes, furniture and leather products and any other type of merchandise, to purchase, acquire, takeover, promote, establish and carry on the business of manufacturers dealers, distributors, representatives and agents of goods, chattels and products made out of natural or artificial raw materials and to treat prepare, render marketable buy, sell and dispose of any such products either in their raw manufacture state.
- oo) To carry on any other trade, business or activity whatsoever and to do anything of any nature which can, in the opinion of the Directors of the Company, be advantageously or conveniently carries on by the Company in connection with , as ancillary to or independently or any of its businesses.
- pp) To carry on business as general traders, general merchants, suppliers, wholesalers or retailers of both commission agents, exporters and importers and to buy sell hire let, manufacture, prepare for market, batter trade exchange and generally deal in all types of properties whether movable or immovable, goods produce soil, articles and merchandise of all kinds and to transact any and every description of merchandise and finance.

4. The liability of members is limited.

5. The authorized share capital of the Company is Tshs **300,000,000/=** divided into **10,000**, shares of Tshs **30,000/=** each. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property, whatever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other Charitable institutions or having objects similar to the objects of the Company and which shall prohibit the distribution or agriculture and nonagricultural produce be it raw, semi- processed or processed, Articles of all kinds, types and description whatsoever.

We, the several persons whose names addresses and description are subscription are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree become founder members and Directors of the Company.

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1 MR ZHU REN LUN P.O.BOX 15400 DAR ES SAAAM	5000	
1 MR JIA ZENG QUAN NO 201,1 <sup>ST</sup> DOOR 2 <sup>ND</sup> BLOCK YI MING YUN ,JIA XING SOUTH CITY FENG TAI DISTRICT, BEIJING CHINA	5000	

Dated at Dar es Salaam this 26<sup>th</sup> day of August 2011

WITNESS to the above signatures:

NAME .....

SIGNATURE  .....

ADDRESS: P.O. BOX 256 TANZANIA .....

LADISLAUS LEON PROTAS LLB (Hons)  
ADVOCATE NOTARY PUBLIC AND  
COMMISSIONER FOR OATHS  
P.O. BOX 256714  
DAR ES SALAAM

QUALIFICATION: Advocate .....

THE COMPANIES ACT  
(ACT NO. 12 OF 2002)  
COMPANY LIMITED BY SHARES  
MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF

WEI YE INTERNATIONAL INVESTMENT COMPANY LIMITED

INTERPRETATION

1. in these articles

- “The Act” means the Companies Act no 12 of 2002;
- “The Articles” means these articles of Association as now framed or from time to time altered by special resolution.
- “Company” means. **WEI YE INTERNATIONAL INVESTMENT COMPANY LIMITED**
- “Office” means the registered office of the company
- “The seal” means the common seal of the company
- “Board” means the board of Directors of the company or the Directors present at a duly convened meeting of the Directors at which a quorum is present
- “Secretary” shall mean any person appointed to perform the duties of Secretary of the company;
- “Debenture” means include debenture stock
- “Clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Month”	means a calendar month.
“Year”	means calendar year
“Member”	means a shareholder in the company
“Dividend”	means include bonus
“Paid up”	means paid up or credited as paid up
“Tsh”	means Tanzanian shillings
“Tanzania”	means the mainland part of the United Republic of Tanzania

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other moderns of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

The company is a private Company and accordingly:-

- A. The company shall not offer any of its share or debentures to the public for subscription.
- B. The number of the members of the company (exclusive of persons who, having been formerly in the employment of the company, were while in such employment and have continued after the determination of such employment to be member of company) shall not at any time exceed fifty.
- C. The transfer of share in the company shall be restricted to the manner hereinafter provided.
- D. The company shall not have power to issue share warrants to bearer.

#### SHARE CAPITAL

The share capital of the Company at the date of registration of this articles is Tanzania shillings **Three hundred millions** (Tshs 300,000,000 /=) divided into Ten Thousand (10,000) shares of Tanzania Shillings **Thirty thousands** Tshs 30,000 /= each. If upon the winding up or dissolution of the company

## MEMBERS

- 2 The number of members with which the company proposed to register is **WEI YE INTERNATIONAL INVESTMENT Co. Ltd members**, but the directors may from time to time register and increase number of members
2. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

## GENERAL MEETINGS

3. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

4. All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

## NOTICE OF GENERAL MEETING

6. Every general meeting shall be called by twenty-one clear days notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business.  
Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety five percent of the total voting rights at that meeting of all the members.
7. Subject to the provisions of the articles, the notice shall be given to all members, to all persons entitled to share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDING AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and fixing of the remuneration of the auditors.

## THE QUORUM

9. No business shall be transacted at any general meeting unless a quorum of members is present, at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation shall be a quorum.
10. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the week, at the same time and place, or to such other day at such other time and place as the directors may determine.
11. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their member to be a chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.

12. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
13. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if directed by the meeting), quorum the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands demand):-
  - (a) by the chairman; or
  - (b) by at least (three) members present in person or by proxy; or
  - (c) by any member of members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

15. Except as provided in articles 18, if a poll is dully demand it shall be taken in such manner as the chairman directs, and the result of the result of the poll shall be deemed to be the resolution of the meeting a which the poll was demand.
16. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
17. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately, A poll demanded on any other question shall be taken either immediately or at such time as the chairman directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
18. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like from each executed by or on behalf of one more member.

VOTE OF MEMBERS

- 19. Every member shall have one vote.
- 20. Member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
- 21. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 22. On a poll votes may be given either personally or by proxy.
- 23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointed is a corporation, either under or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
- 24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposit at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, and in default before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 25. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:“ .....Limited.  
**I/We**.....of.....,being a member/members of the above – named company, hereby appoint.....of or failing him.....of.....as my/our proxy to vote for me/us on my/or behalf at the {annual or extraordinary, as the case maybe} general meeting of the company to be held on the .....day of.....200.....and at any adjournment thereof  
Signed this ..... Day of .....200.....”
- 26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit” .....Limited.  
**I/We**.....of.....,being a member/members of the above – named company, hereby appoint....., as my/our proxy to vote for me/us on my/or behalf at the{annual or extraordinary, as the case maybe} general meeting of the company to be held on the.....day

of .....200.....and at any adjournment thereof. Signed this .....day  
of .....200.....”

This form is to be used\* in favor of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out which ever is not desire”

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

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

#### **DIRECTORS**

30. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
31. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings and all expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
32. The following persons shall be first Directors to the Company.
  1. **MR ZHU REN LUN**
  2. **MR JIA ZENG QUAN**

## BORROWING POWERS

33. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

## POWERS AND DUTIES OF DIRECTORS

34. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company, No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
35. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine,
37. The directors shall cause minutes to be made in books provided for the purposes:-

- (a) of all appointments made by the directors;
- (b) Of the names of the directors present at each meeting of the directors and of any committees of the directors.
- (c) Of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

## DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
  - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) Cases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
  - (d) Becomes of unsound mind; or
  - (e) Resigns his office by notice in writing to the company; or

- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.  
A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

39. The company may by ordinary resolution appoint a person who is willing to act as director to fill vacancy or be an additional director.
40. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office and until the next following annual general meetings, and shall then be eligible for re-election.
41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the articles or any agreement between the company and such director, Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under articles 40, the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
43. Subject to the provisions of the Articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
44. **The quorum** necessary for the transaction of the business shall, unless otherwise fixed by the directors shall be **two**.
45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their members to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present within five minutes after the time appointed for holding the same, the directors present, may choose one of their member to be chairman of the meeting.

47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
48. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding of any such director, or that any of them ere disqualified from holding office, or hand vacated office, or were not entitled to vote , be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
49. A resolution in writing signed by all the directors entitled to receive of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### SECRETARY

50. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of , the secretary.

#### THE SEAL

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall by a director and by the secretary or by a second director.
53. The seal shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the company; and
  - (c) The assets and liabilities of the company

## ACCOUNTS

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.

54. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit and shall always be open to the inspection of the company.
55. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by status or authorized by the directories or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditors shall not less than twenty one days before the date of the meeting is sent to every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

## AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

## DIVIDENDS AND CAPITALIZATION OF PROFITS AND RESERVES

59. (a) Subject of the right of the member entitled to shares (if any) with preferential or special rights attached there to, the profits of the company which it shall from time to time determine to divide in respect of any year or other period, shall be applied in the payment of dividends or shares of the company but a partly paid up, shall only entitle the holder in respect thereto to such a proportion of the distribution upon a fully paid there on bears on the nominal amount paid up shares, and so that, where capital is paid up in advance of calls upon the forgoing that, the same shall carry interest such capital shall not whilst carrying interest confer a right to participate in profit.
60. (b) The company in general meeting may upon the recommendation of the directors, resolve that, it is desirable to capitalize any divide profits of the company (including profits standing and carried to the profits and credits of any reserve or reserves or other special accounts); and accordingly that the directors be authorized and directed to appropriate the profits resolved to be capitalized to the members in the proportion in which such profits would have been divisible, amongst them had the same been applied in paying dividends instead of being capitalized, and to apply such profits on their behalf, either in or towards paying up the

amounts if any , for the time being unpaid on any shares held by such members respectively, or in paying up in full un issued shares , debentures or securities of the company of a nominal amount equal to such profits , such shares ; debentures and securities to be allotted and distributed ;credited as fully paid up to and amongst such members in the proportion aforesaid or partly in one way and partly in another.



61. (c) Whenever resolutions as aforesaid shall been passed; the directors shall make all appropriations and applications of the un divided profits resolved to be capitalized thereby, and all allotments and issues of fully paid up shares, debentures or securities; if any and generally shall do all acts and things required to give effect there to, with full power to the board to make such provision by the issue of fractional certificate or by payment in cash or otherwise as it thinks fit for the case of shares debentures or securities becoming distributable in fractions; and also where necessary to deliver a proper contract for registration as required by the status to authorize any person to enter on behalf of all the members interested into an agreement with the company providing for the allotment to them respectively credited as full paid-up of any further shares to which they may be entitled upon such capitalization ; or (as the case may require ) for the payment up by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on the existing shares and any agreement made under such authority shall be effective and binding on all such members.

#### WINDING- UP

62. With the sanction of an extraordinary resolution of the members any part of the asset of the company, including any shares in or securities of other companies, may be divided among the members of the company in specie or may be vested in trustees for the benefit of such members, and the liquidation of the company may be closed and the company dissolved, but so that no member shall be compelled to accept any share whereon there is any liability.
63. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy- two hours after the letter containing the same was posted. A member whose registered

**INDEMNITY**

64. Save and except so far as the provisions of this article may be avoided by any provisions of the ordinance, the directors, auditors, secretary and other officers for the time being of the company and the respective personal representative of the company from and against all actions, costs, losses, damages and expenses which they or their or any of their representatives shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty, in their respective office, except such if any, as they shall incur or sustain through their own willful neglect or default respectively, and none of them shall be answerable for the acts, receipts neglect or defaults of any other of them or joining in any receipt for the sake of confront or any banker or other persons with whom any moneys or effects of the company shall be lodged or deposited for safe custody or insufficiency of any security upon which any money of the company shall be placed out or invested, or for any other loss, in fortune, damage which may happen in the execution of their respective office, or in relation thereto, the same shall happen by or through their own willful neglect or default respectively address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1 MR ZHU REN LUN P.O.BOX 15400 DAR ES SAAAM	5000	
3 MR JIA ZENG QUAN NO 201,1 <sup>ST</sup> DOOR 2 <sup>ND</sup> BLOCK YI MING YUN ,JIA XING SOUTH CITY FENG TAI DISTRICT, BEIJING CHINA	5000	

Dated at Dar es Salaam this 26<sup>th</sup> day of August 2011

WITNESS to the above signatures:

NAME.....

SIGNATURE..... 

ADDRESS: P.O. Box 25822

**LADISLAUS LEON PROTAS LLB (Hons)**  
**ADVOCATE NOTARY PUBLIC AND**  
**COMMISSIONER FOR OATHS**  
 P.O. BOX 25822  
 DAR ES SALAAM  
 TANZANIA

QUALIFICATION: Advocate

## **PROJECT VERIFICATION VISIT REPORT**

### **WEI YE INTERNATIONAL INVESTMENT CO. LTD**

#### **1.0 INTRODUCTION**

Project visit is among the operational activities implemented by Facilitation Department whereby registered projects or when necessary at the stage of application for registration, projects are being visited to ascertain availability of premises or the progress attained through regular visiting and update the database accordingly. Recently two facilitation officers visited the above mentioned project with the view of verifying the premise and establishment status. The PVV was conducted on 6<sup>th</sup> October, 2011

#### **2.0 DESCRIPTION OF THE PROJECT**

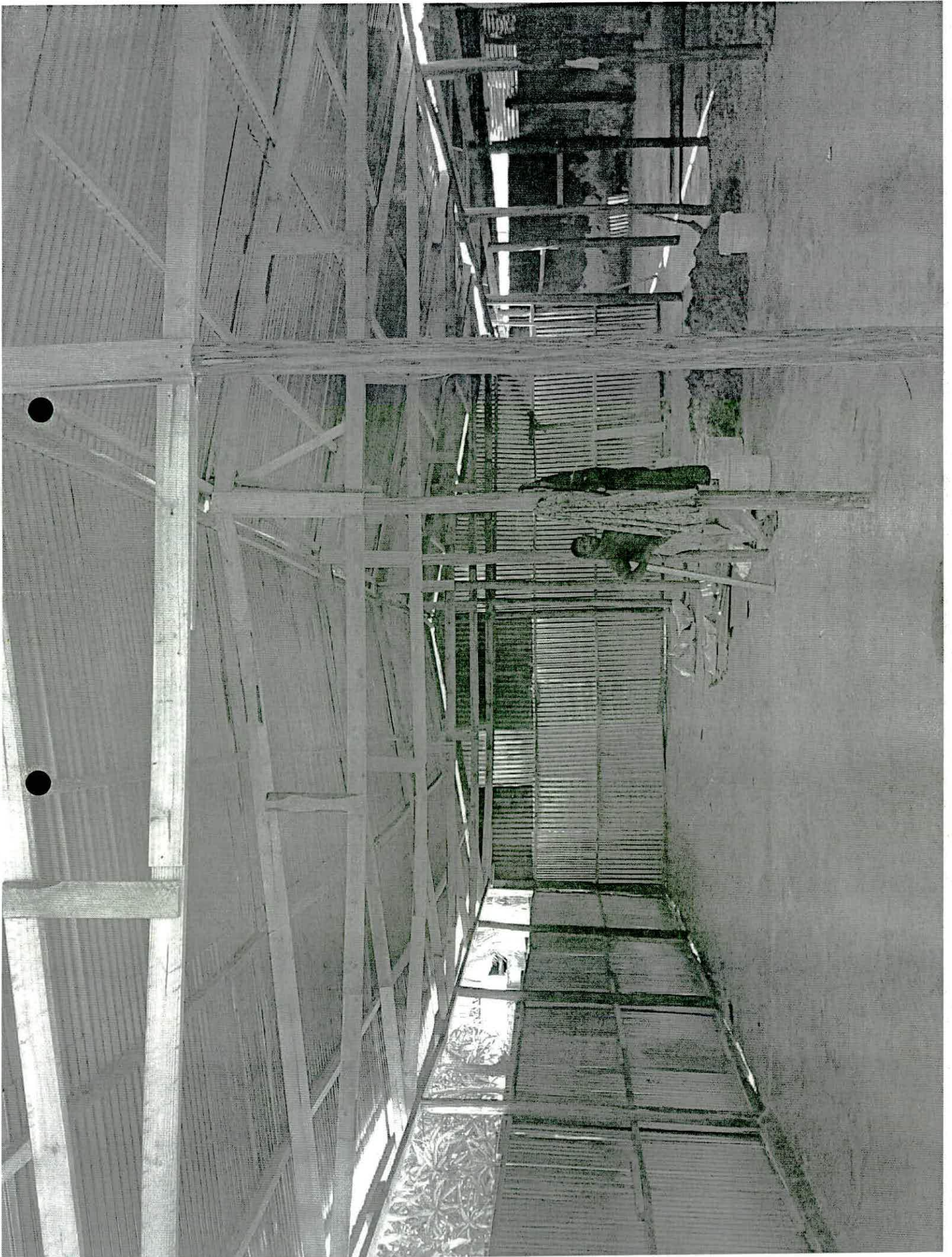
This project applied for TIC certificate of incentives on 20<sup>th</sup> September, 2011 with the purpose of establishing a facility for production of travel bags, suitcases and related products. The project is owned by two Chinese nationals, whereby the project aim at investing about one and a half million US dollar (1,500,000 USD) and employ about 55 staffs. The project capacity was anticipated to produce 50,000 units of travel bags, suitcases and related products per month.

#### **3.0 PURPOSE OF THE VISIT**

The visit was particularly initiated in response to the directive issued by Ag. Executive Director on 23<sup>rd</sup> September, 2011 that this project be visited to verify its location, status and its nature prior granting approval to proceed with registration by TIC.

#### **4.0 PVV TEAM MEMBERS**

1. Mr. Revocatus Arbogast-Investment Facilitation Manager
2. Mr. Albert Rwelamila -Immigration Officer
3. Mr. Zhu Ren Lun-Managing Director (Wei Ye International Investment Co. Ltd)
4. Miss. Rixia Li-Company Secretary (Wei Ye International Investment Co. Ltd)



0718391998 zhw.

TANZANIA

# CERTIFICATE OF OCCUPANCY

*(Issued under Section 9 of the Land Ordinance)*

Date of Issue:

Title Number: 26958.

Land Office Number: 64223.

Land: Plot No. 84 Kikochani low density for an urban city.

Term: Ninety nine years.

TANZANIA STAMP DUTY ACT  
 Stamp Duty Shs. **9/-** Paid  
 and Revenue Receipt No. **P.327781**  
**9-2-79** Issued. I.O. No. **64229.**  
*Asimwezi Omer*  
 Stamp Duty Officer

RECEIVED  
 17th November, 1981  
 Land Form 32  
 At 12.45 P.M.

LAND REGISTRY  
 TANZANIA

TANZANIA STAMP DUTY ACT  
 Stamp Duty Shs. **18/-** Paid  
 on original Receipt No. **P.327781**  
 of **9-2-79**  
*Asimwezi Omer*  
 Stamp Duty Officer

L.D. No. **96271.**

THE UNITED REPUBLIC OF TANZANIA  
**CERTIFICATE OF OCCUPANCY**  
 (Section 9 of the Land Ordinance)

The **16th** day of **November** One thousand  
 nine hundred and **Eighty One**  
 TITLE No. **26958.**

THIS IS TO CERTIFY that **ABBAS MANJI OF P.O. BOX 4332 DAR ES SALAAM.**

(hereinafter called "the Occupier" **is** entitled to a Right of Occupancy (hereinafter called "the Right") in and over the Land described in the Schedule hereto (hereinafter called "the Land") as ~~joint tenants/as~~ **tenants in common in equal shares** for a term of **Ninety Nine** years from **The First** day of

**January** One thousand nine hundred and **Sevents Nine** according to the true intent and meaning of the Land Ordinance and subject to the provisions thereof and to any regulations made thereunder and to any enactment in substitution therefor or amendment thereof and to the following special conditions:—

1. The Occupier having paid rent up to the thirtieth day of June, 19 **79**, shall thereafter pay rent of **Seven hundred eighty shillings (Shs. 780/-)** a year in advance on the first day of July in every year of the term without any deduction PROVIDED that the rent may be revised by the Minister for the time being responsible for Lands (hereinafter called "the Minister") on the first day of July in each of the years **1989, 1999, 2009, 2019, 2029, 2039, 2049, 2059 and 2069** or within ~~that~~ **Nine** years thereafter in each case

2. The Occupier shall:—
- (i) Erect on the land buildings (hereinafter called "the buildings") in permanent materials designed for use in accordance with the conditions of the Right and which conform to the building line (if any) decided by **The Dar es Salaam City Council**
  - (ii) By the **Thirtieth day of June, 1979** Thereinafter called "the Authority" submit to the Authority such plans for the buildings (including block plans showing the position of the buildings) and such drawings, elevations and specifications of them as will satisfy the Authority and as are in accordance with the building condition in sub-paragraph (i) above which said plans and specifications shall be submitted in triplicate;
  - (iii) (Within six months from the date of notification by the Authority of approval of the plans and specifications referred to in sub-paragraph (ii) above begin building on the land in accordance with such plans and specifications;
  - (iv) Complete the buildings according to the plans and specifications so that they are ready for use and occupation by the **thirty first** day of **December 1982**;
  - (v) At all times during the term after the **Thirty First** day of **December 1982** have on the land buildings as approved by the Authority and maintain them in good order and repair to the satisfaction of the Minister for Lands (hereinafter called "the Commissioner");

SCHEDULE

ALL that land known as Plot No. 84 Mikocheni Low Density Dar es Salaam City containing one thousand nine hundred sixty five (1,965) square metres.

~~square feet~~ shown for identification only edged on the plan attached to this Certificate and defined on the registered survey plan numbered 18363 deposited at the Office of the Commissioner for Surveys and Mapping at Dar es Salaam.

GIVEN under my hand and seal and by Order of the Minister the day and year first above written.

*Qukatt*  
LAND DEVELOPMENT  
COMMISSIONER FOR LAND SERVICES

I, the within named ABBASI MANJI hereby accept the terms and conditions contained in the foregoing Certificate of Occupancy.

SIGNED and DELIVERED by the said) ABBASI MANJI who is known to me personally/identified to me by

the latter being known to me personally in my presence this 14th day of Nov. day of 1981.

*Manji*

(Witness' Signature: *[Signature]*.....

Postal Address: *Box 278*.....

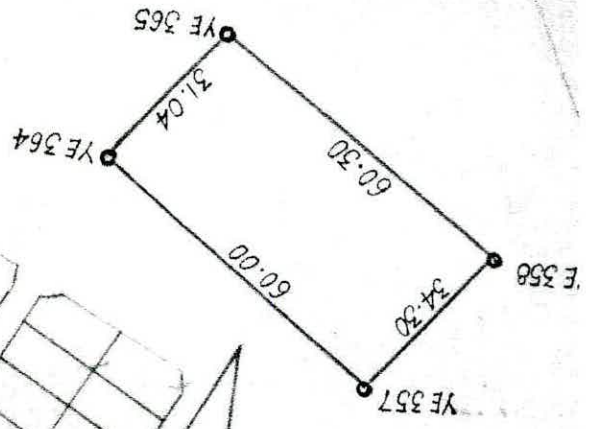
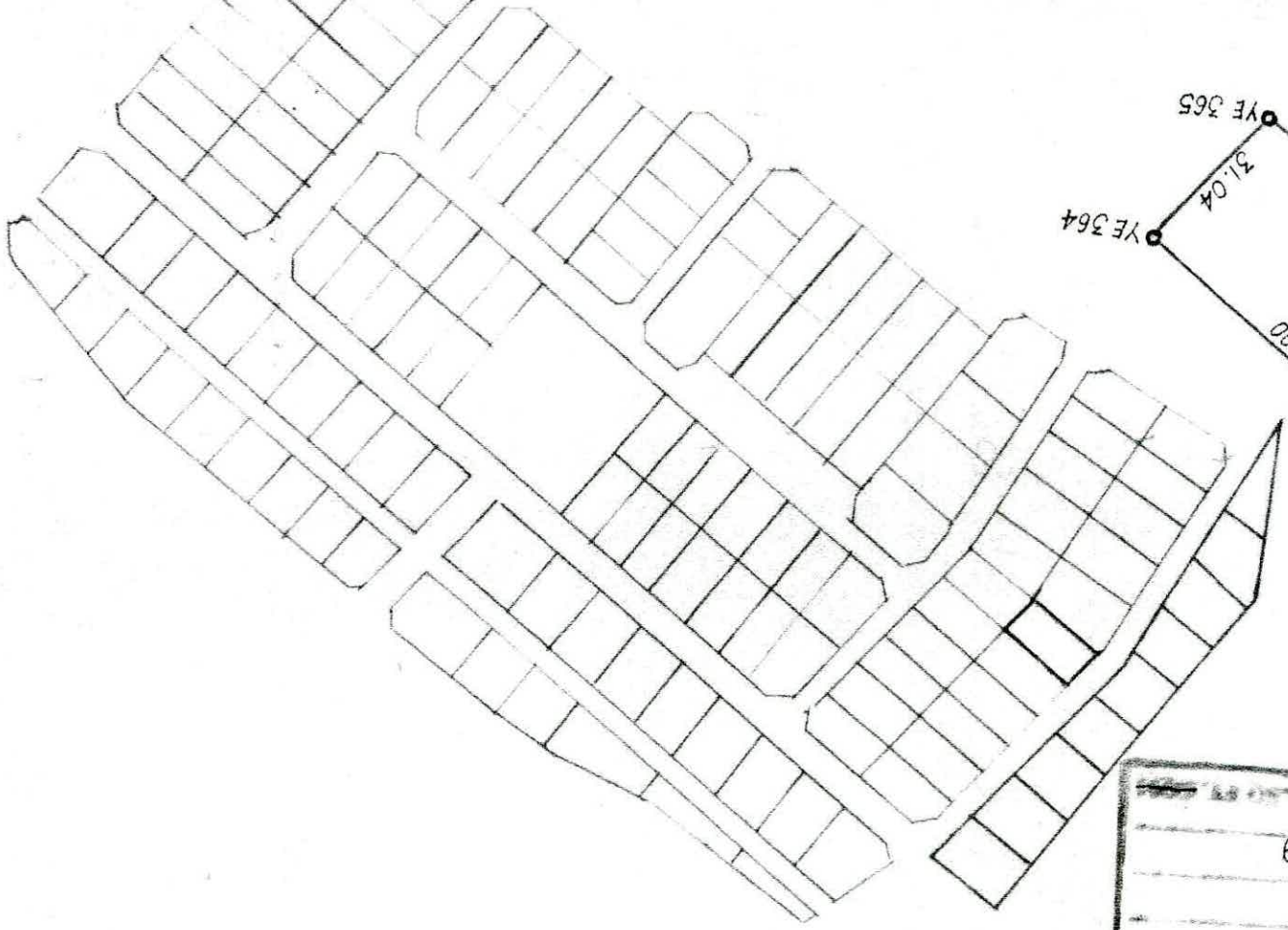
..... *Dar es Salaam*.....

Qualification: *MAGISTRATE*)

MARABU  
MAGISTRATE

This plan prepared in accordance with Registered plan No. 19363  
 is approved for the purposes of the Land registration ordinance  
 Director of Surveys and Mapping, *Amman* 15/10/87  
 Ministry of Lands, Housing and Urban Development, *Jordan*

The issue of this plan implies no guarantee  
 or admission of title by the Government.



LOCATION	MIKROCHENI
BLOCK	DENSITY
PLAT NO.	84
LOT NO.	64229
DATE	1965

N  
 V

5

Dar es Salaam

Qualification: Advocate

**DRAWN BY:**

GOPAL DHANJI MAYANI  
P.O. Box 20264  
DAR ES SALAAM



2

## TIC Evaluation Report

Name of the Company  
**Wei Ye International Investment Co. Ltd.**

Post Box	Mikocheni B, Plot No. 84	COI Number	85540	Contact	Mr. Zhu Ren Lun
Post Office	15400	COI Date	09/02/2011	Designation	Director
Region	Dar Es Salaam	Application F. No	09506	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0718 391 998
		Sub Sector	Travel Bags And Suitcases	Fax	0
		File No	042112	E-Mail Address	0

Project Location		Investment Finance Plan in Millions USD											
Plot/Block	Plot No. 84	<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>1</td> <td>0</td> <td>0.5</td> <td>0</td> </tr> </tbody> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	1	0	0.5	0			
Foreign Equity	Local Equity		Foreign Loan	Local Loan									
1	0		0.5	0									
Street	Mikocheni B												
District	Kinondoni												
Region	Dar es Salaam												

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.086
Jia Zheng Quan	Chinese	50	Plant	1.236
Zhu Ren Lun	Chinese	50	Vehicles	0.056
			Furniture & Fittings	0.05
			Pre-expenses	0.072
			Others	0
			Working Capital	0
			Total	1.5

Employment	255	Evaluated By	wf officer2
Capacity	50,000 bags/month	Drawn By	wf registry1
Project Turn Over		Project Type	Foreign

### Description

To establish a project to manufacture travel suitcases, bags and other associated equipments

### Recommendations

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

### Decision

Conduct PVV

  
AgEXD

23/09/11

## 5.0 FINDINGS

The team verified that the projects promoters have leased a premise located at plot No. 84 Mikocheni B Kinondoni Dar es Salaam. The premise has been leased from the land lord Mr. Abbas Gullam Manji who owns the plot as per attached Title deed No. 26958 for ninety nine years.

The lease agreement covers three years to Wei Ye Investment Company. (Lease agreement attached)

The team observed that the premise was divided into two parts covering the office building and another premise that Wei Ye Int. Co was creating an infrastructure large enough to accommodate a facility to install machinery and equipments for producing the intended travelling bags and fixing the suitcases.

During the visit, the promoters had engaged local workers who were busy putting up the temporary shedding structure (flooring and roofing) to accommodate machinery upon arrival (See attached photo)

During the visit the project had engaged few workers, mainly dealing with putting up the temporary shedding structure. No technical employees were in place.

The machinery and equipments were not in place ready but project promoters informed the team that they were set to purchase and import these machines from China once issued with TIC certificate of incentives as this would be the guarantee for their investment in Tanzania

### **Reasons for Applying for TIC Certificate of Incentive**

- i. Purchase /Importation of modern machinery and enjoy TIC one stop shop facilitation in clearing the Goods and enjoy tax relief on project establishment items which are not 0% tariff
- ii. Enjoy other benefits as stipulated on TIC act 1997 including importation of technical staffs

## 6.0 CONCLUSION AND RECOMMENDATION

The project was found to be viable Endeavour in terms of producing products which would have otherwise been imported therefore depleting Government foreign revenue coffers and at the same time creating local employment

In order to achieve these goals, the company needs Government assistance especially TIC in order to facilitate its establishment as requested by investors

The team therefore recommends that this project be approved to be granted TIC certificate of incentives to enable its establishment, while just like other Chinese owned projects, the project development be closely monitored through 6 month progress report and visits by Aftercare for review.

**Prepared by**

**Revocatus Arbogast: Investment Facilitation Manager-TIC**

**Albert Rwelamila : Immigration Officer-TIC**

*Arbogast*  
.....  
*Arbogast*  
.....

**Date:**

*07/10/2011*  
.....

F4



## TIC Evaluation Report

**Name of the Company**  
**Wei Ye International Investment Co. Ltd.**

Post Box	Mikocheni B, Plot No. 84	COI Number	85540	Contact	Mr. Zhu Ren Lun
Post Office	15400	COI Date	09/02/2011	Designation	Director
Region	Dar Es Salaam	Application F. No	09506	Phone	0
Country	Tanzania	Status		Direct Phone	0
		Sector	Manufacturing	Cell Phone	0718 391 998
		Sub Sector	Travel Bags And Suitcases	Fax	0
		File No	042112	E-Mail Address	0

Project Location		Investment Finance Plan in Millions USD											
Plot/Block	Plot No. 84	<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>1</td> <td>0</td> <td>0.5</td> <td>0</td> </tr> </tbody> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	1	0	0.5	0			
Foreign Equity	Local Equity		Foreign Loan	Local Loan									
1	0		0.5	0									
Street	Mikocheni B												
District	Kinondoni												
Region	Dar es Salaam												

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.086
Jia Zheng Quan	Chinese	50	Plant	1.236
Zhu Ren Lun	Chinese	50	Vehicles	0.056
			Furniture & Fittings	0.05
			Pre-expenses	0.072
			Others	0
			Working Capital	0
			Total	1.5

Employment	255	Evaluated By	wf officer2
Capacity	50,000 bags/month	Drawn By	wf registry1
Project Turn Over		Project Type	Foreign

**Description**  
 To establish a project to manufacture travel suitcases, bags and other associated equipments

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

**Decision**  
*Approved as per recommendation F3.*

*[Signature]*  
 Ag EXD  
 12-10-2011

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TICC/PP.10/042112/3

13<sup>th</sup> October, 2011

Managing Director,  
Wei Ye International Investment Co. Ltd.,  
P.O. Box 15400,  
**DAR ES SALAAM**

**RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE  
ESTABLISHMENT OF A PROJECT TO MANUFACTURE TRAVEL  
SUITCASES, BAGS AND OTHER ASSOCIATED EQUIPMENTS**

We wish to acknowledge receipt of your project proposal to establish a project to manufacture travel suitcases, bags and other associated equipments as presented in the TIC P.A. 1 Form No. 09506 and Feasibility Study with a projected investment of USD 1.5m.

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

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

.../2

TICC/PP.10/042112/3

13<sup>th</sup> October, 2011

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

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

Yours sincerely,  
**TANZANIA INVESTMENT CENTRE**

  
B.D. Chonjo

**FOR: EXECUTIVE DIRECTOR**

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

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

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



00218122

THE UNITED REPUBLIC OF TANZANIA

# Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042112

## This is to certify that

WEI YE INTERNATIONAL INVESTMENT COMPANY LTD

of address P.O. BOX 15400

DAR ES SALAAM

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

WEI YE INTERNATIONAL INVESTMENT COMPANY LTD

Which is located at PLOT NO. 84, MIKOCHENI B, KINONDONI

KINONDONI - DAR ES SALAAM

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

Ag. Executive Director

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

Dated 20TH OCTOBER 2011



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

1. Shareholders  
Jia Zheng Quan ..... Chinese ..... 50  
Zhu Ren Lun ..... Chinese ..... 50  
.....  
.....
2. Proposed Activities : To establish a project to manufacture travel suitcases,  
bags and other associated equipments  
.....
3. Sector: Manufacturing ..... Subsector Travel Bags and Suitcases  
.....
4. Investment cost: Foreign USD 1.5m. Local - Total USD 1.5m.  
.....
5. Project Financing:  
Equity USD 1m. Loans USD 0.5m. Total USD 1.5m.  
.....
6. Source, terms and conditions of loan.....  
.....
7. Assets to be invested:  
Capital items: Foreign Local Total  
USD 1.5m. - USD 1.5m.  
.....
8. Technology Agreement None  
.....
9. Date of TIC Registration: 13th October 2011  
.....
10. Implementation period October 2011 - September 2014  
.....
11. Operative date October 2014  
.....
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997  
(i) Applicable Import Duty And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997  
(ii) Applicable with-holding Tax As per Income Tax Act, 2004 (as amended)  
(iii) Eligibility of Capital Allowances As per Income Tax Act, 2004 (as amended)  
.....
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives  
(i) Date of Commencement of investment has to be notified to the Centre.  
(ii) Certificate not to be transferred, assigned or amended  
(iii) Failure to commence implementation within two years invalidates Certificate  
(iv) Failure to operate investment must be notified to the Centre  
(v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate  
Finished goods are not allowed under this Certificate.  
.....  
.....

Signed .....  
Ag. Executive Director

STAKABADHI YA SERIKALI  
EXCHEQUER RECEIPT

37896011

1

NIMEPOKEA KWA

Received from

WEL YE INTERNATIONAL INVESTMENT

KIASI  
Amount

Shs.		6		Cts.	
USD	==	750	==		

JUMLA YA SHILINGI (Kwa maneno)

The sum of Shillings (Words)

USD LLAR SEVEN HUNDRED FIFTY ONLY

NA SENTI  
And Cents

KWA MALIPO YA

In respect of

CERTIFICATE OF INCENTIVE

KWA FEDHA TASLIMU/HUNDI

NAMBA

By Cash/Cheque No.

D/Deposit 10/10/11

KITUO — Station

DEM

SAHIHI YA MPOKEAJI — Receiving Officer's

Signature

[Signature]

CHEO — Title

Acc

TAREHE — Date

17 OCT 2011

NPC-KIUTA

