

KILANGI INVESTMENTS LIMITED

P.O. Box 2901 MBEYA; Tel: +255 25 2502131; Fax: +255 252502131
Cell: +255 754 277081
E-mail: madarakaautogarage@yahoo.com

6

Ref. No: KIL/TRA/1/2012

Date: January 31, 2012

Commissioner for Customs & Excise
P.O. Box 9053
Dar es Salaam

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



Dear Sir,

RE: APPLICATION FOR IMPORT DUTY AND VAT EXEMPTIONS ON THE CAPITAL/DEEMED CAPITAL GOODS: TIC CERTIFICATE OF INCENTIVES NO: 042136 DATED 20TH JANUARY 2012

We are a TIC registered project holding TIC Certificate of Incentives No. 042136 dated 20th January 2012 granted for purposes of establishing a project for mineral and fruit juice processing and packaging at Plot No. 23 Block U Soweto Area, Mwanjelwa in Mbeya City.

Attached herewith please find a list of materials, equipment and machinery relevant to the project, which we trust you will find in order for your kind approval for exemption of import duty, and Value Added Tax. Also attached are two certified true copies of our Certificate of Incentives and TIN.

Thanking you for your kind cooperation.

Yours sincerely,
KILANGI INVESTMENTS LIMITED


Madaraka I. Kilangi
DIRECTOR

KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA

Certified True Copy
of the Original
Signature *[Signature]*
Date 25/01/2012
For: Executive Director
Tanzania Investment Centre

00218387



THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042136

This is to certify that

KILANGI INVESTMENTS LTD

of address P.O. BOX 2901

MBEYA

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

KILANGI INVESTMENTS LTD

Which is located at PLOT NO. 23 BLOCK "U", SOWETO AREA, MWANJELWA

INDUSTRIAL AREA, MBEYA URBAN, MBEYA

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

[Signature]
Ag. Executive Director

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

Dated 20TH JANUARY 2012



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

1. Shareholders

Shareholders	Nationality	Shareholding (%)
<u>Ibrahim M. Kilangi</u>	<u>Tanzanian</u>	<u>10</u>
<u>Hawa M. Nakam</u>	<u>Tanzanian</u>	<u>10</u>
<u>Idrisa M. Kilangi</u>	<u>Tanzanian</u>	<u>10</u>
<u>Madaraka I. Kilangi</u>	<u>Tanzanian</u>	<u>70</u>
2. Proposed Activities : To establish project for mineral water and fruit processing and packaging
3. Sector: Manufacturing Subsector Processing mineral water and Fruit juice
4. Investment cost: Foreign - Local USD 0.68m. Total USD 0.68m.
5. Project Financing:

Equity	<u>USD 0.415m.</u>	Loans	<u>USD 0.265m.</u>	Total	<u>USD 0.68m.</u>
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6. Source, terms and conditions of loan.....
7. Assets to be invested:

Capital items:	Foreign	Local	Total
	<u>-</u>	<u>USD 0.68m.</u>	<u>USD 0.68m.</u>
8. Technology Agreement None
9. Date of TIC Registration: 14th December 2011
10. Implementation period December 2011 - November 2014
11. Operative date. December 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 None

Signed 
Ag. Executive Director

**LIST OF CAPITAL/DEEMED CAPITAL GOODS FOR
M/S KILANGI INVESTMENTS LIMITED
SECTOR: MANUFACTURING
TIC CERTIFICATE NO. 042136**

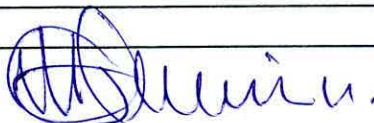
NO	DESCRIPTION/ITEM	QUANTITY	UNIT
A	MACHINERY AND EQUIPMENT		
1	Mineral Water Plant	4	Pcs
2	R.O Plant - Water Treatment	4	Pcs
3	Ozonation System Drinking Water (Ozonator Plant)	4	Pcs
4	De-Mineralization Plant	4	Pcs
5	Ultra Violet System (U.V. System) Plant	4	Pcs
6	Bottle Washing, Rinsing, Filling and Capping, Sealing Machine	10	Pcs
7	0.5L, 1L and 1.5 ML Pouch Packing Machine	5	Pcs
8	UV Lamp	4	Pcs
9	PET Bottle Blowing Machine (Empty Bottle Production Machine)	5	Units
10	Spares and Consumables	3	Sets
11	Pumps	4	Pcs
12	5 Gallon PET	1,000,000	Pcs
13	Pouch Film	10	Pcs
14	Stand-by Power Generators	2	Pcs
15	Fork Lift	2	Pcs
16	5,000 Ltrs Stainless steel pure water storage tanks	4	Pcs
17	Water Purifier (5,000L/H)	4	Pcs
18	Corrugation Machine	2	Pcs

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KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA

19	Pasting 105" Machine	2	Pcs
20	Pasting 65" Machine	2	Pcs
21	Rotary 105" Machine	2	Pcs
22	Rotary 65" Machine	2	Pcs
23	Came Slote 85" Machine	2	Pcs
24	Flexo Printing Machine	2	Pcs
25	Dye Cutting Machine	2	Pcs
26	Hand Cutter 60" Machine	2	Pcs
27	Staple Machine 52"	2	Pcs
B	<u>BUILDING MATERIALS</u>		
1	Cement 50Kgs	4,500	Bags
2	Pre -Fabricated steel structures for factory building	1	Set
3	Iron Sheets	200	Pcs
3	16mm diameter high tensile	500.0	Pcs
4	8mm diameter high tensile bars	800.00	Pcs
5	20mm diameter high tensile bars	5.00	Tons
6	12mm diameter high tensile bars	7.00	Tons
7	10,000 Water Tank	10	Pcs
8	5,000 Lts Water Storage Tank	20	Pcs
9	Containers/Reservoirs (15,000 Ltrs and above)	2	Pcs
10	Water Pump for water tanks	1	pc
11	Pvc Pipe & Pipe fittings for water and waste connection	1	set

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KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA

12	Overhead Laser Wire Fencing	1	Set
C	<u>ELECTRICAL APPLIANCES</u>		
1	20mm diameter pvc conduit pipe	150	Pcs
2	40mm diameter pvc conduit pipe	100	Pcs
3	Round boxes	100	Pcs
4	5A lighting switches;(various sizes)	50	Pcs
5	13A Switch Socket outlet	50	Pcs
6	15A DP switch socket outlet	30	Pcs
7	45A DP cooker control unit	15	Pcs
8	100A Change over Switch	10	Pcs
9	Main switch 4way with circuit breaker 63A	15	Pcs
10	100A-36ways distribution board	15	Pcs
11	Electrical cable (1.5 & 2.5 mm)	50 each	Rolls
12	Electric bell & bell switch	25	Pcs
13	Ball fittings	25	pcs
14	Coxial cable	35	pcs
15	Earthrod	12	Pcs
16	Electrical wiring of various sizes	1	set
17	Electrical fencing with overhead security alarm system	1	set
D	<u>UTILITY MOTOR VEHICLES</u>		
1	Delivary van	2	Pcs

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KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA

2	Pick ups	2	Pcs
3	Truck With HyAb Crane (7 - 10 tons)	2	Pcs
4	Toyota Landcruiser (Hardtop)	1	Pcs
5	20 Tons trucks for haulage of bottled water	2	Pcs



KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA

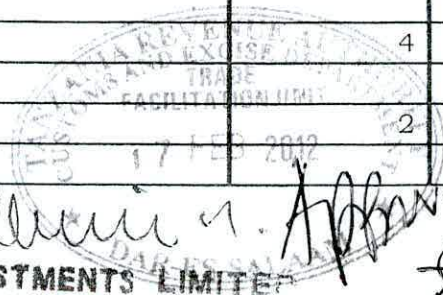
4/4

**LIST OF CAPITAL/DEEMED CAPITAL GOODS FOR
M/S KILANGI INVESTMENTS LIMITED
SECTOR: MANUFACTURING
TIC CERTIFICATE NO. 042136**

NO	DESCRIPTION/ITEM	QUANTITY	UNIT
A	MACHINERY AND EQUIPMENT		
1	Mineral Water Plant	4	Pcs
2	R.O Plant - Water Treatment	4	Pcs
3	Ozonation System Drinking Water (Ozonator Plant)	4	Pcs
4	De-Mineralization Plant	4	Pcs
5	Ultra Violet System (U.V. System) Plant	4	Pcs
6	Bottle Washing, Rinsing, Filling and Capping, Sealing Machine	10	Pcs
7	0.5L, 1L and 1.5 ML Pouch Packing Machine	5	Pcs
8	UV Lamp	4	Pcs
9	PET Bottle Blowing Machine (Empty Bottle Production Machine)	5	Units
10	Spares and Consumables	3	Sets
11	Pumps	4	Pcs
12	5 Gallon PET	1,000,000	Pcs
13	Pouch Film	10	Pcs
14	Stand-by Power Generators	2	Pcs
15	Fork Lift	2	Pcs
16	5,000 Ltrs Stainless steel pure water storage tanks	4	Pcs
17	Water Purifier (5,000L/H)	4	Pcs
18	Corrugation Machine	2	Pcs

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KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA





TANZANIA REVENUE AUTHORITY

TRA/CE/C/P.20/8/2002

17 February 2012

✓ The Managing Director,
M/S Kilangi Investment Limited
P. O. Box 2901
Mbeya

Dear Sir

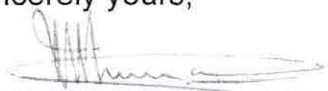
**RE: DUTY AND VAT EXEMPTION ON DEEMED CAPITAL GOODS VIDE
CERTIFICATE OF INCENTIVES NO.042136 OF 08. 02. 2012**

We are writing in response to your letter of 31.1.2012 and letter TICC/PP.10/042136/7 of 08.02.2012 from Tanzania Investment Centre regarding the captioned.

We hereby confirm and approve a **two-page list** of items as capital/deemed capital goods for facilitation of the project with the certificate of incentives mentioned above. It is a condition that locally manufactured items are to be purchased locally.

The approved goods will be subject to 0% import duty and VAT relief under the 3rd Schedule to the VAT Act, Cap 148; subject to completion of form VAT 224 duly approved by the Commissioner for XCustoms and Excise.

Sincerely yours,


Said Athumani

For: COMMISSIONER FOR CUSTOMS AND EXCISE

JCM

c.c. Manager-Tax Exemption
c.c. Regional Manager- ILALA

c.c. Executive Director,
Tanzania Investment Centre,
Dar es salaam

ISO 9001:2008 Certified

CUSTOMS & EXCISE DEPARTMENT

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

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

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TICC/PP.10/042136/7

08/02/2012

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

Dear Sir,

**RE: DUTY/VAT REMISSIONS ON THE CAPITAL/DEEMED
CAPITAL GOODS OF CERTIFICATE OF INCENTIVES NO.
042136**

M/S Kilangi Investments Limited is a TIC registered company with certificate of incentives **No. 042136** which is valid up to **November 2014**

The company has been registered with objectives of establishing a project for mineral water and fruit processing and packaging.

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

Yours sincerely

TANZANIA INVESTMENT CENTRE



N.A. Senzia

FOR: EXECUTIVE DIRECTOR

TIC

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KILANGI INVESTMENT LTD.

P. BOX. 2901, MBEYA. TEL +255 754277081, +255 787 088222

10th July 2012

OUR REF: KIL/TRA/2012/13

The Commissioner for Customs & Excise
P. O. Box 9053
Dar es Salaam

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



Dear Sir,

RE: REQUEST FOR AMENDMENT OF THE APPROVED CAPITAL GOODS LIST.

Please refer to your letter reference **TRA/CE/C/P.20/8/2002** in which you confirmed and approved the some capital/deemed capital goods for facilitation of our Water Drilling Project.

There is a technical complication of some capital goods quoted in the commercial invoice from our suppliers M/S Haiguang Water Treatment Equipment co. Ltd of Shangai China. They have quoted the goods in SETS while you have approved the same goods in PCS, and this being the case we request you to amend the attached list of capital goods in SETS and be part of the approved goods/deemed capital goods.

Attached please find copies of the following documents for your reference and consideration of our request.

1. Certificate of Incentives from TIC
2. Taxpayer Identification Number
3. Previous approved list of capital goods
4. Previous letter and list of Duty and VAT exemption
5. List of capital goods for amendment.

Yours truly,


I. M. Kilangi
Director



**LIST OF CAPITAL/DEEMED CAPITAL FOR AMENDMENT
M/S KILANGI INVESTMENTS LIMITED
SECTOR: MANUFACTURING
TIC CERTIFICATE NO. 042136**

No	DESCRIPTION/ITEM	QUANTITY	UNIT
1.	REVERSE OSMOSIS (RO) WATER PURIFIER	2	Sets
2.	STAINLESS STEEL PURE WATER STORAGE TANK	3	Sets
3.	SMALL BOTTLE FILLING MACHINE	2	Sets
4.	SMALL BOTTLE LABELING & SHRINKING MACHINE	3	Sets
5.	SMALL BOTTLE WRAPPING & SHRINKING MACHINE	2	Sets
6.	SMALL BOTTLE BLOWING MACHINE	2	Sets
7.	PRE-FORM (For Bottle Making) ✕	80	Tones

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

1. Shareholders

Shareholders	Nationality	Shareholding (%)
Ibrahim M. Kilangi	Tanzanian	10
Hawa M. Nakam	Tanzanian	10
Idrisa M. Kilangi	Tanzanian	10
Madaraka I. Kilangi	Tanzanian	70
2. Proposed Activities : To establish project for mineral water and fruit processing and packaging
3. Sector: Manufacturing Subsector Processing mineral water and Fruit juice
4. Investment cost: Foreign — Local USD 0.68m. Total USD 0.68m.
5. Project Financing:

Equity	<u>USD 0.415m.</u>	Loans	<u>USD 0.265m.</u>	Total	<u>USD 0.68m.</u>
--------	--------------------	-------	--------------------	-------	-------------------
6. Source, terms and conditions of loan.....
7. Assets to be invested:

Capital items:	Foreign	Local	Total
	<u>—</u>	<u>USD 0.68m.</u>	<u>USD 0.68m.</u>
8. Technology Agreement None
9. Date of TIC Registration: 14th December 2011
10. Implementation period December 2011 - November 2014
11. Operative date December 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

None

Signed 
Ag. Executive Director



00218387

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THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042136

This is to certify that

KILANGI INVESTMENTS LTD

of address P.O. BOX 2901

MBEYA

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

KILANGI INVESTMENTS LTD

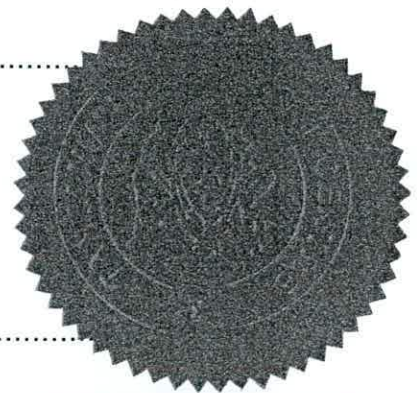
Which is located at PLOT NO. 23 BLOCK "U", SOWETO AREA, MWANJELWA INDUSTRIAL AREA, MBEYA URBAN, MBEYA

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

Ag. Executive Director

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

Dated 20TH JANUARY 2012



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

1. Shareholders

Shareholders	Nationality	Shareholding (%)
Ibrahim M. Kilangi	Tanzanian	10
Hawa M. Nakam	Tanzanian	10
Idrisa M. Kilangi	Tanzanian	10
Madaraka I. Kilangi	Tanzanian	70
2. Proposed Activities: **To establish project for mineral water and fruit processing and packaging**
3. Sector: **Manufacturing** Subsector: **Processing mineral water and Fruit juice**
4. Investment cost: Foreign **-** Local **USD 0.68m.** Total **USD 0.68m.**
5. Project Financing:
Equity **USD 0.415m.** Loans **USD 0.265m.** Total **USD 0.68m.**
6. Source, terms and conditions of loan.....
7. Assets to be invested:

Capital items:	Foreign	Local	Total
	-	USD 0.68m.	USD 0.68m.
8. Technology Agreement **None**
9. Date of TIC Registration: **14th December 2011**
10. Implementation period **December 2011 - November 2014**
11. Operative date **December 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)**
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15. Additional conditions attached to Certificate
None

Signed 
Ag. Executive Director



00218387

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042136

This is to certify that

KILANGI INVESTMENTS LTD

of address P.O. BOX 2901

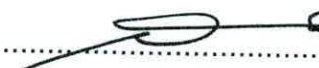
MBEYA

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

KILANGI INVESTMENTS LTD

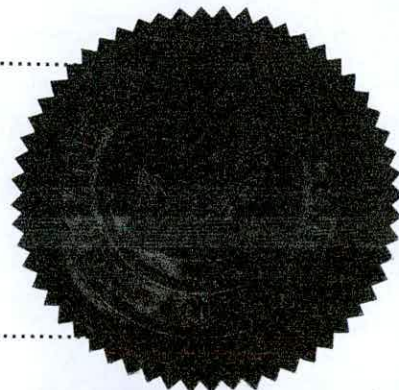
Which is located at PLOT NO. 23 BLOCK "U", SOWETO AREA, MWANJELWA INDUSTRIAL AREA, MBEYA URBAN, MBEYA

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


Ag. Executive Director

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

Dated 20TH JANUARY 2012



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

30319078 1

TFN. 614 (Rev. 8.94)

EXCHEQUER RECEIPT

NIMLPOKEA KWA
Received from

Kilangi Investment Ltd

KIASI
Amount

Shs.										Cts.	
T	S	h	1	,	2	7	5	,	0	0	=

JUMLA YA SHILINGI (Kwa maneno)
The Sum of Shillings (Words)

One million two hundred and seventy five thousand only

NA SENTI
And Cents

KWA MALIPO YA
In Respect of

Certificate of Incentives

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

Cheque no. "000189"

KITUO - Station

For: Executive Director
Tanzania Investment Centre

1/c SHZ-Mbeya

SAHIHI YA MPOKEA / Receiving Officer's
Signature.

[Signature]

CHEO - Title

Secretary

TAREHE - Date

21/01/2012

Govt. Press, Dsm.





TIC Evaluation Report

Name of the Company
Kilangi Investments Ltd.

Post Box	Mwanjelwa Industrial Area, Plot Nol. 23 Block U, Soweto Area	COI Number	86575	Contact	Mr. Madaraka Kilangi
Post Office	2901	COI Date	19/10/2011	Designation	Managing Director
Region	Mbeya	Application F. No	09599	Phone	025 250 2131
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0754 27 70 81
		Sub Sector	Processing Mineral Water And Fruit Juice	Fax	025 250 2131
		File No	042136	E-Mail Address	Madarakaautogarage@Yahoo. Com

Project Location		Investment Finance Plan in Millions USD			
Plot/Block	Plot No. 23 Block U, Soweto Area	Foreign Equity	Local Equity	Foreign Loan	Local Loan
Street	Mwanjelwa Industrial Area,	0	0.415	0	0.265
District	Mbeya Urban				
Region	Mbeya				

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.205
Ibrahim M. Kilangi	Tanzanian	10	Plant	0.31
Hawa M. Nakam	Tanzanian	10	Vehicles	0.09
Idrisa M. Kilangi	Tanzanian	10	Furniture & Fittings	0.01
Madaraka I. Kilangi	Tanzanian	70	Pre-expenses	0.03
			Others	0.015
			Working Capital	0.02
			Total	0.68

Employment	31	Evaluated By	,wf officer3
Capacity	6,666 liters per day	Drawn By	wf registry2
Project Turn Over		Project Type	Local

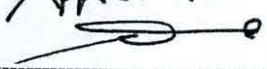
Description

To establish project for mineral water and fruit juice processing and Packaging

Recommendations

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

Decision

Approved
 AS EXD 13/12/11

TICC/PP.10/042136/3

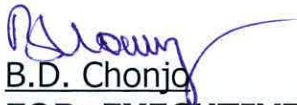
14th December, 2011

*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

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TICC/PP.10/042136/3

14th December, 2011

Managing Director,
Kilangi Investments Ltd.,
P.O. Box 2901,
MBEYA

**RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE
ESTABLISHMENT OF MINERAL WATER AND FRUIT JUICE PROCESSING
AND PACKAGING PROJECT**

We wish to acknowledge receipt of your project proposal of establishing a project for mineral water and fruit juice processing and Packaging as presented in the TIC P.A. 1 Form No. 09599 and Feasibility Study with a projected investment of USD 0.68m.

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

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

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KILANGI INVESTMENTS LIMITED

P.O. Box 2901, MBEYA – TANZANIA
Tel/Fax: +255 25 2502131; +255 754 277081
E-mail: madarakaautogarage@yahoo.com;

EXTRACT FROM THE MINUTES OF THE BOARD OF DIRECTORS MEETING HELD AT REGISTERED OFFICE PLOT NO: PLOT NO. 23 BLOCK "U", SOWETO INDUSTRIAL AREA IN THE CITY OF MBEYA ON 22TH DAY OF OCTOBER 2011

Present

- | | | |
|-----------------------------|---|--------------------|
| 1. Madaraka Ibrahim Kilangi | - | Chairman/Director |
| 2. Idrisa Mfaume Kilangi | - | Director |
| 3. Hawa Mohamed Nakam | - | Secretary/Director |
| 4. Ibrahim Madaraka Kilangi | - | Director |

AGENDA NO. 1/2011: APPLICATION FOR TANZANIA INVESTMENT CENTRE (TIC) CERTIFICATE OF INCENTIVES

At its meeting on 22/10/2011 at around 16.05 hrs, the Board of Directors of **Kilangi Investments Limited** resolved to apply for the Certificate of Incentives from TIC to facilitate implementation of a project for processing and packaging of mineral water and fruit juices to be located at Plot No: 23 Block "U" Soweto Industrial Area in the city of Mbeya.

The Board resolved further that:

- This Certificate shall be used only for the purpose of the stated project and not otherwise.
- Mr. Madaraka Ibrahim Kilangi, Director and Shareholder of this company be and is hereby authorized, directed and empowered to execute for and on behalf of this company and its name any and all documents required in connection with this application.

The meeting was closed by the Chairman at around 17.10 hours.



Chairman

KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA



Secretary

Amani Place, Ohio Street
PO Box 9640, Dar es Salaam, Tanzania

Tel +255 22 2130113, Fax +255 22 2125710
E-mail: info@cba.co.tz
www.cbagroup.com



The Executive Director
Tanzania Investment Centre (TIC),
P.O. Box 938,
Dar Es Salaam,
TANZANIA.

28 November 2011

Dear Sir/Madam]

RE: INTRODUCTION OF M/S KILANGI INVESTMENT LIMITED

Reference is made to the above captioned.

We are introducing and or confirming to you that M/S KILANGI INVESTMENT LIMITED is a Corporate Customer of COMMERCIAL BANK OF AFRICA (T) LIMITED.

M/S KILANGI INVESTMENT LIMITED operates a Foreign Currency Current Account (USD) with CBA Tanzania. The client has good reputation with the bank and so far we have not experienced any problem with respect to account maintenance.

Among the services enjoyed by M/S KILANGI INVESTMENT LIMITED from the Bank are deposit accounts.

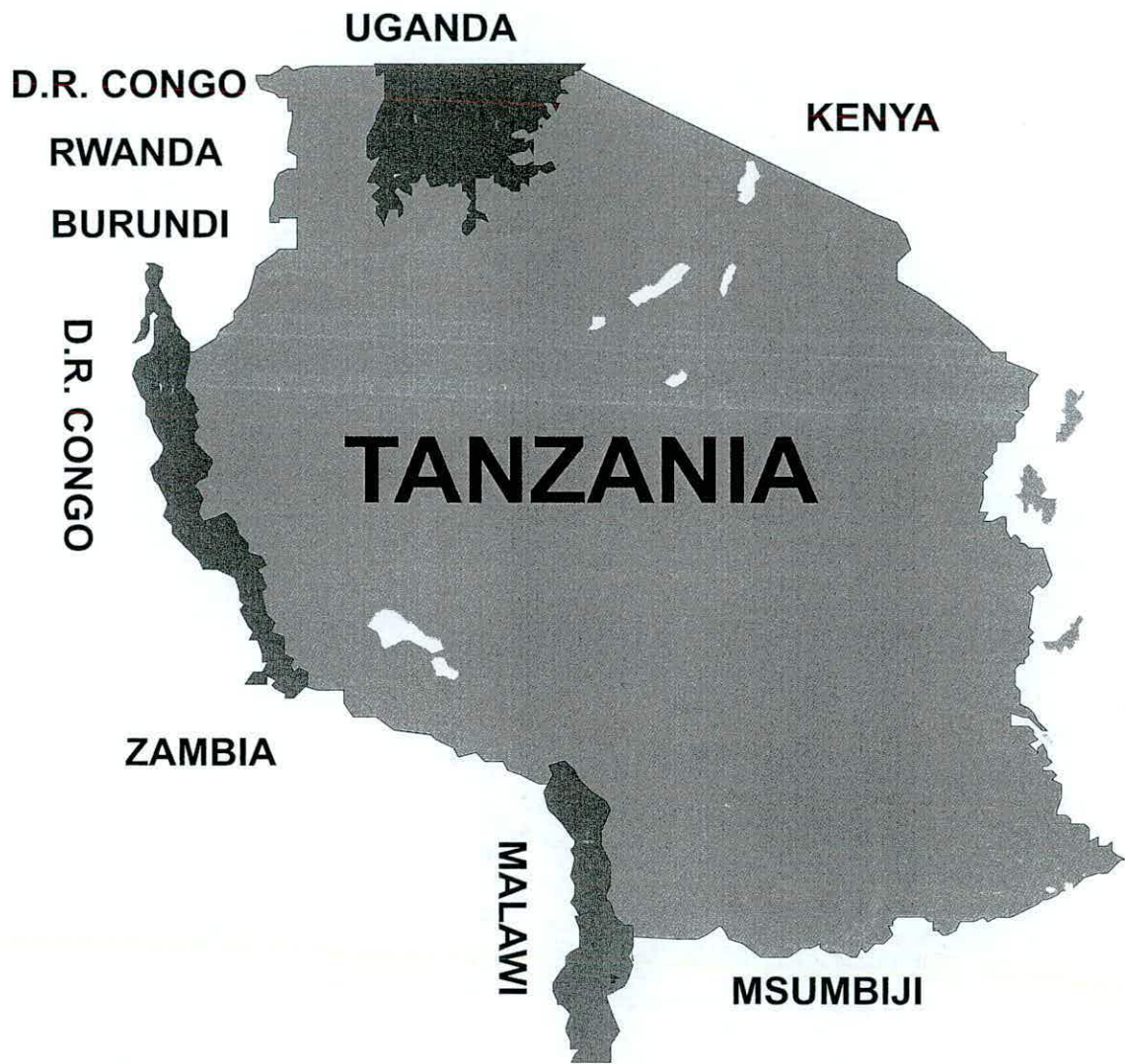
In this regard we are optimistic that M/S KILANGI INVESTMENT LIMITED is able to undertake reasonable projects as per requirements without any obstacle. For further information about this account please do not hesitate to contact the undersigned.

Please note that, this information is given as strictly confidential for your private use only and without any responsibility or liability on the part of the Bank or any of its officers.

For and On behalf of COMMERCIAL BANK OF AFRICA (T) LIMITED,


Ismail Mteweie
Branch Manager


Marzaga Mitinje
SME-Relationship Manager



TUNDUMA ROAD.

TUNDUMA ROAD

OIL STORAGE

TO BLOCK 'T'

MADARAKA ROAD.

MEHRAB TRANSPORT
MEHRAB TRANSPORT

MADARAKA AUTO
GARAGE

M/S UMBECO.
CONSTRUCTION.

TO TEKU UNIVERSITY COLLEGE

S/D @ INDUSTRY

LOCATION OF
~~KILANG INVESTIME~~
MT LTD. // // // //

MROMBOZI
GARAGE.

BLOCK 'T' ROAD.

TEK UNIVERSITY
COLLEGE

Investment Breakdown US\$/Tshs.M

Land/Building	205,000
Plant MACHINERY & EQUIPMENT	310,000
Vehicles	90,000
Furniture & Fittings	10,000
Pre-expenses	30,000
Others/CONTINGENCIES	15,000
Working Capital	20,000
TOTAL	680,000

Contact Details:

Name: MADARAKA KILANGI Title: MANAGING DIRECTOR

Telephone: +255 25 250 2131 Fax: +255 25 250 2131

Email: madarakaauto.garage@yahoo.com
CELL: 0754-277081

Payments to be made payable to:

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

APPLICATION SUMMARY

Company Name: KILANGI INVESTMENTS LIMITED

Certificate of Incorporation Number: 86575 Status: NEW

Certificate of Incorporation Date: 19TH OCT 2011

Post Box: 2901

Town: MBEYA

Sector: MANUFACTURING Sub-Sector: PROCESSING MINERAL WATER & FRUIT JUICE

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
.....	<u>415,000</u>	<u>265,000</u>

Project Objectives: TO PROCESS AND PACKAGE OF
MINERAL WATER AND FRUIT JUICE IN
MBEYA CITY

Capacity: 6,666 LITERS PER DAY

Employment: Foreign: 03 Local: 28 Total: 31

Implementation Period: 3 YEARS

Project Location

Site/Plot/Block No.: PLOT NO. 23 BLOCK "U" SOWETO

MWANJELWA INDUSTRIAL AREA

Street: NAAM District: MBEYA Region: MBEYA

(Attach sketch map showing project location)

Shareholders	Nationality	%
① <u>MADARAKA I. KILANGI</u>	<u>TZ</u>	<u>70%</u>
② <u>IDRISA M. KILANGI</u>	<u>TZ</u>	<u>10%</u>
③ <u>HAWA M. NAKAM</u>	<u>TZ</u>	<u>10%</u>
④ <u>IBRAHIM M. KILANGI</u>	<u>TZ</u>	<u>10%</u>
.....

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

is Tshs./US\$ 680,000/=

8. The month and day of the financial year end is 31ST DECEMBER

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

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

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

I, MADARAKA I. KILANGI of Post Office Number 2901

MBEYA do solemnly and sincerely declare that I am a director/duly

authorized agent of KILANGI INVESTMENTS LIMITED

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.

MBEYA
Declared at Dar-es-Salaam }

The 28 day of 11 2009 }


Applicant

Before me:


.....
Commissioner for Oaths

UNITED REPUBLIC OF TANZANIA

THE TANZANIA INVESTMENT ACT
(No. 26 of 1997)

APPLICATION FOR REGISTRATION
(Made under Regulation 42)

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

1. I/We MADARAKA I. KILANGI
(director/directors/agent of KILANGI INVESTMENTS LTD.
(name of business enterprise) apply for registration of KILANGI INVESTMENTS LTD
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.

2. The registered office of the company will be situated at PLOT NO. 23 BLOCK "U"
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② IDRISA M. KILANGI ③ HAWA M. NAKAM
④ IBRAHIM M. KILANGI

5. Auditors of the Company are TO BE APPOINTED LATER

6. The authorized share capital of the Company is Tshs./US\$ 500,000,000/=
(FIVE HUNDRED MILLION ONLY)



TANZANIA INVESTMENT CENTRE

REGISTRATION FORM

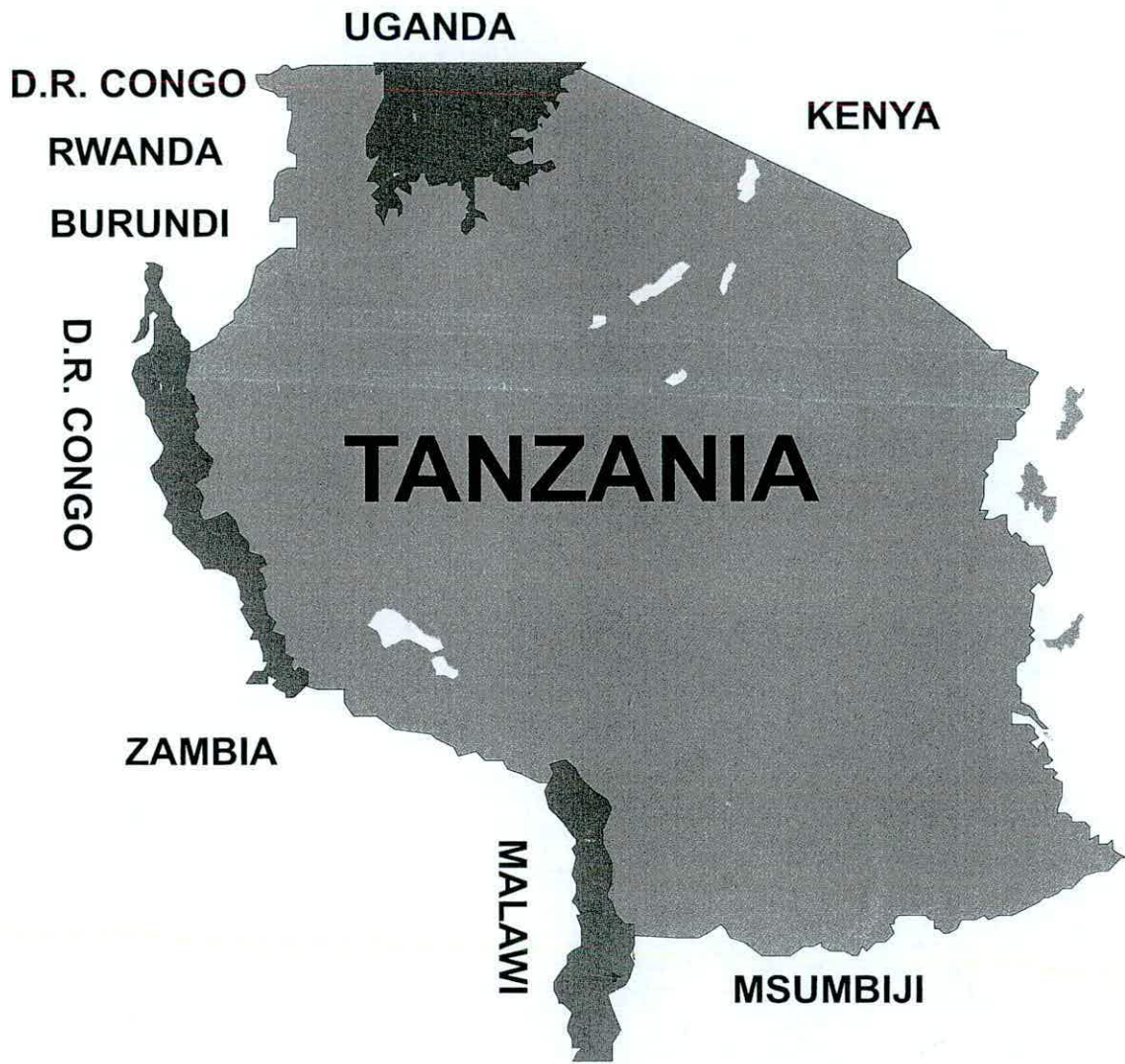
FOR

CERTIFICATE OF INCENTIVES

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

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

(Please fill the form in duplicate)



TUNDUMA ROAD,

TUNDUMA ROAD

DILKASHIM

TO BLOCK

MEHRAB TRANSPORT
MEHRAB TRANSPORT

MADARAKA ROAD

MADARAKA AUTO
GARAGE

M/S UMRECO.
CONSTRUCTION.

TO TEKU UNIVERSITY COLLEGE

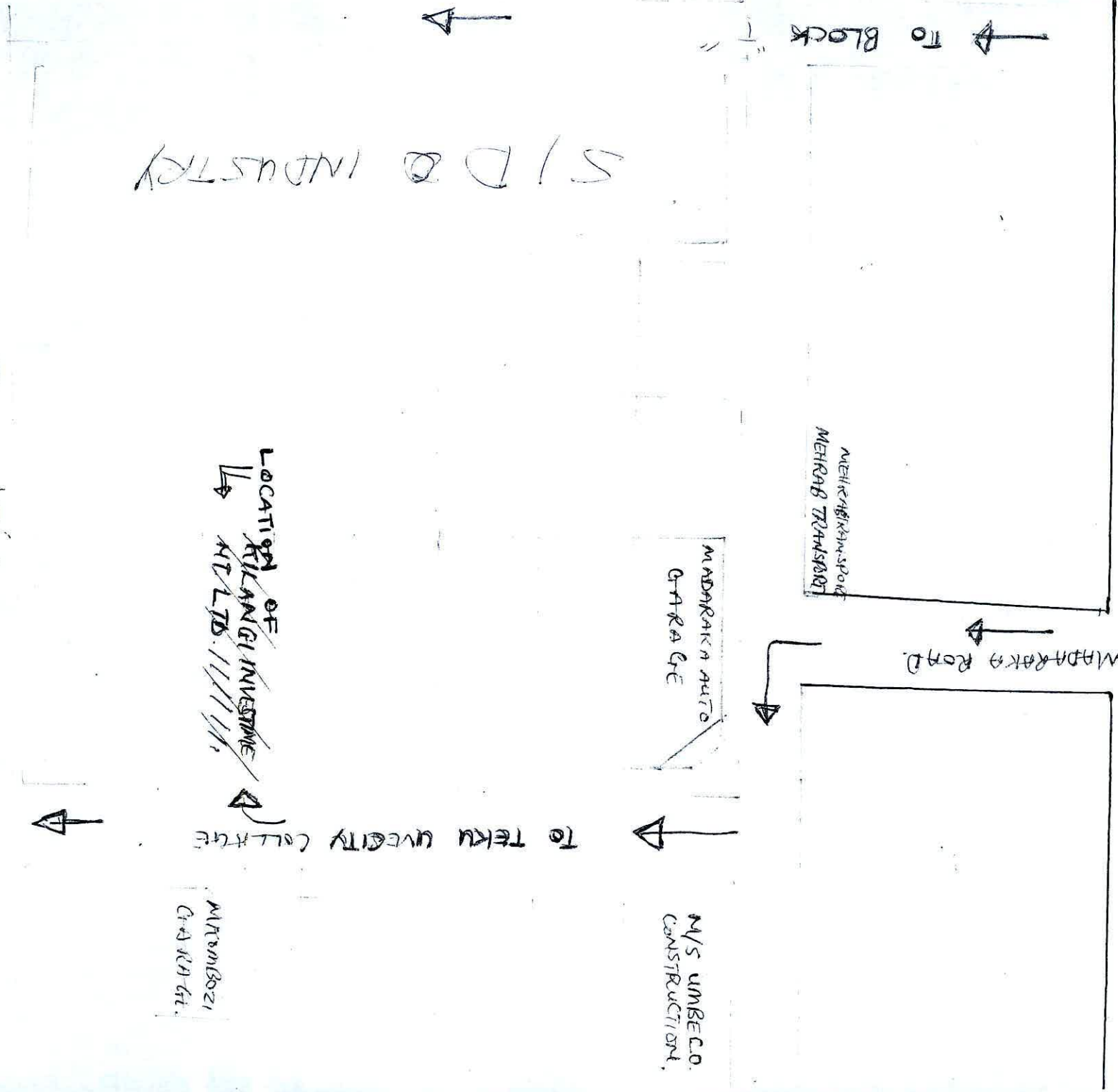
MIRAMBOZI
GARAGE

S/D INDUSTRY

LOCATION OF
KILANGI INVESTMENT
KITLTD

Block 'T' ROAD.

TEK UNIVERSITY
COLLEGE



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

Land/Building 205,000
Plant, MACHINERY & EQUIPMENT 310,000
Vehicles 90,000
Furniture & Fittings 10,000
Pre-expenses 30,000
Others/CONTINGENCIES 15,000
Working Capital 20,000
TOTAL 680,000

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SWIFT ADDRESS: **SCBLTZTX**
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Declared at Dar-es-Salaam }

The 28 day of 11 2009 }


Applicant

Before me:


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TANZANIA INVESTMENT CENTRE

REGISTRATION FORM

FOR

CERTIFICATE OF INCENTIVES

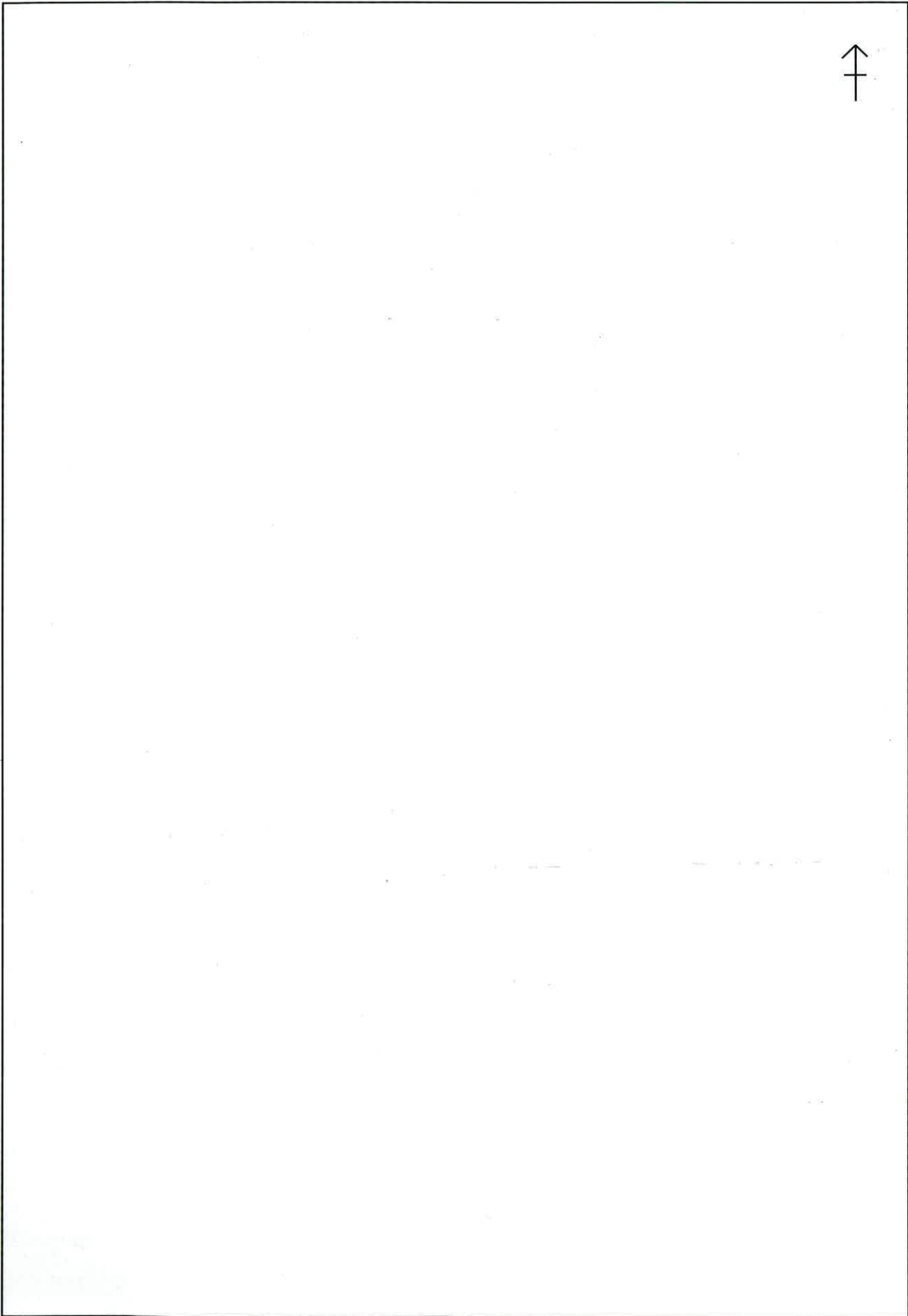
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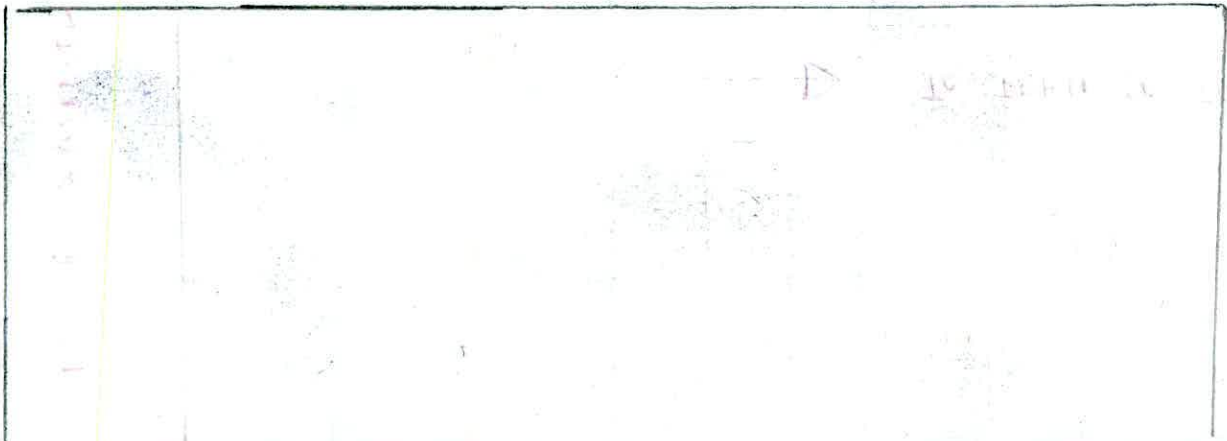
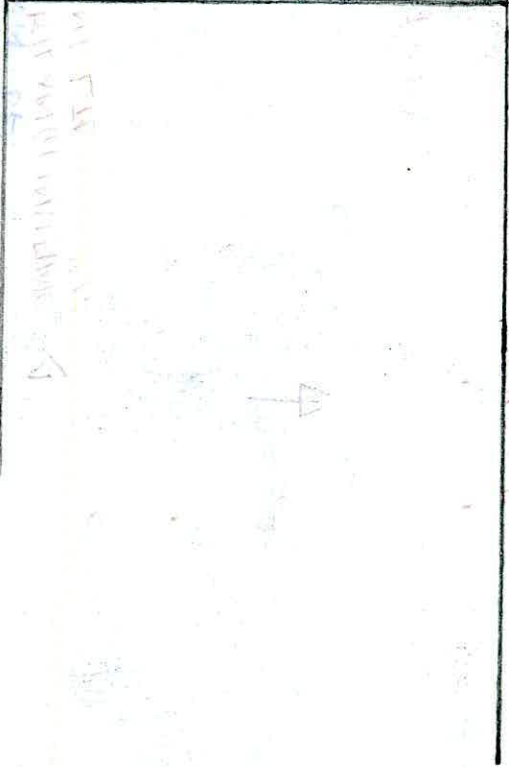
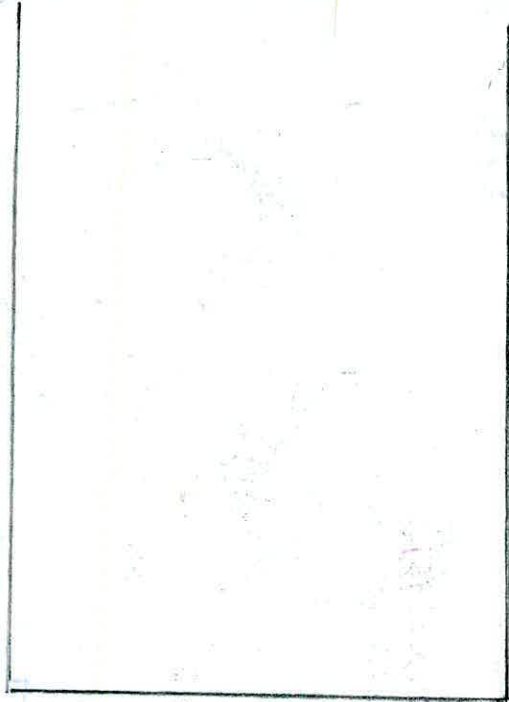
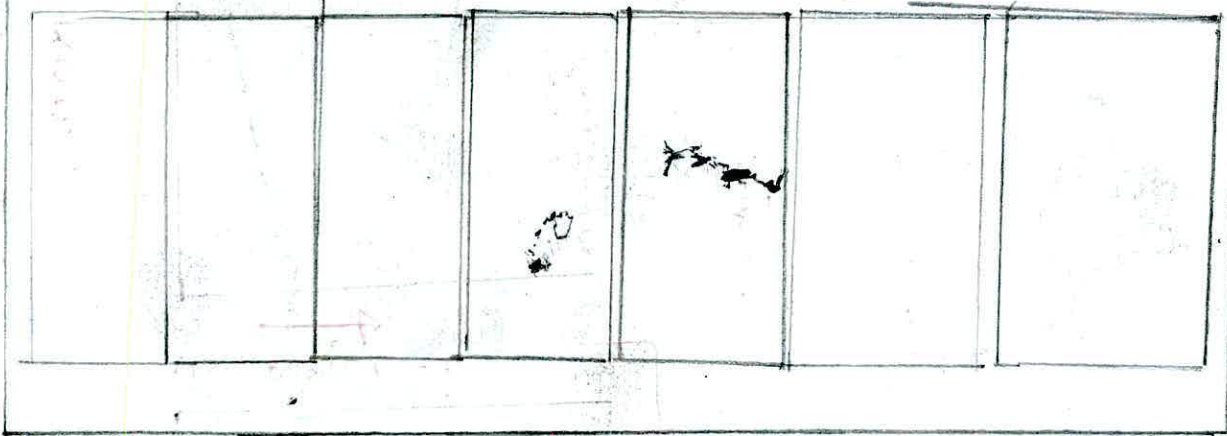
(Please fill the form in duplicate)



SKETCH MAP SHOWING PROJECT LOCATION



→ LE BOUT



TUNDUMA ROAD.

TUNDUMA ROAD

OIL COMPANY

TO BLOCK "T"

MEHRAB TRANSPORT

MADARAKA ROAD



SIDDH INDUSTRY



MADARAKA AUTO GARAGE

LOCATION OF
KILANGI INVESTMENT
KIT LTB.//////.

TO TEKUNIVERSITY COLLEGE



M/S UMBECCO
CONSTRUCTION.

MHOMBOZI
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Declared at MBEYA Dar es Salaam }
 The 28 day of 11 2011 }


Applicant

Before me:


 Commissioner for Oaths

UNITED REPUBLIC OF TANZANIA

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TANZANIA INVESTMENT CENTRE

REGISTRATION FORM

FOR

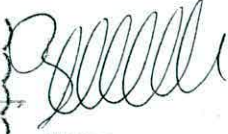
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Tel. 022 2116328
Fax. 022 2118253
e-mail: information@tic.co.tz
Website: www.tic.co.tz

(Please fill the form in duplicate)

SIGNED and DELIVERED by the said
BRIGHT NIKUBUKA BUYAH who is
known to me personally/identified
to me by



the latter being known to me
personally in my presence
this 4th day of
November 1989.


Witness's
Signature: 

Postal Address: P.O. Box 215
.....
MBEYA
LAND OFFICER
Qualification:


LAND REGISTRY, MBEYA
TRANSFER

Filed Document No. 14425-MBYA

Date of Registration 21-11-2011 9:00am

To: MADARAKA IBRAHIM
KILANGI of P.O. Box
2901 MBEYA
KWS 1345
10,000,000/-

Senior Asst. Registrar of Titles

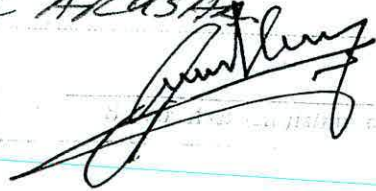
LAND REGISTRY, MBEYA
CHANGE OF OWNERSHIP

The Document No. 14364-MBYA
26-10-2011 9:00am
To: STEPHEN ALLICK BUYAH
of P.O. Box 6142 ARUSHA
as legal personal
representative of BRIGHT
NIKUBUKA BUYAH deceased


CERTIFIED TRUE COPY
OF THE ORIGINAL
CERTIFICATE/DOCUMENT
28.11.2011 



LAND REGISTRY, MBEYA
ASSENT

Filed Document No. 14365-MBYA
Date of Registration 26-10-2011 9:00am
To: STEPHEN ALLICK
BUYAH of P.O. Box
6142 ARUSHA


6. The Occupier shall pay to the Minister on demand made by the Commissioner on his behalf:-

- (i) any further fees or stamp duties which may be discovered to be payable by the Occupier in connection with the Right;
- (ii) an amount equal to any contribution in lieu of rates which may be payable by Government for the land during the term of the Right;
- (iii) such sum as the Commissioner shall assess as a proper share payable for the land of the cost of making up the road or improvement of same upon which the land fronts, abuts or adjoins, whether such demand is made before during or after such making or improvement thereof. This condition does not oblige the Government to make or improve roads.

7. Only one main building together with the usual and necessary out buildings shall be built on the land and the same shall be used for Industrial purposes. Use Group 'M'(2) as defined in the Town and Country Planning (Use Classes) Regulations, 1960.

8. The President may revoke the Right for good cause and in public interest.

S C H E D U L E

ALL that land known as Plot No. 23, Block 'U', Mwanjelwa Industrial Area, Mbeya Municipality containing Four thousand nine hundred ninety nine (4,999) square metres shown for identification only edged red on the plan attached to this Certificate and defined on the registered survey plan numbered 19808 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.

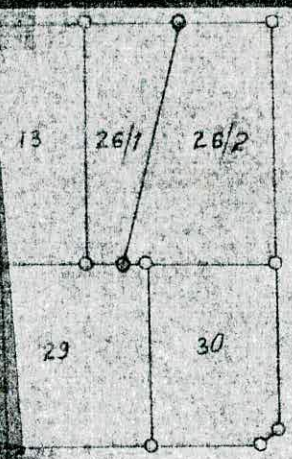

COMMISSIONER FOR LANDS.

I, the within-named BRIDGET NIKUNJKA BUYAH hereby accept the terms and conditions contained in the foregoing Certificate of Occupancy.

MBEYA MUNICIPALITY

INSET SHOWING DETAILS OF PLOT

LOCATION MWANJELWA INDUSTRIAL AREA
 BLOCK U
 PLOT No. 23
 L.O. No. 123771
 AREA 4999 SQ METRES



OFFICIAL COPY OF THE ORIGINAL PLAN CERTIFICATED
 28.11.2011
 ATTORNEY GENERAL'S CHAMBERS
 100 BOX 972 KIBATA
 DAR ES SALAM
 TANGANYIKA
 COMMISSIONER OF LANDS AND PUBLIC WORKS
 MBAYA

This plan prepared in accordance with Registered Plan No. 19808 is approved for the purposes of this Land

Director of Lands and Mapping
 8/11/89

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

CERTIFICATE OF THE ORIGINAL
CERTIFICATE/DOCUMENT
28.11.2011

WLS



- (v) At all times during the term after the Thirtieth day of September, 1992, have on the land building as approved by the Authority and maintain them in good order and repair to the satisfaction of the Commissioner for Lands (hereinafter called "the Commissioner");
- (vi) Not erect or commence to erect on the land any building except in accordance with building plans and specifications which shall have been first approved by the Authority as hereinbefore provided;
- (vii) Be responsible for the protection of all beacons on the land throughout the term of the Right. Missing beacons will have to be re-established at any time at the Occupier's expenses as assessed by the Commissioner for Surveys and Mapping.

Approval of any plans of any building by the Authority shall not imply that the construction of such a building will satisfy the Occupier's obligation under the condition of the right and shall not imply waiver of modification of any condition in the Right.

3.1) The Occupier shall not sub-divide the land or assign, sublet or otherwise dispose of building on it without the previous written consent of the Commissioner PROVIDED that after condition 2(iv) has been complied with by the Occupier the consent of the Commissioner shall not be necessary.


(ii) Occupation or use of the whole or any part of the land or building on it by any person other than the Occupier or his employees agents contractors or members of the household shall be deemed a dealing with the land or buildings.

4. Except as hereinbefore provided the Commissioner shall have an absolute discretion to give or withhold consent under condition 3(i). Any dealing or agreement (other than the mortgage or charge) entered into before compliance with condition 2(iv) will not receive consent except in special circumstances which the Commissioner shall be the sole judge.

5. The Occupier shall further:-

- (i) make and maintain on the land rate-proof throughout the term adequate arrangements for water supply, drainages and disposal of the Authority;
- (ii) Make and keep all the buildings on the land rate-proof and carry out such measures as the Medical Officer and Health for the Authority may required for this purpose;
- (iii) provide and maintain on the land such oblution facilities and take and maintain such hygienice measures as may be required by the said Medical Officer of Health.

TITLE NO. 461-MBYLR
 REGISTERED 29-3-1990
 AT 10:40 am



M. M. Mway
 Senior Asst. Registrar of Titles

TANGANYIKA STAMP DUTY ACT.
 Stamp Duty Shs. 100/= Paid
 and Revenue Receipt No. 959470
 of 23-10-90
 L. O. NO. 12888
 M. M. Mway
 Stamp Duty Officer

TANGANYIKA STAMP DUTY ACT.
 Stamp Duty Shs. 440/= Paid
 on original Receipt No. 959470
 of 23-10-90
 M. M. Mway
 Stamp Duty Officer

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF OCCUPANCY

The 11th day of JANUARY 1991

One thousand nine hundred and eighty nine.

TITLE NO. 461-MBYLR

THIS IS TO CERTIFY that BRIGHT NIKUBUKA NJYAH OF P. O. BOX 237, TUKUYU (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") for a term of Thirty three years from the First day of October One thousand nine hundred and eighty 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, 1990 shall thereafter pay rent of Shillings Eight thousand seven hundred forty five (Shs. 8,745/=) 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 1999, 2009 and 2019 or within three 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 Mbeya Municipal Council (hereinafter called "the Authority");
 - (ii) By the Thirty first day of March, 1990 submit to the Authority such plans for the building (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 Thirtieth day of September, 1992;

CERTIFIED
 OF THE ORIGINAL
 CERTIFICATE/DOCUMENT
28.11.2011




3. This Agreement shall be binding upon and inure to the benefits of the parties, their successors and assigns.
IN WITNESS of which the parties have signed this Agreement the day and year first above written.

SIGNED at MBEYA and DELIVERED
by the said **MADARAKA IBRAHIM KILANGI**
who is known to me personally/identified
to me by


..... x
Assignor

the latter being known to
me personally in my presence
this 2nd day of 11 2011


Name: ACHILES PAUL MUKISA
Signature: 
Postal Address: 970 MBEYA
Qualification: STATE ATTORNEY




SEALED with the **COMMON SEAL** of the said
KILANGI INVESTMENTS LIMITED and DELIVERED

KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA

in the presence of us thisday of -----, 2011

x Name: SALEH MANSOUR NYUNZA
Signature: 
Postal Address: 2901 MBE
Designation: BUSINESS MAN

1 Name: HANA MOLTAMISA NAKAMU
Signature: 
Postal Address: P.O. BOX 2901
Designation: BANKER

ASSIGNMENT OF PROPERTY

Title No: 461 MBYLR
Land Office No: 123771
Plot No: 23 Block "U" Soweto, Mwanjelwa Industrial Area
Mbeya City

THIS AGREEMENT is made this 28TH day of Nov 2011

BETWEEN

MADARAKA IBRAHIM KILANGI, natural person and director of KILANGI INVESTMENTS LIMITED of P.O. Box 2901 MBEYA (hereinafter referred to as the "Assignor" which expression shall include and extend to his heir executor and legal representative) of the one Part;

AND

KILANGI INVESTMENTS LIMITED, a body corporate duly established and existing under the laws of Tanzania whose address is Postal Office No: 2901 MBEYA (hereinafter referred to as the "Assignee") of the other Part.

NOW IT IS HEREBY AGREED as follows:

1. In consideration of the payment of the sum of Tanzanian Shillings One Thousand (Tshs 1,000/=) only (for purposes of stamp duty payment, receipt for which the Assignor hereby acknowledges), the Assignor hereby assigns to the Assignee all rights, title and interests in the property registered under Title No: 461 MBYLR, L.O. No: 123771 Plot No: 23 Block "U" Soweto, Mwanjelwa Industrial Area, Mbeya City as part of the Assignor's equity contribution to KILANGI INVESTMENTS LIMITED of which he is a shareholder.
2. The Assignor warrants that he has full title to the property and authority to assign the same free from any encumbrances.

CTIN.: 1821033

ISO 9001 : 2008 Certified



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION

FOR

TAXPAYER IDENTIFICATION NUMBER (TIN)

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

THIS IS TO CERTIFY THAT

KILANGI INVESTMENTS LIMITED

.....

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

115-500-864

.....

with effect from 11/24/2011


P. N. Kassera

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

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

TANZANIA



Certificate of Incorporation

Section 15

No **86575**

I HEREBY CERTIFY THAT

KILANGI INVESTMENTS LIMITED

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

Given under my hand at Dar es salaam

this **19TH** day of **OCTOBER****TWO THOUSAND AND ELEVEN.**

CERTIFIED TRUE COPY
OF THE ORIGINAL
CERTIFICATE/DOCUMENT
28.11.2011



[Signature]
Asst. Registrar of Companies

KILANGI INVESTMENTS LIMITED

P.O. Box 2901, MBEYA – TANZANIA
Tel/Fax: +255 25 2502131; +255 754 277081
E-mail: madarakaautogarage@yahoo.com;

Date: October 27 2011

Ref. No: KIL/TIC/2011/1

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



RE: APPLICATION FOR TIC CERTIFICATE OF INCENTIVES

We are planning to implement a project for processing and packaging of mineral water and fruit juices at Plot No: 23 Block U Soweto, Mwanjelwa Industrial Area in the city of Mbeya. It is against this above background that we hereby submit our application for TIC Certificate of Incentives to facilitate smooth implementation of the project.

Attached herewith please find the following basic documents for ease of reference and approval:

1. Three copies of Application for TIC Certificate of Incentives form
2. Certified true copy of Certificate of Incorporation.
3. A copy of Company Memorandum and Articles of Association
4. One copy of project Feasibility Study Report
5. Certified true copy of Land ownership documents in respect of the project site.
6. A Letter of Reference from the Bank
7. Company Board Resolution to register the project with TIC

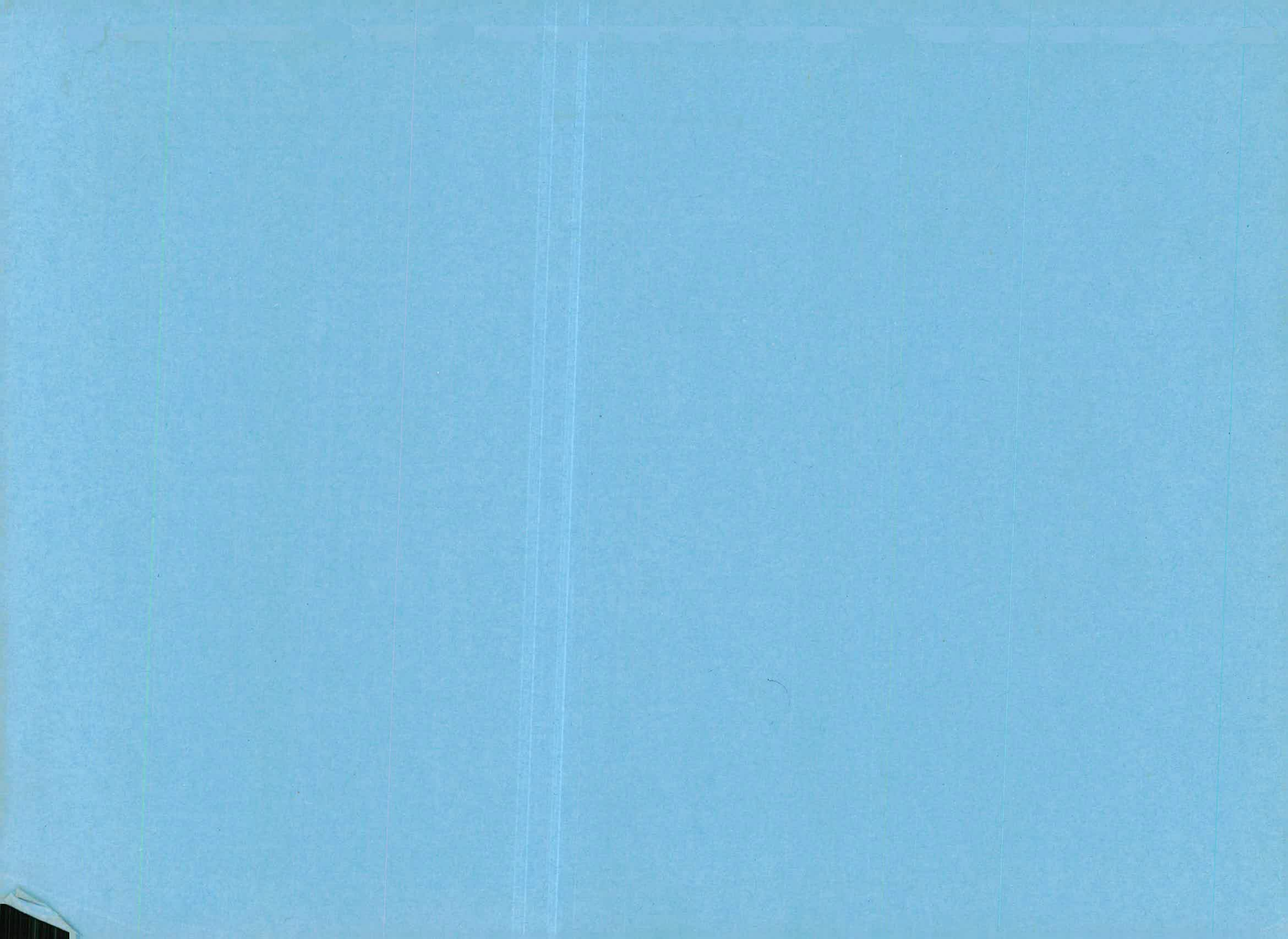
Thanking you for your kind cooperation.

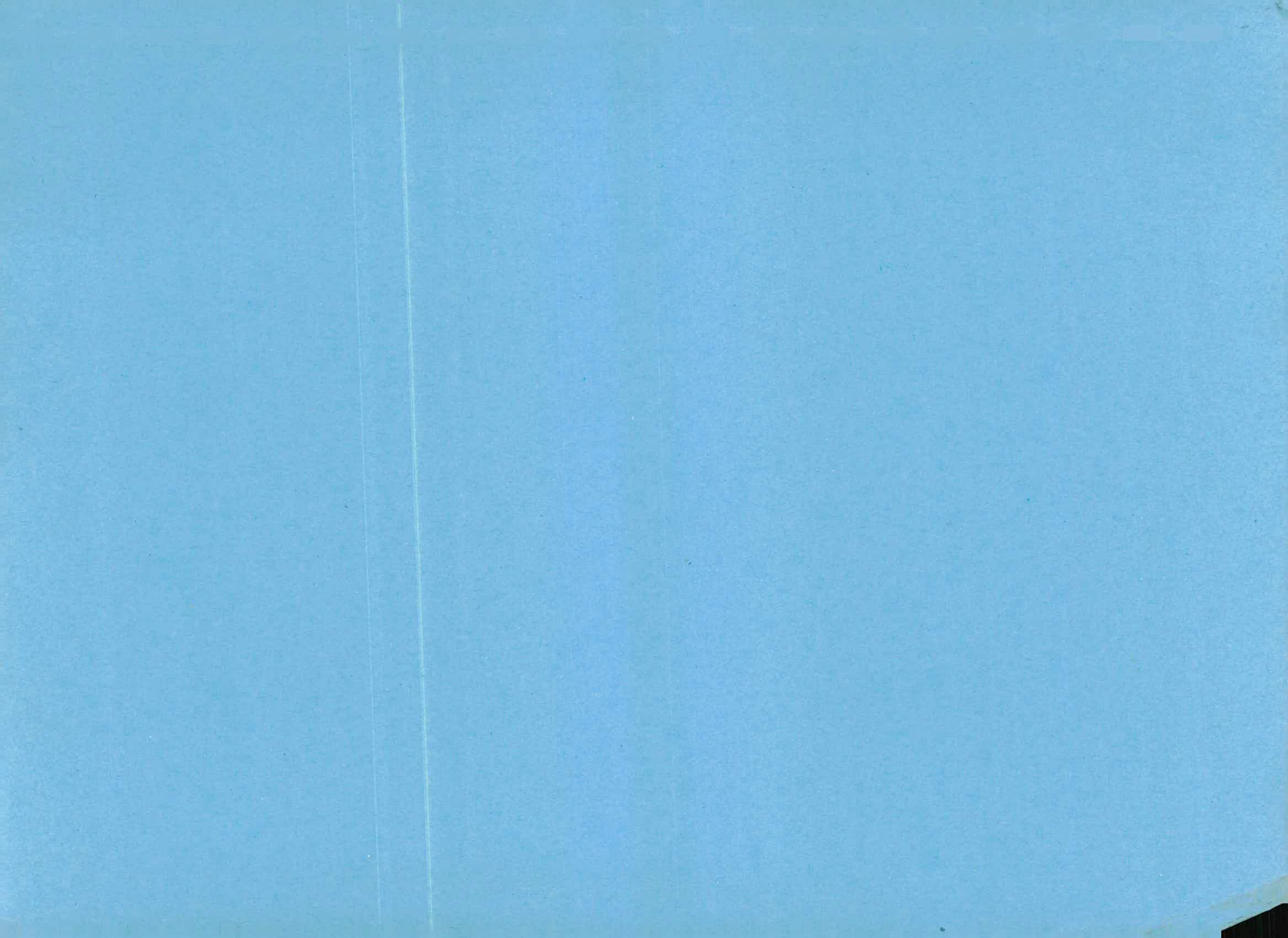
Yours sincerely,
KILANGI INVESTMENTS LIMITED

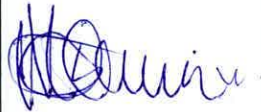



Madaraka I. Kilangi
MANAGING DIRECTOR

A handwritten signature in blue ink, appearing to read "Madaraka I. Kilangi".



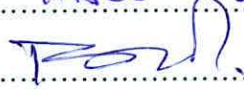




S/No:	Name, Postal Address and Occupation of Subscribers	Number of Shares Taken by Each Subscriber	Signature and Seal/Rubber Stamp of Subscribers
1.	Mr. Madaraka Ibrahim Kilangi (Entrepreneur) Plot No. 23, Block U Soweto Industrial Area P.O. Box 2901 Mbeya	70,000	
2.	Mr. Idrisa Mfaume Kilangi (Entrepreneur) Plot No. 23, Block U Soweto Industrial Area P.O. Box 2901 Mbeya	10,000	
3.	Ms. Hawa Mohamed Nakam (Entrepreneur) Plot No. 23, Block U Soweto Industrial Area P.O. Box 2901 Mbeya	10,000	
4.	Mr. Ibrahim Madaraka Kilangi (Entrepreneur) Plot No. 23, Block U Soweto Industrial Area P.O. Box 2901 Mbeya	10,000	

Dated this.....14th.....day of.....October.....2011.

WITNESS to the above Signatures:-

NameTASCO LUAMBANO.....
 Signature.....
 Postal Address:Box 847 MBEYA.....
 Qualification:ADVOCATE.....



of the meeting be sent to every member of, and 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

59. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
60. 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 address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given to 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.

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

53. 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 be signed by a director and by the secretary or by a second director.

54. The directors 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 purchase of goods by the company; and
- c. the assets and liabilities of the company.

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 fair view of the state of the company's affairs and to explain its transactions.

55. The books of account shall be kept at the registered office 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 directors.

56. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.

57. 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.

58. 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 directors' report and the auditors shall not less than twenty – one days before the date

summoning a general meeting of the company, but for no other purpose.

47. The directors may appoint one of their numbers 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 at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
48. 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.
49. 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 office, or had 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.
50. A resolution in writing signed by all the directors entitled to receive notice 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

51. 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.
52. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the

40. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
41. 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 only until the next following annual general meeting, and shall then be eligible for re – election.
42. 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 article 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.
43. 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 article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
44. 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.
45. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.
46. 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

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.

36. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
37. 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,
38. The directors shall cause minutes to be made in books provided for the purpose:-
 - a. of all appointments of officers made by the directors;
 - b. of the names of the 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

39. 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.

DIRECTORS

31. 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.
32. 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 of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
33. The following persons shall be the first directors to the Company:-

- 1. Madaraka Ibrahim Kilangi**
- 2. Idrisa Mfaume Kilangi**
- 3. Hawa Mohamed Nakam**
- 4. Ibrahim Madaraka Kilangi**

BORROWING POWERS

34. The director 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

35. Subject to the provisions of the Act, the memorandum and the articles and to any directions 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

“ Limited.

I/Weof Being a member/members of the above named company, hereby appoint of of or failing him of, as my/our proxy to vote for me/us on my/our behalf at the {annual or extraordinary, as the case may be}general meeting of the company to be held on theday of.....20....., and at any adjournment thereof.

Signed thisday of.....20

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

**Strike out whichever is not desire”*

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duty 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

30. Any corporation which is a member of the company may be 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.

23. On a poll votes may be given either personally or by proxy.
24. 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 appointer is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
25. 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 deposited 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, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
26. 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
theday of20....., and at any
adjournment thereof.

Signed this day of,20

27. 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:-

1. Neurochemie: Neurotransmitter, Neurohormone, Neurofaktoren

Neurotransmitter sind chemische Botenstoffe, die an Synapsen zwischen Nervenzellen übertragen werden. Sie werden in den präsynaptischen Endknöpfchen synthetisiert und in Vesikeln gespeichert. Bei einer Aktionspotential-Wellenfront wird ein Vesikel durch Membranfusion mit der präsynaptischen Membran fusioniert, wodurch der Neurotransmitter in den synaptischen Spalt freigesetzt wird. Er bindet an spezifische Rezeptoren auf der postsynaptischen Membran, was zu einer Erregung oder Hemmung der postsynaptischen Zelle führt. Danach wird der Neurotransmitter durch Enzyme abgebaut oder über Transporter wieder in den präsynaptischen Endknöpfchen aufgenommen.

Neurohormone sind Hormone, die von Nervenzellen freigesetzt werden und über das Blut im gesamten Körper wirken. Sie werden in den Endknöpfchen synthetisiert und in Vesikeln gespeichert. Bei einer Aktionspotential-Wellenfront wird ein Vesikel durch Membranfusion mit der präsynaptischen Membran fusioniert, wodurch das Neurohormon in den synaptischen Spalt freigesetzt wird. Es bindet an spezifische Rezeptoren auf der postsynaptischen Membran, was zu einer Erregung oder Hemmung der postsynaptischen Zelle führt. Danach wird das Neurohormon durch Enzyme abgebaut oder über Transporter wieder in den präsynaptischen Endknöpfchen aufgenommen.

Neurofaktoren sind Proteine, die von Nervenzellen freigesetzt werden und die Entwicklung, das Überleben und die Funktion von Nervenzellen regulieren. Sie werden in den Endknöpfchen synthetisiert und in Vesikeln gespeichert. Bei einer Aktionspotential-Wellenfront wird ein Vesikel durch Membranfusion mit der präsynaptischen Membran fusioniert, wodurch der Neurofaktor in den synaptischen Spalt freigesetzt wird. Er bindet an spezifische Rezeptoren auf der postsynaptischen Membran, was zu einer Erregung oder Hemmung der postsynaptischen Zelle führt. Danach wird der Neurofaktor durch Enzyme abgebaut oder über Transporter wieder in den präsynaptischen Endknöpfchen aufgenommen.

2. Neurophysiologie: Aktionspotential, Synapse, Neurotransmission

Das Aktionspotential ist ein elektrisches Signal, das sich entlang der Membran einer Nervenzelle ausbreitet. Es wird durch die Öffnung von spannungsgesteuerten Natriumkanälen initiiert, was zu einer Depolarisation der Membran führt. Wenn die Depolarisation ein bestimmtes Schwellenpotential erreicht, wird ein Aktionspotential ausgelöst, das sich entlang der Membran ausbreitet. Danach wird die Membran durch die Öffnung von spannungsgesteuerten Kaliumkanälen wieder hyperpolarisiert und schließlich durch die Aktivität von Ionenpumpen zum Ruhepotential zurückgeführt.

Die Synapse ist der Ort, an dem zwei Nervenzellen miteinander kommunizieren. Es gibt zwei Arten von Synapsen: chemische und elektrische Synapsen. Bei einer chemischen Synapse wird ein Neurotransmitter von der präsynaptischen Zelle freigesetzt und bindet an einen Rezeptor auf der postsynaptischen Zelle, was zu einer Erregung oder Hemmung der postsynaptischen Zelle führt. Bei einer elektrischen Synapse sind die präsynaptische und postsynaptische Zellen durch Gap Junctions verbunden, die den direkten Ionenfluss zwischen den Zellen ermöglichen.

Die Neurotransmission ist der Prozess der Übertragung von Informationen von einer Nervenzelle zu einer anderen. Es besteht aus der Synthese, dem Transport, der Freisetzung, der Bindung an Rezeptoren, der Aktivierung der postsynaptischen Zelle und dem Abbau oder der Wiederaufnahme des Neurotransmitters.

Die Neurotransmission ist ein komplexer Prozess, der von vielen Faktoren abhängt. Die Verfügbarkeit von Neurotransmittern, die Aktivität von Rezeptoren und die Effizienz der Synapse sind wichtige Faktoren, die die Neurotransmission beeinflussen. Störungen in der Neurotransmission können zu verschiedenen neurologischen Erkrankungen führen.

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 favour of or against such resolution.

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

16. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. 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 of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it 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 form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

20. Every member shall have one vote.
21. A 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.
22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

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and place, or to such other day and at such other time and place as the directors may determine.

12. 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 chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. 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.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business 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.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
 - a. by the chairman; or
 - b. by at least (two) members present in person or by proxy; or
 - c. by any member or 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

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.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a 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.

PROCEEDINGS AT GENERAL MEETINGS

9. 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 the fixing of the remuneration of the auditors.
10. 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.
11. 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 next week, at the same time

MEMBERS

2. The number of members with which the company proposes to be registered is four but the directors may from time to time register and increase the number of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership and shall be members of the company

GENERAL MEETINGS

4. 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 general meeting 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.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. 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 requisitionists, 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 MEETINGS

7. 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:

2. INTRODUCTION

The business communication system is a system that is used by students and staff members to communicate with each other. It is a system that is used to exchange information and to coordinate activities. The system is used to ensure that all members of the organization are aware of what is going on and that they are working together to achieve the organization's goals.

STANFORD
SCHOOL OF BUSINESS
OFFICE OF THE DEAN

Stamp Date Office

The business communication system is a system that is used by students and staff members to communicate with each other. It is a system that is used to exchange information and to coordinate activities. The system is used to ensure that all members of the organization are aware of what is going on and that they are working together to achieve the organization's goals.

STANFORD UNIVERSITY

The business communication system is a system that is used by students and staff members to communicate with each other. It is a system that is used to exchange information and to coordinate activities. The system is used to ensure that all members of the organization are aware of what is going on and that they are working together to achieve the organization's goals.

THE COMPANIES ACT

(ACT NO: 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION TO A COMPANY PRECEDING

MEMORANDUM OF ASSOCIATION

OF

KILANGI INVESTMENTS LIMITED

INTERPRETATION

1. In these Articles:

“The Act” means the Companies act

“Articles” means these Articles of Association of the company





“Clear days” in relation to the period of a notice means that a period excluding the day when the notice is given or deemed to be given and the day for which is given or which it is to take effect.

“The Seal” shall mean the Common Seal of the Company

“Secretary” shall mean any person appointed to perform the duties of Secretary of the Company.


Expressions referring to writing, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes 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 the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

S/No:	Name, Postal Address and Occupation of Subscribers	Number of Shares Taken by Each Subscriber	Signature and Seal/Rubber Stamp of Subscribers
1.	Mr. Madaraka Ibrahim Kilangi (Entrepreneur) Plot No. 23, Block U Soweto Industrial Area P.O. Box 2901 Mbeya	70,000	
2.	Mr. Idrisa Mfaume Kilangi (Entrepreneur) Plot No. 23, Block U Soweto Industrial Area P.O. Box 2901 Mbeya	10,000	
3.	Ms. Hawa Mohamed Nakam (Entrepreneur) Plot No. 23, Block U Soweto Industrial Area P.O. Box 2901 Mbeya	10,000	
4.	Mr. Ibrahim Madaraka Kilangi (Entrepreneur) Plot No. 23, Block U Soweto Industrial Area P.O. Box 2901 Mbeya	10,000	

Dated this 14th day of October 2011.

WITNESS to the above Signatures:-

Name TASCO LUAMBANO
 Signature 
 Postal Address: Box 847 MBEYA
 Qualification: ADVOCATE



And it is hereby declared that “company” in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and wherever formed, incorporated, domiciled or resident.

“Person” shall include any company as well as any other legal or natural person,

“Securities” shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation,

“And” and “or” shall mean “and/or” where the context so permits,

“Other” and “otherwise” shall not be construed *ejusdem generis* where a wider construction is possible.

The objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraph defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The share capital of the company is Tanzania Shillings 500,000,000/= (Shillings Five Hundred Million) divided into 100,000 (one hundred thousand) ordinary shares of Tshs 5,000/= (five thousand) each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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

- (ss) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (tt) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
- (uu) To obtain any provisions order, Ordinance or Act of Parliament for enabling the company to carry on any of its objects into effect or for effecting any modification of the company's constitution, or for any proceedings or applications which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interest.
- (vv) To distribute any of the property of the company among the members in specie.
- (ww) Pursue as a matter of priority investments that are geared to exporting or the generation of foreign currency along with investments that have activities within Tanzania, and pursue establishing an investment presence in East African Countries and other African countries as a basis for global growth with Tanzania being the home base of the company.
- (xx) To do all or any of the above things in any part of the world and as principals, managing agents, agents, contractors, trustees, or otherwise, and by or through trustees, managing agents, or otherwise, and either alone or in conjunction with others.
- (yy) To do all such other things as are incidental or conducive to the attainment of the above objects.

- (kk) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or any business capable of being conducted so as directly or indirectly to benefit this company.
- (ll) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such Government or authority, any rights, privileges and concessions which the company may think it is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (mm) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit this company.
- (nn) To invest the money of the company not immediately required in such manner as may from time to time be determined.
- (oo) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, or contracts by any persons, firms or companies.
- (pp) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the mortgaging Company property or issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (qq) To amalgamate with any other company having objects altogether or in part similar to those of the company.
- (rr) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing and placing of any of the shares in the company's capital or any debenture stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.

- (ee) To develop the resources and turn to account the lands, buildings and rights for the time being of the company in such manner as the company may think fit and may divide the land of the company into smallholdings.
- (ff) To carry on any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- (gg) To acquire and undertake the whole, or any part of the business property and liabilities of any person or company carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the company.
- (hh) To apply for, purchase or otherwise acquire, any patents brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to an invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account, the property, rights or information so acquired.
- (ii) To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engage in any business or transaction which this company is authorised to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- (jj) To guarantee the repayment of money by and the contracts of, or otherwise assist, any person, firm or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

advertisement and act as advertisement and publicity agents of all kinds and descriptions.

- (x) To carry on business of music recording, audio plays, recording of live events, and audio engineering facilities.
- (y) To carry on business as owner and manager of radio stations and television networks and programmes thereto related in the United Republic of Tanzania and elsewhere.
- (z) To carry on the business of computer networks, sales of computers, consultancy, computer training, graphic, design, internet café, computer programming, photocopying (sales and repairs, faxing, note counting machines, stationeries, websites, telecommunication equipment, telephones, cellular phones, TV transmission equipment, and all types of computer networks and related activities
- (aa) To carry on the business of manufacturers, principals or manufacturers' representatives, importers, exporters, buyers and sellers of industrial and agricultural machineries and spares, automobile spares, engines, iron bars, steel ware, hardboards, road construction materials and other related products and building materials; and engage in the manufacturing, assembling, repairing and distribution of electrical appliances of all kinds and descriptions.
- (bb) To carry on the business of electricity generation and production of electric power by solar energy and other energy sources to facilitate information communication technology (ICT) in rural centres and enhance the use of ICT by rural communities.
- (cc) To establish, acquire, own and operate training centres and facilities for conducting computer and related training activities for remuneration, such activities including but not limited to the designing and conducting of general and customer-tailored courses in computer systems installations, computer software operations, operations, installations and operation of network systems of all types and descriptions
- (dd) To manufacture, build, buy, sell and deal in goods, wares, tools and merchandise of every nature, kind and description whatsoever.

- (r) To carry on the business of or art printers, colour printers, copper plate printers, lithographic printers, offset printers, photographers, artists, designers, and draughtsman and as roll-form and automatic printers, cheque printers, trade printers and of printers generally and graphics and silk screen of all types of newspaper, magazine, periodical and journal proprietors, press agents, news agents, journalists, literacy, dramatic and music critics.
- (s) To carry on the business of manufacturers, designers, repairers, importers and exporters, buyers, sellers, hirers, renters, agents and representatives for manufacturers of computer hardware and software units and systems of all types and descriptions.
- (t) To carry on business as manufacturers, importers, exporters, wholesale and retail dealers of all types of building materials, galvanizing of all types of steel and iron, locks and keys, furniture makers, industrial and agricultural tools and equipment makers, electrical repairers, agents, dealers, retailers and wholesalers of textile and hardware merchants, all types of electrical and electronic equipment, machineries, all types of petroleum products, rubber products, farming and agricultural products.
- (u) To carry on business as manufacturers, importers, exporters, wholesale and retail dealers of all types of steel, iron, aluminium, copper, including all types of household utensils and general containers, iron bars, screws, guttering, wire nails, expanded metals, wire drawing, barbed wire, weld mesh, pipes and fittings, tubular pipes, welding rods, and all kinds of metallurgical products.
- (v) To carry on the business of satellite cables, television network and offices of cable wire lines, repairing and television network, T.V. broadcast and Internet, sales and services of electronic items.
- (w) To carry on the business of production and distribution of audiovisual materials, television and radio programmes; fiction, documentary and information films, videos and cinemas and engage in training, support and consultancy services to the film and television industry as a whole; and to manage and promote the business of media including but not limited to radio and television broadcasting, professional

- (k) To carry on the business of bulk petroleum products stores, suppliers of petroleum and oil products; to build, own and operate petrol stations, motor vehicles service stations and garages as well as to own land, oil wells, refineries, mines, mining and drilling rights and concessions, minerals, ores and attendant rights.
- (l) To carry out on business as gemstones and precious stones cutters, sorters, polishers, sellers, importers and exporters of minerals and all types of mineral products as well as gold, diamond, tanzanite and all other minerals and gemstones.
- (m) To purchase or otherwise acquire, explore, develop and work claims or mines, drill and sink shafts or wells and raise, pump, dig and quarry for gold, silver, mineral ores, diamonds, gemstones and precious stones, oil, petroleum, natural gas, coal, earth and other substances and generally to carry on business of mining and dealers in minerals of whatever description.
- (n) To establish and carry on the business of motor vehicle and motor cycles assembling and reconditioning workshop and for that purpose import motor vehicles and motor cycles in completely knocked down form (CKD), fabrication of motor vehicle parts, manufacture of spare parts, industrial machinery spares, heavy duty equipment, reclaiming and reconditioning of any type of spare part.
- (o) To carry on the business of excavation, trackers, exhumers and finders of all types of antiques and antiquities and to process, buy, and sell, export and import, any type of antiques, antiquities, processed or unprocessed.
- (p) To carry on the business of importation, assembling, installation, marketing, training, repairing, supervising and managing payphones of all kinds and descriptions and establish support centres in particular.
- (q) To carry on business as importers, dealers, sellers, distributors and suppliers of telephones, cellular phones office equipment and similar electronic products; and parts for telephone, cellular phone, office equipment and similar electronic products, and to carry out repairs and services for such products.

- (d) To carry on the business of tour operators, tourist agents, car hire, reservations, photographic safaris, camping, hunting safaris, travel agents, road and marine transporters, self and chauffer-driven cabs.
- (e) To undertake and operate agricultural projects including livestock, dairy farms and crop farming in small and large scale holdings and to engage in agro processing business for all types of agricultural products, manufacturing, drying, processing and packaging of fruits, vegetables, spices, herbs, dairy, poultry, meat, fish, pharmaceuticals, snacks, confectionaries, beverages, syrups, soups, juices, powders, edibloils, breweries, bakeries, chemicals, drinks and food.
- (f) To carry on the business of poultry keeping for the purpose of providing chicken and eggs to its own health or other institutions or any other business purpose.
- (g) To carry on business of pest controllers (domestic horticultural and agricultural) importers of pesticides, herbicides and fungicides.
- (h) To acquire land for agricultural use and other investments purposes, establish and operate cotton ginneries and oil milling projects, and deal in irrigation by using water pumps and use of all machineries, tools and equipment, agricultural implements, accessories and devices of all descriptions to enhance the objects of the company.
- (i) To carry on business as importers and exporters as sales agents and dealers in all kinds, makes and descriptions of motor vehicles including but not limited to saloon cars, four wheel drive vehicles, pick ups, heavy duty trucks, buses, lorries, tractors, caterpillars, cranes and all sorts of transportation equipment.
- (j) To carry on business as transporters of timber, road haulage specialists, container operators, freight chatteringers and general cargo dealers as well as conducting the business of clearing and forwarding agents, distributors, sales agents and dealers in heavy trucks, buses, lorries, tractors, caterpillars, cranes and all sorts of transportation equipment and appliances.

THE COMPANIES ACT

(ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KILANGI INVESTMENTS LIMITED

1. The name of the Company is **Kilangi Investments Limited**
2. The registered office of the Company will be situated in United Republic of Tanzania.
3. The objects for which the company is formed are:
 - (a) To carry on the business of processing and bottling of pure drinking water; manufacturing aerated and mineral waters, cordials, syrups, beverages, ice and ice creams, juices and to establish in Tanzania and in any part of East Africa shops, refreshment rooms, depots and distribution network for the sale of the said products either in wholesale or retail.
 - (b) To carry on business as real estate developers and managers, civil engineering contractors, building agents, mining support services, owners and operators of day care centres, nursery schools, primary schools, secondary schools, high schools and colleges of all kinds and descriptions.
 - (c) To build, own and manage commercial centres, apartments, hostels, hotels, lodgings, restaurants, leisure and entertainment centres, showrooms, warehousing facilities, and to develop and manage buildings and civil works structures of all kinds and descriptions as a company and or enter into joint venture partnership or any arrangement for sharing profits in carrying on such business.

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No:

I HEREBY CERTIFY THAT

KILANGI INVESTMENTS 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 day of two thousand and eleven.

Registrar of Companies

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

KILANGI INVESTMENTS LIMITED

Incorporated this *day of* *2011*

Drawn by:

Madaraka Ibrahim Kilangi
(Subscriber)
P.O. Box 2901
Mbeya

M/S KILANGI INVESTMENTS LIMITED P.O. BOX 2901 MBEYA

Loan Repayment Schedule (in US \$)

Amount 265,000
 Period 7 years
 Rate 5% p.a

Particulars	Year I	Year II	Year III	Year IV	Year V	Year VI	Year VII	Year VIII
Opening	265,000	265,000	227,143	189,286	151,429	113,571	75,714	37,857
Interest	13,250	13,250	11,357	9,464	7,571	5,679	3,786	1,893
Loan repayment	0	37,857	37,857	37,857	37,857	37,857	37,857	37,857
Total payment	13,250	51,107	49,214	47,321	45,429	43,536	41,643	39,750
Loan balance	265,000	227,143	189,286	151,429	113,571	75,714	37,857	0

M/S KILANGI INVESTMENTS LIMITED P.O. BOX 2901 MBEYA

Projected Balance Sheet (in US \$)

Particulars	Year I	Year II	Year III	Year IV	Year V	Year VI	Year VII	Year VIII	Year IX	Year X
Assets:										
Fixed Assets (net)	108,900.00	107,850.00	99,351.75	95,625.18	91,445.04	90,561.86	88,177.04	85,689.74	78,710.16	72,835.08
Current Assets:										
Cash & bank	309,058.71	310,302.51	316,131.07	333,015.68	352,048.25	369,707.27	391,054.04	314,991.27	346,256.16	379,652.43
Debtors	15,133.33	15,293.33	15,485.33	17,149.07	19,002.21	21,068.32	23,374.22	25,950.52	28,832.23	32,059.44
Total Current Assets	324,192.04	325,595.84	331,616.40	350,164.75	371,050.47	390,775.59	414,428.26	340,941.79	375,088.39	411,711.87
Less: Current Liabilities:										
Trade Creditors	2,124.36	2,257.58	2,399.62	2,551.09	2,712.66	2,885.02	3,068.95	3,265.24	3,474.77	3,698.49
Net Current Assets	2,124.36	2,257.58	2,399.62	2,551.09	2,712.66	2,885.02	3,068.95	3,265.24	3,474.77	3,698.49
Net Total Assets	430,967.68	431,188.26	428,568.53	443,238.84	459,782.85	478,452.43	499,536.35	423,366.29	450,323.78	480,848.46
Financed by:										
Equity	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00
Loan	265,000.00	265,000.00	265,000.00	265,000.00	265,000.00	265,000.00	265,000.00	180,000.00	0.00	0.00
Reserves	15,967.68	16,188.26	13,568.53	28,238.84	44,782.85	63,452.43	84,536.35	8,366.29	35,323.78	65,848.46
Net Worth	430,967.68	431,188.26	428,568.53	443,238.84	459,782.85	478,452.43	499,536.35	423,366.29	450,323.78	480,848.46

Discounted Cashflows (in US \$)

Item	Year 0	Year I	Year II	Year III	Year IV	Year V	Year VI	Year VII	Year VIII	Year IX	Year X
Inflows:											
Profit Before Tax		702,071.00	702,771.00	697,307.00	769,996.00	850,743.00	938,467.00	1,035,836.00	1,143,155.00	1,261,433.00	1,391,779.00
Depreciation		105,350.00	85,736.75	70,988.42	51,516.60	43,160.92	36,863.32	32,111.28	14,395.19	11,676.39	9,613.25
Residue Value		0.00	0.00	0.00	0.00	231,445.04	200,561.86	172,177.04	145,689.74	138,710.16	132,835.08
Total Inflows	0.00	807,421.00	788,507.75	768,295.42	821,512.60	1,125,348.96	1,175,892.18	1,240,124.32	1,303,239.93	1,411,819.55	1,534,227.33
Outflows:											
Investment	680,000.00	680,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Reinvestment		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Change in Working Capital		68,200.88	315.54	345.54	6,922.67	7,612.67	8,371.01	9,204.89	10,121.58	11,129.47	12,237.22
Total Outflows	680,000.00	748,200.88	315.54	345.54	6,922.67	7,612.67	8,371.01	9,204.89	10,121.58	11,129.47	12,237.22
Net Cashflows	-680,000.00	739,220.12	788,192.21	767,949.88	814,589.93	1,117,736.29	1,167,521.17	1,230,919.43	1,293,118.35	1,400,690.08	1,521,990.11

NPV at 25%	2,113,196.51
NPV at 30%	1,638,361.76
IRR	64.00

Appendix VIII

M/S KILANGI INVESTMENTS LIMITED P.O. BOX 2901 MBEYA

Cashflow Projections (in US \$)

Item	Year I	Year II	Year III	Year IV	Year V	Year VI	Year VII	Year VIII	Year IX	Year X
Inflows:										
Equity	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00	415,000.00
Loan Capital	265,000.00	265,000.00	265,000.00	265,000.00	265,000.00	265,000.00	265,000.00	265,000.00	265,000.00	265,000.00
Profit Before Tax	702,071.00	702,771.00	697,307.00	769,996.00	850,743.00	938,467.00	1,035,836.00	1,143,155.00	1,261,433.00	1,391,779.00
Depreciation	105,350.00	85,736.75	70,988.42	51,516.60	43,160.92	36,863.32	32,111.28	14,395.19	11,676.39	9,613.25
Total Inflows	1,072,421.00	1,468,507.75	1,448,295.42	1,501,512.60	1,573,903.92	1,655,330.32	1,747,947.28	1,837,550.19	1,953,109.39	2,081,392.25
Outflows:										
Investment	680,000.00	680,000.00	680,000.00	680,000.00	680,000.00	680,000.00	680,000.00	680,000.00	680,000.00	680,000.00
Reinvestment	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Change in Working Capital	68,200.88	315.54	345.54	6,922.67	7,612.67	8,371.01	9,204.89	10,121.58	11,129.47	12,237.22
Total Outflows	748,200.88	680,315.54	680,345.54	686,922.67	687,612.67	688,371.01	689,204.89	690,121.58	691,129.47	692,237.22
Operating Cashflow	324,220.12	788,192.21	767,949.88	814,589.93	886,291.25	966,959.31	1,058,742.39	1,147,428.61	1,261,979.92	1,389,155.03
Less: Loan Instalment	0.00	17,142.86	17,142.86	17,142.86	17,142.86	17,142.86	17,142.86	17,142.86	0.00	0.00
Net Cashflow	324,220.12	771,049.35	750,807.02	797,447.07	869,148.39	949,816.45	1,041,599.53	1,130,285.75	1,261,979.92	1,389,155.03
Cummulative Cashflows	324,220.12	1,095,269.47	1,846,076.50	2,643,523.57	3,512,671.96	4,462,488.41	5,504,087.95	6,634,373.70	7,896,353.62	9,285,508.65

Appendix VII

M/S KILANGI INVESTMENTS LIMITED P.O. BOX 2901 MBEYA

Working Capital Schedule (In US \$)

Item \ Year	Year I	Year II	Year III	Year IV	Year V	Year VI	Year VII	Year VIII	Year IX	Year X
Current Assets:										
Debtors 1month of sales	65,445.08	65,445.08	65,445.08	71,989.58	79,188.58	87,107.33	95,818.00	105,399.75	115,939.83	127,533.83
Trade debtors insurance - 1 Year	6,800.00	7,344.00	7,931.52	8,566.04	9,251.32	9,991.43	10,790.75	11,654.01	12,586.33	13,593.23
Total Current Assets	72,245.08	72,789.08	73,376.60	80,555.62	88,439.91	97,098.76	106,608.75	117,053.76	128,526.16	141,127.06
Current Liabilities:										
Salaries and wages (1 month)	3,169.20	3,327.66	3,494.04	3,668.75	3,852.18	4,044.79	4,247.03	4,459.38	4,682.35	4,916.47
Electricity & Water (1 month)	350.00	378.00	408.24	440.90	476.17	514.26	555.41	599.84	647.83	699.65
Communications (1 month)	91.67	99.00	106.92	115.47	124.71	134.69	145.46	157.10	169.67	183.24
Machine & Motor running expenses (1 month)	433.33	468.00	505.44	545.88	589.55	636.71	687.65	742.66	802.07	866.24
Total Current Liabilities	4,044.20	4,272.66	4,514.64	4,770.99	5,042.61	5,330.45	5,635.55	5,958.98	6,301.92	6,665.60
Net Working Capital	68,200.88	68,516.42	68,861.96	75,784.63	83,397.30	91,768.31	100,973.20	111,094.78	122,224.24	134,461.47
Change in Working Capital	68,200.88	315.54	345.54	6,922.67	7,612.67	8,371.01	9,204.89	10,121.58	11,129.47	12,237.22

Depreciation Schedule (in US \$)

NO:	Item	Rate	Method	Year 0	Year I	Year II	Year III	Year IV	Year V	Year VI	Year VII	Year VIII	Year IX	Year X	R/Value
1	Land and buildings	4%	DB												
	Opening Balance			205,000.00	205,000.00	200,900.00	196,882.00	192,944.36	189,085.47	185,303.76	181,597.69	177,965.73	174,406.42	170,918.29	
	Depreciation				4,100.00	4,018.00	3,937.64	3,858.89	3,781.71	3,706.08	3,631.95	3,559.31	3,488.13	3,418.37	
	Closing Balance				200,900.00	196,882.00	192,944.36	189,085.47	185,303.76	181,597.69	177,965.73	174,406.42	170,918.29	167,499.93	167,499.93
2	Motor Vehicle	25%	SLM												
	Opening Balance			90,000.00	90,000.00	67,500.00	45,000.00	56,500.00	42,375.00	28,250.00	14,125.00	0.00	0.00	0.00	
	Depreciation				22,500.00	22,500.00	22,500.00	14,125.00	14,125.00	14,125.00	14,125.00	0.00	0.00	0.00	
	Closing Balance				67,500.00	45,000.00	22,500.00	42,375.00	28,250.00	14,125.00	0.00	0.00	0.00	0.00	0.00
3	Office Furniture	12.5%	DB												
	Opening Balance			10,000.00	10,000.00	8,750.00	7,656.25	6,699.22	5,861.82	5,129.09	4,487.95	3,926.96	3,436.09	3,006.58	
	Depreciation				1,250.00	1,093.75	957.03	837.40	732.73	641.14	560.99	490.87	429.51	375.82	
	Closing Balance				8,750.00	7,656.25	6,699.22	5,861.82	5,129.09	4,487.95	3,926.96	3,436.09	3,006.58	2,630.76	2,630.76
4	Machinery & Equipment	25.0%	DB												
	Opening Balance			310,000.00	310,000.00	232,500.00	174,375.00	130,781.25	98,085.94	73,564.45	55,173.34	41,380.00	31,035.00	23,276.25	
	Depreciation				77,500.00	58,125.00	43,593.75	32,695.31	24,521.48	18,391.11	13,793.33	10,345.00	7,758.75	5,819.06	
	Closing Balance				232,500.00	174,375.00	130,781.25	98,085.94	73,564.45	55,173.34	41,380.00	31,035.00	23,276.25	17,457.19	17,457.19
	Total Invest. & Reinvestment			680,000.00	680,000.00	509,650.00	423,913.25	386,924.83	335,408.23	292,247.31	255,383.98	223,272.70	208,877.51	197,201.12	
	Total Depreciation				105,350.00	85,736.75	70,988.42	51,516.60	43,160.92	36,863.32	32,111.28	14,395.19	11,676.39	9,613.25	

Note: DB - Declining Balance Method

SL - Straight Line Method

Appendix V

M/S KILANGI INVESTMENTS LIMITED P.O. BOX 2901 MBEYA

Assumptions for Projections

- Salaries and Wages will Increase by 5% Every year

Projected Income and Expenditure Statement (in US \$)

Particulars	Year I	Year II	Year III	Year IV	Year V	Year VI	Year VII	Year VIII	Year IX	Year X
Revenue:										
Sales/Revenue	785,341	785,341	785,341	863,875	950,875	1,045,288	1,149,816	1,264,797	1,391,278	1,530,406
Total Income	785,341	785,341	785,341	863,875	950,875	1,045,288	1,149,816	1,264,797	1,391,278	1,530,406
Less: Expenses:										
Salary and wages	38,030.40	38,030	39,932	41,929	44,025	46,226	48,537	50,964	53,513	56,188
Operating expenses	45,240	44,539	48,102	51,951	56,107	60,595	65,443	70,678	76,332	82,439
Total Expenses	83,270	82,570	88,034	93,879	100,132	106,821	113,980	121,642	129,845	138,627
Operating Profit	702,071	702,771	697,307	769,996	850,743	938,467	1,035,836	1,143,155	1,261,433	1,391,779
Less: Interest	0	0	0	0	0	0	0	0	0	0
Profit Before tax	702,071	702,771	697,307	769,996	850,743	938,467	1,035,836	1,143,155	1,261,433	1,391,779
Cummulative Profit	702,071	1,404,842	2,102,149	2,872,145	3,722,888	4,661,355	5,697,191	6,840,345	8,101,779	9,493,558

Appendix IV

M/S KILANGI INVESTMENTS LIMITED P.O. BOX 2901 MBEYA

Assumptions for Projections

- No. of working days in one year: 330
- No. of working hours in one day: 8
- Plant Capacity liters per day: 6,666
- Production per year (liters): 2,199,830
- Ratio of 0.5 liter and 1.5 liter bottle: 80:20
- Production of 0.5 liter bottle of mineral water: 1,759,864 per year
- Production of 1.5 liter bottle of mineral water: 439,966 per year
- Production of 0.5 liter bottle of fruit juice: 165,000 per year
- Sale price of 0.5 liter of bottle of mineral water and juice: \$ 0.28
- Sale price of 1.5 liter bottle of mineral water: \$ 0.56
- After 3 years ,Sales will increase by 10% Every year

Sales/Revenue Projections (in USD)

Sales	Year I	Year II	Year III	Year IV	Year V	Year VI	Year VII	Year VIII	Year IX	Year X
0.5 Liter bottle of mineral water	492,761	492,761	492,761	542,037	596,241	655,864	721,450	793,595	872,955	960,250
1.5 Liter bottle of mineral water	246,380	246,380	246,380	271,018	298,120	327,932	360,725	396,797	436,477	480,125.00
0.5 Liter bottle of fruit juice	46,200	46,200	46,200	50,820	55,902	61,492	67,641	74,405	81,846	90,031.00
Total	785,341	785,341	785,341	863,875	950,263	1,045,288	1,149,816	1,264,797	1,391,278	1,530,406

Appendix I**M/S KILANGI INVESTMENTS LIMITED P.O. BOX 2901 MBEYA****CAPITAL INVESTMENT STRUCTURE (in US \$)**

Description	Equity	Loan	Total
Land ,Buildings and Rent	120,000.00	85,000.00	205,000.00
Motor Vehicles	40,000.00	50,000.00	90,000.00
Furniture, Fixture & Fittings	10,000.00	-	10,000.00
Machinery & Equipment	180,000.00	130,000.00	310,000.00
Preparation Expenses	30,000.00	-	30,000.00
Contigencies	15,000.00	-	15,000.00
Initial Working Capital	20,000.00	-	20,000.00
Total	415,000.00	265,000.00	680,000.00
Contribution in Percentage	61%	39%	100%

10 CONCLUDING REMARKS AND RECOMMENDATIONS

10.1 Overall Project Concept

The overall project concept is sound as it contributes to increased supply of bottled drinking water and fruit juice to the manufacturing industry. It also has great potential for generating foreign exchange for the economy.

10.2 Economic and Financial Viability

The technical analysis indicates that the project is both financially and economically feasible.

10.3 Social and Administrative Sustainability

The project is socially acceptable as it contributes directly to the national development objective. There are no likely social complexities with respect to the project.

10.4 Recommendations

The project is highly recommended for implementation and necessary approvals.

CONCLUDING REMARKS AND RECOMMENDATIONS

This section presents summary and remarks on various issues analysed, which includes financial and economic viability, market strength, and environmental suitability. It finally presents recommendations for the appropriate action to be taken by the Company and Authorities responsible for various approvals.

9. IMPLEMENTATION PLAN

The Company’s plan of activities for development of is business is divided into the following main activities:

- Completion of initial formalities, i.e. selection of suitable location, etc.
- Mobilization of Resources (including financing)
- Consultations and approvals from TIC, TBS and TFDA
- Procurement and installation of necessary machinery and equipments
- Furnishing and staff appointment
- Operations (production, marketing, distribution, etc)

This project will take-off between 24 to 36 months as some of the activities will be in progress simultaneously.

These will be implemented as indicated in the schematic below:

Activity/Time (Quarters)	2011				2012			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Completion of initial formalities								
Mobilization of resources								
Consultations and approvals from TIC, TBS and TFDA								
Procurement and installation of machinery and equipment								
Furnishing and staff appointment								
Operation								

IMPLEMENTATION PLAN

This section presents the planned implementation schedule for the project, from preparations, procurement, operational planning, hiring, and commencement of operations.

8 SOCIAL ASPECTS

The Company understands the importance of the community in areas where it does business as an important stakeholder to the Company. During due diligence review of the industry and social implications, nothing negative about the social implications of the project came to the attention of the promoters, aside from environmental aspects dealt with above.

The project promoters will participate and engage in the Community's joint efforts to improve infrastructure and other social services around their business areas. The Company will seek partnership with Community groups to engage in Community development issues, and to resolve amicably, any social misunderstanding or conflicts of interest that arise between the Company and other parties such as the government, employees, customers, suppliers, and other stakeholders.

SOCIAL ASPECTS

This section presents the various social aspects such as public areas concerns, land rights issues, community services, and acceptability of the project to the society. This analysis is essential because social contradictions may result in losses of revenue and may be administratively costly to resolve.

7.3 Contribution of the Project to Economic Development

The project will serve as an additional source of supply of bottled mineral water and fruit juice to the economy. It will also contribute to the supply of foreign exchange, since a significant portion of products will be exported to neighbouring countries such as Zambia and Malawi. The project will also contribute to the growth of the economy through generation of new employment, increase in government revenue through payment of taxes, and through a multiplier effect that would arise through various points in the value chain of manufacturing bottled drinking water and fruit juice, distribution, and export.

7.3 Assumptions for Projections

- ❖ Number of working days in a year are 330 days
- ❖ Number of working hours in one day are 8 hours
- ❖ Plant capacity litres per day are 6,666 litres
- ❖ Production capacity per year are 2,199,830 litres
- ❖ Ratio of 0.5 litre and 1.5 litre bottle of mineral water is 80:20
- ❖ Production of 0.5 litre bottle of mineral water is 1,759,864 per year
- ❖ Production of 1.5 litre bottle of mineral water is 439,966 per year
- ❖ Production of 0.5 litre bottle of fruit juice is 165,000 per year
- ❖ Sale price of 0.5 litre bottle of mineral water and fruit juice is \$ 0.28
- ❖ Sale price of 1.5 litre bottle of mineral water is \$ 0.56
- ❖ After 3 years, sales will increase by 10% every year
- ❖ The value of US \$ is calculated at: **1 USD =Tshs 1650/=**

7. ECONOMIC AND FINANCIAL ANALYSIS

7.1 Projected Financial Statements

The projected financial statements for ten year period are attached as **Appendix I-XI**. These statements include the projected balance sheets, income statements, and the statement of cash flows.

The projected balance sheets indicate a healthy trend, with a total equity position. The projected current assets will remain substantially above current liabilities, thus posing no liquidity problems. The projected income statement shows a steady increase in net income starting from the first year of project implementation.

The projected cash flows indicate a strong cash position, enough to support loan repayment and interest payments at the due dates. The projected interest calculation and loan amortisation is attached as **Appendix XI**.

7.2 Analysis of Financial and Economic Viability

The analysis of financial viability of the projected was done using the Discounted Cash flow approach (DCF) and the payback method. On the basis of the results of the analysis, the project is financially viable as it has a positive net present value. The Internal Rate of Return (IRR) of 64% is also above the cost of capital.

The project's payback period is 7 years.

Economically, the project is also viable for it will contribute significantly to the development in the following measurable ways:

- ❖ The project will create about 31 employment opportunities.
- ❖ The project will contribute to government revenue in the form of taxes. It is projected that, the project will have generated about USD 1,530,406 sales alone by the end of year ten.
- ❖ The project will result into significant positive multiplier effects through various stages of manufacturing bottled mineral water and fruit juice and distribution chain.

ECONOMIC AND FINANCIAL ANALYSIS

This section gives economic and financial analysis. This includes detailed analysis of cash flows and income projections for a reasonably foreseeable period, loan repayment schedule, and feasibility valuations based on results of valuation methods such as Discounted Cash Flow methods and the Payback period.

Table 8: Furniture, Fixture and Office Equipment Requirement

Item	Quantity	Cost per unit	Total Cost
Table & Chair for CEO	3	90	270
Table & Chair for Manager	3	90	270
Table & Chairs for officers and supervisors	3	90	270
Table & Chairs for other staff	10	90	900
Visitors chairs for management office	15	90	1,350
Other staff chairs	20	90	1,800
Computers	5	300	1,500
Laser Printer	2	200	400
Dot Matrix	4	100	400
UPS	4	150	600
Air Conditioners	4	400	2,240
Total			10,000

6.2 Financing Plan

The project will be financed by both equity and loan. The project promoters, who are the directors and shareholders of the company, will inject equity into the project in the form of cash and assets. Equity injection amounts to USD. 415,000.

The debt to equity ratio given the estimated amounts of equity of loan will be as follows:

	<u>Amount (USD)</u>	<u>Percentage</u>
Equity	415,000	61
Loan	265,000	39
Total	680,000	100

6.3 Machinery and Equipment Requirements

Most of the water purification plants being installed in Tanzania are reverse osmosis based. Government also recommends the RO based technology. This feasibility study is based on the reverse osmosis plant. The details of the machinery and equipment are as follows:

Table 7: Machinery Details in US \$

Machinery Name	Quantity	Unit Cost	Total Cost
Reverse Osmosis Water Purification Plant	1	50,000	50,000
Ozonator (Included in the filling plant)	1	70,000	70,000
Washing, Filling & Capping Plant	1	80,000	80,000
Washing, Filling & Capping Plant	1	90,000	90,000
UV Lamp	1	20,000	20,000
Total	5		310,000

6.4 Furniture, Fixture and Office Equipment Requirements

The details of the required furniture, fixture and office equipment are as follows:

6 INVESTMENT AND FINANCING PLAN

6.1 Project Costs

Break down of total project cost is in the table below:

Table 6: Project Costs

Description	Equity (USD)	Loan (USD)	Total (USD)
Land and Buildings and other Civil works	120,000	85,000	205,000
Plant and machinery	180,000	130,000	310,000
Motor vehicles	40,000	50,000	90,000
Furniture, Fixture and fittings	10,000	0.00	10,000
Pre -operational expenses	30,000	0.00	30,000
Contingencies	15,000	0.00	15,000
Working capital	20,000	0.00	20,000
Total Project Costs	415,000	265,000	680,000

During the operational phase of the project, the company would require additional funds for working capital, operational expenses or revenue expenditure, and financial expenses. The amount required would cover initial operating expenditures, and will thus be reflected in the projections of income statements.

INVESTMENT AND FINANCING PLAN

This section gives detailed financial information, which includes investment structure and financing plan. The investment structure gives a breakdown of the total project cost, which includes start up costs, capital expenditures and working capital. Financing plan includes capital structure, indicating the amount and form of equity contribution by the project promoters and the amount and form of loan capital to be obtained. It also provides a detailed analysis of cash flows and income projections for a reasonably foreseeable period, loan repayment schedule, and feasibility valuations based on results of valuation methods such as Discounted Cash Flow methods and the Payback period.

5 ENVIRONMENTAL IMPACT ASESMENT

5.1 Potential Impacts of the Project

Kilangi Investments Limited's concern is to be as environmentally conscious as possible. Thus, the Company will ensure high standards of the facilities to be installed sufficient to comply with safety standards.

5.2 Quality Assurance

Kilangi Investments Limited firmly believes that quality helps in forming the backbone of any organization. Our endeavours are directed towards manufacturing optimal hygiene drinking water and fruit juice. We will employ well versed quality auditors who will strictly monitor the entire proceedings of our manufacturing unit. To manufacture our range in compliance with national and international quality standards, we will conduct strict quality checks. Bottled drinking water and fruit juice will be prepared in accordance with:

- TBS Quality Management System – ISO 9001:2008
- Testing and Calibration Laboratories – ISO 17025:2005
- TZS 573:1999 Natural Mineral Water – Specification
- TZS 574:2008 Packaged/Bottled Drinking Water – Specification
- TFDA Rules and Regulations

ENVIROMENTAL IMPACT ASSESSMENT

This section presents the crucial and yet often ignored concerns on environment and sustainable utilisation of resources. It presents the evaluation of potential environmental impacts of the project, and how the project promoters have planned to prevent or to internalise. It also presents the management commitment and in-built processes designed to ensure compliance with environmental standards, monitoring, and control.

4.3 Support Services and Needs Assessment

The project would require moderate use of support services. Some of these services can be provided in house, while some can be outsourced. The project management envisages obtaining certain support services in- house. These include secretarial, stores, and machine operators. The market availability of the people for these positions in Tanzania is favourable as the existing enterprises and the government are unable to fully absorb the labour force. Others may be hired as temporary workers paid on an hourly basis.

The Company will outsource other services such as security to the factory to credible security company.

4.4 Management Structure and Strategic Positioning

The Structure of the Organisation proposed is expected to afford the management a reasonable degree of flexibility and information flow that is considered critical for its business strategy and its market target. The strategy requires high level of contact and interaction with market players; therefore need to remove information barriers between the top management and operational staff. The structure would also allow an efficient and effective production and distribution of bottled mineral water and fruit juice, leading the Company into achieving its objectives of supplying bottled mineral water and fruit juice to a large number of customers and at competitive prices.

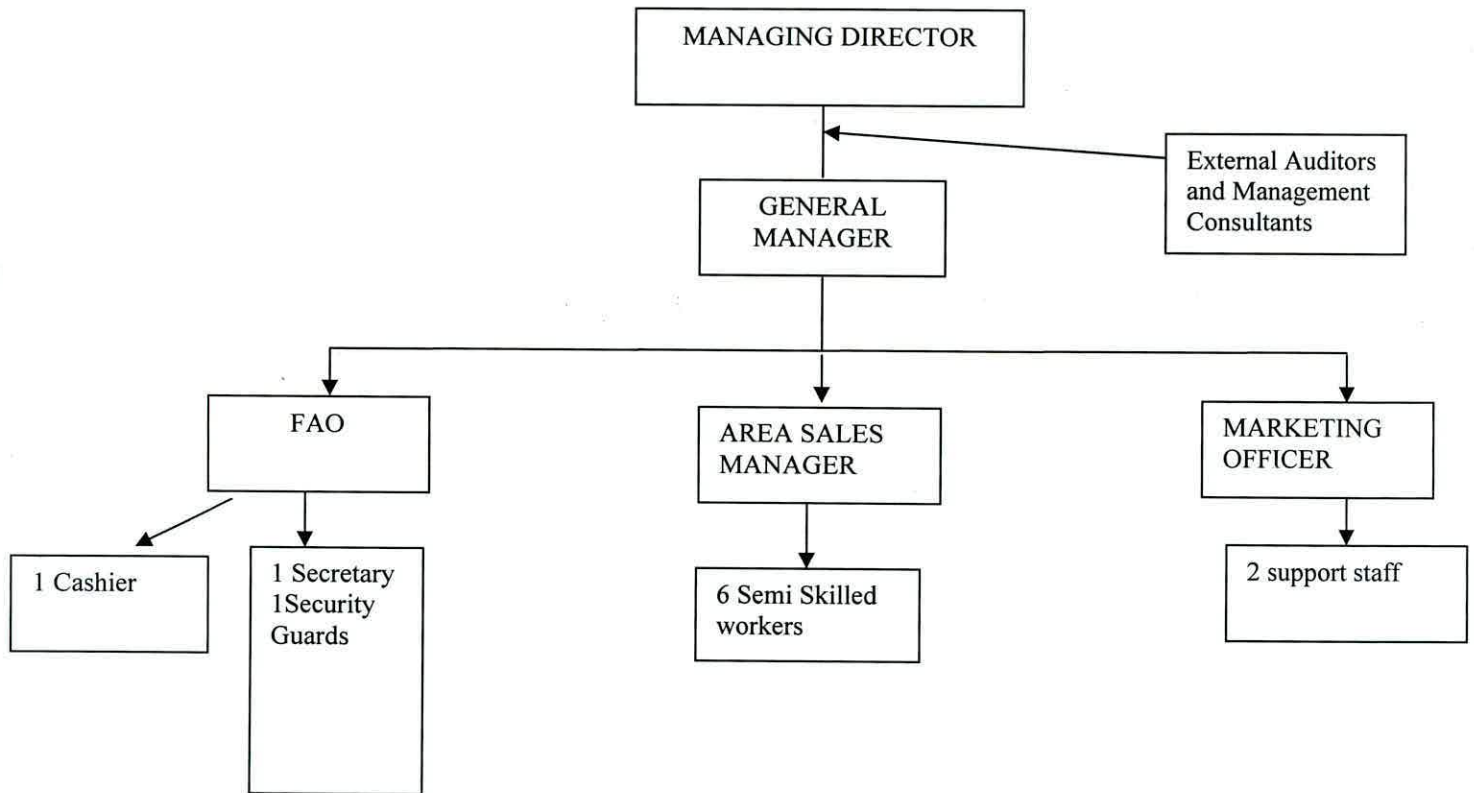
4.5 The Profile of a Top Management of the Company

The managing director of the Company is a Tanzanian trained a long time businessman. He has a wide experience in business management after having engaged in a number of businesses such as importing spare parts, hardware and running a motor vehicle garage in the city.

4.6 The Company's Mission

The company's mission is to be known as the premiere soft drink manufacturer in the country.

The Organisational Structure is summarised in the schematic below:



4.2 Technical Advisory Services

The Company plans to engage external consultants and auditors to provide management advisory services, including the initial set up of accounting and management information system, tax issues, and audit of financial statements for external users. Consultants will be engaged on contract terms, and would be expected to work closely with the MD. The Company's use of external consultants would ensure continuous improvements in business strategy and will be a low cost alternative to having a large internal pool of employee.

4 ORGANISATION AND HUMAN RESOURCES

4.1 Organisational Structure

The Company will adapt a management structure capable of meeting the needs of its operations, and recruit personnel to operate the business.

The adapted structure will comprise of the following:

Board of Directors: This will consist of the shareholders of the Company and the Managing Director (MD). The Board will be responsible for overseeing the overall direction of the Company, setting goals, and monitoring performance of the management.

Managing Director (MD): The MD will oversee and coordinate the implementation of various Board decisions and business goals. He will be in charge of all affairs of the Company and reports to the Board.

The following requirement of staff along with their levels and monthly salary is foreseen for this project:

Table 5: Human Resource Requirement

Designation	No. of Staff	Monthly Salary	Annual Cost
Managing Director	1	700	8,400.00
General Manager	1	300	3,600.00
Admin & Accounts Officer	1	200	2,400.00
Production Supervisor	1	200	2,400.00
Area Sales Manager	1	200	2,400.00
Sales Rep	5	80	4,800.00
Secretary Cum Receptionist	1	100	1,200.00
Marketing Officer	1	180	2,160.00
Semi-Skilled Laborers	6	60	4,320.00
Driver	2	60	1,440.00
Washer	2	60	1,440.00
Filler	2	60	1,440.00
Loader	2	60	1,440.00
Plant Helper	2	60	1,440.00
Packing Supervisor	1	80	960.00
Security Guards	2	80	1,920.00
Sub Total		6,155	33,360.00
Payroll Levy 4%			1,334.40
10% Pension Fund			3,336.00
Grand Total	31		38,030.00

ORGANISATION AND HUMAN RESOURCES

This section presents management issues that are essential components of the success and sustainability of the project. It communicates the organisational structure of the Company sponsoring the project, presents the reputability and experience of the promoters and key stakeholders, and technical advisory services used by the Company. It also presents the nature and extent of the support services needed and its availability, and more importantly the alignment of the management structure to its business strategy and market positioning.

- The bottles of the sample shall be stored in such a manner that there shall be no deterioration of quality of water
- The bottles for bacteriological testing shall be brought to testing laboratory within one hour, of sampling. If this is not possible the bottles shall be stored at 10 degree centigrade or below and transported to the testing laboratory within 24 hours.

3.8 Packaging

The containers shall be hygienic suitable completely clean and shall not cause any undesirable change in the tastes, odour or colour or quality of water. It shall be packed in hermetically sealed containers of Food Grade material to prevent contamination of bottled water. Filling and sealing operations of containers shall be done in an aseptic atmosphere so as to prevent any contamination.

3.9 Transportation

Bottled drinking water and fruit juice shall be transported by any suitable means of transport to protect it from contamination.

3.10 Marking

In addition to TBS Quality Management System – ISO 9001:2008, Testing and Calibration Laboratories – ISO 17025:2005, TZS 573:1999 Natural Mineral Water and TZS 574:2008 Packaged/Bottled Drinking Water, the following provision shall apply:

- Name of the product, for example bottled drinking water or fruit juice
- Brand Name/ Trade Name
- Expiry Date (Best Before Date)
- Name and Address of the Manufacturer
- Net Volume in System International/Metric System
- Batch Number or Code Number
- Chemical composition e.g. Sulphate, Magnesium, Potassium
- Tanzania Standard Number

3.11 Sampling

- In any consignment all bottles of the same size and belonging to one batch of the manufacturer or supply shall constitute a LOT
- Each bottle of the sample shall be marked with necessary details of sampling and the bottles for bacteriological testing shall be marked separately

3.6 Suitability

The assessment of the suitability of water for human consumption shall be based on consideration of its physical, chemical and microbiological requirements and limits for toxic substances. The waste should be free from all chemical and bacteriological contaminations which are hazardous to health:

Table 4: Suitability of Mineral Water

Requirements	Units
pH Range	7.0-80
Total Dissolved Solids (TDS) Max	200mg/L
Total Hardness as CaCO3 Max	40mg/L
Chemical Requirements	
Nitrite (NO2)	0.020MG/l
Chloride	40 mg/L
Sulphate	10 mg/L
Sodium	20 mg/L
Potassium	10 mg/L
Magnesium	5 mg/L
Calcium	20 mg/L
Microbiological Requirements	
Escherichla Coli	0/250 ml
Total Califon	0/250 ml
Entercooci (Streptocoi)	0/250 ml
Sporulated SRA	0/100 ml
Pseudomonas Aeruginosa	0/250 ml
Parasites and pathogenic micro organisms	Shall be free

3.7 Hygiene

Bottled drinking water and fruit juice shall be prepared in accordance with:

- TBS Quality Management System – ISO 9001:2008
- Testing and Calibration Laboratories – ISO 17025:2005
- TZS 573:1999 Natural Mineral Water – Specification
- TZS 574:2008 Packaged/Bottled Drinking Water - Specification

Ltd			
Banit Tamim Food Products	Dar	Drinking Water	Mtera Splash
Uzima Bevearges Co. Ltd	Moshi	Drinking Water	Uzima
Al-Aidarus Enterprises	Tabora	Drinking Water	Usalama Cool
Just Water Tanzania Ltd	Arusha	Drinking Water	Just Water
Northern Highland Drink Co. Ltd	Moshi	Drinking Water	Highland
Siha Beverages Co. Ltd	Moshi	Drinking Water	Siha
Halais Pro-Chemie	Arusha	Drinking Water	Tefal
Mona's Beverages Co. Ltd	Mwanza	Drinking Water	Zam Zam
Uluguru Fountain Ltd	Moro	Drinking Water	Maji Uluguru
K-Cool water enterprises Co. Ltd	Dar	Drinking Water	K Cool
Maji Kilombero Ltd	Moro	Drinking Water	Kilombero
Great Zone Investments Co. Ltd	Dar	Drinking Water	Great Zone
Tanga Life Supplies	Tanga	Drinking Water	Tanga Life
Dodoma Innovation& Prod. Co. Ltd	Dodoma	Drinking Water	Asante
Pare Mountains Products	Moshi	Drinking Water	Pure Mountain
Ndiyo Bottling Co. Ltd	Mwanza	Drinking Water	Aqua Rock
Baghozah Holding Co. Ltd	Tanga	Drinking Water	Amani Spring
Ndanda Springs	Mtwara	Drinking Water	Ndanda
Rungwe Water	Mbeya	Drinking Water	Rungwe
Kamachumu Inn Ltd	Kagera	Drinking Water	Kabanga Spring
Aqualink Desalination (T) Ltd	Dar	Drinking Water	Aqua Link
Mara Milk Ltd	Musoma	Drinking Water	Super
Mufindi Spring Water	Iringa	Drinking Water	Mufindi Spring Water
Tanzathai-IR Ltd	Iringa	Drinking Water	Maji Africa
Drop of Zanzibar	Zanzibar	Drinking Water	Drop of Zanzibar
Poly Foam Ltd	Arusha	Drinking Water	Iceberg
Zainab Bottlers Co. Ltd	Zanzibar	Drinking Water	Kool

- Certificate Mark of Tanzania Bureau of Standards (TBS)
- Expiry Date (Best Before Date)
- A brief intro of the company with the address
- Website or Email address of the company
- Brand Name/ Trade Name
- Net Volume in System International/Metric System
- Batch Number or Code Number

3.5 Competitor Analysis

There are numerous big and small manufacturers of bottled mineral water and fruit juice in the country. Our direct competitors are as shown in **Table 3** below. All these 47 manufacturers produce packed/bottled drinking water and have been certified by TBS.

Table 3: Brands Available in the Market

Name of Manufacturer	Location	Product	Brand
Aqua Cool Ltd	Dar	Drinking Water	Kisima
Super Meals Ltd	Dar	Drinking Water	Cool Blue
Voil	Mwanza	Drinking Water	Aquva
Prestige Industries Ltd	4%Arusha	Drinking Water	Siringet
Bonite Bottlers Ltd	8%Moshi	Drinking Water	Kilimanjaro
Bakhresa Food Products Ltd	Dar	Drinking Water	Uhai
African Benedictine of Hanga	Iringa	Drinking Water	Chemichemi
Starlight Manufacturers Ltd	Dar	Drinking Water	Power
Jarry's SPA Products	Arusha	Drinking Water	Gulfa
National Man& Sales Agency	Dar	Drinking Water	Sky Drop
P&R Group Co. Ltd	Dar	Drinking Water	Penguin
A-One Products & Bottlers Ltd	Dar	Drinking Water	Masafi
AMFA Beverages Co. Ltd	Dar	Drinking Water	Maji Murwa
Imran Traders	Mtwara	Drinking Water	Imran
Bright Oyat Manufacturers	Mwanza	Drinking Water	Mawenzi Ice
Coca Cola Kwanza Ltd	Dar	Drinking Water	Dasani
Nyanza Bottling Co. Ltd	Mwanza	Drinking Water	Dasani
Qingdao Industries Investment Ltd	Dar	Drinking Water	Snow Mountain
Sayona Drinks Ltd	Dar	Drinking Water	Sayona
Tip Top Enterprises	Dar	Drinking Water	Livingstone

Table 2: Marketing Expenses

Media	In % of the marketing expenses
TV Advertisement	30%
Site Advertisement	10%
Newspapers	38%
Magazines	4%
Point of Sales Marketing	18%

3.3 Pricing

The pricing strategy should be in line with the going rate market prices of the different local brands. Since a new brand has to face a lot of competition from the market, it is suggested that the price ceiling should not be crossed whatever price strategy be adopted.

Pricing of bottled mineral water and fruit juice will be relatively competitive to reflect market demand, manufacturing costs, transportation, and taxes. However, a minimum margin of profit will be charged to make the prices competitive. Preliminary prices are indicated in the assumptions leading to projected financial statements.

3.4 Product Packaging

Product packaging and presentation is one of the main dynamics, which control the flow of target customers towards the product. Packaging will be in line with the industrial norms. Packaging will also vary with the understanding of the target market. It is suggested that the bottles of 0.5 liters and 1.5 liters capacity should be used. Bottles should be clear. The bottle should give a reflection of light sky blue color, which is considered a natural symbol of the water. This color also adds a tinge of purity. The water should give a shiny and a glossy reflection. The opening of the bottle should be large enough to accommodate outflow and inflow of water. The bottles should be placed in special racks and stand meant for bottles water at retail outlets, which will be having a unique color and a unique design. The color and the design will create a positive perception for the new brand. The wrapper of the bottle is suggested to be on four-color printing and should have the following in addition to the logo of the company:

- Water specification

3. MARKETING

3.1 Market Entry

The weather is the main dynamic that may bring changes in the market size of the purified drinking water as the daily water requirement increases in summer. When launching a new brand of purified water for bulk market, weather is the main dynamic, which should be given proper consideration. The demand pattern for retail market of purified bottled water is not affected by the weather. The advertisement including TV, Radio and print media is expected to bring changes in the demand. However, it is suggested that the new brand of purified bottled water is launched in the start of summer season. The proposed project will be producing corrugated iron/metal roofing sheet which will be serving building industry purposes.

3.2 Marketing

Branding and marketing of bottled water and fruit juice is as essential as water for survival of the human body. The traditional marketing tools include site advertisement, TV, Radio and print media advertising and brochures. This study allocates 1% of revenue for advertising and promotional purposes.

Apart from the traditional marketing tools, this study suggests to focus more on other marketing magnets that include interactive marketing, interactive marketing may include educating the general public about the importance of water and fruit juice and its daily consumption requirements for human body through participation in seminars and general public gatherings.

One of the marketing options is to sponsor public events like football matches or hospital campaigns, distributing free brochures about water and fruit juice and their daily consumption. The interactive marketing may be designed through seminars and workshops about the daily human consumption requirements and diseases originating from lack of fruit juice and pure water. Overall marketing strategy may change with the change of target market.

Marketing expense has been included in the total project cost and it has been estimated at around \$ 6,000 per year or \$ 30,000 in five years period. The following table gives the breakup of the marketing expense:

MINUTE SHEET

Dokezo
No.

1.0

Ag. EXD

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

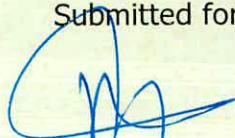
(a) Minimum finance investment threshold has been exceeded, the project expects to invest us\$ 0.68m.....

(b) Legal entity has been incorporated under certificate

No. 86575..... of 17/10/2011

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 Serzia

DIF

14th December, 2011

EXD

In response to the TIC letter of registration dated 14th Dec 2012.....

the project has submitted the required documents namely: -

(a) Company Board Resolution.

(b) Reference letter/Financing from Commercial Bank of Africa.....

(c) Title deed and Assignment of the Property in evidence of land.....

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

2.0

MINUTE SHEET

Dokezo
No.

KILANGI INVESTMENTS LIMITED

Feasibility Study Report for Processing and Packaging Bottled Mineral Water and Fruit Juice in Mbeya City



Prepared by:

Kilangi Investments Limited

P.O. Box 2901, Mbeya – TANZANIA
Tel/Fax: +255 25 2502131; Mobile +255-754 277081
Email: madarakaautogarage@yahoo.com

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EXECUTIVE SUMMARY

The Project is being promoted by M/s *Kilangi Investments Limited*. The Company was duly registered by the Registrar of Companies recently in pursuance of the Companies Act, 2002 on 19th October 2011. The shareholders and also directors of the Company are:

1. Madaraka I. Kilangi
2. Idrisa M. Kilangi
3. Hawa M. Nakam
4. Ibrahim M. Kilangi

All directors are Tanzanian citizens, holding 100% shares into the authorized and issued capital of the company in proportions of 70%, 10%, 10% and 10% respectively.

The objective of the project is to process and package bottled mineral water and fruit juice in Mbeya City. The proposed product line will consist of bottles of 1.5 and 0.5 litres. In the initial phase of the project only 0.5 litres and 1.5 litres bottles will be introduced in the local market. After successful introduction of the new brand of bottled water the product line may be extended to 13 and 19 litres cans.

The inhabitants of Tanzania have access to different sources of drinking water. Not all sources are equal in quality and better the quality, the higher the price. The main sources of safe drinking water are bottled water and boiled water. Boiled water can have many original sources, like:

- Tap water (originally from a river and treated with chemicals)
- Well water
- Rain
- River water.

A lot of people have access to a tap or well through their own connection, or through a supplier in their neighbourhood, from which they can buy a bucket (20 litres) of tap water for Tsh 100-200 or a bucket of well water for the same price. (If the well water is salty, the price will drop to Tshs. 50, if supply is lower than demand, the price of tap or well water will rise to Tshs. 500!).

The market for mineral water and fruit juice has been showing a mushroom growth trend over the last few years. The country's market is very small on a global scale and is estimated over 40 million litres a year. The potential markets for bottled/mineral water and fruit juice consist of foreign tourists and foreigners working in Tanzania, hotel industry, patients, office workers, travellers and children. Moreover, the bottled/mineral water has been emerging as a daily preference of the elite class.

The project's annual production capacity would be 2,199,830 litres of bottled mineral water and fruit juice. This represents an annual turnover of USD 785,341 during the first year of operation.

The project is expected to contribute to the increased supply of bottled mineral water and fruit juice in the region and Southern Highlands Zone. Increased supply relative to demand would have the potential of keeping prices low. In addition, the project will contribute to the generation of foreign currency as some proportion of bottled mineral water and fruit juice will be exported to the neighbouring countries such as Malawi and Zambia.

The project will also contribute to the growth of the Tanzanian economy through generation of employment of 31 people, increase in government revenue through payment of taxes, and through a multiplier effect that would arise through various points in the value chain of bottled mineral water and fruit juice production and distribution.

The total project cost, combining start up costs, capital expenditure, and working capital and operating expenses amounts to **USD 680,000**.

The project will be financed through both equity and loan. The project promoters, who are the directors and shareholders of the Company, will inject equity into the project in the form of cash and assets. Assets will comprise primarily of buildings, machinery and equipment, start up costs to be capitalised, and all improvements to be made on the project site. The total amount of equity is expected to amount to USD 415,000.

The projected cash flows indicate a very strong cash position, enough to support loan repayment and interest payments at the due dates. The projected interest calculation and loan repayment is attached as **Appendix XI**.

On the basis of the results of the analysis, the project is financially viable as it has a positive net present value. The Internal rate of Return (IRR) of 64% is also above the cost of capital.

The project's payback period is 7 years.

The project is recommended for approval and immediate implementation.

PROJECT BACKGROUND

This section presents the necessary background information pertinent to the project. Among presented information includes legal mandate of the Company, background of directors and senior management, and the objectives of the project. The section also examines the economy, the opportunity, and the contribution of the project to economic development.

1.0 PROJECT BACKGROUND

1.1 Introduction

The Project is being promoted by M/s *Kilangi Investments Limited*. The Company was duly registered by the Registrar of Companies recently in pursuance of the Companies Act, 2002 on 19th October 2011. The shareholders and also directors of the Company are:

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The objective of the project is to process and package bottled mineral water and fruit juice in Mbeya City. The proposed product line will consist of bottles of 1.5 and 0.5 litres. In the initial phase of the project only 0.5 litres and 1.5 litres bottles will be introduced in the local market. After successful introduction of the new brand of bottled water the product line may be extended to 13 and 19 litres cans.

1.2 Purpose of the document

The objectives of this Feasibility Study Report are three fold. First, is to determine the viability of the proposed project. Second, is to facilitate potential entrepreneurs in project identification for investment. Third, is to facilitate the application for Tanzania Investment Centre (TIC) Certificate of Incentives so as to access exemptions on duties, VAT deferrals and other benefits and protections as statutorily provided for under Tanzania Investment Act (1997) for the Project.

This project Feasibility Study Report may also form the basis of an important investment decision and in order to serve this objective, the document/study covers various aspects of project concept development, start-up, production, marketing, finance and business management.

This particular Feasibility Study Report relates to manufacturing bottled mineral water and fruit juice. Before studying the whole document one must consider following critical aspects, which form the basis of any investment decision.

1.3 Crucial Factors and steps in decision making for investment

Before making the decision, whether to invest in the bottled mineral water and fruit juice business or not, M/s *Kilangi Investments Limited* carefully analyzed critical factors such as:

- The market for purified bottled/mineral water is a growing market, but offers tough competition
- Perception/positioning of new brand. Usually the top target market for bottled mineral water follows the perception. If the perception is positive, the results will be higher sales. The positive perception for distributors and final customers may result from direct consumer experience, awareness, direct promotional activities, print media and TV advertising.
- Distribution is very important for the success of new brand. The stronger the distribution the more successful will be the new brand. The distribution strategy will be designed after a careful study of the market for going for regional distribution or for nationwide distribution
- Pre launch advertising is vital for positive perception of the product, which will result in higher product acceptance.
- Compliance of water quality standards of TBS and TFDA

1.4 The Project Profile

1.4.1 Purification of water

The process of purified bottled water manufacturing consist of collecting water from a suitable source, filtration, demineralization, blending with salts, aeration, testing for standards conformation, bottling and packaging.

1.4.2 Opportunity Rationale

The market for mineral water and fruit juice has been showing a mushroom growth trend over the last few years. The country's

market is very small on a global scale and is estimated at 40 million litres a year. The potential markets for bottled/mineral water and fruit juice consist of foreign tourists and foreigners working in Tanzania, hotel industry, patients, office workers, travellers and children. Moreover, the bottled/mineral water has been emerging as a daily preference of the elite class.

1.4.3 Project Brief

This proposed project presents an investment opportunity for establishing a bottled water plant for providing pure drinking water and fruit juice. The proposed product line will consist of bottles of 1.5 and 0.5 liters. In initial phase of the project only 0.5 liters and 1.5 liters bottles will be introduced in the local market. After successful introduction of the new brand of bottled water the product line may be extended to 13 and 19 liters cans.

1.4.4 Project Investment

The proposed project is estimated at USD 680,000 over an implementation period of three years. The project sponsors have enough financial resources and adequate access to bank funding to undertake the contemplated investment. The project promoters are planning to finance project cost in the following pattern:

Owners' Equity Contribution: USD 415,000 (61%)

Bank Loans: USD 265,000 (39%)

A bank loan has been assumed at a rate of 5% and a repayment period of 7 years inclusive of one-year grace period. The project will be implemented in a period of 36 months. The financial projections with respect to commercial operations have been made for 10-year period.

1.4.5 Proposed Location

The proposed project will be located at Plot No. 23 Block "U" Soweto, Mwanjelwa Industrial Area in Mbeya City. The area is permanently accessible by road throughout the year. This industrial area where water is also easily available is ideal for this project.

TECHNICAL ASPECTS

This section presents the information pertinent to the project. It includes, among others, project location, infrastructure availability, and civil works. Civil works describes all significant land, buildings, equipments, and technology issues related to the project and products.

2.0 TECHNICAL ASPECTS

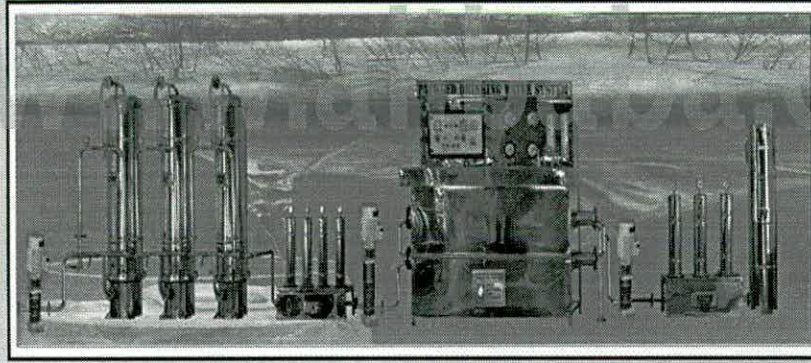
2.1. Project Location, Civil Works, and Equipment

The Company will construct a building for manufacturing/processing and packaging bottled mineral water and fruit juice, as well as an administration block. The Company will use part of its location which is big enough for the construction of building to house. Period of construction is estimated at 18 months for civil works and 6 months for machinery and equipment layout and installation.

The substantial part of the investment would be devoted to various machinery and equipment, which would include beverage processing machinery, packaging machinery and water treatment machinery. The Detail Product Range for the same are:

- Mineral Water Plant Turnkey Solution.
- R.O.Plant Brackish Water Treatment.
- Filtration Plant Spring Water.
- Ozonation System Drinking Water.
- De-Mineralization Plant (D.M.Plant Ion Exchange System).
- Ultra Violet System (U.V. System) Bacteria & Virus Treatment.
- De-Salination System Sea Water Treatment.
- Water Softening System Boiler and Process.
- Mix Bed Unit Battery Water & Pharmaceutical.
- Bottle Washing, Rinsing, Filling and Capping, Sealing Machine - Bottled Water Industries.
- 250 ML to 500 ML Pouch Packing Machine - Sachet Production.
- PET Bottle Blowing Machine Empty Bottle Production.
- Spares and Consumables, Pumps, 5 Gallon PET Jar, Cap, Pouch Film etc.

MINERAL WATER PLANT



2.2 Motor vehicles

The Company will acquire two light trucks, two delivery vans, truck with hyab crane, one land cruiser (hardtop) and two 20-ton trucks for haulage of bottled mineral water and fruit juice for distributing from the factory to various customer points in the Country as well as in the neighbouring countries. The Company will also acquire one utility 4WD light trucks for factory activities, maintenance of plant facilities and equipments, two mini buses for the employees' transport and pick-ups for the management and/or marketing activities.

2.3 Infrastructure

The proposed plant site has been carefully selected after technical surveys are made with respect to availability of water and infrastructural suitability. The currently earmarked site is well connected to accessible road, and utilities such as electricity and water are readily available.

2.4 Technology

In the world, there are several manufacturers of bottled mineral water and fruit juice plants and machines. The machines for this project will be mainly imported from the following countries.

- China
- India
- South Africa

One source of water will be mainly used for purification purposes on commercial basis that is, ground water. The ground water is relatively costly as it involves more treatment. The ground water available in Mbeya at different areas has different chemical composition and treatment would vary depending upon the chemical composition from area to area. For the purpose of this feasibility study, the focus will be on the following composition:

- pH
- Conductivity
- Sulphate
- Bicarbonate
- Chloride
- Magnesium
- Calcium
- Potassium
- Sodium

Depending on the minimum feasible plant capacity and situation of supply of different brands of purified bottled water and future expansion, a plant size of 6,666 liters per day is recommended.

2.5 Proposed Product Mix

This feasibility has been developed for a water purification plant with a capacity of 6,666 liters per day and fruit juice plant with a capacity of 500 liters per day (165,000 liters per year). The product mix consists of water bottles of 0.5 liters and 1.5 liters in the ratio of 80% and 20% respectively.

TICC/PP.10/042136/9

13/07/2012

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

Dear Sir,

**RE: DUTY/VAT REMISSIONS ON THE CAPITAL/DEEMED
CAPITAL GOODS OF CERTIFICATE OF INCENTIVES NO.
042136**

M/S Kilangi Investments Limited is a TIC registered company with certificate of incentives **No. 042136** which is valid up to **November 2014**

The company has been registered with objectives of establishing a project for mineral water and fruit processing and packaging.

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

Yours sincerely

TANZANIA INVESTMENT CENTRE



N.A. Senzia

FOR: EXECUTIVE DIRECTOR



TANZANIA REVENUE AUTHORITY

TRA/CE/C/P.20/8/2002

17 February 2012

The Managing Director,
M/S Kilangi Investment Limited
P. O. Box 2901
Mbeya

Dear Sir

**RE: DUTY AND VAT EXEMPTION ON DEEMED CAPITAL GOODS VIDE
CERTIFICATE OF INCENTIVES NO.042136 OF 08. 02. 2012**

We are writing in response to your letter of 31.1.2012 and letter TICC/PP.10/042136/7 of 08.02.2012 from Tanzania Investment Centre regarding the captioned.

We hereby confirm and approve a **two-page list** of items as capital/deemed capital goods for facilitation of the project with the certificate of incentives mentioned above. It is a condition that locally manufactured items are to be purchased locally.

The approved goods will be subject to 0% import duty and VAT relief under the 3rd Schedule to the VAT Act, Cap 148; subject to completion of form VAT 224 duly approved by the Commissioner for XCustoms and Excise.

Sincerely yours,

Said Athumani

For: COMMISSIONER FOR CUSTOMS AND EXCISE

JCM

c.c. Manager-Tax Exemption

c.c. Regional Manager- ILALA

✓ c.c. Executive Director,
Tanzania Investment Centre,
Dar es salaam

ISO 9001:2008 Certified

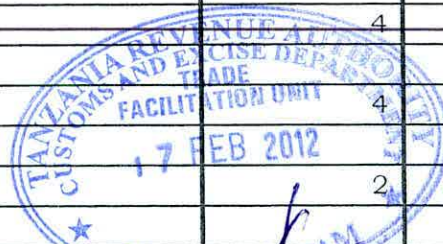
CUSTOMS & EXCISE DEPARTMENT

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

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

**LIST OF CAPITAL/DEEMED CAPITAL GOODS FOR
M/S KILANGI INVESTMENTS LIMITED
SECTOR: MANUFACTURING
TIC CERTIFICATE NO. 042136**

NO	DESCRIPTION/ITEM	QUANTITY	UNIT
A	MACHINERY AND EQUIPMENT		
1	Mineral Water Plant	4	Pcs
2	R.O Plant - Water Treatment	4	Pcs
3	Ozonation System Drinking Water (Ozonator Plant)	4	Pcs
4	De-Mineralization Plant	4	Pcs
5	Ultra Violet System (U.V. System) Plant	4	Pcs
6	Bottle Washing, Rinsing, Filling and Capping, Sealing Machine	10	Pcs
7	0.5L, 1L and 1.5 ML Pouch Packing Machine	5	Pcs
8	UV Lamp	4	Pcs
9	PET Bottle Blowing Machine (Empty Bottle Production Machine)	5	Units
10	Spares and Consumables	3	Sets
11	Pumps	4	Pcs
12	5 Gallon PET	1,000,000	Pcs
13	Pouch Film	10	Pcs
14	Stand-by Power Generators	2	Pcs
15	Fork Lift	2	Pcs
16	5,000 Ltrs Stainless steel pure water storage tanks	4	Pcs
17	Water Purifier (5,000L/H)	4	Pcs
18	Corrugation Machine	2	Pcs



1/4

**KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA**

19	Pasting 105" Machine	2	Pcs
20	Pasting 65" Machine	2	Pcs
21	Rotary 105" Machine	2	Pcs
22	Rotary 65" Machine	2	Pcs
23	Came Slote 85" Machine	2	Pcs
24	Flexo Printing Machine	2	Pcs
25	Dye Cutting Machine	2	Pcs
26	Hand Cutter 60" Machine	2	Pcs
27	Staple Machine 52"	2	Pcs
B	<u>BUILDING MATERIALS</u>		
1	Cement 50Kgs	4,500	Bags
2	Pre -Fabricated steel structures for factory building	1	Set
3	Iron Sheets	200	Pcs
3	16mm diameter high tensile	500.0	Pcs
4	8mm diameter high tensile bars	800.00	Pcs
5	20mm diameter high tensile bars	5.00	Tons
6	12mm diameter high tensile bars	7.00	Tons
7	10,000 Water Tank	10	Pcs
8	5,000 Ltrs Water Storage Tank	20	Pcs
9	Containers/Reservoirs (15,000 Ltrs and above)	2	Pcs
10	Water Pump for water tanks	1	pc
11	Pvc Pipe & Pipe fittings for water and waste connection	1	set

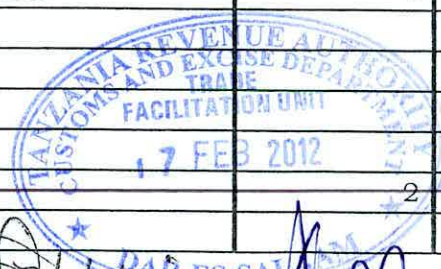


2/4

[Handwritten signature]

KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA

12	Overhead Laser Wire Fencing	1	Set
C ELECTRICAL APPLIANCES			
1	20mm diameter pvc conduit pipe	150	Pcs
2	40mm diameter pvc conduit pipe	100	Pcs
3	Round boxes	100	Pcs
4	5A lighting switches;(various sizes)	50	Pcs
5	13A Switch Socket outlet	50	Pcs
6	15A DP switch socket outlet	30	Pcs
7	45A DP cooker control unit	15	Pcs
8	100A Change over Switch	10	Pcs
9	Main switch 4way with circuit breaker 63A	15	Pcs
10	100A-36ways distribution board	15	Pcs
11	Electrical cable (1.5 & 2.5 mm)	50 each	Rolls
12	Electric bell & bell switch	25	Pcs
13	Ball fittings	25	pcs
14	Coxial cable	35	pcs
15	Earthrod	12	Pcs
16	Electrical wiring of various sizes	1	set
17	Electrical fencing with overhead security alarm system	1	set
D UTILITY MOTOR VEHICLES			
1	Delivary van	2	Pcs



3/4

KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA

Approved

2	Pick ups (SINGLE)	2	Pcs
3	Truck With HyAb Crane (7 - 10 tons)	2	Pcs
4	Toyota Landcruiser (Hardtop)	1	Pcs
5	20 Tons trucks for haulage of bottled water	(one)	1 Pcs

[Handwritten Signature]

KILANGI INVESTMENTS LIMITED
Box 2901
MBEYA



4/4



TANZANIA REVENUE AUTHORITY

TRA/CE/C/P.20/8/2405

24th July, 2012

The Managing Director,
M/S Kilangi Investments,
P. O. Box 2901,
Dar es salaam.

Dear Sir,

**RE: DUTY/VAT EXEMPTION ON CAPITAL/DEEMED CAPITAL GOODS-
CERTIFICATE OF INCENTIVES OF NO 042136 OF 13.07.2012**

We are writing in response to your letter with reference No KIL/TRA/2012/13 dated 10th July, 202 as supported by the letter ref. **TICC/PP .10/042136** of 13.07.2012 from Tanzania Investment Centre regarding the captioned subject.

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

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

Sincerely yours,



Godfrey Kitundu

FOR: COMMISSIONER FOR CUSTOMS AND EXCISE

JCM

c.c. Manager –Mbeya Tax Regional

c.c. Manager - Customs Service Centre

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

ISO 9001 : 2008 Certified

CUSTOMS & EXCISE DEPARTMENT

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

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

**LIST OF CAPITAL/DEEMED CAPITAL FOR AMENDMENT
M/S KILANGI INVESTMENTS LIMITED
SECTOR: MANUFACTURING
TIC CERTIFICATE NO. 042136**

No	DESCRIPTION/ITEM	QUANTITY	UNIT
1.	REVERSE OSMOSIS (RO) WATER PURIFIER	2	Sets
2.	STAINLESS STEEL PURE WATER STORAGE TANK	3	Sets
3.	SMALL BOTTLE FILLING MACHINE	2	Sets
4.	SMALL BOTTLE LABELING & SHRINKING MACHINE	3	Sets
5.	SMALL BOTTLE WRAPPING & SHRINKING MACHINE	2	Sets
6.	SMALL BOTTLE BLOWING MACHINE	2	Sets
7.	PRE-FORM (For Bottle Making)	80	Tones





TANZANIA REVENUE AUTHORITY

TRA/CE/C/P.20/8/2405

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