



ADDOON GENERAL TRADING CO LTD

# MINUTE SHEET

Dokezo  
No.

1.0

**EXD**



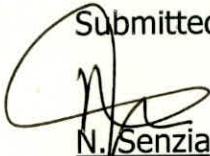
The approved project has fulfilled the investment requirements, which are: -

- (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. 99 208 ..... of 13/05/2013

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

Submitted for signature.



N. Senzia

**DIF**

10<sup>th</sup> June, 2013

2.0

Ag

**EXD**

In response to the TIC letter of registration dated 10<sup>th</sup> June 2013

the project has submitted the required documents namely: -

- (a) Company Board Resolution.
- (b) Reference letter/Financing from National Bank of Commerce
- (c) Lease Agreement as evidence

With the above submission EXD is requested to sign Certificate of Incentives No. 04.24.62 ..... herein attached.

17/06/2013

3.0

DIF nr

1 Approve



Ag. EXD 18/6/2013



MINUTE SHEET

Dokezo  
No.



# 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](mailto:information@tic.co.tz)  
Website: [www.tic.co.tz](http://www.tic.co.tz)

(Please fill the form in duplicate)

UNITED REPUBLIC OF TANZANIA

THE TANZANIA INVESTMENT ACT  
(No. 26 of 1997)

APPLICATION FOR REGISTRATION  
(Made under Regulation 42)

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

1. I/We ABDULAZIZ MOHAMED ALI  
(director/directors/agent of ADON GENERAL TRADING COMPANY LIMITED  
(name of business enterprise) apply for registration of .....  
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 2 Kididimo Mlawalia Mlawanga

Copies of the following documents are attached to this application:

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

3. The Head Office of the Company will be situated at Plot no 2 Kididimo Mlawalia Mlawanga - Coast

4. The Principal Officers of the Company are Abdul Aziz Ali

5. Auditors of the Company are .....

6. The authorized share capital of the Company is Tshs./US\$ Three hundred million (300,000,000/-)

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ ~~10000~~ 488,744
8. The month and day of the financial year end is DECEMBER 31ST

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, ABDULAZIZ MOHAMED ALI of Post Office Number 71807 DAR-ES-SALAAM

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

authorized agent of ADON GENERAL TRADING COMPANY 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.

Declared at Dar es Salaam }

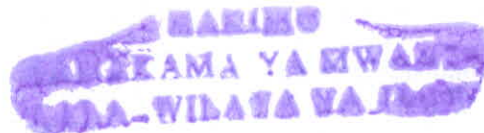
The 22<sup>ND</sup> day of MAY 20.13. }

[Signature]  
Applicant



Before me: KATUMBA M.

[Signature]  
Commissioner for Oaths



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

APPLICATION SUMMARY

Company Name: Adoon Trading Company Ltd

Certificate of Incorporation Number: 99208 Status: Active

Certificate of Incorporation Date: 13/05/2013

Post Box: 71807

Town: Dar es Salaam

Sector: Manufacturing

Sub-Sector: Food Processing

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
<u>269,280</u>		<u>219,464</u>	

Project Objectives: To establish a facility for agricultural produce processing for export marketing. (Sesame cashew)

Capacity: 20 tonne/day

Employment: Foreign: 5 Local: 25 Total: 30

Implementation Period: June 2015 - May 2016 (3yrs)

Project Location

Site/Plot/Block No.: #2 Kididimo

Street: Mkwalia District: Mkwanga Region: Coast

(Attach sketch map showing project location)

Shareholders	Nationality	%
<u>Abdelaziz Mohamed Ali</u>	<u>Tanzanian</u>	<u>5</u>
<u>Abdi Nasir A. Mahmud</u>	<u>British</u>	<u>50</u>
<u>Jamma Mohammed Ndr</u>	<u>Ethiopian</u>	<u>45</u>



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

Land/Building ..... 100,000  
Plant Machinery ..... 269,280  
Vehicles .....  
Furniture & Fittings .....  
Pre-expenses ..... 19,464  
Others .....  
Working Capital ..... 100,000  
**TOTAL** ..... **488,744**

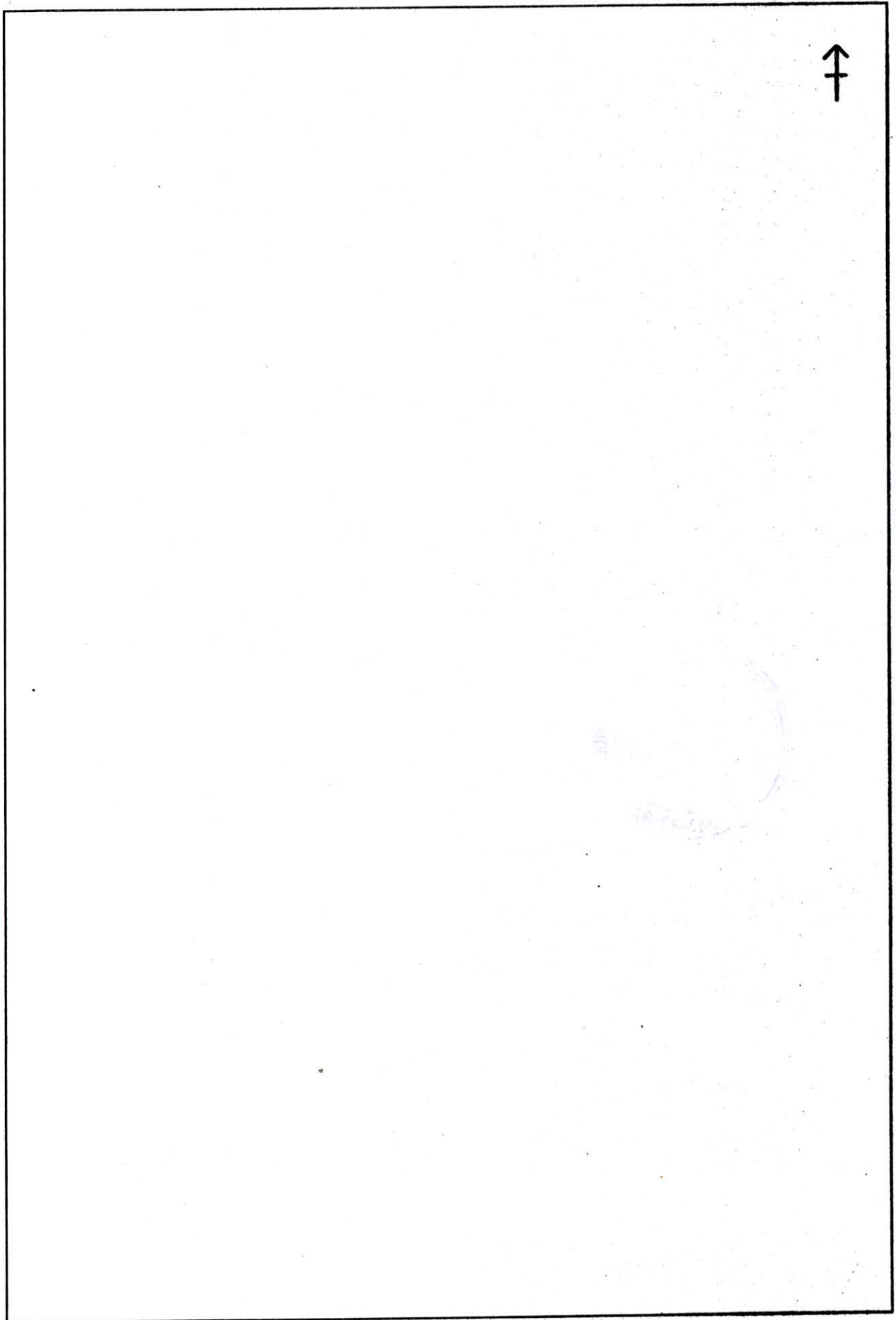
**Contact Details:**

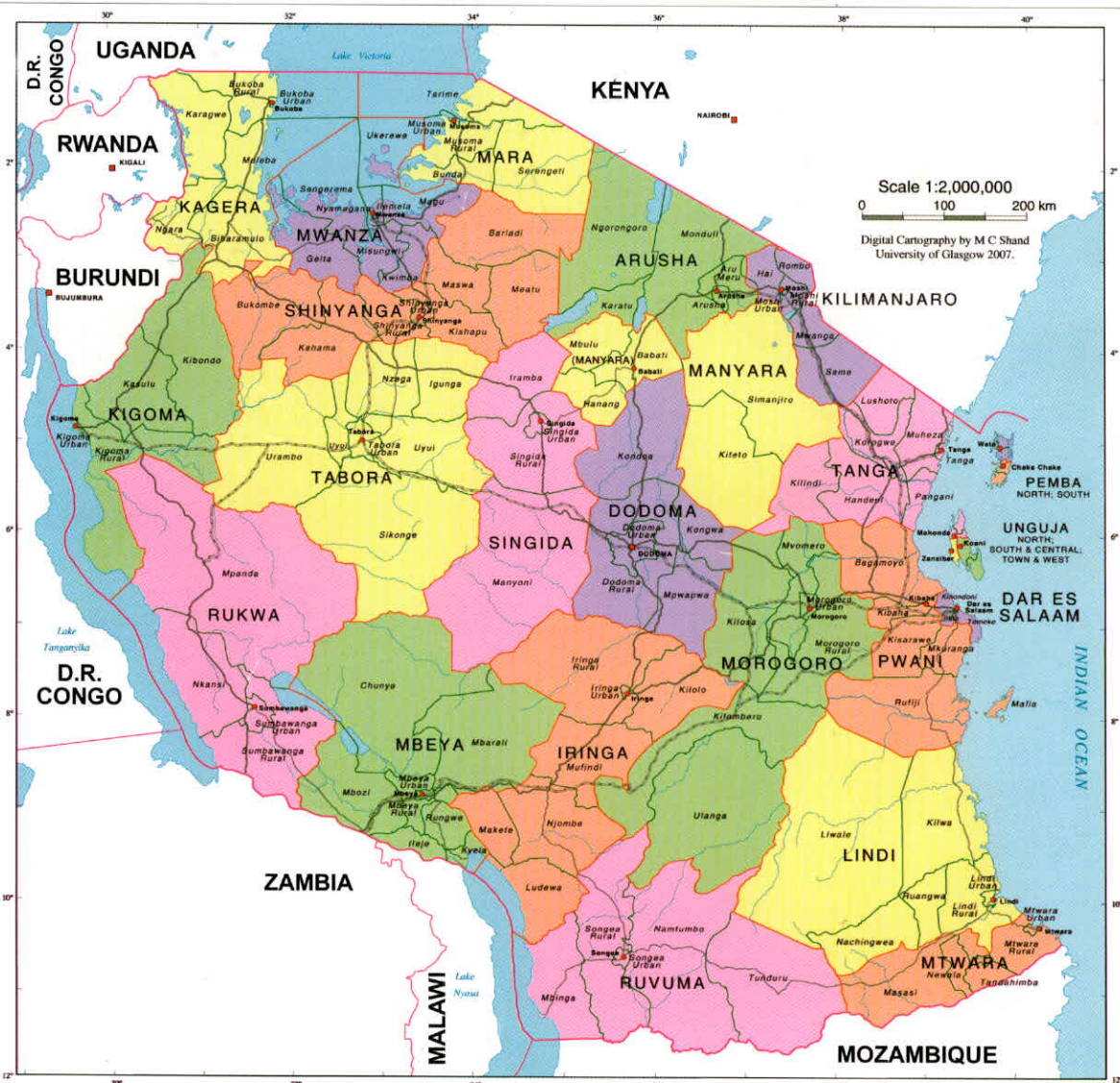
Name: Abdulaziz M. Ali Title: Director  
Telephone: +255658022066 Fax: .....  
Email: .....

**Payments to be made payable to:**

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

SKETCH MAP SHOWING PROJECT LOCATION





# **ADOON GENERAL TRADING COMPANY LTD**

## **PROPOSED ESTABLISHMENT OF AGRO PROCESSING INDUSTRY**

### ***Agricultural Produce Processing Prior Export Facilit***

**Completed By Sponsors**

**Mr. Abdi N A Mahamud-British  
Mr. Jamma M Nur-Ethiopian  
Mr. Abdulaziz M Ali -Tanzanian  
May 2013**

**BUSINESS PLAN**

**ADOON GENERAL TRADING-AGRO PROCESSING INDUSTRIES**

***Agricultural produce processing factory***

*(Proposed Pilot project)*

**Mr. Abdi N A Mahamud-British**

**Mr. Jamma M Nur-Ethiopian**

**Mr. Abdulaziz M Ali -Tanzanian**

**May**

**2013**

**Confidentiality Agreement**

The undersigned reader acknowledges that the information provided by Abdi Mahamud in this business plan is confidential; therefore, reader agrees not to disclose it without the express written permission of Adoon agro-processing company.

It is acknowledged by reader that information to be furnished in this business plan is in all respects confidential in nature, other than information which is in the public domain through other means and that any disclosure or use of same by reader, may cause serious harm or damage to Abdi Mahamud

Upon request, this document is to be immediately returned to me.

Abdi Mahamud

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
Name (typed or printed)

May 14, 2013

Date

This is a business plan. It does not imply an offering of securities.

## **1.0 Executive Summary**

Adoon General Trading is a medium-scale company that is located in the Kididmo Mkwalia, Mkuranga District in Coast Region Tanzania and its factory located in Plot No 2 Kididmo Mkwalia, Mkuranga District, Tanzania. This is a relatively new company in its start-up phase having been incorporated in May, 2013.

We are on the brink of penetrating a lucrative market in a rapidly-growing economy. The current trend towards an increase in the number of entrepreneurs and competition amongst existing companies presents an opportunity for Adoon General Trading to penetrate the market.

Our products will be positioned very carefully. They will be of extremely high quality to ensure customer satisfaction, supported by impeccable service to our customers. Our primary goal will be to establish and strengthen our license to trade, which will be bestowed by the communities in which we function. As Adoon General Trading prospers and grows, these communities will continue to benefit from both the value created by Adoon General Trading and its behavior as a corporate citizen

Initial plans are to produce three main lines of products primarily focusing on sesame, groundnuts and cashew processing prior exporting to foreign markets. These products will be sold in different sized containers. These products shall be extensively distributed locally and internationally (exports), we are specifically interested with regional East Africa, SADCC, COMESA, AGOA and NEPAD region generally

To prosper there is need for Adoon General Trading to be flexible and responsive, to delight customers by providing them with what they want, when they want it and before the competition. From product concept to goods dispatch we intend to ensure that every policy and procedure, system and process must have the objective of improving the flexibility and response of the whole company. There is a need for interaction between all functional areas, particularly between marketing and manufacturing, if the organization is to realize its full potential, with manufacturing being employed as a strategic weapon

Our marketing strategy will be based mainly on ensuring customers know what need the product(s) is able to fulfill, and making the right product and information available to the right target customer. Hence we intend to implement a market penetration strategy that will ensure that we are well known and respected in our respective industry. We will ensure that our products' prices take into consideration customers budgets and that these people appreciate the product and know that it exists, including where to find it. However these prices will also take into consideration the cost of production and distribution so as to ensure that we remain viable and operational. The marketing effort will convey the sense of quality and satisfaction in every picture, every promotion, and every publication. Our promotional strategy will involve integrating advertising, events, personal selling, public relations and direct marketing. In the long term Internet marketing shall also be undertaken, details of which are provided in the marketing section of the following plan  
Our target markets will primarily constitute the industries that can be divided basically into food and non food processing /producing. To mention a least are

### **Food Sector 1. Food processing industries:**

- Bakery and pastry products -Noodles, vermicelli
- Soups and sources
- Ice creams, yoghurts, lactic drinks, puddings...

- Processed meat
- Sweets, chocolates, candy, chewing gums,
- Marmalades, jams
- Canned fruits, juices
- Soft drinks, beers....
- Snack foods,...
- Taste enhancers, color enhancers...
- Fat substitutes for dietary products
- Alternative protein sources
- Sweeteners

## 2. Non food Sector

- Paper, cardboard and plywood -carton, high quality papers, different plywood....
- Textile industry fillers, stiffeners,
- Leather goods
- Chemical and pharmaceutical industry
- Glues, paints, cements,
- Soaps, detergents, bleaches, insecticides,
- Explosives
- Oil drilling materials
- Biogradable plastics, polyesters etc
- Industrial alcohols
- Combustibles, ethanol, oils,
- Pharmaceuticals, vitamin C and B12, antibiotics,
- Water treatment agents
- Feed industry protein substitutes and Carbohydrates

It is important to recognize that we do not intend that our tangible resources alone will make us potent competitors but more so our intangibles, such as our ability to relate to consumers, management style, corporate culture and commitment. These elements will differentiate us from our competitors and contribute towards the development of a sustainable competitive advantage.

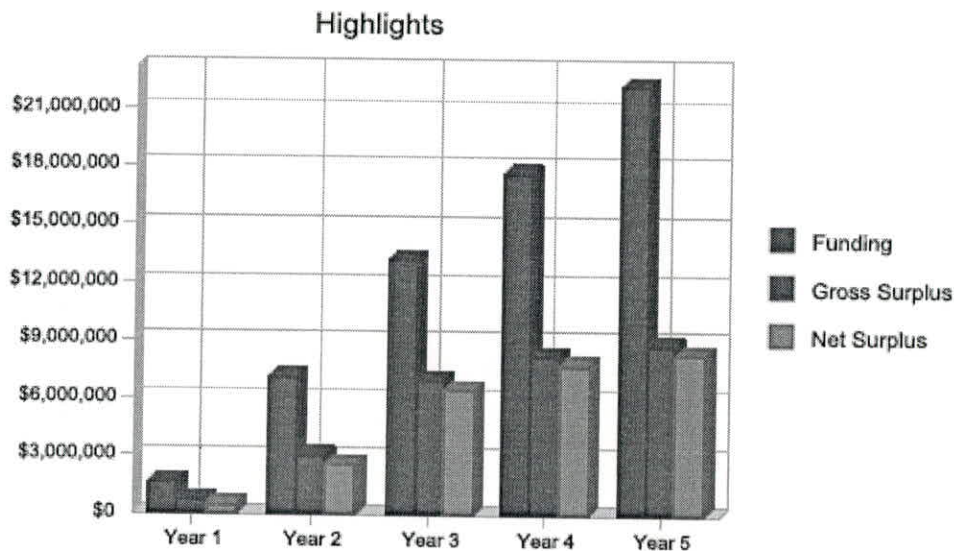
We intend to compensate our personnel well, so as to retain their invaluable expertise and to ensure job satisfaction and enrichment through delegation of authority. Our compensation will include health care, generous profit sharing, plus a minimum of three weeks' vacation. As an equal opportunity employer, we respect the diversity and human rights of our people, and strive to achieve optimal productivity, while realizing each employee's full potential. Awards will be given out to outstanding individuals, groups and plants for hard work and production so as to instill a sense of enjoyable and promote the maintenance of high standards. By encouraging all employees close to our customers to think tactically about what Adoon General Trading service offerings should be, and by having enthusiastic, capable and empowered people interacting with our customers, we build the competitive advantage of being able to meet our customers' needs better than anyone else.

Adoon General Trading intends to provide the customer with more than just traditional crops products. We intend to provide quality products that will not only be used to their industrial production, but also encourage agricultural production and agro-processing

industrialization. Our customers are assured of products that have been produced using the highest quality standards.

As we grow we want to grow right. Initially pursuing organic development and expansion we intend to undertake vertical integration in the future so as to be in total control of our raw materials and goods dispatch. For example, we are realizing that we have to be in constant touch with our stakeholders to ensure market knowledge at all times. This is the nature of the channels we deal with. Also, we intend to build our management team correctly. We need the right people, in the right place, at the right time if we are to ensure optimum growth. We intend to develop our team so that our people can grow as the company grows - a mutually beneficial relationship. We shall strive to attain our primary goal, which is to develop and strengthen our license to trade, bestowed by the communities in which we function. As Adoon General Trading prospers and grows, these communities will continue to benefit from both the value created by Adoon General Trading and its behavior as a corporate citizen.

### Chart: Highlights



### 1.1 Objectives

Our business strategy will revolve around the need to provide quality agricultural crop processing solutions to our various target customers, in the process fully satisfying their needs. This shall be undertaken through the implementation of high quality control standards and technological innovations, as well as the recruitment of a professional production and sales team, and the production of good quality marketing material designed to cater for various kinds of customers. This marketing material shall be professionally done so as to be reflective of our intended image and reputation. We shall position ourselves as a quality manufacturer that strives to provide industrial materials, agricultural promotion, agro processing reliability and a good image. We intend to establish a good rapport with all the relevant stakeholders.

With time we intend to establish our presence on the World Wide Web, which will increase the knowledge of our products to the various market segments we shall be targeting. Web

presence is a natural objective in reaching the appropriate potential customers. Well-done brochures, company profiles and business cards often have a triggering effect on clients contemplating on ordering our products. Hence this will undoubtedly generate increased sales of our products

Our objectives will revolve around the following guiding principles:

1. Buy and process 40 tones of various oil crops daily by 2015
2. Sell 280 tonnes of various oil crops monthly by 2015
3. Employ 30 staff by 2015 directly and 5 million indirectly
4. Export 2000 tonnes of various oil crops by 2015 and sell 1360 tones domestically
5. Improve company revenues from \$0 to 1,916,000 by the end of 2013 and 3,832,000 by 2015
6. Promote Sesame production from 6.8 Million tonnes per year that is produced now to 10 Million tonnes by 2014

### **1.2 Mission**

Adoon General Trading intends to create a pleasant, cost effective and alternative environment through the provision of high-quality various oil crops. Hence we intend to assist in the creation of a good network with Sesame producers and buyers. We are sensitive to international production standards, as well as affordable prices depending on the market. We intend to provide the best possible value to our customers who care about quality products at affordable prices, and we want every dollar spent on our products to be well spent. Hence our value proposition is to sell the benefit of certified standard various oil crops to our various consumers at reasonable prices

Internally we intend to create and nurture a healthy, creative, respectful and enjoyable office and plant environment, in which our employees are fairly compensated and encouraged to respect the customer and the quality of the product we produce. In addition follow-up will be mandatory so as to ensure customer satisfaction and make any improvements as recommended by the customers in future. We seek a fair and responsible profit, enough to keep the company financially healthy for the short and long term, and to fairly compensate owners and investors for the money and risk

We intend to obtain certification from the Tanzania Bureau of Standards (TBS), Tanzania Food and Drugs Authority (TDFA), South African Bureau of Standards (SABS) and International Standards Organization (ISO) so that our products are internationally recognized and approved. This will assist in our penetration to regional and international markets, intentions of which we have in the near future. However this will occur after we have established ourselves on the local market. The above is well summarized in our mission statement which goes as follows:

Our mission is to carefully attend to detail in the chemical composition and hygiene in all our products, and to uphold superb quality at all levels of production. To satisfy all our customers and all stakeholders requirements

Adoon General Trading is a relatively new company providing high quality various oil crops processing in the local and international market. It intends to focus on the Sesame and cashew and other various oil crops processing and the factory itself. The factory will house stainless steel various oil crops plant finishing line whose shiny finish will be highlighted by the flood lights on the ceiling. Interested stakeholders will be able to observe the production

process during the day and will be offered guided educational tours of the processing plant facility.

It will focus initially on providing and satisfying two kinds of markets:

**Domestic industries/markets:**

This will range from home users, small scale industries, large scale industries and supermarkets, hospitals, pharmacies e.t.c

**International markets:**

This will constitute all those people in outside Tanzania that will appreciate a good quality of Sesame and cashew various oil crops produced in Tanzania

As it grows it will take on people and expand into related markets. It will also look for additional leverage by establishing relationships and representations with appropriate strategic allies

**1.3 Keys to Success**

The keys to Adoon General Trading success will undoubtedly be effective market segmentation through identification of several niche markets and implementation strategies.

Along these lines the company intends to implement advertising, personal selling and direct marketing strategies aimed at the target markets. Our advertising marketing strategies will rotate around Hence our key success factors will include the following:

Excellence in Fulfilling the Promise; we intend to produce and provide products of uncompromised quality to our customers. This is so as to meet the needs and standards of our customers

Effective and Efficient Distribution Network: The importance of such cannot be overemphasized in our line of business. We intend to establish an excellent distribution network that will enable us to rapidly respond to customers' order

Assembly Technology: To ensure quality various oil crops is produced it is essential to utilize the latest and most efficient production technology. Keeping abreast with technological developments will ensure we gain, and maintain, a competitive advantage utilizing the latest production techniques

Loyalty and Dedication: The loyalty and dedication of our employees shall be essential to the prosperity of the organization. We recognize that corporate commitment to success should lead to the survival and prosperity of the products, and ultimately the organization as a whole

Marketing Know-how: In increasingly competitive market there is a need to aggressively market our business so as to be continuously at the top of our prospective and current client's minds

Adherence to Stringent Values and Principles: Adoon General Trading needs to acknowledge the fact that the financial and strategic management of the business will ultimately determine its prosperity and success. Hence we intend to adhere to stringent values and principles that will enable such to be achieved

Cultivate an identity (brand) for the Sesame and cashew processing products starting with various oil crops

Expand our customer base into new areas within Tanzania, East and southern Africa and the world at large

Hire a year-round business managers for production, marketing, finances, research and marketing, thereby providing smooth business running and employment twelve months of the year

Expand the donor/corporate partner base and corporate contributions that add to the financial resources of our company

Provide students with entrepreneurial job skills that can open doors to future employment opportunities

Acquire additional equipment to support future growth and offer greater flexibility, leading to expanded services offered by Adoon General Trading that will further the goal of providing valuable work opportunities for Tanzanian youth and 11 million people in the lake zone

## **2.0 Organization Summary**

### **Company Ownership**

Adoon General Trading is a Private Limited company incorporated at the Registrar of Companies (BRELLA) on the 13<sup>th</sup> May 2013, through the foresight and vision of

**Mr. Abdi N A Mahamud-British**

**Mr. Jamma M Nur-Ethiopian**

**Mr. Abdulaziz M Ali -Tanzanian**

Its fiscal year is the calendar year. Though it has only been in existence in our minds for approximately four years, and through our research to customers and export reports to Tanzania, it realizes the potential market and opportunity for growth given implementation of the appropriate strategies, aided by the necessary finances

### **Company Locations and Facilities**

At present the company offices are located in Plot No 2 Kididmo Mkwalia, Mkuranga District, Tanzania with intentions of establishing a factory in the same location, largely depending on the raw materials availability and the obtaining of a lease for large farms (land). Our current facilities provide only office

### **Company Values**

Adoon General Trading is committed towards an open governance system whereby its activities are managed and undertaken ethically, transparently, and in the interests of all concerned stakeholders.

This shall be undertaken through implementation of the following company values:

- We intend to conduct our business ethically and transparently, respecting all applicable laws.
- We intend to be a responsible corporate citizen fulfilling our obligations as an integral member of society. Hence our business decisions shall give appropriate weight and consideration to social and environmental impacts.
- We intend to provide products of uncompromising quality to meet the needs of our customers.
- We intend to seek mutually beneficial and enduring relationships in all the commitments that we make, ensuring that they are straightforward and honest. Hence our communication shall be open and accurate, internally and externally.

- We intend to optimize the creation of wealth to provide fair reward and recognition for the contributions of our stakeholders.
  - Ultimately we intend to uphold all the above company values, promoting our employees and respective third parties engaged by us to do likewise.
- Through promotion and implementation of the above stated company values we believe that we will be able to attain our corporate and stakeholders' goals and objectives for the benefit of all concerned, in particular the communities in which we will operate.

### Products

Adoon General Trading will produce and market several products. There will be five main products to start within its production line. These are:

1. Various oil crops (Sesame and cashew)
  2. Animal feeds
  3. Sesame flour
- All products shall be periodically taken for testing to the National Food Laboratory for quality checks so as to ensure that they conform to required quality standards

### Product Description

Adoon General Trading will produce products of high quality and impeccable standard. The company will start with producing three main lines of products, namely various oil crops (Sesame and cashew), animal feeds and Sesame flour. All three have unique properties that will enable them to excel on the market. We will also be watching for technological developments in Tanzania and overseas, allowing us to be first on the market and produce high-quality products through cost effective means. In addition the company will select suitable products for production under license

### Legal Entity

Adoon General Trading is a Private Limited company incorporated at the Registrar of Companies on the on the 13<sup>th</sup> May 2013

### Start-up Summary

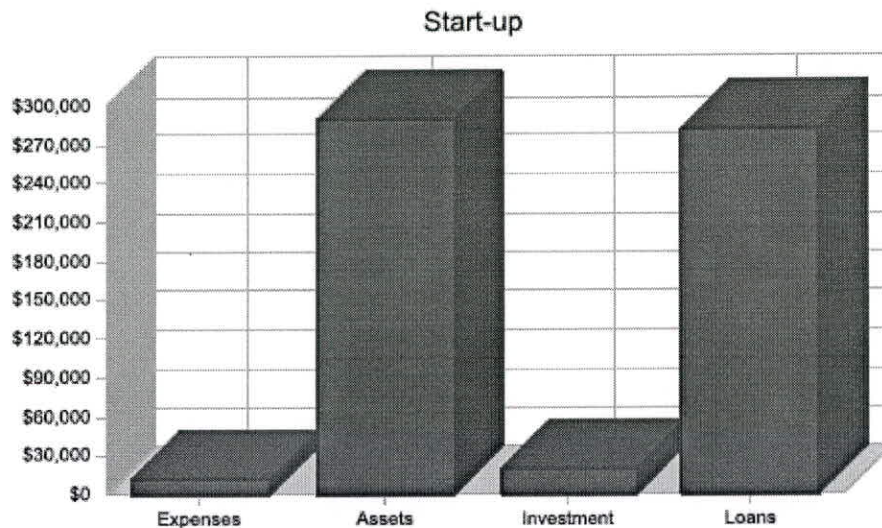
Our start-up costs come to **\$488,774**, which is primarily inventory costs, raw materials, sales and management office set up, machinery and consultant technicians from the plant manufacturer in China. The assumptions are shown in the following table and chart. We will use existing assets in order to keep start-up expenses and need for capital assets down in the early stages of operation

**Table: Investment breakdown**

<i>Start-up</i>	
Requirements	
Start-up Expenses	
Legal	\$1,000
Stationery etc.	\$300
Insurance	\$2,000
Land and Building	\$20,000
Computer	\$1,500
Other	\$5,005
Total Start-up Expenses	\$11,805
Start-up Assets	
Cash Required	\$143,774
Start-up Inventory	\$50,000
Other Current Assets	\$15,000
Long-term Assets	\$80,000

Total Assets	\$288,774
Total Requirements	\$488,774

**Chart: Start-up**



### 3.0 Products

The products and services provided by Adoon General Trading will all complement the main mission of the organization, to provide alternative source of various oil crops to Tanzania industries and alternative cash crop that can be grown in dry areas of our country. The standards of quality of the products and services presented will be based on high technology available in the market and customer requirements

Adoon General Trading will produce and market several products. There will be five main products to start within its production line.

These are:

1. Various oil crops (Sesame and cashew)
1. Animal feeds based on the waste materials from the Sesame/cashew processing plant
2. Sesame flour
3. Glues through diversification of various oil crops products some amount will be processed to glue and packed to cater the domestic market that is overwhelmed with exports
4. Ethanol (later on expansion) this will be from fermentation of accumulated various oil crops processing waste materials. After 3 years of production, we are planning to secure ethanol processing plant that will produce spirits for various uses. This will also serve domestic market as total national requirements are imported. This will later produce bio-fuel by processing spirits produced
5. Liquid various oil crops will also be on our production line and its market prospect is good

All products shall be periodically taken for testing to the National Food Laboratory for quality checks so as to ensure that they conform to required quality standards

### **Product Description**

Adoon General Trading will produce products of high quality and impeccable standard. The company will start with producing three main lines of products, namely various oil crops (Sesame and cashew), animal feeds and Sesame flour. All three have unique properties that will enable them to excel on the market. We will also be watching for technological developments in Tanzania and overseas, allowing us to be first on the market and produce high-quality products through cost effective means. In addition the company will select suitable products for production under license

### **4.0 Market Analysis Summary**

Today we are experiencing rapid growth in the economy of unsurpassed nature. This has been brought about by (amongst other things) the relaxation of foreign exchange policies and macroeconomic policies geared towards attracting foreign investors into the country. The fiscal and monetary policies of the government geared towards maintaining growth with social justice have largely contributed towards this, evidenced by our economy averaging a growth rate of 7% since 1995 -very high by international standards

The current drive and emphasis by the government on diversification of the industrial base especially for agro-processing industry presents an opportunity for Adoon General Trading to make a valuable contribution towards achieving this goal. This will result in implementation of modern production techniques and transfer of knowledge. Having undertaken a thorough and comprehensive research of the market we realized that there was a need for a manufacturer that focuses on producing affordable various oil crops tailored to satisfying industrial development needs.

There are no various oil crops producing factories currently in the country, we believe that there is a market need for one (ourselves in this instance) that particularly focuses on cost effectiveness and availability of foreign exchange for importing. The agro processing and value adding to agricultural products is a part of government ideology to improve agriculture in the country and hence improve household income. We intend to provide products of extremely high quality - something that cannot be over-emphasized in the international arena with the current drive towards globalization. The marketing mix of the products has been carefully and strategically put together to position them in the market. Aware of the fact that we will be operating in a predominantly monopolistic market structure we intend to ensure that our marketing strategies are considerate of the importance of the fit between our products, capabilities and benefits, and the target market, so as to develop a strong sustainable competitive position in the market. As a result we intend to implement a functional marketing strategy, focusing on certain target markets, particularly in view of import dominance on the market.

Our initial overall target market share shall be 40% of the local market. This share will vary with the actual products, with powdered Sesame various oil crops having a larger share due to its demand and uniqueness.

We appreciate that entering such a market is not a bed of roses, particularly as it is monopolistic. Hence we intend to implement an aggressive marketing strategy, well supported by the other business functions. The above prognosis influenced our decision to enter the agro-processing industry.

#### 4.1 Market Segmentation

Adoon General Trading will be focusing on the export and satisfying domestic market that appreciate good quality various oil crops products. The international market will range from potential buyers abroad who constitute a large portion of the market, to all that who will be making appreciative of good quality various oil crops.

The domestic segment will constitute those local industries and buyers within the country that demand various oil crops as a raw material for their industrial production. Our most important group of potential customers is those industrials locally who often import various oil crops abroad and use little foreign money available

**Table: Market Analysis**

Market Analysis							
Year 1	Year 2		Year 3		Year 4		Year 5
Potential Customers			Growth		CAGR		
Domestic industries	40%	40	56	78	109	153	39.85%
Exports	45%	55	80	116	168	244	45.13%
Other	5%	5	5	5	5	5	0.00%
<b>Total</b>	<b>41.60%</b>	<b>100</b>	<b>141</b>	<b>199</b>	<b>282</b>	<b>402</b>	<b>41.60%</b>

#### 4.2 Target Market Segment Strategy

Our marketing strategy will be based mainly on making the right product available to the right target customer. We will ensure that our products' prices take into consideration specific industrial requirements in the export markets and that these people appreciate the product and know that it exists, including where to find it. The marketing will convey the sense of quality in every picture, every promotion, and every publication. There is already a sense of segment strategy in the way we define our target market. We are choosing to compete in areas that lend themselves to local competition, service and channel areas that match our strengths, and avoid our weaknesses

Our strategy calls for the development of relationships with suppliers, distributors and retailers to support our business. Regular visits will be undertaken to these areas so as to ensure that we are meeting their expectations.

#### Market Trends

Our target markets are increasingly growing towards recognizing level of economic development. This development is an important trend for us as it represents our target market.

We now are having an increasing number of industries that require various oil crops. With this in mind we intend to ensure that our products is available and of high quality, yet affordable

The quantity of various oil crops consumed in food and non-food products in a country is closely associated with the level of economic development and income of that country. As per capita incomes rise, consumers demand a more varied set of food and manufactured products that use various oil crops in their making. Thus, there is a close and positive relationship between income and quantity of various oil crops demanded

Today's extremely stressful work environment dictates that individuals consume packed food and drinks that require various oil crops in production, this presents an opportunity that we may exploit, marketing the health aspect of our products

#### Service Providers Analysis

There is no company or any entity in Tanzania that currently run a factory or any establishment to produce various oil crops and emphasis that Adoon General Trading will

provide for East, central and South Africa. In early 1960s the government through National Development Company (NDC) had one in Sengerema Mwanza that collapsed as other industries did due to poor management. This used to produce about 100 tonnes a month that was all exported to Germany

Since then no initiative had been taken to either restore or start a new factory in our country. The current alternative companies that import to Tanzania are in Kenya and South Africa but most of the various oil crops imported comes from Western, Eastern Europe and Asia

We intend to use Tanzania Investment Centre program opportunity to start production and retain the foreign exchange used to import this and hence the scarce money can be saved and used for other purposes

### **Alternatives and Usage Patterns**

Competition in Adoon General Trading niche is very limited. As stated earlier, business companies, most notably private import and export, are the greatest competitors to us. The business merchants are not as focused on technology or quality as a component of change

Price is definitely a problem for most Tanzanian businesses, and for building a client base in food production industry. This is easily adapted to through the combination of funding sources sought by Adoon General Trading, and the company's funding and tax advantage as a Export Processing Zone investment and domestic production with all raw materials available within the country. Prices are subsequently kept low, as clients are rolled into the program on the basis of quantity. As the business retains its demand via a low commodity price in comparison to imported commodities

Reputation is important, and Adoon General Trading will be building a powerful enough reputation to be generating 35% of its income and clients through word-of-mouth (WOM) advertising

### **Strategy and Implementation Summary**

Adoon General Trading's strategic focus is centered on helping small rural farmers find good prices for their agricultural produce through processing their products while making revenue for our company. If succeed with Sesame processing we will go on looking for technological solutions for other products to discourage selling of raw products while we can add its value and get more profits.

We are in a highly lucrative market in a rapidly growing economy. We foresee our strengths as the ability to respond quickly to what the market dictates and to provide quality products (various oil crops) in a growing market. In addition, through aggressive marketing and quality management we intend to become a well-respected and known entity in our respective industry. Our key personnel have a wide and thorough knowledge of the local manufacturing market and expertise, which will go towards penetrating the market. However we acknowledge our weakness of a medium-sized company without a lot of experience, and the threat of new competition taking aim at our position. The summarized strengths, weaknesses, opportunities and threats has been shown previously

### **Strengths**

Strategic market segmentation and implementation strategies

Diversified market segments: ensuring the lack of dependency on one particular market

- Combination of skills in directorship
- The directors intend to jointly develop business strategy and long-term plans, having wide experience in product and business know-how
- Establishment and maintenance of strong capital base
- An aggressive and focused marketing campaign with clear goals and strategies

### **Weaknesses**

- Lack of a reputation -The introduction of new organizational practices and personnel who have not previously worked together presents a challenge to the company
- A limited financial base compared to the major players in the industry
- Lack of clear-cut channels of distribution
- Establishment on the Internet will produce technological challenges

### **Opportunities**

- Appreciation for high-quality local produced Sesame and cashew various oil crops
- The new generation of individuals and companies has a far greater positive reception of domestic produced various oil crops
- Current drive by government through the Tanzania Investment Centre and EPZ towards export of locally manufactured agricultural products
- Internet marketing and sales - though still in its infancy
- Increasing number of foreign firms, especially from South Africa, United states, Japan, China and European Union looking at penetrating the food processing industry and market
- Current government motive of Kilimo kwanza to promote agro-industrialization
- Presence of export opportunities such as AGOA, SADCC, EAST AFRICA COMMUNITY, COMESA, etc
- Drop in world cotton prices
- Climate that favors large scale production of Sesame throughout our country
- Sesame production initiatives that have started to emerge in different regions in Tanzania
- World various oil crops demand and trends in the various oil crops market
- Availability of cheap manpower and fertile land for Sesame production locally

### **Threats**

The present growth in the market may result in market saturation, through competition. This competition could emerge from a variety of given sources including; Established mass market companies that imports

- Development of new lines and vertically integrating so as to be totally in control of supplies and products being sold on the respective markets
- New marketing strategies and tactics by established products and companies
- Existing competition
- Other start-up companies generated by healthy economic in East Africa
- Intolerable price increases by foreign suppliers may occur
- Farmers may decide to take their produce for food in case of hunger

### **Competitive Edge**

We start with a critical competitive edge, as we will strive to position as a premier producer in our country. Key strategy for Adoon is market growth as a mechanism to drive recurring revenue.

Our competitive edge will be our dominance of access to export market, customer orientation and high-quality various oil crops through stringent quality control. Although exports dominate the local market, the price and need for foreign exchange make difficult to get regularly and in enough quantities and expensive we intend to solve this. Though we shall be serving different market segments we intend to focus on African domestic market

We recognize that a strong Internet presence is an opportunity to extend our market reach in a manner consistent with our mission. Initially, our direct marketing efforts will be locally focused, but we will rely upon a dynamic and informative website to support our efforts, while broadcasting our message to a much larger audience. The goal of our site is to create interest and inform visitors, facilitate requests for orders, track their consignments, and get online customer care. We will direct visitors to our site through consistent references in all of our marketing materials and the strategic placement of links to our site from other related websites.

Building and maintaining a solid database of potential customers will be critical to the success of our outreach programs. We shall develop a database of suppliers at all cities. We are planning direct mail and telemarketing campaigns, and will offer general informational on-site outreach to all interested groups. Additionally, we are developing a prospect database

persons who may be interested in making a financial contribution and/or giving their time as learners i different area of operations and production

### **Marketing Strategy**

Today we are experiencing rapid growth in the economy of unsurpassed nature. This has been brought about by (amongst other things) the relaxation of foreign exchange policies and macroeconomic policies geared towards attracting foreign investors into the country. The fiscal and monetary policies of the government geared towards maintaining growth with social justice have largely contributed towards this, evidenced by our economy averaging a growth rate of 7% since 1990 -very high by international standards

The current drive and emphasis by the government on diversification of the industrial base especially for agro-processing industry presents an opportunity for us to make a valuable contribution towards achieving this goal. This will result in implementation of modern production techniques and transfer of knowledge. Having undertaken a thorough and comprehensive research of the market we realized that there was a need for a manufacturer that focuses on producing affordable various oil crops tailored to satisfying industrial development needs. There are no various oil crops producing factories currently in the country, we believe that there is a market need for one (ourselves in this instance) that particularly focuses on the agro processing and value adding to agricultural products. We intend to provide products of extremely high quality - something that cannot be over-emphasized in the international arena with the current drive towards globalization. The marketing mix of the products has been carefully and strategically put together to position them in the market.

Aware of the fact that we will be operating in a predominantly monopolistic market structure we intend to ensure that our marketing strategies are considerate of the importance of the fit between our products capabilities and benefits, and the target market, so as to develop a strong sustainable competitive position in the market. As a result we intend to implement a functional marketing strategy, focusing on certain target markets, particularly in view of imports dominance on the market. Our initial overall target market share shall be 40% of

the local market. This share will vary with the actual products, with powdered various oil crops having a larger share due to its demand and uniqueness

We appreciate that entering such a market is not a bed of roses, particularly as it is monopolistic. Hence we intend to implement an aggressive marketing strategy, well supported by the other business functions. The above prognosis influenced our decision to enter the agro-processing industry

### **Market Segmentation**

Adoon General Trading will be focusing on the export and satisfying domestic market who appreciate good quality various oil crops. The international market will range from potential buyers abroad who constitute a large portion of the market, to all that who will appreciate good quality various oil crops. The domestic segment will constitute those local industries and buyers within the country, easily accessible in the urban areas.

Our most important group of potential customers is those industrials locally who often import various oil crops abroad and use scarce foreign money available

### **Target Market Segment Strategy**

Our marketing strategy will be based mainly on making the right product available to the right target customer. We will ensure that our products' prices take into consideration specific industrial requirements and that these people appreciate the product and know that it exists, including where to find it. The marketing will convey the sense of quality in every picture, every promotion, and every publication. There is already a sense of segment strategy in the way we define our target market. We are choosing to compete in areas that lend themselves to local competition, service and channel areas that match our strengths, and avoid our weaknesses

Our strategy calls for the development of relationships with suppliers, distributors and retailers to support our business. Regular visits will be undertaken to these areas so as to ensure that we are meeting their expectations.

### **Market Trends**

Our target markets are increasingly growing towards recognizing level of economic development. This development is an important trend for us as it represents our target market. We now are having an increasing number of industries that require various oil crops. With this in mind we intend to ensure that our products is available and of high quality, yet affordable

The quantity of various oil crops consumed in food and non-food products in a country is closely associated with the level of economic development and income of that country. As per capita incomes rise, consumers demand a more varied set of food and manufactured products that mostly use various oil crops in their making. Thus, there is a close and positive relationship between income and quantity of various oil crops demanded

Today's extremely stressful work environment dictates that individuals consume packed food and drinks that require various oil crops in production, this presents an opportunity that we may exploit, marketing the health aspect of our products

### **Market Growth**

Import statistics provide a reliable guide as to the size of the various oil crops industry. According to the WTO/UNCTAD statistics, the market has been growing at a steady rate of 7% per annum although it is projected to increase slightly in 2010 and 2011. According to the most recent Trade Department import statistics for various oil crops, total various oil crops imports stood at 12,835 tonnes (\$5,134,000) in 2005 whilst total exports stood at 0 tonnes (\$0) in the same year. This brought about a total market size estimated at just over

15,252 tonnes (\$7,626,000) in 2006. Specifically, imports for various oil crops stood at 21,340 tonnes in 2007 which represented an increase of approximately 40% from the previous year (2006). In 2007 these imports had risen by approximately 66.14%

Statistics on various oil crops production, prices, and demand are not widely available. Unlike for agricultural commodities, government agencies generally do not collect and publish reports on various oil crops markets. However, statistics on international trade in various oil crops are often reported. International trade in various oil crops is mostly within regional markets. But with gradual reduction in trade barriers, global trade in various oil crops is becoming more important.

The estimates indicate that Asia accounted for 40 percent of world various oil crops production in the early 1990s. While nearly two thirds of world various oil crops production was derived from maize, maize accounted for only 37 percent of various oil crops production in Asia. Root crops accounted for 60 percent of Asian various oil crops production, especially Sesame (29 percent), sweet cashew (26 percent) and cashew (5 percent)

#### **5.4 Fundraising Strategy**

Based on our projections, we feel a loan to our company is a sound investment. In order to proceed, we are requesting a loan of **\$269,280**. This is based on our requirements for a pilot project and we shall seek more funding for expansion after evaluation of project. The funds will be used for buying machinery, waste water treatment plant, manufacturing and production, marketing, and to cover initial operating expenses. The company is planning on going public within the next 12 to 18 months and this will provide additional funds to repay the loan.

We can provide an exit for this loan immediately after going public by a recapitalization of funds.

#### **Funding Forecast**

Sales for year one are based on 18 hours production with the capacity of producing 0.2 tonnes per hour in first 9 pilot months then 1 tonne per hour from 9th month for 6months. 2nd year production will be 2 tonnes per hour, 3rd year 3 tonnes/hour, 4th 4 tonnes/hour and 5th 5 tonnes per hour. As a rule 1 tonne of various oil crops is produced by processing 4 tonnes of Sesame, this will in turn amount to 120960 tonnes processed per year by the end of year 5.

This with the current market price of about \$1000/metric tonne will make us grow right. We are expecting to start with selling price of only \$700. The production will double in year two as we expand our business and expecting to see overwhelming Sesame and cashewes production and supplies from peasant farmers and overseas orders.

As a project in the Tanzania Investment centre we are expecting to get tax exemptions to about 0% as an incentive for this kind of venture. In the year three productions will triple and expecting to start a new venture of ethanol production by using accumulated waste materials from Sesame various oil crops processing

Funding resources primarily come from Sesame, cashew and various oil crops and small amount of animal feeds. We have been successful in making a feasibility study and very optimistic about receiving this type of funding from processing

**Table: Funding Forecast**

	Year 1	Year 2	Year 3	Year 4	Year 5	
Funding						
Sesame Various oil crops		\$1,616,006	\$6,699,200	\$12,700,800	\$16,934,400	\$21,168,000
Animal feeds		\$5,200	\$10,000	\$20,000	\$38,000	\$60,000
Cashew various oil crops		\$77,280	\$336,000	\$403,200	\$691,200	\$921,600
<b>Total Funding</b>	\$1,698,486	\$7,045,200	\$13,124,000	\$17,663,600	\$22,149,600	
Direct Cost of Funding						
Advertising	\$2,050	\$4,000	\$5,000	\$6,000	\$6,200	
Bank service charges	\$440	\$800	\$1,000	\$1,200	\$1,400	
Bank cards charges	\$550	\$600	\$600	\$600	\$1,000	
Delivery	\$1,000	\$2,000	\$4,000	\$8,000	\$16,000	
Health insurance per annum	\$10,000	\$25,000	\$30,000	\$35,000	\$40,000	
Interest	\$1,440	\$1,880	\$3,500	\$7,520	\$15,040	
Office petty cash	\$2,400	\$2,500	\$2,500	\$2,500	\$3,000	
Payroll salaries	\$166,600	\$285,780	\$314,588	\$345,794	\$380,373	
Payroll taxes	\$31,320	\$60,190	\$78,247	\$101,722	\$132,238	
Professional fees	\$3,300	\$10,000	\$15,000	\$20,000	\$40,000	
Construction of a workshop	\$60,000	\$100,000	\$200,000	\$500,000	\$500,000	
Subscriptions and dues	\$110	\$220	\$440	\$880	\$1,760	
Supplies (Raw materials)	\$432,000	\$2,764,800	\$4,838,400	\$7,372,800	\$10,368,000	
Taxes and Licenses	\$2,200	\$4,400	\$8,800	\$17,600	\$35,200	
Utilities & Telephone	\$2,300	\$7,500	\$10,000	\$15,000	\$20,000	
Website construction and maintenance	\$2,000	\$1,200	\$1,400	\$1,600	\$2,000	
Computers	\$6,000	\$15,000	\$30,000	\$30,000	\$30,000	
Maintenance	\$5,400	\$15,000	\$30,000	\$60,000	\$100,000	
Fuel and lubricants	\$6,900	\$20,000	\$25,000	\$30,000	\$35,000	
Loan recovery	\$0	\$300,000	\$0	\$0	\$0	
Loan interest	\$0	\$30,000	\$0	\$0	\$0	
Research and development	\$4,000	\$8,000	\$16,000	\$32,000	\$64,000	
Motor vehicles	\$50,000	\$80,000	\$120,000	\$200,000	\$400,000	
Consultants fees	\$8,500	\$3,000	\$6,000	\$12,000	\$24,000	
Insurance	\$1,600	\$3,200	\$6,400	\$12,800	\$25,600	
Tractors		\$0		\$160,000		
Electricity bills	\$136,850	\$273,700	\$410,550	\$615,825	\$923,738	
Water bills	\$20,672	\$26,874	\$34,936	\$45,416	\$59,041	
\$0	\$0	\$0	\$0	\$0	\$0	
<b>Subtotal Cost of Funding</b>	\$957,632	\$4,045,644	\$6,192,361	\$9,474,257	\$13,383,590	

**Management Summary**

The initial management team consists of **Abdi Mahamud; Executive Director and founder. Acting Operations Director; Jamma Mohammed** and a **Marketing Director Abdulaziz Mohamed**

The Executive Director will then be hired by the board of directors after the transition period. His responsibilities will include, but are not limited to:

- advise the board and carry out tasks assigned by the board.

- Oversee daily operations, project planning, and special events, working closely with each manager
- Personnel management (recruitment, hiring, training, evaluation and termination of staff)
- Together with the Operations Director, develop and manage the annual budget for board approval including necessary revisions
- Foresee company development
- Supervision of head of all departments
- Develop network of support within the business and government community
- Develop and implement outreach program

**The Operations Director;** to be hired by the Executive Director. This must be an experienced CPA holder. Responsibilities include, but are not limited to:

- Advise the board and carry out tasks assigned by the board
- Assist in personnel management
- Development of administrative standards and procedures related to personnel and staff development
- Supervision of staff
- Serve as liason between staff and board members
- Coordinate with the Executive Director and the board to oversee activities including funding applications, management of funds, special projects, fiscal management
- Together with the Executive Director, develop and manage the annual budget for board approval including necessary revisions
- Oversee the preparation of the annual report of activities as well as fiscal reports
- Manage company finances and reporting
- Coordinate work on annual audits
- Define priorities for all supervised staff
- Inventory management of raw materials and office supplies

**Marketing director-**The Marketing Director is hired by the Executive Director. Responsibilities include, but are not limited to:

- Advise the board and carry out tasks assigned by the board.
- All marketing activities including establish the marketing budget with the executive director; create and implement marketing plan; develop marketing materials; advertising placement; develop direct mail plan
- Customer management including establish and maintain customer and prospective customer databases; special customer mailings
- Publication and distribution of informative brochures, newsletters, etc
- Website maintenance
- Direct fundraising activities
- Coordinate volunteers
- Coordinate solicitation of corporate and in-kind donations or share sales
- Measure effectiveness of marketing activities (program tracking)

The board will be having 5 members that shall oversee the overall goals, direction, vision and mission of the company and set them accordingly

### **Personnel Plan**

The following table summarizes our personnel expenditures for the first three years, we believe this plan is a good compromise between fairness and expedience, and meets the

commitment of our mission statement. The detailed monthly personnel plan for the first year is included in the appendix.

Personnel will remain at a minimum, to ensure high productivity and good compensation to our staff. Staffing will be monitored carefully to ensure all necessary staff is available all the time and all measures taken immediately to all that threatens the company revenue and production

**Table: Personnel**

*Personnel Plan*

Year 1	Year 2	Year 3	Year 4	Year 5	
Executive director	\$16,800	\$28,600	\$31,460	\$34,606	\$38,067
Operations director	\$14,400	\$25,740	\$28,314	\$31,145	\$34,260
Marketing director	\$12,900	\$22,880	\$25,168	\$27,685	\$30,453
Machine master	\$10,900	\$19,800	\$21,780	\$23,958	\$26,354
Office manager	\$3,000	\$13,200	\$14,520	\$15,972	\$17,569
Machine operator #1	\$5,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #2	\$5,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #3	\$5,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #4	\$5,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #5	\$5,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #6	\$5,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #7	\$5,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #8	\$4,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #9	\$4,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #10	\$3,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #11	\$3,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #12	\$2,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #13	\$2,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #14	\$1,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #15	\$1,500	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #16	\$0	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #17	\$0	\$7,920	\$8,712	\$9,583	\$10,542
Machine operator #18	\$0	\$7,920	\$8,712	\$9,583	\$10,542
Driver #1	\$4,400	\$5,280	\$5,808	\$6,389	\$7,028
Driver #2	\$4,400	\$5,280	\$5,808	\$6,389	\$7,028
Driver #3	\$2,800	\$5,280	\$5,808	\$6,389	\$7,028
Driver #4	\$1,200	\$5,280	\$5,808	\$6,389	\$7,028
Driver #5	\$0	\$5,280	\$5,808	\$6,389	\$7,028
Office attendant	\$2,750	\$3,300	\$3,630	\$3,993	\$4,392
Gardener #1	\$2,750	\$3,300	\$3,630	\$3,993	\$4,392
Inserted Row	\$0	\$0	\$0	\$0	\$0
Inserted Row	\$0	\$0	\$0	\$0	\$0
ne			\$0		
Total People	26	26	26	26	26
<b>Total Payroll</b>	<b>\$138,800</b>	<b>\$285,780</b>	<b>\$314,358</b>	<b>\$345,794</b>	<b>\$380,373</b>

**Financial Plan**

The basis for our financial planning has been looking forward with conservative estimates for revenue and expenses. We are committed to consistent growth of our cash balances through prudent management of our expenses. Our focus will be on remaining profitable year to year, while also building adequate cash reserves.

### Start-up Funding

An approximately **\$289,195** loan will be obtained from a conventional lender, investment bank or any other source. At least **\$219,464** capital will be provided by the owners and promoters. It is possible that some financing may be provided by an active investor or partner in exchange for some level of ownership in the business. If an agreement with an investor or partner cannot be reached, then the owners will contribute all of the funding outside of the loan funding. About 20% shares will be brought forward for equity sales

### Important Assumptions

The financial plan depends on important assumptions, most of which are shown in the following table. The key underlying assumptions are:

- We assume a slow-growth economy, with slow recovery after a 2009 economic crisis, and have therefore set income levels substantially lower than capacity allows
- We assume of that there will be no major changes in investments funding availability
- We assume that weather changes could affect business, and we hope it does not happen at all, especially in our first year
- We assume a growing interest in the agro-processing industrialization support
- We assume a political support in domestic agro-processing industry
- We anticipate a very popular success!

### Break-even Analysis

This break-even analysis shows that Adoon has budgeted fixed costs and projects sufficient sales to maintain good cash flow balances. This projection is based on two production lines. The essential insight here is that Company's projected sales levels will be running comfortably above the break-even point

**Table: Break-even Analysis**

<i>Break-even Analysis</i>	
Monthly Revenue Break-even	\$40,292
Assumptions:	
Average Percent Variable Cost	56%
<b>Estimated Monthly Fixed Cost</b>	<b>\$17,575</b>

### Chart: Break-even Analysis

#### Projected Surplus or Deficit

Surplus is expected to exceed \$683K by year one, and over \$256,504K by year two. By year 3 Adoon expects to secure funding for a major expansion and introduction of a new plant that will be producing ethanol by processing waste materials that will be accumulated from various oil crops processing. The products will range from domestic and hospital used spirits to motor vehicle bio-fuel. This will be a new venture that might require a loan or financing from external sources and internal revenue that will be accumulated from company business

**Table: Surplus and Deficit**

*Surplus and Deficit*

Year 1	Year 2	Year 3	Year 4	Year 5	
Funding	\$1,698,486	\$7,045,200	\$13,124,000	\$17,663,600	\$22,149,600
Direct Cost	\$957,632	\$4,045,644	\$6,192,361	\$9,474,257	\$13,383,590
Other Costs of Funding	\$0	\$0	\$0	\$0	\$0
Total Direct Cost	\$957,632	\$4,045,644	\$6,192,361	\$9,474,257	\$13,383,590
Gross Surplus	\$740,854	\$2,999,556	\$6,931,639	\$8,189,343	\$8,766,010
Gross Surplus %	43.62%	42.58%	52.82%	46.36%	39.58%
<b>Expenses</b>					
Payroll	\$138,800	\$285,780	\$314,358	\$345,794	\$380,373
Marketing/Promotion	\$1,200	\$1,800	\$2,400	\$3,000	\$3,600
Depreciation	\$21,600	\$57,667	\$57,750	\$57,807	\$57,987
Rent	\$7,500	\$24,000	\$48,000	\$60,000	\$60,000
Utilities	\$5,400	\$12,000	\$14,400	\$18,000	\$24,000
Insurance	\$18,800	\$17,280	\$11,520	\$5,760	\$2,880
Payroll Taxes	\$17,595	\$42,867	\$47,154	\$51,869	\$57,056
Other	\$0	\$0	\$0	\$0	\$0
Total Operating Expenses	\$210,895	\$441,394	\$495,582	\$542,230	\$585,896
Surplus Before Interest and Taxes	\$529,959	\$2,558,163	\$6,436,058	\$7,647,113	\$8,180,114
EBITDA	\$551,559	\$2,615,829	\$6,493,808	\$7,704,920	\$8,238,101
Interest Expense	\$44,808	\$17,100	(\$19,400)	(\$44,585)	(\$54,770)
Taxes Incurred	\$0	\$0	\$0	\$0	\$0
Other Income					
Other Income Account Name	\$0	\$0	\$0	\$0	\$0
Other Income Account Name	\$0	\$0	\$0	\$0	\$0
Total Other Income	\$0	\$0	\$0	\$0	\$0
Other Expense					
Community funding	\$0	\$0	\$0	\$0	\$0
Other Expense Account Name	\$0	\$0	\$0	\$0	\$0
Total Other Expense	\$0	\$0	\$0	\$0	\$0
Net Other Income	\$0	\$0	\$0	\$0	\$0
Net Surplus	\$485,151	\$2,541,063	\$6,455,458	\$7,691,698	\$8,234,884
<b>Net Surplus/Funding</b>	<b>28.56%</b>	<b>36.07%</b>	<b>49.19%</b>	<b>43.55%</b>	<b>37.18%</b>

**Projected Cash Flow**

Cash flow projections are critical to our success. The monthly cash flow is shown in the illustration, with one bar representing the cash flow per month, and the other the monthly balance. The annual cash flow figures are included here and the more important detailed monthly numbers are included in the appendix.

**Table: Cash Flow**

*Pro Forma Cash Flow*

Year 1	Year 2	Year 3	Year 4	Year 5
<b>Cash Received</b>				
Cash from Operations				
	\$1,273,865	\$5,283,900	\$9,843,000	\$13,247,700
	\$243,049	\$1,189,723	\$2,631,161	\$3,930,605
	\$1,516,914	\$6,473,623	\$12,474,161	\$17,178,305
Subtotal Cash from Operations				
<b>Additional Cash Received</b>				
Non Operating (Other) Income				
\$0	\$0	\$0	\$0	\$0
Sales Tax, VAT, HST/GST Received				
\$0	\$0	\$0	\$0	\$0
New Current Borrowing				
\$160,000	\$32,000	\$0	\$0	\$0
New Other Liabilities (interest-free)				
\$0	\$0	\$0	\$0	\$0
New Long-term Liabilities				
\$50,000	\$0	\$0	\$0	\$0
Sales of Other Current Assets				
\$0	\$0	\$0	\$0	\$0
Sales of Long-term Assets				
\$0	\$0	\$0	\$0	\$0
New Investment Received				
\$140,000	\$0	\$0	\$0	\$0
Subtotal Cash Received				
\$1,866,914	\$6,505,623	\$12,474,161	\$17,178,305	\$21,670,035
<b>Expenditures</b>				
Year 1	Year 2	Year 3	Year 4	Year 5
Expenditures from Operations				
Cash Spending				
\$138,800	\$285,780	\$314,358	\$345,794	\$380,373
Bill Payments				
\$998,196	\$5,290,996	\$5,590,232	\$9,668,352	\$13,568,731
Subtotal Spent on Operations				
\$1,136,996	\$5,576,776	\$5,904,590	\$10,014,146	\$13,949,104
<b>Additional Cash Spent</b>				
Non Operating (Other) Expense				
\$0	\$0	\$0	\$0	\$0
Sales Tax, VAT, HST/GST Paid Out				
\$0	\$0	\$0	\$0	\$0
Principal Repayment of Current Borrowing				
\$30,000	\$162,000	\$0	\$0	\$0
Other Liabilities Principal Repayment				
\$0	\$0	\$0	\$0	\$0
Long-term Liabilities Principal Repayment				
\$75,000	\$300,000	\$300,000	\$203,700	\$0
Purchase Other Current Assets				
\$0	\$0	\$0	\$0	\$0
Purchase Long-term Assets				
\$60,000	\$200,000	\$150,000	\$50,000	\$0
Dividends				
\$0	\$0	\$0	\$0	\$0
Subtotal Cash Spent				
\$1,301,996	\$6,238,776	\$6,354,590	\$10,267,846	\$13,949,104
<b>Net Cash Flow</b>				
\$564,917	\$266,846	\$6,119,570	\$6,910,459	\$7,720,931
<b>Cash Balance</b>				
\$709,112	\$975,959	\$7,095,529	\$14,005,988	\$21,726,920

**Projected Balance Sheet**

The balance sheet in the following table shows managed but sufficient growth of net worth, and a sufficiently healthy financial position. The monthly estimates are included in the appendix.

**Table: Balance Sheet**

*Pro Forma Balance Sheet*

Year 1	Year 2	Year 3	Year 4	Year 5	
<b>Assets</b>					
<b>Current Assets</b>					
Cash	\$709,112	\$975,959	\$7,095,529	\$14,005,988	\$21,726,920
Accounts Receivable	\$181,573	\$753,150	\$1,402,989	\$1,888,284	\$2,367,849
Inventory	\$158,310	\$1,584,786	\$878,858	\$1,344,089	\$1,753,049
Other Current Assets	\$15,000	\$15,000	\$15,000	\$15,000	\$15,000
<b>Total Current Assets</b>	<b>\$1,063,995</b>	<b>\$3,328,894</b>	<b>\$9,392,376</b>	<b>\$17,253,361</b>	<b>\$25,862,817</b>
<b>Long-term Assets</b>					
Long-term Assets	\$140,000	\$340,000	\$490,000	\$540,000	\$540,000
Accumulated Depreciation	\$21,600	\$79,267	\$137,017	\$194,824	\$252,811
<b>Total Long-term Assets</b>	<b>\$118,400</b>	<b>\$260,733</b>	<b>\$352,983</b>	<b>\$345,176</b>	<b>\$287,189</b>
<b>Total Assets</b>	<b>\$1,182,395</b>	<b>\$3,589,628</b>	<b>\$9,745,360</b>	<b>\$17,598,538</b>	<b>\$26,150,007</b>
<b>Liabilities and Capital</b>					
	Year 1	Year 2	Year 3	Year 4	Year 5
<b>Current Liabilities</b>					
Accounts Payable	\$163,049	\$459,219	\$459,494	\$824,674	\$1,141,259
Current Borrowing	\$131,000	\$1,000	\$1,000	\$1,000	\$1,000
Other Current Liabilities	\$0	\$0	\$0	\$0	\$0
<b>Subtotal Current Liabilities</b>	<b>\$294,049</b>	<b>\$460,219</b>	<b>\$460,494</b>	<b>\$825,674</b>	<b>\$1,142,259</b>
<b>Long-term Liabilities</b>	<b>\$255,000</b>	<b>(\$45,000)</b>	<b>(\$345,000)</b>	<b>(\$548,700)</b>	<b>(\$548,700)</b>
<b>Total Liabilities</b>	<b>\$549,049</b>	<b>\$415,219</b>	<b>\$115,494</b>	<b>\$276,974</b>	<b>\$593,559</b>
Paid-in Capital	\$160,000	\$160,000	\$160,000	\$160,000	\$160,000
Accumulated Surplus/Deficit	(\$11,805)	\$473,346	\$3,014,408	\$9,469,866	\$17,161,564
Surplus/Deficit	\$485,151	\$2,541,063	\$6,455,458	\$7,691,698	\$8,234,884
<b>Total Capital</b>	<b>\$633,346</b>	<b>\$3,174,408</b>	<b>\$9,629,866</b>	<b>\$17,321,564</b>	<b>\$25,556,448</b>
<b>Total Liabilities and Capital</b>	<b>\$1,182,395</b>	<b>\$3,589,628</b>	<b>\$9,745,360</b>	<b>\$17,598,538</b>	<b>\$26,150,007</b>
<b>Net Worth</b>	<b>\$633,346</b>	<b>\$3,174,408</b>	<b>\$9,629,866</b>	<b>\$17,321,564</b>	<b>\$25,556,448</b>

**Standard Ratios**

Standard business ratios are included in the table. The ratios show a plan for balanced, healthy operations.

**Table: Ratios**

*Ratio Analysis*

Year 1	Year 2	Year 3	Year 4	Year 5	Industry Profile	
Funding Growth	n.a.	314.79%	86.28%	34.59%	25.40%	0.00%
Percent of Total Assets						
Accounts Receivable	15.36%	20.98%	14.40%	10.73%	9.05%	0.00%
Inventory	13.39%	44.15%	9.02%	7.64%	6.70%	0.00%
Other Current Assets	1.27%	0.42%	0.15%	0.09%	0.06%	100.00%
<b>Total Current Assets</b>	<b>89.99%</b>	<b>92.74%</b>	<b>96.38%</b>	<b>98.04%</b>	<b>98.90%</b>	<b>100.00%</b>
Long-term Assets	10.01%	7.26%	3.62%	1.96%	1.10%	0.00%
<b>Total Assets</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>
Current Liabilities	24.87%	12.82%	4.73%	4.69%	4.37%	0.00%
Long-term Liabilities	21.57%	-1.25%	-3.54%	-3.12%	-2.10%	0.00%
<b>Total Liabilities</b>	<b>46.44%</b>	<b>11.57%</b>	<b>1.19%</b>	<b>1.57%</b>	<b>2.27%</b>	<b>0.00%</b>
<b>Net Worth</b>	<b>53.56%</b>	<b>88.43%</b>	<b>98.81%</b>	<b>98.43%</b>	<b>97.73%</b>	<b>100.00%</b>
Percent of Funding						
Funding	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Gross Surplus	43.62%	42.58%	52.82%	46.36%	39.58%	0.00%

Selling, General & Administrative Expenses	15.05%	6.51%	3.63%	2.82%	2.40%	0.00%
Advertising Expenses	0.07%	0.03%	0.02%	0.02%	0.02%	0.00%
Surplus Before Interest and Taxes	31.20%	36.31%	49.04%	43.29%	36.93%	0.00%
<b>Main Ratios</b>						
Current	3.62	7.23	20.40	20.90	22.64	0.00
Quick	3.08	3.79	18.49	19.27	21.11	0.00
Total Debt to Total Assets	46.44%	11.57%	1.19%	1.57%	2.27%	0.00%
Pre-tax Return on Net Worth	76.60%	80.05%	67.04%	44.41%	32.22%	0.00%
Pre-tax Return on Assets	41.03%	70.79%	66.24%	43.71%	31.49%	0.00%
<b>Additional Ratios</b>						
	Year 1	Year 2	Year 3	Year 4	Year 5	
Net Surplus Margin	28.56%	36.07%	49.19%	43.55%	37.18%	n.a
Return on Equity	76.60%	80.05%	67.04%	44.41%	32.22%	n.a
<b>Activity Ratios</b>						
Accounts Receivable Turnover	2.34	2.34	2.34	2.34	2.34	n.a
Collection Days	53	97	120	136	140	n.a
Inventory Turnover	10.78	4.64	5.03	8.52	8.64	n.a
Accounts Payable Turnover	7.12	12.17	12.17	12.17	12.17	n.a
Payment Days	27	20	30	23	26	n.a
Total Asset Turnover	1.44	1.96	1.35	1.00	0.85	n.a
<b>Debt Ratios</b>						
Debt to Net Worth	0.87	0.13	0.01	0.02	0.02	n.a
Current Liab. to Liab.	0.54	1.11	3.99	2.98	1.92	n.a
<b>Liquidity Ratios</b>						
Net Working Capital	\$769,946	\$2,868,675	\$8,931,883	\$16,427,687	\$24,720,558	n.a
Interest Coverage	11.83	149.60	0.00	0.00	0.00	n.a
<b>Additional Ratios</b>						
Assets to Funding	0.70	0.51	0.74	1.00	1.18	n.a
Current Debt/Total Assets	25%	13%	5%	5%	4%	n.a
Acid Test	2.46	2.15	15.44	16.98	19.03	n.a
Funding/Net Worth	2.68	2.22	1.36	1.02	0.87	n.a
<b>Dividend Payout</b>	0.00	0.00	0.00	0.00	0.00	n.a

### Long-term Plan

Adoon General Trading will show the company growing to a multi-million dollar a year producer of high quality Sesame and various oil crops for industrial use. We will begin life as Sesame various oil crops Producer Company with a local selling component and evolve to an exporting company with a component within our first year. Our public offering in year three will provide the funding to launch an ethanol production plant that will take us to an international level business platform. This will allow us to begin development of new product lines that are based in agro-processing industry and this will define our image. Once the brand has been established it will have significant cache within the Tanzania market and penetrate international markets starting with East African community, SADDC, COMESA and other regional markets

### CONCLUSION AND RECOMMENDATIONS

Analysis of viability of the proposal of setting up a facility to recycle plastic waste materials to produce raw materials of plastic products by Adoon General Trading *Company Ltd* shows

that the proposal is economically and financial viable. The obvious economic and social benefits of the project are among others

- i. Contribute to the Government revenue in terms of tax payments and foreign exchange and other levies
- ii. Employment generation to Tanzanians
- iii. Making the raw materials for plastic products available to plastic products manufacturing sector

It is therefore recommended that TIC provide the project with certificate of incentives in order to enable timely implementation of the project under the Tanzania Investment Act.



**THE COMPANIES ACT 2002**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF  
ADOON GENERAL TRADING COMPANY LIMITED**

-----  
*Incorporated this*                      *day of*                      *2013*

-----  
***DRAWN BY***  
**ABDI NASIR ALI MAHAMUD**  
**SUBSCRIBER**  
**P. O BOX 71807**  
**DAR ES SALAAM.**

**THE UNITED REPUBLIC OF TANZANIA**



**CERTIFICATE OF INCORPORATION**

NO.

**I HEREBY CERTIFY THAT**

**ADOON GENERAL TRADING COMPANY LIMITED**

**Is this day incorporated under the companies Act 2002 and  
that the company is limited**

**GIVEN under my hand at Dar es Salaam, this            day of Two  
Thousand and Thirteen**

**Registrar of Companies**

TANZANIA  
Stamp Duty Shs. PAID ON ORIGINAL  
Receipt No. 34213 of 135113  
Stamp Duty Officer

THE COMPANIES ACT NO. 12 OF 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF  
ADOON GENERAL TRADING COMPANY LIMITED

TANZANIA  
Stamp Duty Shs. PAID  
Receipt No. 34213 of 135113  
Asst. Registrar of Companies

1. The name of the company "ADOON GENERAL TRADING COMPANY LIMITED"
2. The registered office of the company will be situated in Tanzania
3. The objects for which the company is established are:
4. To carry on the business as general suppliers of food stuffs, processors, packers, and agricultural crops, grain millers, food mixers, general exporters of agricultural crops; grains, fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and general to deal in any other business connected therewith.
5. To carry on all or any of the business of public transport, cargo handling, consultant, carriage and haulage contractors, stevedoring and lighterage, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purpose or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road, vehicles, aircraft vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia or any other foreign country.
6. To carry on and undertake international transport business of all sort and act as transporter and to act as general sales agent of airlines, shipping line and of transporter
  - (a) To purchase, take or lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in

immovable property or any tenure in Tanzania and elsewhere and to sell, let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.

- (b) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands, buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (c) To carry on the business and act as managers of investment and investment company, business of property managers, developers, real estate agents valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think it fit.
- (d) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (e) To deal in all aspects of real estate, estate development including buying, constructing, selling, mortgaging, renting, transferring and any other form of conveyance of real estate.
- (f) To carry on business of relating to information and communication technology and to as consultants, as managers or advisors in information management, data processing applications, development, computerized system development, data telecommunication and networks technology and those purposes to promote, arrange, organize, conduct and facilitate information and communication technology in Tanzania elsewhere and to promote arrange facilities and operate information technology activities in all its diverse areas and all operate information technology activities in all its diverse areas and all such facilities advantages and conveniences as may be considered necessary or incidental thereto. To do activities as development customer-made and instructional software, educational, managerial and control software products for small, medium and large clients.

- (g) To do all kinds of business relating to information and communication technology and to act as consultants, carry on business as managers or advisors in information management, site survey network design, network planning, data processing, applications development, computerized systems development, data telecommunication and networks technology and those purposes to promote, arrange, organize, conduct and facilitate information and communication technology in Tanzania elsewhere: and to promote, arrange facilitate and operate information technology activities in all its diverse areas and all such facilities advantages and conveniences as may be considered necessary or incidental thereto. To do activities as development of customer-made and instructional software, educational, managerial and control software products for small, medium and large clients.
- (h) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engraves, photo lithographers, typesetting, machine operators, die sinkers, envelope makers, book binders, account book manufactures, machine, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, flat and box file makers, cardboard manufacturers, type founders photographers, manufactures, of and dealers in playing visiting, railways, festival invitation, business complimentary and fancy cards and valentine dealers in parchment stamp agents of stamps and other duties, advertising agents, designers, draftsmen manufactures, book sellers, publishers and dealers in material used in manufactures of paper, cabinet makers, file rack maker and dealers in or manufacturers of any other articles of thing of character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of all sell by wholesale or retail of school chalks and secretarial services.
- (i) To carry on the business of media and entertainment advertising, media communication and consultancy advertising agents, public relations consultants and sale promotion consultant, in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations, promotion culture and traditional. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes and also to carry on business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.

- (j) To carry the business of importer and exporters, wholesalers, retailers, general merchants, provision store, general store keepers, universal providers, to establish supermarkets, duty free shops, import and export manufacture goods, textiles, home appliances, utensils, piece goods imitation jewellery, hosiery, shoes, sun-glasses, handbags, household requirements, generally in all manufactured goods of all type, to acquire establish, dealers in selling ready made garments and knitwear's, shoes, toys, motor cycles, bicycles, bicycle chairs, computer and its parts, television, mobile phone, VCD, cookers, slippers jeans, and description for commercial and home use.
  
- (k) To carry on the business of clearing and forwarding agents, commission agents, transporters, aircraft services, freighters, hauliers, customs bonded, warehouse and go down keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motors cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
  
- (l) To carry on the business as importers, exporters, general suppliers, traders, merchants, commission agents, stockists, wholesalers, retailers and dealers in all types of hardware, office equipments, forest materials, electrical goods, petroleum products, coconut oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oil paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
  
- (m) To assist passengers and provide them with all sorts of facilities in obtaining passport and visas, completion of travel documents, issue ticket, grant of travel quotas, booking and amenities as are usually provided by travel agent.

- (n) To carry on the business of industries, plant machinery, consultants in matters pertaining to agricultural, engineering, machines hire, installation and operation, promotion of agricultural development and diary farming, preparation of feasibilities studies, project planning and carry on business of agricultural pesticides, chemical and packing materials of sea, road and air freight and labeling for export, distributors and services of heavy engineering and for machinery.
  
- (o) To carry on the business of dealing in importing, exporting, marketing, manufacturing, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents, brokers, insurance agents and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and general in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
  
- (p) To carry on or any other business of establishment of education development services to run, analysis and strategic advice in governance and international development, public sector management and private sector development and private sector development advisory services, grant management services, tailored capacity development interventions, development sector job search and recruitment services. To establish, acquire, won and operate affordable schools and institutions of all levels including day care centers, nursery school, primary schools, secondary schools, colleges, universities, community-based vocational training, medical and school projects which are intended to fight ignorance, diseases and to alleviate poverty in the society and related educational establishments of all kinds and description.
  
- (q) To carry on the business as training, consultants, management consultants, investment advisers, law business, business consultants, market research consultants, analysts, researchers, business transfer agents and valuers, and to act as intermediaries in the introduction of sellers purchasers, partners and employees and otherwise for the company or its clients in but not limited to every aspects of business as general dealers of IT installations, configuration service, and any other things which the company will deem fit to deal with.

- (r) To carry on business of banking in all its branches, departments including borrowing, raising or taking up money, accepting drafts, granting and issuing letter of credit and circular, notes, bills of exchange and other debt instruments, by receiving deposits of money including deposits which are subject to withdrawal by cheque, and buying and selling foreign exchange and dealing in bullion and specie: by acquiring marketable instruments evidencing indebtedness of government securities or stocks, bonds, notes of debentures and by investing in equities of other companies which are engaged primarily in activities allied of activities to related to baking.
- (s) To carry on all or any of the business of entertainment promoters, conference, shops, advertisement, promotion, event management, sports promoters, artistes' personal representatives in all or an spheres of entertainment sport. To carry on the business of media and entertainment, advertising, printing, media communication and consultancy advertising agents, public relations consultants and sale promotion consultant, in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations, music solution, promotion culture and traditional. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes, corporate sponsorship, printing of marketing material, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.
- (t) To engage in and or otherwise carry on the business of professional health cares, super health practitioners and general consultants in health administration, promoters of safety measures, importers, suppliers, distributors, wholesales, retailers, and suppliers of bulky and or specific human medicines to own and run pharmaceutical industries and act as representatives for manufactures of all types of Medicare products, cosmetics, hospital chemicals, equipment and utilities, own and run hospitals. Medical colleges and tropical disease research centers develop and produce all types of human and animal medicines using naturally raw materials, chemicals.

- (u) To carry on business of accountants, auditors, tax consultants, court brokers, insurance agents, commission agents, importers, exporters, manufacturers, land and estate agents, technical advisors, clearing and forwarding agents, managing agents, general business consultants, garage and lake vessels, boat builders, petrol and service stations owners, motels camps safari lodges, cafes snacks refreshments, rooms, linseed victuallers, owners of recreation places and sports and amusements, all business and trades of incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.
  
- (v) To carry on the business of petroleum and petroleum products, transportation, storage, distribution, sale and use of petroleum products in the country and export outside the country, oil depots, coal, coke, patent, fuel, oil of all kinds, manufacture of all goods and services of general merchandise of all kinds and to transact any and every manufacturing, general services of all kinds of goods and general merchandise.
  
- (w) To engage in and carry on business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders, sellers of and dealers of livestock, market gardeners, arborculturalists, horticulturalists, floriculturists, dairymen, vegetable oil extract, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture, agriculture and horticulture. To engage in mobilizing and advising poultry farm, livestock keepers and agricultural farmers for more production, ranching of cattle, sheep, goats, poultry and game.
  
- (x) To manufacture and sell cosmetics, beauty and medicinal preparations and generally to carry on the business of manufacturers, designers, buyers, and sellers of dealers in all kinds of cosmetics toilet and beauty preparations, perfumes and drug whatsoever, to carry on all any of the business chemists, druggist, chemical manufacturers and dealers in importers and medical preparations, to buy and sell milk products, livestock, hides, skins and skin products.

- (y) To carry on the business of customers robe, dress and mantle makers, toilers, silk and supplies of clothing, lingerie, trimmings of every kind, corset makers, furriers, general drapers, haberdashers, millers, hosiery, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabric, ribbons, perfume and flower ( artificial and natural) and materials of all kinds.
- (z) To carry o n the business of cleaning of various buildings including schools, offices, churches, hospitals, restaurant, road cleaning, garbage collections and sanitary services.
- (aa) To carry on the business as agents of M-Pesa, Tigo pesa, tax collection, revenue collection, customs collection, house rent collection. Entertainment tax collection, development tax collection and other tax for any person, firm or company and to undertake and perform subcontractor and to act in any of the finance collection of a company through or by means of agents, brokers, auctioneers, sub-contactors or any other financed collection.
- (bb) To carry on the business of petroleum and petroleum products, storage, distributors, sale and use of petroleum and petroleum products, storage, outside the country, oil depots, coal, coke, patent, fuel, oil of all kinds, manufacture of goods, mining of all kinds of minerals, promote oil distributors, open small oils shops, general traders, merchants suppliers of general goods, commission agents, manufacturers representatives and to buy, sell, hire, manufacture, barter trade and deal in property, spare parts and machinery of every descriptions, goods and services of general merchandise of all kinds of transact any and every manufacturing of petroleum, oil, fuel oil depots, oil extraction, oil purification and sale the same, mercantile, insurance and financial business, general services of all kinds of goods and general merchandise.
- (cc) To build, construct, alter, improve, enlarge, repair, maintain, develop. Demolish, remove, or place and to work, manage, carry out or control works of all description, including but not limited to offices, water works, gas works, reservoirs, electrical, power, factories, mills, ware house, shops, playgrounds, stores, garages, and other buildings, roads, machinery and plants, which may in the opinion of the directors of the company be likely to advance directly or indirectly the company's interests: to clear sites for the same, to contribute, to subsidies or otherwise assist in the building,

- construction, hiring of construction equipment and quarry, alternation, repair, improve, enlargement, maintenance , development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.
- (dd) To carry on the business of geological survey, prospecting, exploration in mining minerals, such as gemstones, gold, diamond, tanzanite, and all minerals available in Tanzania. To engage and or otherwise carry on the business of mining activities, importers and or exporters of all kinds of mines, goldsmith, jewellery, to be buyers, and sellers of gemstones, gold mineral products, both buying and selling, mines and precious stones all over the world, to lease, acquire any lands, mines, mining rights, to import cutting and digging equipment abs to do any business that is related to mines all businesses and trades incidental analogous similar thereto, required to be or capable of being carried on in conjunction therewith.
- (ee) To arrange before hand and organize for tourists, budget and luxury camping safaris, lodge safaris, road safaris, and excursions, ticketing, airlines and charters, game hunting, fishing ornithological and other safaris and expeditions of all kinds, mountain climbing, walking safaris, photographic safaris, car hire and cultural tourism, to establish, maintain and operate aircraft services of all kinds to carry on the business of carriers by air or otherwise of passengers, mail goods merchandise and valuable of all kinds, to engage in aerial survey photography and mapping and aerial advertising and to enter into contracts with any person, corporation or government as to the interchange of traffic the carriage of goods and passengers or for any other purpose advantageous to the company.
- (ff) To carry on the business as general merchants, traders, consumers, suppliers, importers, exporters, exporters, general merchandise, stockists, wholesalers, retailers and dealers in all types of hardware, electrical goods, building materials, spare parts and maintenance, tyres, tubes, tools, and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, groceries, computers, office equipments, cooking oils, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags, and other similar goods, luggage, garments, baby cloths, sugar, bulk drugs, pharma, chemicals and solvent industrial use chemicals.

- (gg) To carry on the business of computer networks, sales of computers, consultancy, computer training, graphic, design, internet café computer programming, networking, web sites, database, telecommunication equipment, telephones, cellular phones, TV-transmission equipment etc maintenance, transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment and agricultural and diary equipment and all types of computer networks and related networks activities.
- (hh) To be professional schools operators, runners, educational skills providers, pre-secondary school, secondary schools, super curriculum designers and or creators, operators of secondary and high schools, international schools and exchange program centers, academy, technical schools, colleges and or universities, super consultants in school management and training college skills, all businesses and trades incidental, analogous similar thereto, required to be or capable of being carried on in conjunction therewith.
- (ii) To engage in and or otherwise carry on the business of professional and international traders, importers and exporters of general goods and merchandise, domestic appliances, commercial and industrial goods, electrical and electronic equipment, tools, machinery and farm implements, general business consultants, all businesses and trades incidental, analogous similar thereto, required to be or capable of being carried on in conjunction therewith.
- (jj) To carry on business of travel agency: car hire and safaris tours, operators, ticket bookings, garage, buying and selling motor vehicles, transport agents, transportation of goods, and passengers by air, sea, land, import and export, gift shops, boutiques, entertainment and all artist work, safari outfitters, safari contractors, and guides, for hunting trophy dealers, travel and tourist and other travelers by way of promoting and facilitating conveniences of all kinds such as reserved places, baggage deposit, courier services, sleeping card enquiry bureau, hotel and lodging accommodation, guides, motor vehicles hire, airplane and motor boats character and otherwise facilitating tourist movements and accommodation, photographic safaris lodges and hotel, tourism and all related business and promote tourism in Tanzania and elsewhere all over the world.
- (kk) To engage in and carry out the business of proprietors and managers of lodges marquees, hotels, restaurants, cafes, road houses, motels, hotel

management, safari and holiday camps, caravan site, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place.

- (ll) To carry on business of processing of timber and its allied products including timber cutting production, forestry and cultivation of man made forest and to process forest products including the process of cutting lumbering and all other forest products.
  
- (mm) To carry on the business of manufacturing mineral water and aerated waters, bottled water and other non alcoholic drinks, fruit juices, and other consumable liquids of whatever description, to pack and sell the same by wholesale or retail locally and to export the same to different parts of the world.
  
- (nn) To undertake or otherwise carry on the business of seed oil extraction to produce the oil seeds, process crude oil to produce refined edible oil and other types of oils, wares chemicals and merchandise of every nature, soaps, detergents, and allied products and sundries.
  
- (oo) To engage and carry on the business of geotechnical and geo environmental engineering services which includes: site planning, water and environmental engineering, site investment, drilling laboratory testing and geotechnical engineering structures services including foundations, slopes, landfill, retaining walls, dams, earthwork, anchors, bridges, Geotextile, drainage and pavements.
  
- (pp) to carry on business in all aspects on the retail and wholesale markets as purchaser and re-seller of all refined petroleum products including, without limitation, brakes fluids and adhesions, leaded and unleaded petrol, diesel, petrol and diesel oil or heating and otherwise bitumen and lubricants ( for all sectors including, without limitation), agriculture, motor vehicle, marine and general industrial lubricants) and non-oil activities including (without limitation) ownership and service station, shop and car washing facilities.

- (qq) To carry on the business of computer network, sales of computers, consultancy, computer training, graphic design, internet café, computer programming, web site, database, telecommunication equipment, telephones, cellular phones, TV-transmission equipment etc. transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment, and agricultural and diary equipment and all types of computer networks and related networks activities.
- (rr) To carry on the business of customers robe, dress and mantle makers, toilers, silk and supplies of clothing, lingerie, trimmings of every kind, corset makers, furriers, general drapers, haberdashers, millers, hosiery, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabric, ribbons, perfume and flower ( artificial and natural) and materials of all kinds.
- (ss) To engage in and or otherwise carry on the business as professionals, traders, super dealers in clothing materials, headgears, uniforms, shoes, shirts all kinds of personal effects, upper real, importer, exporter, manufactures, buyers, sellers, suppliers, distributors, general business consultant, all business and traders incidental, analogous similar thereto required to be or capable of being carried on in conjunction therewith.
- (tt) To carry on business of exporters of timber, wood logs, traders of timber merchants and proprietors of sawmills, planning moulding and turning mills, general contractors, brokers and commission agents, wood workers and to buy, sell, grow and prepare for market, manufactures, imports and export and deal in timber and wood of all kinds, to run or operate the shops and sell furniture and other wooden articles.
- (uu) To engage in and carry out the business of proprietors and managers of lodges marquees, hotels, restaurants, cafes, road houses, motels, hotel management, safari and holiday camps, caravan site, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the cost and any other place.

- (vv) To carry on the business as principals, agents or manufacturers, representatives of importing, exporting, buying, selling, distributing of motor vehicles, cars, trucks, lorries, or other vehicles, motor vehicles, spares and parts of all descriptions, fuel and other oils, petroleum of all kinds, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories, and generally machinery and parts, electronic goods and accessories thereof.
- (ww) To carry on business of telecommunication engineering, mechanical engineering, electrical engineering, to design, manufacture, assemble, repair any electrical and electronic apparatus, component or system, to act as manufactures' representatives, commission agents, merchants or brokers and to import, export, hire, sell, purchase or otherwise dealing in all kinds of mechanical, electrical and electronic systems.
- (xx) To provide transport facilities for the carriage of passengers and goods of all kind and to organize, maintain and operate for hire transportation services in all parts of the world for transporting passengers, luggage, merchandise mails and freight of every descriptions and kinds of whatsoever by means of automobiles, motor buses, motor trucks, airplanes, trains, ships and other vehicles of all kinds and to run other transport of all kinds on such line as the company may think fit.
- (yy) To carry on the business of importers, exporters, selling, buying, dealers in hardware, building material, sanitary-ware, wall papers, roofing tiles, flooring tiles, industrial equipment's implements, and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames, and roof tresses.
- (zz) To act as investment company, holding company, finance company and to deal in all types of investment whatsoever. To hold and own shares, land buildings, shopping malls, residential houses, commercial buildings, invest in securities, bond share, debentures, options, warrants, convertible stock, promissory notes, bills of exchange, loans, bills, shipping documents, ships, aircraft, self propelling vehicles and all types of property whatsoever.

- (aaa) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (bbb) To carry any or other trade or business whatever which can in the opinion of the board of directors be advantageously carried on by the company in connection with the above business or the general business of the company.
- (ccc) To act as agents for the sale and purchase of any stock shares or securities or for any other monetary or mercantile transactions.
- (ddd) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (eee) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (fff) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the company credited and paid in full or in part, otherwise.
- (ggg) To accept for sale custody and keep for customers of the company all kinds of securities valuables and things.
- (hhh) To lend money on any terms thought fit and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.

- (iii) To advance money to shareholders in the company, and other to purpose of enabling the person borrowing the same erect or purchase or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
  
- (jjj) To invest and deal with the moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.
  
- (kkk) To distribute among the members in pieces any property of the company or any proceeds of sale or disposal of any property of the company
  
- (lll) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
  
- (mmm) To obtain any provisional order, or act of parliament for enabling the company to carry any of its objects into effect, or for affecting any modification of the company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (nnn) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (ooo) To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.
  
- (ppp) To do all other things as may be deemed incidental or conducive to the entertainment of the object or any of them

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the united republic of Tanzania or elsewhere.



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

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

4. The liability of the members is limited.

5. The capital of the company is shillings 300,000,000/= divided into 10,000 shares of shillings 30,000/= each. The company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the articles of association of the company.

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

Name, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ABDI NASIR ALI MAHAMUD P.O. BOX 71807 DAR ES SALAAM	5,000	
JAMMA MOHAMMED NUR P.O. BOX 71807 DAR ES SALAAM	4,500	Jamma
ABDULAZIZ MOHAMED ALI P.O. BOX 71807 DAR ES SALAAM	500	

Dated at Dhru this 13 day of May 2013

**Witness** to the above signatures:

Name : .....  
 Signature : .....  
 Postal address : .....  
 Qualification : .....



TANZANIA  
Stamp Duty Shs 3000/-  
PAID ON ORIGINAL  
Receipt No. 34913 of 13/5/13  
Stamp Duty Officer

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED SHARES  
ARTICLES OF ASSOCIATION  
OF

ADOON GENERAL TRADING COMPANY LIMITED

TANZANIA  
Stamp Duty Shs 3000/- Paid  
Receipt No. 34913 of 13/5/13  
Asst. Registrar of Companies

PRELIMINARY

1. In these regulations:-

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

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

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

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

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

1. PRIVATE COMPANY

2. The company is a private company and accordingly:-

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

## TRANSFERS OF SHARES

3. The directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
  - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the directors as one who it is desirable in the interest of the company to admit to membership.
  - (b) Every shareholder or trustee in bankruptcy or any person who may desire to sell or transfer any such shares and everybody who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the directors that he desires to make such sale or transfer. Such notice shall constitute the board of directors of company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board or in case of difference to be determined by the auditor of the company.
  - (c) Upon price of such shares being agreed on as determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any if so what maximum number of such shares. At the expiration of such days 21 notice, the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

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

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

The regulation of companies act shall apply the following variations:-

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

### **5. DIRECTORS**

- (a) Until otherwise determined by the company in general meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the company:-

1. **ABDI NASIR ALI MAHAMUD**
2. **JAMMA MOHAMMED NUR**
3. **ABDULAZIZ MOHAMED ALI**

6. The shareholding qualification for the Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
7. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
8. A resolution in writing signed by the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
9. The Directors may from time to time borrow or raise any money for the purposes of the company which may exceed the issued share capital of the company.

## **BORROWING POWERS**

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

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

## **VOTE OF MEMBERS**

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

## **DISQUALIFICATION OF DIRECTORS**

13. the office of director shall be vacated if the director:
  - (a) Becomes bankrupt: or
  - (b) Is found to be a lunatic or becomes of unsound mind: or
  - (c) Resigns his office by notice in writing to the company:
  - (d) Abstains himself from meetings of the directors for a period of six months without special leave of absence from the other directors.

## **SEAL**

14. The directors shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors and in the presence of at least two directors or a director and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **ALTERNATE DIRECTORS**

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

#### **SECRETARY**

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

#### **WINDING UP**

18. with the sanction of a special resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

#### **ALTERNATION OR ADDITION**




19. Subject to the provisions of the act and to those contained in the memorandum of association the company may by special resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by special resolution.

#### **INDEMNITY**

20. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or is in connection with any application (under section 481 of the act) in which relief is granted to him by the court.

## ARBITRATION

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

Name, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ABDI NASIR ALI MAHAMUD P.O. BOX 71807 DAR ES SALAAM	5,000	
JAMMA MOHAMMED NUR P.O. BOX 71807 DAR ES SALAAM	4,500	
ABDULAZIZ MOHAMED ALI P.O. BOX 71807 DAR ES SALAAM	500	

Dated at Djm this 13 day of May 2013

**Witness** to the above signatures

Name : .....

Signature : .....

Postal address : .....

Qualification : .....



ADOON GENERAL TRADING COMPANY LIMITED  
P.O. BOX 71807 DAR ES SALAAM, TANZANIA

24<sup>th</sup> May, 2013

EXTRACT FROM BOARD RESOLUTION

IN THE MEETING THAT WAS HELD AT THE OFFICE OF ADOON GENERAL TRADING  
COMPANY LIMITED, DAR ES SALAAM, TANZANIA CHAIRED BY MR. **ABDI N A  
MAHAMUD**

AMONG OTHERS, IT WAS RESOLVED THAT

1. TO REGISTER A PROJECT TFOR CLEANING AND GRADING OF VARIOUS AGRO  
PRODUCE FOR EXPORT MARKET UNDER THE TANZANIA INVESTMENT  
CENTRE

**Abdulaziz M Ali**

**Secretary**

..........

DATE: 24<sup>TH</sup> May, 2013



# National Bank of Commerce Limited

## Mnazi Mmoja Branch

P. O. Box 20230, Dar es Salaam, Tanzania  
Tel: +255 (0) 22 213 2257  
Fax: +255 (0) 22 211 1841  
Swift address: NLCBTZTX  
e-mail: mnazi@nbctz.com  
www.nbctz.com

25.05.2013

Tanzania Investment Center,  
P.o Box 938,  
Dar es Salaam

Dear Sir/Madam

RE: STATUS REPORT IN THE NAME OF ABDULAZIZ MOHAMED ALI T/A DREAM TRADING CENTER.

We have been requested by our customer mentioned above to furnish you with a status report in respect of Abdulaziz Mohamed Ali T/A\_Dream Trading Center.

In response to the request, the following information is communicated to you without any guarantee on our part, but for your private use only and upon express condition that neither this Bank nor any of its officers shall in any way be held responsible for giving it.

**NAME**

Abdulaziz Mohamed Ali T/A Dream Trading Center,  
P.O Box 71807,  
Dar es Salaam  
TANZANIA

**SPECIAL REMARK**

**Abdulaziz Mohamed Ali T/A Dream Trading Center** is our customer maintaining current account No.018103004505 at our Branch, the account was opened since 09/03/2001 and it has been conducted to our entire satisfaction as such he managed to register a turnover of TZS **74,597,786.82** for the past twelve months.

We consider them good for normal business engagement.

Yours faithfully,

NBC LIMITED

  
**JUDITH MOTTA**

BRANCH MANAGER

**National Bank of Commerce Limited Reg. No. 32700**

**DIRECTORS:** Dr. M.J. ASSAD\* (Chairman), A. ST.V. DE LA RUE \*\*\*\* (Non-Executive),  
L.N.MAFURU\* (Managing-Executive), F. J. DU TOIT\*\* (Non-Executive), J. J. GROBLER\*\* (Non-Executive),  
E. B. J. LAURENTINO\*\*\* (Non-Executive), A. R. MPUNGWE\* (Non-Executive), S. C. MSANGI\* (Non Executive),  
A.P. VAN JAARVELD\*\* (Executive), D. J. BRITS\*\* (Non-Executive), C. RUBAMBE\*(Company Secretary).

(\* TANZANIAN, \*\* SOUTH AFRICAN, \*\*\* BRAZILIAN, \*\*\*\* BRITISH)

**LEASE AGREEMENT**

THIS AGREEMENT MADE THIS 15<sup>th</sup> DAY OF MAY, 2013 BETWEEN "MR ABDULAZIZ MOHAMED ALI" OF P.O.BOX 100049 DARESSALAAM (HEREINAFTER CALLED THE "LESSOR") OF THE ONE PART AND "ADOON GENERAL TRADING CO. LTD" OF P.O.BOX 71807 DARESSALAAM (HEREINAFTER CALLED THE "LESSEE") OF THE OTHER PART.

WHEREAS THE LESSOR IS THE OWNER OF A YARD ON PLOT NO=2, KIDIDIMO, MKWALIA MKURANGA DISTRICT, COAST REGION (HEREINAFTER CALLED THE "THE YARD") IS DESIROUS OF LEASING TO THE "LESSEE" FOR A PERIOD OF (5) YEARS EFFECTIVE FROM 1<sup>ST</sup> OF JUNE, 2013 TO 30<sup>TH</sup> OF JUNE, 2018 AT A TSH 500,000/= (FIVE HUNDRED THOUSAND ONLY) PER MONTH.

THIS AGREEMENT WITNESSES AS FOLLOWS;


1. THE TENANT IS LET BY THE LESSOR THE SAID OFFICE FOR THREE(5) YEARS AT TSH 500,000/= PER MONTH.
2. THE RENT IS PAYABLE IN ADVANCE FOR ONE (1) YEAR BEING TSH 6,000,000/=(SIX MILLION ONLY) AND THE LESSOR ACKNOWLEDGES RECEIPT OF THE SAID RENT BY SIGNING THIS AGREEMENT.
3. THE LESSEE SHALL PAY WATER AND ELECTRICITY CONSUMED.
4. THE LESSOR SHALL PEACEFULLY ALLOW THE TENANT TO HOLD AND ENJOY OCCUPATION OF THE SAID OFFICE WITHOUT INTERRUPTION.

PROVIDED AND HEREBY AGREED;

EITHER PARTY SHALL BE AT LIBERTY TO TERMINATE OR RENEW THE SAID LEASE AGREEMENT BEFORE EXPIRATION OF THE TENANT BY GIVING THE EITHER PARTY THREE MONTHS NOTICE.

IN WITNESS WHEREFORE, THE PARTIES HAVE HEREUNTO SIGNED /EXECUTED THIS AGREEMENT IN THE MANNER AND DATES AS HEREIN BELOW APPEARING:

1. MR ABDULAZIZ MOHAMED ALI  
P.O.BOX 100049 DARESSALAAM       SIGNATURE OF LESSOR

2. ADOON GENERAL TRADING CO. LTD  
P.O.BOX 71807 DARESSALAAM       SIGNATURE OF LESSEE

3. MR ALLY AHMED BILALI  
P.O.BOX 100049 DARESSALAAM       SIGNATURE OF WITNESS



CTIN.: 1494898

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

.....  
ADOON GENERAL TRADING COMPANY LIMITED  
.....

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

120-824-899  
.....

with effect from ..... 16/05/2013 .....

  
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 99208

I HEREBY CERTIFY THAT

**ADOON GENERAL TRADING COMPANY LIMITED**

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

Given under my hand at Dar es salaam

this 13TH day of MAY**TWO THOUSAND AND THIRTEEN**A handwritten signature in black ink, appearing to be 'J. M. M.', written over a dotted line.  
Asst. Registrar of Companies

①

**ADOON GENERAL TRADING COMPANY LIMITED**  
**P.O. BOX 71807 DAR ES SALAAM, TANZANIA**

24<sup>th</sup> May, 2013

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



Dear Sir/Madam,

We would like to introduce our Company that has been registered in Tanzania recently with registration No. 99208. The Company is based in Dar es Salaam. The company is a joint venture owned by foreign and local Tanzanian

Our company is in the business of agriculture produces by *cleaning and grading of various agro produce for export market.*

At the moment, we are developing plans to establish a project manufacture these items to cater for the increasing demand of the agriculture tools and equipments for the above mentioned market segments.

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

Please find enclosed the following:

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



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

Sincerely,

A handwritten signature in black ink, appearing to read "Abdulaziz Mohamed Ali".

**Abdulaziz Mohamed Ali**  
Director



**Name of the Company**  
**Adoon General Trading Co. Ltd.**

Post Box	Mkwalia, Plot No. 2 Kididimo, Mkuranga District	COI Number	99208	Contact	Mr. Abdulaziz M. Ali
Post Office	71807	COI Date	13/05/2013	Designation	Director
Region	Coast Region	Application F. No	11092	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0658 022 066
		Sub Sector	Agro-Processing	Fax	0
		File No	042462	E-Mail Address	0

Project Location		Investment Finance Plan in Millions USD											
Plot/Block	Plot No. 2 Kididimo Area	<table border="1"> <thead> <tr> <th>Foreign Equity</th> <th>Local Equity</th> <th>Foreign Loan</th> <th>Local Loan</th> </tr> </thead> <tbody> <tr> <td>0</td> <td>0.27</td> <td>0</td> <td>0.21</td> </tr> </tbody> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	0	0.27	0	0.21			
Foreign Equity	Local Equity		Foreign Loan	Local Loan									
0	0.27		0	0.21									
Street	Mkwalia												
District	Mkuranga												
Region	Coast (Pwani)												

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	Plant
Jamma Mohamed Nur	Ethiopian	45	0.1	0.26
Abdi Nasin A. Mohammed	British	50	Vehicles	0
Abdulaziz Mohammed Ali	Tanzanian	5	Furniture & Fittings	0
			Pre-expenses	0.02
			Others	0
			Working Capital	0.1
			Total	0.48

Employment	30	Evaluated By	,wf officer3
Capacity	20 tonnes /day	Drawn By	wf registry2
Project Turn Over		Project Type	Local

**Description**

To establish a facility for agro-processing

**Recommendations**

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

**Decision**

*Approved  
 Showun  
 13/Exp  
 6/6*

TICC/PP.10/042462/3

10<sup>th</sup> June, 2013

Managing Director,  
Adoon General Trading Co. Ltd.,  
P.O. Box 71807,  
**DAR ES SALAAM.**

**RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE  
ESTABLISHMENT OF A FACILITY FOR AGRO-PROCESSING**

We wish to acknowledge receipt of your project proposal to establish a facility for agro-processing as presented in the TIC P.A. 1 Form No. 11092 and Feasibility Study with a projected investment of USD 0.48m.

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\$ 1000.00 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:-

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

TICC/PP.10/042462/3

10<sup>th</sup> June, 2013

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

Yours sincerely,

**TANZANIA INVESTMENT CENTRE**



Juliet R. Kairuki

**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**

Unclaimed refund beyond three years will be forfeited



4

# TANZANIA INVESTMENT CENTRE

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

RECEIPT REC011552

No. 005785

Received from : ADOON GENERAL TRADING CO. LTD

Address P.O. Box 71807 DSM

Received the sum of (In words): ONE THOUSAND AND ZERO CENTS ONLY

Being payment in respect of: CERTIFICATE OF INCENTIVES FEES

Amount : USD 1,000.00

Cash / Cheque No: D/Deposit 12 6

Date : 12-Jun-2013



**For Executive Director  
Tanzania Investment Centre**

Bulisso

Receiving Officer



**TANZANIA INVESTMENT CENTRE**

18, Dar Es Salaam, Tel. +255 22 2116328-31, Fax: +255 22 2118253

RECEIPT REC011552

No.005785

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O. LTD

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ID AND ZERO CENTS ONLY

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ICENTIVES FEES

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que No: D/deposit 12/6

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BUisso no 11 ba



Aug 11

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THE UNITED REPUBLIC OF TANZANIA

# Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042462

**This is to certify that**

ADOON GENERAL TRADING COMPANY LIMITED

P.O. BOX 71807

of address

DAR ES SALAAM

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

ADOON GENERAL TRADING COMPANY LIMITED

PLOT NO. 2 KIDIDIMO AREA MKWALIA

Which is located at

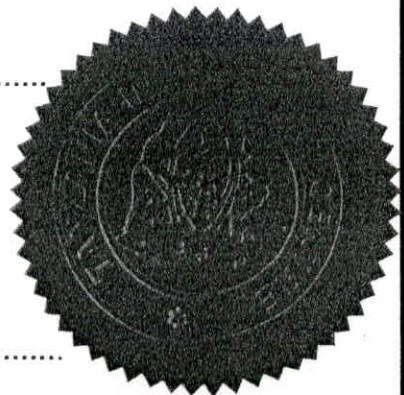
MKURANGA - COAST (PWANI)

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

Executive Director

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

Dated 17TH JUNE 2013



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

1. Shareholders
- |                        | Nationality | Shareholding (%) |
|------------------------|-------------|------------------|
| Jamma Mohamed Nur      | Ethiopian   | 45               |
| Abdi Nasin A. Mohammed | British     | 50               |
| Abdulaziz Mohammed Ali | Tanzanian   | 5                |
2. Proposed Activities : **To establish a facility for agro-processing**
3. Sector: **Manufacturing** Subsector **Agro-Processing**
4. Investment cost: Foreign **USD 0.27m.** Local **USD 0.21m.** Total **USD 0.48m.**
5. Project Financing: Equity **USD 0.27m.** Loans **USD 0.21m.** Total **USD 0.48m.**
6. Source, terms and conditions of loan
7. Assets to be invested:
- | Capital items: | Foreign           | Local             | Total            |
|----------------|-------------------|-------------------|------------------|
|                | <b>USD 0.27m.</b> | <b>USD 0.21m.</b> | <b>USD 0.48m</b> |
8. Technology Agreement **None**
9. Date of TIC Registration: **10th June 2013**
10. Implementation period **June 2013 - May 2016**
11. Operative date **June 2016**
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 **And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997**
- (i) Applicable Import Duty **As per Income Tax Act, 2004 (as amended)**
- (ii) Applicable with-holding Tax **As per Income Tax act, 2004 (as amended)**
- (iii) Eligibility of Capital Allowances
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
- (i) Date of Commencement of investment has to be notified to the Centre.
  - (ii) Certificate not to be transferred, assigned or amended
  - (iii) Failure to commence implementation within two years invalidates Certificate
  - (iv) Failure to operate investment must be notified to the Centre
  - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate **Finished goods are not allowed under this Certificate**

Signed   
Executive Director