



THE UNITED REPUBLIC OF TANZANIA  
 PRIME MINISTER'S OFFICE  
 TANZANIA INVESTMENT CENTRE

FILE BEGINS	ENDS	PART
FILE TITLE		FILE NUMBER TICC
<b>CONFIDENTIAL</b>		PP-10/ 042541

PART  
 FILE NUMBER  
 TICC  
 PP-10/042541

INDEX HEADINGS

Officer or Section	For Action F/M	Initials	Date	Action taken vide F/M	Officer or Section	For Action F/M	Initials	Date	Action taken vide F/M
DF	F1	JM	8/1/13	10					
Dt	f	G	8/1/13						
As Ex	M	S	17/1/13	di.					

T-BETTER FOOD & BEVERAGE  
Co. Ltd

# MINUTE SHEET

Dokezo  
No.

1.0

**Ag. EXD**

done by 18/10/2013

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

- (a) Minimum finance investment threshold has been exceeded, the project expects to invest us\$ 1.0 m
- (b) Legal entity has been incorporated under certificate

No. 102282 of 10/09/2013

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**

17<sup>th</sup> October, 2013

2.0

**Ag. EXD**

done by 13/11/2013

In response to the TIC letter of registration dated 11<sup>th</sup> October 2013

the project has submitted the required documents namely: -

- (a) Company Board Resolution.
- (b) Reference letter/Financing from Barclays Bank LTD
- (c) Lease Agreement to Swidnee of

With the above submission ExD is requested to sign Certificate of Incentives No. 042541 herein attached.

13/11/13



**DIF**

# MINUTE SHEET

Dokezo  
No.

Unclaimed refund beyond three years will be forfeited



# TANZANIA INVESTMENT CENTRE

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

RECEIPT REC013262

No.007220

Received from : T-BETTER FOOD AND BEVERAGE CO.LTD

Address Po Box 42 450 Dar-es-salaam Tanzania

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

Being payment in respect of CERTIFICATE OF INCENTIVES

Amount : USD 1,000.00

Cash / Cheque No: D/Deposits

Date : 24-Oct-2013

BUisso

Receiving Officer



For Executive Director  
Tanzania Investment Centre

(A)

Unclaimed refund beyond three years will be forfeited



# TANZANIA INVESTMENT CENTRE

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

**RECEIPT** REC014756

Received from : T-BETTER FOOD AND BEVERAGE CO.LTD

Address Po Box 42450 Dar-es-salaam Tanzania

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 14/3

Date : 14-Mar-2014

No. 000024  
 TANZANIA INVESTMENT CENTRE  
**RECEIVED**  
 14 MAR 2014  
 P. O. Box 938  
 DAR-ES-SALAAM

*For Executive Director  
Tanzania Investment Centre*

Buisso  
Receiving Officer

Date: \_\_\_\_\_  
Received Office: \_\_\_\_\_

Received by \_\_\_\_\_  
\_\_\_\_\_

RECEIVED  
INVESTMENT CENTRE  
11 MAR 2014  
P O BOX 838  
DAB-E2-2014  
FOR THE DIRECTOR  
GENERAL INVESTMENT CENTRE

INVESTMENT CENTRE



**T-BETTER FOOD & BEVERAGE CO. LTD**  
**Plot No. 4, Minazini Street, Kurasini,**  
**Temeke, Dar es salaam,**  
**Tel:+2557199888881**

2nd October 2013

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

**RE: Application for TIC Certificate Registration**

The reference is made to the above subject.

**T-BETTER FOOD & BEVERAGE CO. LTD** is planning to establish beverages and bottled drinking water production project in da es salaam, tanzania applying for tic certificate

The followings are attached:

- TIC Application form
- Cop of Certificate of incorporation
- Copy of Company Memorandum and Article of Associations
- Copy of certified lease agreement
- Directors Board Resolution
- Bank introduction letter

Sir we are asking your good office to facilitate this process so as to make my company to start immediately implementing the said project

Yours Sincerely

Kong Depu



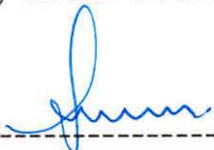
**EXTRACT FROM MEETING OF THE BOARD OF  
DIRECTORS AND SHAREHOLDERS OF  
T-BETTER FOOD & BEVERAGE CO. LTD**

**Plot No. 4, Minazini Street, Kurasini,  
Temeke, Dar es salaam, Tel:+2557199888881**

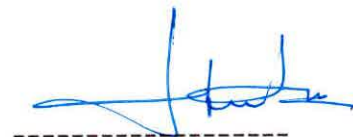
AT A DULY CONVENED AND CONSTITUTED MEETING OF THE BOARD OF **T-BETTER FOOD & BEVERAGE CO. LTD** AT REGISTERED OFFICES OF THE COMPANY AT PLOT No. 4, MINAZINI. KURASINI, KINONDONI, DAR ES SALAAM, TANZANIA ON 2 OF OCTOBER 2013, THE FOLLOWING RESOLUTIONS WERE PASSED:

1. THAT US\$ 1,000,000 BE ALLOCATED FOR ESTABLISHMENT OF BEVERAGES PRODUCTIONS
2. THAT THE COMPANY BE REGISTERED WITH TANZANIA INVESTMENT CENTRE SO AS TO ENJOY FULLY INVESTMENT INCENTIVES, BENEFITS AND PROTECTION AS STATUTORY PROVIDED FOR UNDER TANZANIA INVESTMENT ACT, 1997.

CERIFIED TRUE EXTRACT  
(By order of the Board)



CHAIRMAN



SECRETARY

**T-BETTER FOOD & BEVERAGE  
CO.LTD**

**BUSINESS PLAN  
TO  
DEVELOP SOFT DRINKS & BOTTLED WATER FACTORY**

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## 1.0. INTRODUCTION

**T-BETTER FOOD & BEVERAGE CO. LTD** is a privately owned and incorporated in Tanzania with Certificate of Incorporation No. 102282 dated 11th September 2013 which intend to establish soft drinks & bottled drinking water plant facility Dar es salaam in Tanzania, The Company will employ state of art technology from India and China.

### 1.1 Project Concept

The proposed project will involve leasing premises to be used for industrial premises and in future the company is planning to purchase land in Mkuranga. The company is targeting lake regions of Dar es salaam, Lindi, Mtwara, Coast, Tanga and Morogoro . Proposed project intend to develop soft drinks such as bottled water, juice, soda etc, the soft drinks produced to packed and distributed at affordable price the project will employ adequately trained and experienced management and employees.

The business plan by **T-BETTER FOOD & BEVERAGE CO. LTD** a locally registered company, the project promoters are confident of mobilizing financial resources through equity contribution and long term loan from financial institutions

This study will be used as guiding tool and will be presented to TIC for obtaining certificate of incentives to facilitate smooth implementation of the project.

## 1.2 Location

The project will be located at Plot NO. 4, Minazini Street, Kurasini, Temeke, Dar es salaam

## 1.3 The Sponsors

**T-BETTER FOOD & BEVERAGE CO. LTD** will be sponsoring this project. The Company is currently jointly owned by five shareholders with share capital of Tsh 500,000,000/=

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	% OF SHARES TAKEN BY EACH SUBSCRIBER
<b>Kong Depu</b>	24
<b>Chen Tong</b>	24
<b>Zhu Jin Feng</b>	24
<b>Ding Bao Xiang</b>	23
<b>Yang Hu</b>	5

## 1.4 T-BETTER FOOD & BEVERAGE CO. LTD PROJECT

The company main business objectives include the following:

Proposed project intend to develop soft drinks such as bottled water, juice soda etc, the soft drinks produced to packed and distributed at affordable price

## 1.5 Objective of the study

The purpose of this study is to work out the technical and commercial viability of the project

## 2.0 The Product Market

The market survey carried out reveals that the current demand for soft drinks in mentioned regions is high, current price of bottled drinking water,

soda and juice in lake regions as attracted the company to venture in this business

The competitive advantage of the company's products is quality produced and customer care services,

The company will be producing various soft drinks such as bottled water, soda, juice etc

## 2.1 **Competition**

Tanzania has a good number of soft drinks produced domestically particularly AZAM products and other imported from Kenya, South Africa, UAE, Uganda, Rwanda etc the big challenge for the above mentioned is price charged. It is very expensive and most of low income earners can not afford the price, and bad enough juice imported are made with additive and juice concentrated ,the quality is questionable that why the **T-BETTER FOOD & BEVERAGE CO. LTD** came in to bridge the came

## 2.2 **Special Strengths of Overland Tanzania Limited**

- The customer care provided by the company
- New technology used by the company
- Directors experience in soft drinks business
- Availability of fruits
- Possibility of getting export market to neighboring countries

## 2.3 **Marketing Strategy**

According to expert, personal selling is the most effective method for marketing. In order to reduce sunk costs, the project will use various marketing strategies such as:

- Internet
- Specialized magazine, news paper
- Radio

- Television
- Posters
- Sponsorship etc

The project products will be aggressively promoted to domestic market and skilled personnel will be recruited

#### 2.4 **Product Pricing**

The pricing policy for the project will be based on the service cost and competition levels from substitute services available in Tanzania market considering various variables namely:

- Service positioning
- Gain market share from competitors
- Stimulating and increasing demand and

Achieving profitability and liquidity financial performance goals

#### 2.5 **Products**

Soft drinks produced will meet WHO guide line, TFDA, TBS, the state of the art technology will be used, water will be treated to conform to the bacteriological standard using micro filter, activated carbon filter and ultraviolet rays, the treated water enters automatic bottle filter and sealer . The sealed water bottles are packed ready for the market

#### 3.0 **Project Management and Manpower Requirements**

**T-BETTER FOOD & BEVERAGE CO. LTD** will be under the Management with vast experience in managing beverages factory, 20 staff will be directly employed.

#### 3.1 **Monitoring and Evaluation**

The Management has full commitment to ensuring goods produced maintain the safety and standards required in the market. The quality control unit will establish a system of routine checking and getting feedback from customers, management philosophy is through business

process, managers will strive to ensure compliance to standards and safety of products and customers they serve.

#### 4.0 Project Investment Cost

The estimated capital investment cost of the project is **US\$ 1,000,000** out of which **US\$575,000** will be fixed investment costs. Pre-production expenditures have been budgeted at **US\$75,000**; other cost will be **US\$100,000**, while working capital is put at **US\$450,000**.

#### COST STRUCTURE

<b>PARTICULAR</b>	<b>US\$</b>
Land and Buildings	200,000.00
Vehicles	70,000.00
Plant and Machinery	470,000.00
Furniture & Fittings	30,000.00
Pre exp	80,000.00
Working Capital	150,000.00
<b>TOTAL</b>	<b>1,000,000.00</b>

For the project to be a reality a total investment amounting to **US\$1,000,000** is needed

#### 4.0 Financing pattern

The project will be financed by equity by 50%; constituting **US\$500,000** and foreign loan from financial institution 50% equal to **US\$500,000**

#### 5.0 Project operating costs

In order to realize its intended objective the project will have to meet the operating cost which is 150,000.

## **6.0 Aspect of Project Sustainability**

The project sponsors having studied market conditions and the infrastructure in Tanzania are convinced that the project will be able to operate undisturbed. The peace and tranquility that exist in Tanzania and neighboring countries is another aspect of assured business sustainability.

## **7.0 Financial Analysis**

### **7.1 Considerations and Assumptions:**

The corporate tax charged is 30% of the profits. Capital investment allowance is 50%. The capital assets are exempted from custom duty and Value Added Tax. The straight line method to depreciate the project's capital items has been applied.

Revenues have been conservatively estimated based on experience of the promoters and trends in the cargo transportation industry.

### **7.2 Financial Statements:**

### **7.3 Projected Revenue**

For projection purposes, it is assumed that the economic life of the project is five years, and that revenue from retreading business commence from the first year of operation.

## FINANCIAL ANALYSIS

### Considerations and Assumptions:

The corporate tax charged is 30% of the profits. Capital investment allowance is 50%. The capital assets are exempted from custom duty and Value Added Tax. The straight line method to depreciate the project's capital items has been applied.

It is assumed that the major raw material will be procured from local market and other will be imported. Plastic products will be manufactured at the factory. Revenues have been conservatively estimated based on experience of the promoters and trends in the plastic products industry.

### Financial Statements:

#### Projected Profit and Loss Statement

The Income and Expenditure Statement shows the projected income for the 5 years period. The position depicted is that the project earns profit throughout its life. Accumulated after tax profits grow from US \$ 419,499 in first year to US \$ 456,299 in the 5 year

#### T-BETTER FOOD & BEVERAGE CO. LTD COMPANY UNITED LTD PROJECTED INCOME STATEMENT

	1 USD	2 USD	3 USD	4 USD	5 USD
Revenue	1,500,000.00	1,610,000.00	1,730,000.00	1,810,000.00	1,930,000.00
Cost of Sales	500,000.00	520,000.00	545,000.00	550,000.00	560,000.00
Gross Profit	1,000,000.00	1,090,000.00	1,185,000.00	1,260,000.00	1,370,000.00
Operating Expenses:					
Administrative Expenses	61,440.00	74,512.00	88,238.00	90,649.00	92,782.00

Motor vehicle running expenses	43,792.00	50,982.00	58,531.00	66,457.00	74,780.00
Salaries and Wages	210,800.00	226,340.00	242,657.00	259,790.00	277,779.00
Pension Contributions	21,080.00	22,634.00	24,265.00	25,979.00	27,777.00
Depreciation	162,966.00	162,966.00	162,966.00	162,966.00	162,966.00
Marketing Costs	39,216.00	41,177.00	43,236.00	45,397.00	47,667.00
Utility costs	32,680.00	34,314.00	36,030.00	37,831.00	39,723.00
Insurance	14,250.00	14,963.00	15,711.00	16,496.00	17,321.00
Communication	12,000.00	12,600.00	13,230.00	13,892.00	15,586.00
Total Expenses	598,224.00	640,488.00	684,864.00	719,457.00	756,381.00
Profit before tax	401,776.00	449,512.00	500,136.00	540,543.00	613,619.00
Tax (30%)	231,460.00	226,354.00	250,241.00	262,483.00	291,246.00
Profit After Tax	170,316.00	223,158.00	249,895.00	278,060.00	322,373.00

#### Projected Cash Flows

This is shown in the financial statements. The project has a positive end of year cash flow from year 1, i. e US\$ 2,845,818 of operation to the 5th year i.e. US \$ 6,686,52

#### T-BETTER FOOD & BEVERAGE CO. LTD PROJECTED CASHFLOWS

CASH FLOW FROM OPERATIONS:	1 USD	2 USD	3 USD	4 USD	5 USD
Cash Sales	3,400,000.00	3,520,000.00	3,632,000.00	3,720,000.00	3,880,000.00
Subtotal cash Received	3,400,000.00	3,520,000.00	3,632,000.00	3,720,000.00	3,880,000.00
Expenditures from Operations:					
Fuel	560,000.00	590,000.00	621,000.00	675,000.00	683,400.00

Additional Cash Spent	845,258.00	887,521.00	931,897.00	978,492.00	1,028,416.00
Subtotal Cash Payment	1,405,258.00	1,477,521.00	1,552,897.00	1,653,492.00	1,711,816.00
CASH FLOW FROM OPERATIONS:	1,994,742.00	2,042,479.00	2,079,103.00	2,066,508.00	2,168,184.00
CASH FLOW FROM INVESTMENTS:					
Purchase of Assets	(3,700,000.00)				
Working Capital and pre-expenses	(1,200,000.00)				
CASH FLOW FROM INVESTMENTS:	(4,900,000.00)				
CASH FLOW FROM FINANCING:					
Loan	2,250,000.00				
Owners Equity Contribution	2,750,000.00				
CASH FLOW FROM FINANCING:	5,000,000.00				
NET CASH FLOW FOR PERIOD	2,094,742.00	2,569,879.00	2,621,083.00	2,614,608.00	2,743,572.00
CASH FLOW START OF YEAR	-	2,605,942.00	5,175,821.00	7,796,904.00	10,411,512.00
CASH FLOW AT THE END OF YEAR	2,094,742.00	5,175,821.00	7,796,904.00	10,411,512.00	13,155,084.00

#### Projected Balance Sheet

The projected Balance Sheet of the projected is shown in the financial statements under same heading. Net worth of the project increases from US\$ 1,261,548 in the first year of operation to US \$ 1,297,691 in the 5<sup>th</sup> year.

T-BETTER FOOD & BEVERAGE CO. LTD PROJECTED BALANCE  
SHEET

	1 USD	2 USD	3 USD	4USD	5 USD
<u>Fixed Assets</u>					
Long-term Assets	750,000	731,000	712,000	693,000	674,000
Depreciation	19,000	19,000	19,000	19,000	19,000
Total Long-term Assets	731,000	712,000	693,000	674,000	655,000
<u>Current Assets</u>					
Cash	60,000	65,000	67,000	69,500	70,000
Accounts Receivable	5,000	4,500	6,000	7,000	7,500
Total Current Assets	65,000	69,500	73,000	76,500	77,500
Total Assets	796,000	781,500	766,000	750,500	732,500
<u>Current Liabilities</u>					
Accounts Payable	4,000	6,000	7,500	8,000	9,000
Other Current Liabilities	31,373	32,941	34,589	36,318	38,134
Subtotal Current Liabilities	35,373	38,941	42,089	44,318	47,134
<u>Long-term Liabilities</u>					
Long-term Liabilities	200,000	200,000	200,000	200,000	200,000
Total Liabilities	235,373	238,941	242,089	244,318	247,134
Net Assets	560,627	542,559	523,911	506,182	485,366
<u>Capital and Reserves</u>					
Owners Contribution	800,000	800,000	800,000	800,000	800,000
Retained Earnings	170,316.00	223,158.00	249,895	278,060	322,373
Total Capital	970,316	1,023,158	1,049,895	1,078,060	1,122,373

TANZANIA



Certificate of Incorporation

Section 15

No 102282

I HEREBY CERTIFY THAT

**T.BETTER FOOD & BEVERAGE CO.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 11TH day of SEPTEMBER

**TWO THOUSAND AND THIRTEEN**

A handwritten signature in dark ink, likely belonging to the Registrar of Companies.

Acting Registrar of Companies



# **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 HONG DEPU  
(director/directors/agent of T-BETTER FOOD AND BEVERAGE CO. LTD  
(name of business enterprise) apply for registration of TIC CERTIFICATE  
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 KUNAZIN STREET, KURASIN  
JEMBEKE AREA DAR ES SALAAM

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 KUNAZIN STREET KURASIN DSM
4. The Principal Officers of the Company are 1) HONG DEPU 2) CHEN TONG  
3) ZHU JIN FENG 4) DING BAO XIANG 5) KANG HU
5. Auditors of the Company are TO BE APPOINTED LATER
6. The authorized share capital of the Company is Tshs./US\$ 500,000,000

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ 1,000,000/-
8. The month and day of the financial year end is 31st DECEMBER

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

I/We enclose a cheque/cash made payable to the Tanzania Investment Centre for Tshs./US\$ 1000/- Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, HUNG DUPE of Post Office Number 42400 DSM


do solemnly and sincerely declare that I am a director/duly authorized agent of T-BETTER FOOD & BEVERAGE CO. LTD


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

Declared at Dar es Salaam }  
 The 07th day of October 2019 }

Applicant  


Before me:

  
 Commissioner for Oaths



### APPLICATION SUMMARY

Company Name: 1-BETTER FOOD & BEVERAGE CO. LTD

Certificate of Incorporation Number: 102282 Status: NEW

Certificate of Incorporation Date: 11th SEPT. 2013

Post Box: 42450

Town: DAR ES SALAM

Sector: Manufacturing

Sub-Sector: FOOD & BEVERAGE

#### Investment Financing Plan in Million US\$/Tshs.

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

Project Objectives: TO ESTABLISH FOOD & BEVERAGE PRODUCTION PROJECT

Capacity: 5000 litres per day

Employment: Foreign: 25 Local: 125 Total: 150

Implementation Period: 3 YEARS

#### Project Location

Site/Plot/Block No.: Plot 104

Street: MUNAZIN District: TUMBE Region: DAR ES SALAM

(Attach sketch map showing project location)

Shareholders	Nationality	%
<u>KONG DEPU</u>	<u>CHINESE</u>	<u>24%</u>
<u>CHEN TONG</u>	<u>CHINESE</u>	<u>24%</u>
<u>ZHU JUN FENG</u>	<u>CHINESE</u>	<u>24%</u>
<u>SUNG BAO XONG</u>	<u>CHINESE</u>	<u>23%</u>
<u>KONG HU</u>	<u>CHINESE</u>	<u>5%</u>

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

Land/Building	200,000
Plant	400,000
Vehicles	70,000
Furniture & Fittings	30,000
Pre-expenses	20,000
Others	—
Working Capital	600,000
<b>TOTAL</b>	<b>1,000,000</b>

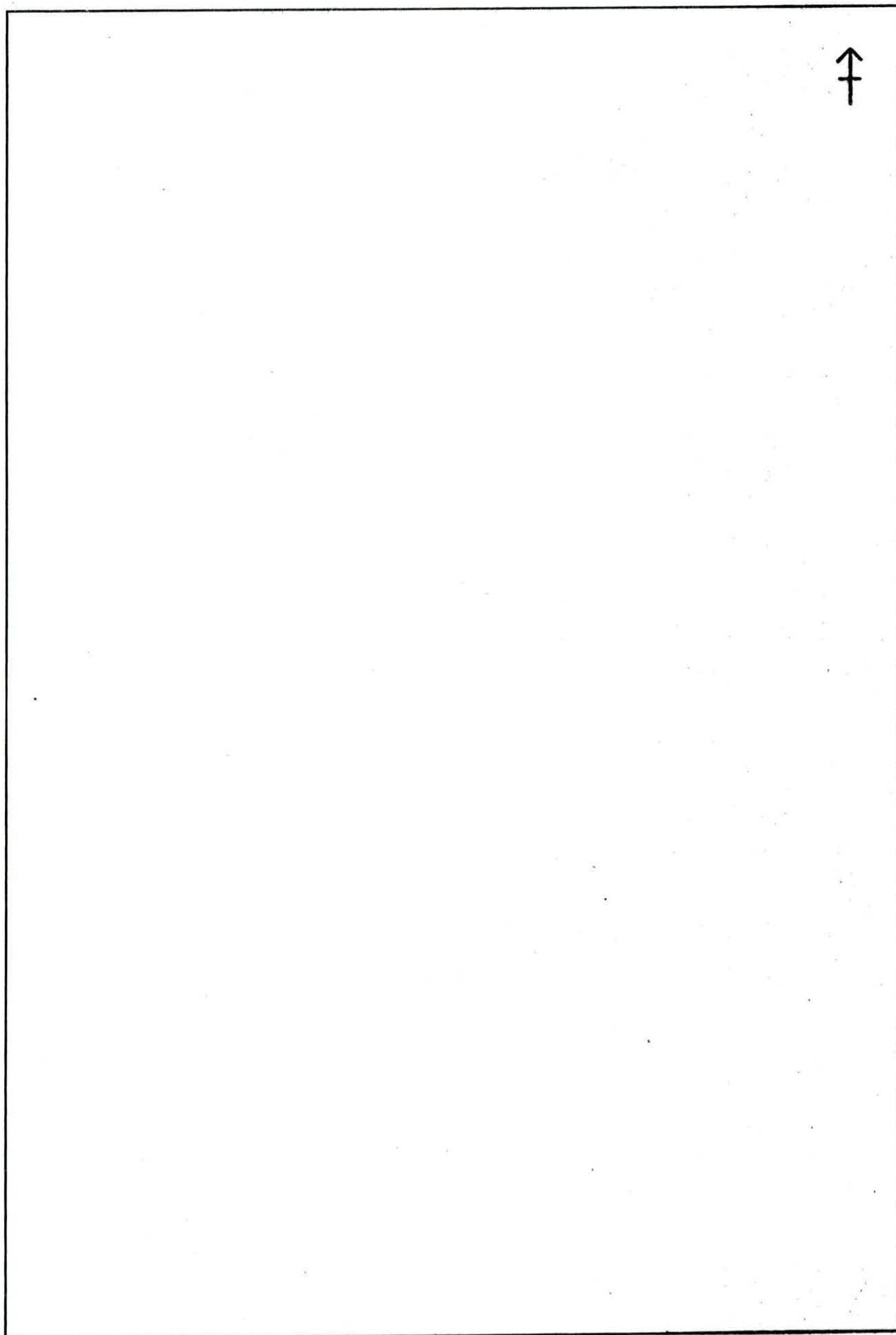
**Contact Details:**

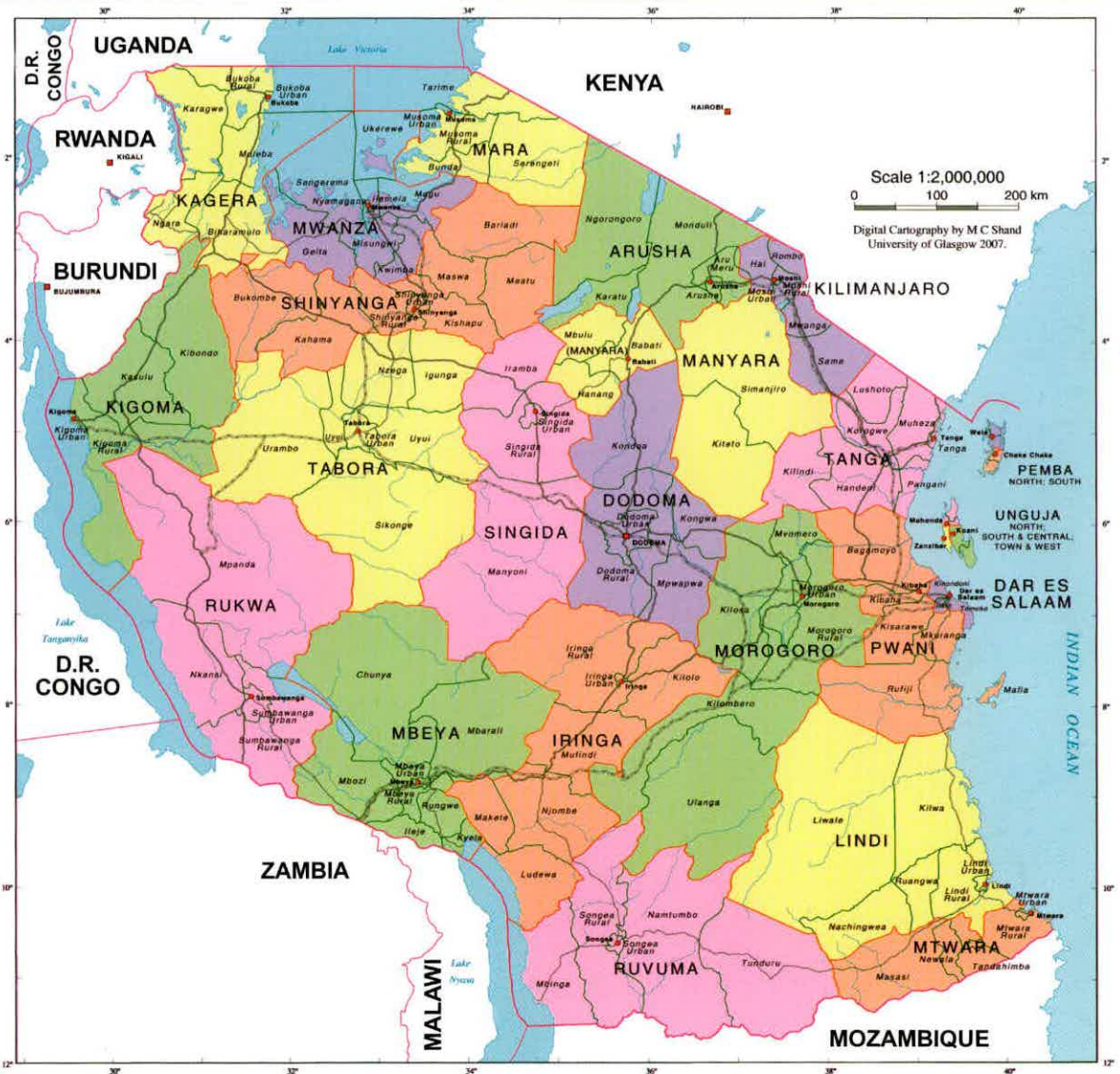
Name:	KWAZI DEPI	Title:	Director
Telephone:	0719 9883 87	Fax:	
Email:			

**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





THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

T-BETTER FOOD & BEVERAGE CO.  
LIMITED

Incorporated this .....day of.....2013

DRAWN BY:  
KONG DEPU  
(SUBSCRIBER)  
P.O. BOX 42450  
DAR ES SALAAM.

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF  
T-BETTER FOOD & BEVERAGE CO. LIMITED

1. The name of the company "T-BETTER FOOD & BEVERAGE CO. LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
- To carry on the business of manufacturers of all kinds of water products, beverages, foods stuffs and supplier to the user at affordable prices.
  - To buy, sell, improve, treat, preserve, fine aerate, mineralize, bottle, can and otherwise deal in quality mineral water, aerated waters, juice and other liquids.
  - To cultivate, grow, buy, prepare any kind of fruit juice such as pineapple, orange, lime, lemon, grapefruit, passion fruit, guava and all types of fruits and vegetables and to dispose of, sell and deal in any such products either in its raw form or its processed form.
  - To import and export beverages e.g. beers, soft drinks and any other related products. To carry on the business and trade as bakers and confectioners, to own, manage, run a bakery and deal in the selling and distribution of all types of baked foods, bread, cakes, pies, meat, to trade as manufacturers of ice cream, proprietors of restaurants, hotel, refreshments and cold rooms, café, milk and snack bars and to deal in all types of beverages and render catering services.
  - To carry on the business of food stuffs, importers, exporters, distributors, sellers, buyers whole sellers, retailers of agricultural products, such as cereals, coffee, tea, sugar, rice, flour, cashew nuts, peanuts, beans, cowpeas, yellow gram green monks sisal, hides, leather products, leather goods, beeswax, honey, instant coffee, raw coffee, coconuts and coconut products, green peas, food and cash crops including livestock farming and commodities like to be general suppliers in local and export markets, and generally to be traders and dealers of the above.
  - To carry on the business as general exporters, buyers and sellers of agricultural products, such as beans, maize, millet, rice , tobacco, coffee, cashewnuts, peanuts, beans, cereals, cowpeas, yellow gram, green monks, sesame etc and to be general suppliers in local and export markets, to be general babers and confectioners and generally to be traders and manufacturers of the above.
  - To deal in food pre-registration inspection, processing of food safety, manufacturing of food products, research and training in food safety, consultancy in food safety, processing of food permits, provision of food evaluation services locally and international.
  - To carry on the business as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.

- (i) To manufacture, process, make, manipulate, refine, buy, sell, import, distribute, and deal in beauty products, cosmetics and perfumes of all kind and description, in particular but without prejudicing or limiting the generality of the foregoing, perfume sprays and applications, make ups, body creams, oils and ointments, skin care preparations and lotions, polishes, vanishes, talcum and other preparations.
- (j) To carry on the business of importers, exporters, distributors, sellers, buyers whole sellers, retailers of all kinds hygiene products, medicines, gloves, pampers, soaps, cotton wool, diapers and deal with wellness and holistic health centers, services and to engage in or otherwise to run immunization centers to immunize vaccinate and inoculate people against diseases and to run immunization programmes as from time to time be directed by other health programme bodies.
- (k) To carry on the business of manufacturers, promoters, processors, millers, importers, exporters, and dealers in animal and poultry feeds, fish meal, bone meal, blood meal, corn meal, mealie meal and feeds of kinds and description.
- (l) To carry on the business of makers and manufacturers of cattle food and feeding and fattening preparations of every description makers and manufacturers of artificial manures and fertilizers of every description.
- (m) To acquire by purchase or otherwise estates, ranches, farms and to carry on the trades and business of dairy farmers, poultry farmers, grazers, breeders and rearers of cattle, sheep goats and other livestock, pastures, distributors, wholesale and retail butchers, cattle slaughterers, fell mongers, soup makers, preserved and potted meat manufacturers, farmers, canners of meat and other produce, dealers in hides, fat, tallow, grease, offal and other animal products, and to buy, sell by wholesale or retail, import, export, prepare, deal and trade in all kinds of meat, cattle, sheep, goats, poultry, game and other live and dead stock, milk, cream, butter, cheese, eggs, sausages, preserved meat and other goods or things usually or which may be conveniently dealt with in the course of carrying on any of the trade and business mentioned above.
- (n) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists, to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
- (o) To engage and or carry on the business of general civil works, engineering, constructions, buildings, renovations, office partitioners, decoratories, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, sawmillers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers of same.
- (p) To carry on the business of building contractors, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tramways, docks harbours, sharves, canals, water-courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses, building and erections of every kind.

- (q) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographic, printer, photo lithographers, typesetting machines operators, die sinker, envelope makers, book binders, account book manufacturers, machine, rulers numerical printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufactures, type founders, of dealers in playing, visiting, railways, festival invitation, dealers in or manufacturers or any other articles or tings or character similar or analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks.
- (r) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (s) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piecewood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (t) To provide the business of tour operators, travel agents, car rental/hire, tourist agents and contractors, insurance, forwarding and general agents, aircraft and ship owners, charters, hotels, apartment and lodging house keepers, caterers, advertising agents and generally to facilitate traveling and provide for tourists and travelers or promote and provisions of facilities of every description and in particular by means of booking of travel ticket and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport and arranging and operating tours.
- (u) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, motorcycle, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (v) To grow agricultural crops and seeds of different crops, process and sell agricultural products including all seeds of different kinds.
- (w) To engage in and or otherwise carry on the business of electrical contractors, electrical services, wiring, installations, domestic and industrial electrification, manufacturers, sellers, buyers of electrical and electronic appliances, components, parts and equipment and professional consultants in electricity.

engage in and carry on the business of electrical engineers, domestic and sanitary engineers, electronic engineers and provide engineering services generally of whatsoever nature.

To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, 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 fit.

- (z) To carry on the business of manufacturing, importing, distributing, marketing and sales of newspapers, magazines, scientific journals, books, tapes and other audiovisuals, and any of the business of stationers, printers lithographers, stereotypes, electrotypes, engraves, photo lithographers, school laboratory equipments, reagents and chemical in the United Republic of Tanzania and or export the same for sale anywhere on the planet earth.
- (aa) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (bb) To carry on transport of passengers and goods by air and all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger 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 purposes 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 and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (cc) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, fright forwarders.
- (dd) To carry on the business of services and consultancy.
- (ee) To carry out the business of providing technical and allied services in the field of <sup>al</sup> <sup>cal</sup> <sup>ut in</sup> fabrication, non destructive testing, quality assurances, and to provide consultancy services, oil storage tank erections and all other businesses which can be in connection to the above.

engage in and carry on the business of electrical engineers, domestic and sanitary engineers, electronic engineers and provide engineering services generally of whatsoever nature.

To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, 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 fit.

- (z) To carry on the business of manufacturing, importing, distributing, marketing and sales of newspapers, magazines, scientific journals, books, tapes and other audiovisuals, and any of the business of stationers, printers lithographers, stereotypes, electrotypes, engraves, photo lithographers, school laboratory equipments, reagents and chemical in the United Republic of Tanzania and or export the same for sale anywhere on the planet earth.
- (aa) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (bb) To carry on transport of passengers and goods by air and all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger 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 purposes 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 and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (cc) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, fright forwarders.
- (dd) To carry on the business of services and consultancy.
- (ee) To carry out the business of providing technical and allied services in the field of welding, metal fabrication, non destructive testing, quality assurances, and to provide consultancy in technical services, oil storage tank erections and all other businesses which can be carried out in connection to the above.

- (qq) 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.
- (rr) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (ss) 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.
- (tt) 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.
- (uu) 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.
- (vv) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.



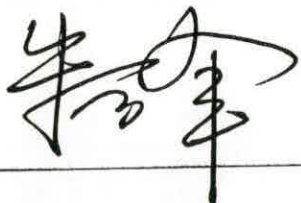


And it is hereby declared that:-

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

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

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

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 500,000,000/= divided into 1,000 shares of Shillings 500,000/= 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.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
KONG DEPU P.O.BOX 42450 DAR ES SALAAM	240	
CHEN TONG P.O.BOX 42450 DAR ES SALAAM	240	
ZHU JIN FENG P.O.BOX 42450 DAR ES SALAAM	240	
DING BAO XIANG P.O.BOX 42450 DAR ES SALAAM	230	
YANG HU P.O.BOX 42450 DAR ES SALAAM	50	

Dated at Dar es Salaam this 09 day of Sept 2013

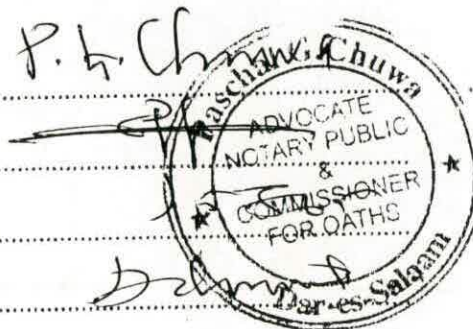
**Witness** to the above signatures:

Name : .....

Signature : .....

Postal Address : .....

Qualification : .....



THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF  
T-BETTER FOOD & BEVERAGE CO. LIMITED  
INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act;

"the articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the seal" means the common seal of the company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

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

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

**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, where while in such employment to be the member of the company) is limited to 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 tested as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

## MEMBERS

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

## GENERAL MEETINGS

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

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

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

## NOTICE OF GENERAL MEETINGS

8. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
9. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDING AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
12. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
13. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their member to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their member to be a chairman of the meeting.
15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
  - (a) by the chairman; or
  - (b) by at least (three) members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

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

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

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

#### VOTE OF MEMBERS

21. Every member shall have one vote.
22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the per son named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

"..... Limited  
I/We ..... of ....., being a member/ members of  
the above - named company, hereby appoint ....., of or failing him  
..... of ....., as my/our proxy to vote for me/us on my/or  
behalf at the {annual or extraordinary, as the case maybe} general meeting of the company to  
be held on the .....day of .....201....., and at any adjournment thereof.  
Signed this ..... day of, ..... 201 ....."

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"..... Limited  
I/We ..... of ....., being a member/members of  
the above named company, hereby appoint of ....., of ..... or failing him  
..... of ....., as my/our proxy to vote for me/us on my/our behalf at the  
{annual or extraordinary, as the case may be}general meeting of the company to be held on the  
.....day of.....201....., and at any adjournment thereof.  
Signed this ..... day of, ..... 201 ....."

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

\*Strike out which ever is not desire"

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

#### CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

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

#### DIRECTORS

32. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

33. The following persons shall be first Directors to the Company:-
- |              |                   |            |
|--------------|-------------------|------------|
| 1. KONG DEPU | 3. ZHU JIN FENG   | 5. YANG HU |
| 2. CHEN TONG | 4. DING BAO XIANG |            |

34. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

#### **BORROWING POWERS**

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

#### **POWERS AND DUTIES OF DIRECTORS**

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

## DISQUALIFICATION OF DIRECTORS

40. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
  - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
  - (d) Becomes of unsound mind; or
  - (e) Resigns his office by notice in writing to the company; or
  - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.
- A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.
41. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
42. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
43. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
44. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
45. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
46. The quorum necessary for the transaction of the business of the directions may be fixed by the directors, and unless so fixed shall be two.

47. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
48. The directors may appoint one of their members to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their member to be chairman of the meeting.
49. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
50. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
51. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### SECRETARY

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

#### THE SEAL

54. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

55. The directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
  - (b) all sales and purchase of goods by the company; and
  - (c) the assets and liabilities of the company.






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

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

#### AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
61. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

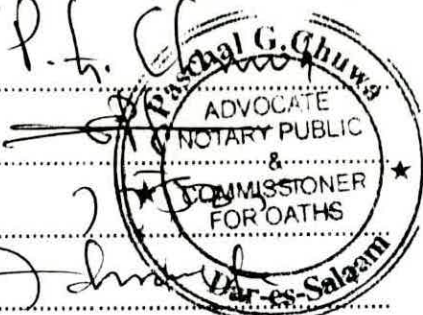
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
KONG DEPU P.O.BOX 42450 DAR ES SALAAM	240	
CHEN TONG P.O.BOX 42450 DAR ES SALAAM	240	
ZHU JIN FENG P.O.BOX 42450 DAR ES SALAAM	240	
DING BAO XIANG P.O.BOX 42450 DAR ES SALAAM	230	
YANG HU P.O.BOX 42450 DAR ES SALAAM	50	

Dated at Dsm this 09 day of Sept. 2013

Witness to the above signatures:

Name : .....  
 Signature : .....  
 Postal Address : .....  
 Qualification : .....

  
 P. L. G. Chuwa  
 ADVOCATE  
 NOTARY PUBLIC  
 &  
 COMMISSIONER  
 FOR OATHS  
 Dar-es-Salaam



## TIC Evaluation Report

Name of the Company  
**T-Better Food & Beverage Co. Ltd.**

Post Box	Minazin, Plot No. 4	COI Number	102282	Contact	Mr. Kong Depu
Post Office	42450	COI Date	09/11/2013	Designation	Director
Region	Dar Es Salaam	Application F. No	11455	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0719 988 881
		Sub Sector	Beverages	Fax	0
		File No	042541	E-Mail Address	0

Project Location		Investment Finance Plan in Millions USD										
Plot No.	Plot No. 4	<table border="1"> <tr> <th>Foreign Equity</th> <th>Local Equity</th> <th>Foreign Loan</th> <th>Local Loan</th> </tr> <tr> <td>0.5</td> <td>0</td> <td>0.5</td> <td>0</td> </tr> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	0.5	0	0.5	0		
Foreign Equity	Local Equity		Foreign Loan	Local Loan								
0.5	0		0.5	0								
Plot	Minazin											
District	Temeke											
Region	Dar es Salaam											

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	Plant
Yang Hu	Chinese	5	0.2	0.47
Ding Bao Xiang	Chinese	23	Vehicles	0.07
Zhu Jin Feng	Chinese	24	Furniture & Fittings	0.03
Chen Tong	Chinese	24	Pre-expenses	0.08
Kong Depu	Chinese	24	Others	0
			Working Capital	0.15
			Total	1

Employment	150	Evaluated By	wf officer3
Capacity	5000 Litres per day	Drawn By	wf regist3
Project Turn Over		Project Type	Foreign

### Description

To establish project for soft drinks & bottled drinking water production

### Recommendations

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

### Decision

*approved as recommended.*  
*As Exd*  
*11/10/2013*

TICC/PP.10/042541/3

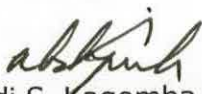
11<sup>th</sup> October, 2013

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

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

Yours sincerely,

**Tanzania Investment Centre**



Abdi S. Kagomba

**Ag: 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**

TICC/PP.10/042541/3

11<sup>th</sup> October, 2013

Managing Director,  
T-Better Food & Beverage Co. Ltd  
P.O. Box 21396  
**Dar es Salaam**

**RE: CERTIFICATE OF INCENTIVES FOR PRODUCTION OF SOFT DRINKS AND BOTTLED WATER**

We wish to acknowledge receipt of your project to establish and operate production of soft drinks and bottled water as presented in the TIC P.A. 1 Form No. 11455 and Feasibility Study with a projected investment amounting to USD 1 m.

We are pleased to inform you that your investment proposal is now officially registered by TIC and therefore the project will be granted a Certificate of Incentives under authority conferred upon TIC under Part III, Section 17 (1-8) of the Tanzania Investment Act, 1997. In order to enable TIC prepare your Certificate of Incentives, You will be required to submit the following:-

- Bank Reference for equity funding or a letter from Bank/Financial Institution that a loan is granted or is under consideration as required by Section 17(3) (f) of Tanzania Investment Act.
- Certified document showing evidence of Land ownership for the location of the project.

Also be informed that you will have to submit a project implementation Progress Report on the implementation of the project in every six months for centre's information and review. Guidelines for the preparation of the report are contained in annexure attached to this letter. Please do not hesitate to contact the Centre for any clarification if the need arises. Also note that a facilitation fee equivalent to US\$ 1000.00 is payable at the ruling exchange rate prior issuance of the Certificate of Incentives. Please make deposit direct to the bank as per bank details below:

.../2

REF: BARC/KST/011/51197165

30/10/2013

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

Dear Sir/Madam,

**RE: INTRODUCTION OF T BETTER FOOD AND BEVERAGES CO. LTD**

This is to confirm to you that the above mentioned is our customer maintaining TZS A/C No. 51197165 with us to our entire satisfaction.

We consider **T BETTER FOOD AND BEVERAGES CO. LTD** as liable customer, trustworthy and good for the normal engagement as far as the transaction with our bank are concerned.

Further assistance to him will be highly appreciated.

**This information is given without responsibility of Barclays Bank of Tanzania Ltd on our part or our officials.**

Yours sincerely,  
Barclays Bank (T) Limited

  
.....  
**Kareem Abdulrahim**  
**Relationship Manager**

# LEASE AGREEMENT

This lease is made this 1<sup>st</sup> Day of May 2013. Between **Method Abubakar** of P.O BOX 72251 Dar es Salaam Tanzania ( herein after referred as the “Lessor” of the one part and T-BETTER FOOD & BEVERAGE CO. LTD of Dar es Salaam (herein after called “the Lessee”) of the other part.

Where as the Lessor is the owner of the premises situated at Plot No. 4 Minazini Temeke Dar es Salaam

And WHERE AS the Lease is desirous to occupy the said 1<sup>st</sup> premises for a period of 3yrs as from 1<sup>st</sup> day of May 2013 at the monthly rental of Tshs 200,000 per month.

The rentals are payable in advance for one year to be reviewed every five (5) based on marketing price at the time of review. The Landlord acknowledges receipt of the stipulated rents by signing this Lease Agreement and issuing relevant receipts.

## A. THE LESSEE COVENTS WITH THE LESSOR as follows:

1. To pay the rent agreed the manner as herein before provided.
2. To use the said premises for T-BETTER FOOD & BEVERAGE CO. LTD
3. To keep during the term of the lease the interior and exterior of the premises and all the Lessor's fittings in good tenantable and repair and to replace window Glasses and door locks broken or worn out during the term of the lease.

4. Not to make any structural or other alterations to the said premises ~~or Erect~~ or install any fixtures or fittings save movable fittings without consultation with the lessor.
5. Not to do or permit anything to be done in or upon the demised premises or any part thereof which may be or become a nuisance annoyance or disturbance to the occupants in the neighborhood.
6. Not to sublet or part with the possession of the whole or any part of the said Premises except with the consent in writing of the Lessor first had and obtained.
7. At the end or soon after the determination of this lease quickly and peacefully to deliver up the Lessor or his agent possession of the said premises in such good Tenantable order or repair as the same ought to be in having regard to the covenants On the part of the Lessee herein contained.
8. To permit at a reasonable notice the Lessor or his agent to enter the Premise to inspect or effect repairs.
9. To pay electricity and water bills during the period of Tenancy
10. To repaint the premises at the expiration of the Lease.

B: THE LESSOR HEREBY COVENANTS WITH THE LESSEES as follows:-

i) To pay all Land rates and all other charges/imposed on the demised premises whether by the Government or the local Authorities except water and electricity charges.

ii) Permit the Lessees paying the rent hereby reserved and performing and observing the Covenants and conditions herein contained or implied and on its part to be performed and observed peaceably and quietly to possess and enjoy the demised premises during term hereby created without any interruption from or by the Lessor or any person rightfully claiming from or under him.

IT IS: Hereby mutually agreed by and BETWEEN the parties here to as follows:-

- a) The lease shall determine at the expiration of the 3 years to be counted from the  
1<sup>st</sup> day May 2013 and ending the end of April 2016

IN WITNESS WHERE OF the parties hereto have set their respective hands and common seal the day and year herein after following:-

1. SIGNED and DELIVERED by: Method Abubakar  
Signature.....

DATE: 1<sup>st</sup> May 2013

POSTAL ADDRESS: 72251 –DAR ES SALAAM

QUALIFICATION: Land lord

2. SIGNED and DELIVERED by Mr. Hamis Abdallah  
Operation Manager of T-BETTER FOOD & BEVERAGE CO. LTD

Signature:.....

DATE: 1<sup>st</sup> May 2013

POSTAL ADDRESS: DARE S SALAAM

QUALIFICATION: Company Managing Director





00220421

THE UNITED REPUBLIC OF TANZANIA

# Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

042541

No: .....

## This is to certify that

T-BETTER FOOD & BEVERAGE CO. LTD

P.O. BOX 42450

of address .....

DAR ES SALAAM

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

T-BETTER FOOD & BEVERAGES CO. LTD

PLOT NO. 4 MINAZINI

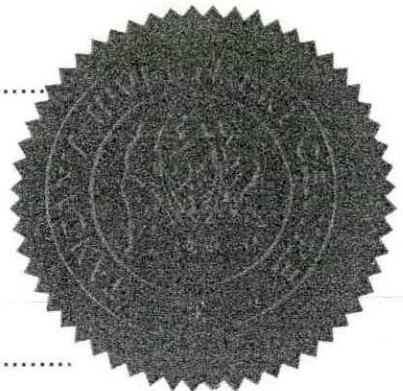
Which is located at .....

TEMEKE - DAR ES SALAAM

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 11TH NOVEMBER 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 (%)
Yang Hu	Chinese	5
Ding Bao Xiang	Chinese	23
Zhu Jin Feng	Chinese	24
Chen Tong	Chinese	24
Kong Depu	Chinese	24
2. Proposed Activities : **To establish project for soft drinks & bottled drinking water production**
3. Sector: **Manufacturing** Subsector: **Beverages**
4. Investment cost: Foreign **USD 1m.** Local **-** Total **USD 1m.**
5. Project Financing: Equity **USD 0.5m.** Loans **USD 0.5m.** Total **USD 1m.**
6. Source, terms and conditions of loan.....
7. Assets to be invested:
 

	Foreign	Local	Total
Capital items:	<b>USD 1m.</b>	<b>-</b>	<b>USD 1m.</b>
8. Technology Agreement ..... **None**
9. Date of TIC Registration: ..... **11th October 2013**
10. Implementation period ..... **October 2013 - September 2016**
11. Operative date..... **October 2016**
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
  - (i) Applicable Import Duty **And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997**
  - (ii) Applicable with-holding Tax **As per Income Tax Act, 2004 (as amended)**
  - (iii) Eligibility of Capital Allowances **As per Income Tax Act, 2004 (as amended)**
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
  - (i) Date of Commencement of investment has to be notified to the Centre.
  - (ii) Certificate not to be transferred, assigned or amended
  - (iii) Failure to commence implementation within two years invalidates Certificate
  - (iv) Failure to operate investment must be notified to the Centre
  - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate  
**Finished goods are not allowed under this Certificate**

Signed   
Executive Director

## T-BETTER FOOD & BEVERAGE CO.LIMITED

PLOT NO 4 MINAZINI TEMEKE DSM  
P.O.BOX 42450 DAR ES SALAAM  
TEL:0766800000

### LIST OF MATERIALS FOR DUTY&VAT EXEMPTION

SN	ITEM	UNIT	QTY	ITEM GROUP	ITEM PRICE [USD]	TIN NUMBER	EXEMPTION REF NO	REMARKS
A	<b>PLANT &amp; MACHINERIES</b>					122-214-869		
1	Semi-automatic blow molding production line		9	MACHINE		122-214-869		
2	Automatic blow molding production line		6	MACHINE		122-214-869		
3	Bucket of water straight filling line		6	MACHINE		122-214-869		
4	Bagged water filling line		12	MACHINE		122-214-869		
5	Bottled water filling line		2	MACHINE		122-214-869		
6	Hot filling beverage production line		2	MACHINE		122-214-869		
7	Single-stage reverse osmosis water production line		6	MACHINE		122-214-869		
8	Laboratory machines		2	MACHINE		122-214-869		
9	Workshop monitoring system		2	MACHINE		122-214-869		
10	Stainless steel welding system		2	MACHINE		122-214-869		
11	Generator		2	MACHINE		122-214-869		
12	Welder		2	MACHINE		122-214-869		
13	electric generator		2	MACHINE		122-214-869		
14	Fork lift		8	MACHINE		122-214-869		
15	Submersible pumps		2	MACHINE		122-214-869		
16						122-214-869		
17						122-214-869		
18						122-214-869		
B	<b>EQUIPMENT</b>					122-214-869		
15	Bags ✕		50	EQUIPMENT		122-214-869		
16	Tube ✕		100	EQUIPMENT		122-214-869		
17	Capsule ✕		1000	EQUIPMENT		122-214-869		
18	Handle		1000	EQUIPMENT		122-214-869		
21	Shrink Labels ✕		1000	EQUIPMENT		122-214-869		
	Adhesive labels ✕		1000	EQUIPMENT		122-214-869		
	PPR PIPE		1000	EQUIPMENT		122-214-869		
	Stainless steel pipe fittings		1000	EQUIPMENT		122-214-869		
	Reverse osmosis membranes		38	EQUIPMENT		122-214-869		
	Wirewound filter		300	EQUIPMENT		122-214-869		
	Scale inhibitor		50	EQUIPMENT		122-214-869		
	Food grade citrit acid ✕		0.25	ton		122-214-869		
	Quartz sand ✕		5	ton		122-214-869		
	Activated carbon ✕		5	ton		122-214-869		
	Interphone		20	EQUIPMENT		122-214-869		
	Overalls ✕		1000	EQUIPMENT		122-214-869		
	Electric water boiler		2	EQUIPMENT		122-214-869		
19	Electric Dispenser ✕		15000	EQUIPMENT		122-214-869		
20	Manual Dispenser ✕		20000	EQUIPMENT		122-214-869		
C	<b>VEHICLE (COMMERCIAL)</b>					122-214-869		
23	LIGHT TRUCK		5	VEHICLE		122-214-869		
24	PICK UP (SINGLE)		3	VEHICLE		122-214-869		
25	Motorcycle ✕		30	VEHICLE		122-214-869		

CTIN.: 1157074

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**

.....  
**T-BETTER FOOD & BEVERAGE CO.LIMITED**

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

.....  
122-214-869

with effect from .....

1/30/2014

OFFICIAL SEAL

  
COMMISSIONER FOR DOMESTIC REVENUE  
P. N. Kassera

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



00220421

THE UNITED REPUBLIC OF TANZANIA

# Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

042541

No: .....

## This is to certify that

T-BETTER FOOD & BEVERAGE CO. LTD

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PLOT NO. 4 MINAZINI

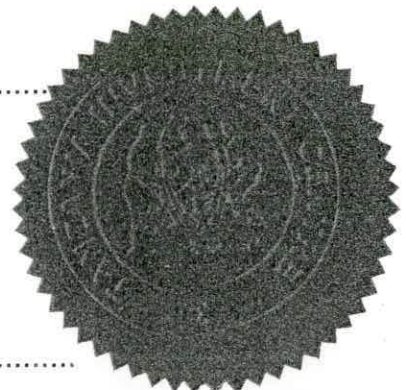
Which is located at .....

TEMEKE - DAR ES SALAAM

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 11TH NOVEMBER 2013

Part of Original  
Signature  
Date 15/11/2013  
Part Executive Director  
Tanzania Investment Centre

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 (%)
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Ding Bao Xiang	Chinese	23
Zhu Jin Feng	Chinese	24
Chen Tong	Chinese	24
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6. Source, terms and conditions of loan.....
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	Foreign	Local	Total
Capital items:	<b>USD 1m.</b>	<b>-</b>	<b>USD 1m.</b>
8. Technology Agreement ..... **None**
9. Date of TIC Registration: ..... **11th October 2013**
10. Implementation period ..... **October 2013 - September 2016**
11. Operative date..... **October 2016**
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  - (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

Tic

(5)

## T-BETTER FOOD & BEVERAGE CO. LTD

DEALERS: MANUFACTURING OF SOFT DRINKS & BOTTLED DRINKING WATER PERODUCTION

P.O.BOX 42450: DAR ES SALAAM  
DISTRICT: TEMEKE.

DATE: 23<sup>th</sup> JAN 2014

Commissioner of Customs & Excise  
Tanzania Revenue Authority,  
P.O.Box 9053,  
Dar es salaam.

UFS

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

Dear Sir or Madam;

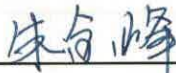
**RE: DUTY & VAT EXEMPTION ON CAPITAL/DEEMED CAPITAL GOODS FOR CERTIFICATE OF INCENTIVES  
NO: 042541.**

We are TIC approved Project with certificate of incentives No; **042541** which is valid up to October 2016.

The company has been registered with Objectives of establish project for soft drinks & bottled drinking water production.

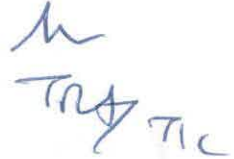
Attached herewith please find a list of Capital/Deemed Capital Goods for Duty/VAT Exemption approved.

Yours sincerely



Managing Director

Received on  
10/2/2014

  
TIC

**TICC/PP.10/042541/6**

**14/02/2014**

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

Dear Sir,

**RE: DUTY/VAT REMISSIONS ON THE CAPITAL/DEEMED  
CAPITAL GOODS OF CERTIFICATE OF INCENTIVES NO.  
042541**

**M/S T-Better Food & Beverage Co. Limited** is a TIC registered company with certificate of incentives **No. 042541** which is valid up to **September 2016**

The company has been registered with objectives of establishing project for Soft drinks & bottled drinking water production.

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

Yours sincerely

**TANZANIA INVESTMENT CENTRE**

  
N.A. Senzia

**FOR: EXECUTIVE DIRECTOR**

# T-BETTER FOOD AND BEVERAGE CO. LTD

P.O BOX 21396

DAR ES SALAAM.

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28/03/2014

THE EXECUTIVE DIRECTOR  
TANZANIA INVESTMENT CENTRE  
SHAABAN ROBERT STREET  
P.O BOX 938,  
**DAR ES SALAAM.**

Dear Sir

## **SUBMISSION OF DOCUMENTS FOR CERTIFICATION OF INCENTIVES.**

Refer to your letter reference TICC/PP.10/042541/3 of 11<sup>th</sup> October 2013 requiring us to submit documents. Enclosed please find photocopies of Bank statements for the month of February 2014, copies of lease Agreement and Photostat copy of payment of facilitation fee USD 1,000.

Regards,

  
**ZHU JIN FENG**



Gifts of land beyond three years will be forfeited



### TANZANIA INVESTMENT CENTRE

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

RECEIPT REC014756

No. 103824

Received from : T-BETTER FOOD AND BEVERAGE CO LTD

Address : P.O. Box 11450 Dar es salaam, Tanzania

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

For Executive Director  
Tanzania Investment Centre

Being payment in respect of : CERTIFICATE OF INCENTIVES FEES

Amount : T.S.S 1 000 00

Cash / Cheque No: D.deposit 140  
Date : 14-Mai-2014

30/ISS  
Receiving Officer *[Signature]*