

REPUBLIC OF RWANDA



MINISTRY OF FINANCE AND ECONOMIC PLANNING

P.O Box 158 Kigali

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**INSTRUCTIONS TO BIDDERS**

**REQUEST FOR PROPOSALS (RFP)**

**TITLE OF BID**

**SELECTION OF A PRIVATE INVESTOR TO ACQUIRE  
HUYE FEEDS LIMITED**

**Date of issue:** 14<sup>th</sup> September,2024

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## I. DESCRIPTION OF COMPANY

### 1. Company background

Huye Animal Feed Processing Plant, registered as "Huye Feeds Limited," was established in 2017 in partnership with the Republic of Korea. The Government of Rwanda owns 100% of Huye Feeds Ltd. The company is headquartered in Huye district, within the economic trade zone of the Southern Province.

The company's mandate is to boost the animal feed production industry within Rwanda, with the primary objective of producing quality feeds for poultry, cattle, pigs, and fish, as well as providing drying services for post-harvest treatment.

### 2. Production Features and Outputs

The company's facility consists of a **1,200-square-meter** warehouse. It includes: a poultry feed manufacturing line, a fish feed production line, an extruder machine and all associated tools.

The company has an installed processing capacity of **40 tons per day** for the poultry line (comprising dedicated lines for chicken, cow, and pig feed) and can produce 4 tons per day of extruded fish feed. Additionally, the factory is equipped to serve as a drying facility for post-harvest treatment.

In summary, Huye Feeds Ltd produces animal feeds for poultry, pigs, and fish with the following operating characteristics:

- **Market locations:** Huye, Ruhango, Muhanga, Nyarugenge, Rubavu, Nyamasheke, Rusizi and Rulindo
- **Operating selling points:** 3 operating selling points located in Huye, Nyabugogo and Rusizi
- **Clients:** existing contracts to supply on a weekly basis approximately 130 tons to different clients. Biggest clients being Kivu Tilapia farms, Niyonsenga Media added to Fre-Fish Farm and Nkungungu farm of RAB in Nyamagabe
- **Product distribution format:** bags of 25kg and 50kg to different animal farmers
- **Supply:** Huye Feeds Ltd has contracts with 50 suppliers of raw materials to the factory according to their specialization (Soya, Maize, Sunflowers meal and Cake, Soyabean Meal, Meat and Bone Meal, Fish Meal, Limestone, Bone Meal, Rice brans, Maize brans, Additives Premixes and Processed Proteins, etc)

- **Certifications:** RSB and HACCP (Hazard Analysis and Critical Control Point) certified company, adhering to the quality standards of the industry
- **Technical competitive advantage:** Huye Feeds Ltd.'s main technical feature is an extruder that can produce **4 tons** of fish feeds on a daily basis

### 3. Animal Feeds Market Overview

Huye animal feeds ltd stands among six other registered animal feeds producers in the country with an **annual feeds production capacity of 12,000 MT.**

**Table 1: Trends of Animal Population and Animal Products over the past 6 Years in the country<sup>1</sup>**

| Description                                    | 2018<br>('000) | 2019<br>('000) | 2020<br>('000) | 2021<br>('000) | 2022<br>('000) | 2023<br>('000) | Annual Growth rate <sup>1</sup> |
|--|----------------|----------------|----------------|----------------|----------------|----------------|---------------------------------|
| <b>Trends of Animal population</b>             |                |                |                |                |                |                |                                 |
| Cattle   | 1,166          | 1,294          | 1,372          | 1,450          | 1,576          | 1,645          | 3%                              |
| Pigs   | 1,716          | 1,330          | 1,386          | 1,441          | 1,499          | 1,123          | 1%                              |
| Poultry  | 5,273          | 5,442          | 5,306          | 5,442          | 5,497          | 6,047          | 2%                              |
| <b>Trends of Animal products (Metric Tons)</b> |                |                |                |                |                |                |                                 |
| Fish   | 26,732         | 28,705         | 31,465         | 32,756         | 36,047         | 41,664         | 9%                              |
| Meat   | 138,231        | 152,029        | 162,029        | 168,687        | 174,904        | 190,710        | 9%                              |
| Egg  | 7,347          | 7,475          | 7,936          | 7,972          | 8,272          | 8,552          | 3.5%                            |

**Table 2: Total animal feeds demand per animal species<sup>2</sup>**

| S/N | Animal Species | Annual required quantity (MT) |
|-----|----------------|-------------------------------|
| 1   | Cattle         | 1,539,432                     |
| 2   | Pigs           | 606,461                       |
| 3   | Poultry        | 217,700                       |
| 4   | Fish           | 13,500,000                    |
|     | <b>Total</b>   | <b>15,863,592</b>             |

<sup>1</sup> Annual growth rate reflects geometric mean of recorded annual growth rate to average growth rates over 10 years. This offers a more balanced view of the respective multiplicative effects from the year-on-year growth rates

<sup>2</sup> Values of animal feeds demand are estimates based on the current (2023) animal statistics with an assumption that all animals are fed with processed animal feeds. (Source: RAB data)

The demand for animal feed is projected to grow, driven by rising populations of various livestock species. This increase in livestock is a response to the growing demand for meat and other animal products such as milk, eggs, and fertilizer.

The country has today only six registered animal feed processing companies, with a combined installed capacity to produce just **163,000 metric tons** per year whereas Rwanda's annual requirement for animal feed stands at **15,863,592 metric tons**.

The current production capacity falls short of this demand and represents for the Bidder a substantial opportunity to bridge the supply and demand of animal feed in Rwanda in a thriving market.

**4. Site Pictures**



Picture: *Poultry-line*



Picture: *Fish-line*



## II. PREPARATION OF BIDS BY BIDDERS

The Ministry of Finance and Economic Planning, on behalf of the Government of Rwanda, is initiating an open international competitive bidding process. This process aims to select a private investor to acquire shares in Huye Feeds Ltd, which currently under full ownership of the Rwandan Government. The bidding process will adhere to Rwandan law and international best practices, ensuring fairness and transparency throughout the process.

Potential bidders- whether individuals, companies, or consortiums - are encouraged to submit their offers for the acquisition of shares in Huye Feeds Ltd. All submissions should strictly follow the guidelines and instructions provided to bidders in this official documentation.

### 1. Kick-off Conference Call

Candidates wishing to participate to a Kick-off Conference Call organized by The Ministry of Finance and Economic Planning should indicate so by sending email at the address [privatization@minecofin.gov.rw](mailto:privatization@minecofin.gov.rw) during the appropriate timeframe, see **Annex 2 "Provisional Schedule"**. All Conferences will be scheduled during normal working hours.

The purpose of these Kick-off Conference Call is to present the company with more detail to the Candidates and to answer questions that may be raised at this initial stage with the understanding that only written responses provided by The Ministry of Finance and Economic Planning will be considered official.

The circumstance that a Candidate does not attend one or more of the Conferences prior to the preparation of the Bids will not constitute grounds for disqualification.

### 2. Site Visit

Bidders wishing to participate in the Site Visits organized by The Ministry of Finance and Economic Planning must indicate this to The Ministry of Finance and Economic Planning by email via: [privatization@minecofin.gov.rw](mailto:privatization@minecofin.gov.rw).

The visit request should be compatible with the week schedule provided in **Annex 2 "Provisional schedule"**.

The Bidder must designate the representative(s) who will be authorized to attend the Site Visits. All Site Visits will be scheduled during normal working hours.

Bidders will be responsible for and bear the costs related to organizing their travel to the site to conduct the Site Visits, with the understanding that The Ministry of Finance and Economic Planning disclaims any responsibility for the completeness of the Bidders' analyses after the visit.

### **3. Clarifications and modifications to the Request for Proposals**

Bidders can submit questions, clarification requests, or document requests about the Bid Documents or the Project. These must be submitted using the specific form in **Annex 4** called "**Model for Clarifications Request**" and be sent via email to the following address: [privatization@minecofin.gov.rw](mailto:privatization@minecofin.gov.rw).

These questions should be addressed before the deadline for submitting questions described in **Annex 2 "Provisional Schedule"**.

The Ministry of Finance and Economic Planning will try to answer all questions but is not obligated to do so. Answers will be distributed to all Bidders, with questions included but anonymized. If necessary, the Bid Documents may be modified based on the clarifications sought. If so, all Bidders shall be informed.

### **4. Clarifications and modifications to the Request for Proposals**

Candidates shall request access to additional confidential documents that are consolidated in a Data Room, set up by The Ministry of Finance and Economic Planning (the "Data Room") using the following address: [privatization@minecofin.gov.rw](mailto:privatization@minecofin.gov.rw). The Data Room will be open from 09<sup>th</sup> September.

Prior to their access requests, candidates, shall have duly signed the **Form D "Confidentiality Undertaking Form"**.

In order to regulate the use of information and the terms of access, each bidder agrees to comply and send back a Non-Disclosure Agreement "NDA" prior to accessing the Data Room. In the NDA, Bidder will be required to designate the representative(s) who will be authorized to have access to the documents in the Data Room by

### **5. Calendar**

The provisional schedule for the conduct of the bid is attached in the **Annex 2 "Provisional schedule"**.

## 6. Language of the Bid

The Bid, as well as all correspondence and documents concerning the submission or participation in the Bid, exchanged between a Bidder and The Ministry of Finance and Economic Planning, shall be written in English.

## 7. Submission Costs

Bidders shall bear all costs associated with the preparation and presentation of their Bids. No Bidder may claim from The Ministry of Finance and Economic Planning any compensation or contribution to costs on any grounds whatsoever, regardless of the progress and outcome of the Bid.

## 8. Bid Submission Deadline

Bids must be received by the Ministry of Finance and Economic Planning at the address specified in the **Annex 1 "Bid Data Sheet Summary"** no later than the time and date therein stated ("Bid Submission Deadline").

The Ministry of Finance and Economic Planning may, at its discretion, extend the Bid Submission deadline by issuing an amendment in which case all rights and obligations of the Ministry of Finance and Economic Planning and the Bidders previously subjected to the original deadline will thereafter be subject to the deadline as extended.

## 9. Bid Validity Period

Bids shall remain valid from the Bids Submission Deadline until the Sign off date of the Sale and Purchase agreement outlined in the **Annex 2 "Provisional Schedule"** or otherwise a bidder will receive a notice of her or his bid results and consider them irrevocable.

## 10. Successful Bidder and Notification of Award

The successful bidder will be the bidder with the highest score resulting from a combination of his or her technical bid score and financial bid score weighted at 70% and 30% respectively.

The Ministry of Finance and Economic Planning, based on the evaluation report from the transaction team will notify the Successful Bidder that they have been awarded the bid by email, with acknowledgment of receipt clearly indicating the date and time of receipt (the "Notification of Award").

The bidder ranked second will also be notified that they may, until the end of the validity period of their Bid, be declared the Successful Bidder in case of failure of the first selected Successful Bidder.

Concurrently with sending the Notification of Award, the Ministry of Finance and Economic Planning will inform the other bidders of the rejection of their Bids, indicating the reasons for the rejection and return their Bid Security.

Upon acknowledge receipt of the Notification of Award, the Successful Bidder will be notified on the next steps required to enter into due-diligence process in order to conclude the acquisition of GoR shares in Huye Feeds Limited.

### III. BIDS REQUIREMENTS

#### 1. Documents Comprising the Bid

Each Bidder shall submit the following documents (together the "Bid") as prescribed by these Instructions to Bidders:

**Legal Documents** in accordance with the requirements outlined under different forms: **Form A to F**;

**Technical Bid**, in accordance with the requirements outlined in the **Form G**; and

**Financial Bid**, in accordance with the requirements outlined in the **Form H**.

#### 2. Methods of Bid Submission

Bids must be submitted either by email or alternatively physical submission under the conditions detailed in the **Annex 1: "Bid Data Sheet Summary"**.

In case of physical submission Bidder must prepare three (3) separate and sealed inner envelopes containing all the documents required by this Bid Document as follows:

- (i) an envelope labeled "**Legal Documents**" containing all the documents constituting the Eligibility File in accordance with the table below.
- (ii) an envelope labeled "**Technical Bid**" containing all the documents containing all the documents constituting the Eligibility File in accordance with the table below.
- (iii) an envelope labeled "**Financial Bid**" containing all the documents constituting the Financial Offer in accordance the table below.

| Part           | Description   |
|----------------|---|
| <b>Part IV</b> | <b>Legal Documents</b> containing:                                    |
| <b>1</b>       | <b>Legal Eligibility Conditions</b> as required under Section 1 below |
| <b>2</b>       | <b>Bid Application</b> as required under Section 2 below              |
| <b>3</b>       | <b>Bid Security</b> as required under Section 3 below                 |

|                |   |
|----------------|---|
| <b>4</b>       | <b>Power of Attorney</b> as required under Section 4 below    |
| <b>5</b>       | <b>Consortium Agreement</b> as required under Section 5 below |
| <b>Part V</b>  | <b>Technical Bid</b> as required under Section V below        |
| <b>Part VI</b> | <b>Financial Bid</b> as required under Section VI below       |

## IV. LEGAL DOCUMENTS

Each Bidder shall provide the documents specified in Sections 1 to 5 below (the "**Legal Documents**") in the Legal Documents Envelope:

### 1. Legal Eligibility Conditions

To allow verification that the Bid meets the Legal Eligibility Conditions, the Bidder must provide the following required documents:

- **Tax clearance certificate** proving that the Bidder has made the necessary declarations for the establishment and payment of these duties, taxes, levies, contributions, fees or charges
- **A signed declaration on company letterheads** stating that:
  - o neither it, nor any Related Person and Envisaged Subcontractor, is in a state of liquidation, judicial reorganization, under a preventive composition procedure, ad hoc mandate or conciliation, or any other similar procedure
  - o neither it, nor any Related Person and Envisaged Subcontractor, has been found guilty of corruption, money laundering, terrorist financing, or offenses similar to these
- **Certificate of incorporation for all corporate shareholders** of the organization, with if applicable a complete organizational chart showing - or a text describing - its ownership structure up to the level of ultimate beneficial owners, with nominal identification of all legal entities or natural persons holding (at each level of the organization's structure), as ultimate beneficial owners with a list of shareholders and directors including address, nationality and copy of ID
- **Company registration including certified copies** of (i) its articles of association, (ii) the registration certificate concerning it in the Trade and Personal Property Credit Register (or any similar document in its jurisdiction of registration) and (iii) the non-bankruptcy certificate concerning it (or any similar document in its jurisdiction of registration)
- **Consolidated and audited financial statements** (including a consolidated balance sheet, income statement, cash flow statement, and accompanying notes) for the past 3 complete financial years duly certified by an independent certified public accountant or approved statutory auditor

## 2. Bid Application

Each Bidder shall provide, as part of its Bid, a Bid Application in the form attached hereto as **Form A "Bid Application"**, duly completed and signed by the Bidder.

## 3. Bid Security

Bidders' compliance with their Bids and the Bidding Documents shall be guaranteed by a letter of guarantee which shall conform to the **Form B "Bid Security"**. Any Bid not accompanied by an acceptable Bid Security shall be rejected by the Ministry as being non-responsive.

The Bid Security shall remain valid for a period of thirty (30) calendar days after the original Bid Validity Period, and thirty (30) calendar days beyond any extension subsequently requested (the "Bid Security Validity Period").

The Bid Securities of Bidders will be returned within a period of fifteen (15) calendar days after the signature of the Sale and Purchase Agreement with the Successful Bidder, unless expired earlier.

The Bid Security may be forfeited:

- if the Bidder withdraws its Bid during the Bid Validity Period;
- in the event the Successful Bidder, or any subsequent Bidder awarded with the Acquisition of shares in Huye Feeds Limited, fails in good faith to finalize and sign the Sale and e Purchase Agreement;

Each Bidder shall provide, as part of its Bid, a **Bid Security in the amount** equivalent to 5% of the his or her bid value.

The Bid Security shall be in the form of an independent, unconditional and irrevocable bank guarantee payable at first demand, issued by a recognized international bank or Rwandan bank acceptable to the Ministry of Finance. The Bid Security shall be submitted substantially in the form attached hereto as **Form B "Bid Security"**.

## 4. Power of Attorney

Each Bidder shall provide, as part of its Bid, a written power of attorney in the form attached hereto as **Form C "Power of Attorney"**, duly notarized, indicating that the person(s) signing the Bid has the authority to sign the Bid and to represent the Bidder in connection with the Bid and the Bidding Process.

## 5. Consortium Agreement

If the Bidder is a Consortium, a written commitment, in **Form D and Form E "Consortium Bidder Introduction" and "Individual Bidder Introduction"** respectively should be signed by the duly authorized representative of each Member of the Consortium, confirming:

- the commitment of each Member to the Consortium
- the designation of the Consortium's Representative
- irrevocable power for the Lead Member to represent the Consortium and bind all its members in connection with the Bidding Process, the Bid and the signing of Sale and Purchase Agreement.

## V. TECHNICAL BID

### 1. Technical Bid specifications

Each Bidder shall submit a technical bid the content of which is specified in **Form G "Technical Bid Evaluation"**

The Technical Bid must not contain any prices, price scales or tariff grids, or other references to a price, scale or tariff, or any other related indication regarding the acquisition price. Any Technical Bid containing such an indication will be rejected and the Bidder will be disqualified.

### 2. Content of Technical Bid

The technical bid should be submitted in the form of a structured layout presenting all the necessary information in a clear and organized manner including, at minimum, the required components: namely i) a business plan, ii) the answer to the following sections below iii) any other annexes additional appropriate documents

**Technical Expertise and Experience** - including but not limited to

- Bidder's relevant experience and existing skills in similar sector
- Understanding of the Rwandan animal feeds market conditions Track record of have successful run similar businesses
- Technical Competency detailing the company's proficiency in technologies, tools, or methodologies relevant to animal feeds processing
- Company's ability to develop or implement innovative solutions.

**Detailed operational plan**- including but not limited to

- Value and supply chain operations including raw material sourcing, product pipeline, capacity utilization, equipment maintenance, etc
- Production Processes with details on feed formulation for different types of animal feeds and processing technology in terms of mixing, grinding, pelleting, and packaging
- Forecast of production volumes and capacity utilization plan
- Quality assurance protocols including at minimum quality control processes and standards, inspection and testing protocols and procedures for handling defects and non-conformance.
- Details on investor's plant management strategy, operational efficiency and reporting systems

**Marketing & Sales Strategy-** including but not limited to:

- Marketing Approach: defining the company's brand position and unique value proposition, outlining specific marketing tactics and establish key metrics to evaluate marketing effectiveness
- Sales Plan: detailing the sales process, available channels, describing methods for lead generation and successful deal closure
- Pricing Model: explaining the company's pricing strategy and comparing with contrast versus competition

**Human resource plan** - including but not limited to:

- Suggested organization structure with associated headcounts
- Qualifications of key personnel with CVs of proposed senior managers and directors for adequate staffing levels and expertise
- List and profile of board members if applicable

**Financial stability and resources** – including but not limited to:

- Proven ability to secure necessary funding or credit with letter of recommendation from primary bank
- Liquidity position with specified amount of readily accessible funds, detail liquid assets available for investment, and intended investment timeframe
- Investment Background: describing previous investment types and their scale, outlining the investor's approach to investments, indicating the level of risk tolerance

**Investment detailed plan** – including but not limited to:

- Annual turnover projections and details of working capital in the first five (5) first years of operations
- Suggested factory expansion strategy and projected capacity increment

- Product Development Plan with details on investments in Research & Development to develop new feed formulations, improve existing products, and stay ahead of industry trends
- Proposed improvements, innovations, modernization Innovation and value-added propositions to be integrated in the existing plant
- Capital expenditure amounts to be injected for the first five (5) years

**Environmental and corporate social responsibility** – including but not limited to:

- Clear strategy of working relationship with neighborhood and providing support to communities
- Quality assurance including meeting international safety and quality standards
- Environmental sustainability practices and waste management initiatives
- 

## **VI. FINANCIAL BID**

### **1. Content of Financial Bid**

The Financial Bid must clearly indicate the acquisition price being offered by the Bidder for the acquisition of Huye Feeds Ltd. Each Bidder shall submit its financial offer to acquire Huye Feeds Limited via the process outlined in **Annex 1** by using the “**Financial Bid**” in **Form H**

### **2. Financial Bid reserve price**

The financial bid will be evaluated against the GoR reserve price. The successful financial bid will be the one providing a financial offer equal or above the GoR reserve price.

The reserve price is the minimum purchase price under which GoR will not sell Huye Feeds Ltd.

The determination of the minimum purchase price is at GoR sole discretion.

### **3. Currency of the Financial Bid**

The Financial Offer must be prepared in **RWF**. Any value in the Financial Offer must be written in both words and figures

## FORM A - BID APPLICATION

Date: \_\_\_\_\_

**Re:** Proposal to acquire Huye Feeds Limited

**To:** Hon. Minister of State in charge of Resource Mobilization and Public Investments,  
Ministry of Finance and Economic Planning

Dear Sir/Madam

Having carefully examined the Bidding Documents, including the Annexes, the receipt of which is hereby acknowledged, we, the undersigned, hereby Bid in our Bid to acquire aforementioned state-owned company, in accordance with the Bidding Documents.

We agree to abide by this Bid, which consists of the Legal Documents, the Technical Bid and the Financial Bid (each as defined in the Bidding Documents), which will remain valid during the entire Bid Validity Period as set forth in the Bidding Documents, and it shall remain binding upon us and may be accepted by you at any time before the expiration of that period.

If our Bid is accepted, we undertake to finalize in good faith and execute the Sale and Purchase Agreement without any reservation or limitation, in conformity with the Bidding Documents, as soon as possible after the Notification of Award.

Until a formal Sale and Purchase Agreement is prepared and executed between us, our Bid, together with your written acceptance thereof and your Notification of Award, shall constitute a binding contract between us.

We understand that you are not bound to accept any Bid you may receive.

We acknowledge and agree that the Ministry will not be responsible for any errors or omissions on our part in preparing this Bid, and we hereby irrevocably undertake to indemnify the Ministry fully in connection therewith.

We are responsible for any and all costs, expenses and losses incurred in the preparation and submission of our Bid.

The Government of the Republic of Rwanda shall not compensate us for any such costs, expenses or losses regardless of the outcome of the Bidding Process.

*[signature]*

In the capacity of \_\_\_\_\_ *[position]*

Authorized to sign this Bid Application for \_\_\_\_\_ *[name of Bidder]*

## FORM B - BID SECURITY

### LETTER OF GUARANTEE

WHEREAS, **[name of Bidder]** (hereinafter called the "**Bidder**") has submitted its bid (hereinafter called the "**Bid**") dated **[date]** for the acquisition of Huye Feeds Limited, in accordance with the provisions of the Instructions to Bidders.

KNOW ALL PEOPLE by these presents that we **[name of Bank]** of **[name of country]** having our registered office at **[address]** (hereinafter called the "**Bank**") hereby unconditionally and irrevocably undertake to pay the Government of Rwanda represented by the Ministry of Finance and Economic Planning ("the Ministry") the sum of **[insert the amount of the Bid Security]** in **[currency]**, in accordance with the following terms:

We shall pay the Ministry the due amount within fifteen (15) days from receipt of an official written request by the Ministry and irrespective of any objection by the Bidder or any other party such amount or amounts as the Ministry may demand not exceeding in the aggregate the above mentioned amount, namely **[insert the amount of the Bid Security]**, by transfer to the Ministry's account at any bank in the Republic of Rwanda or in any other manner acceptable to the Ministry.

All payments made based on the Ministry's demand shall be free and clear of, and without any present or future deduction for payment of, any taxes, levies, duties, charges, fees, deductions or withholdings of any nature whatsoever and by whomsoever imposed. The undertakings contained in this guarantee constitute direct and fundamental obligations of the Bank and are unconditional and irrevocable. We shall not be excused from any or all of these obligations for any reason or reasons of whatever nature or source or any omission, act or proceeding by the Ministry or by a third party which would excuse or discharge us from the obligations and liabilities stated in this guarantee.

This guarantee will remain in full force up to and including **[insert the calendar date which shall be seven (7) months after the Bid Submission Deadline]**. This guarantee shall be governed by and construed in accordance with the laws, regulations, decisions, rules and instructions of the Republic of Rwanda and any dispute with respect to this guarantee shall be resolved exclusively by the competent authorities in the Republic of Rwanda and according to Rwandan Law.

The Bank

Authorized signatories

**FORM C - POWER OF ATTORNEY**

On this [**day**] day of [**month and year**]

Before me, the Notary in this office [**name of Notary/office**]

The undersigned:

Mr. /Ms. [**name of legal/authorized representative**]

Duly authorized, in his/her capacity as [**capacity**] of [**name of Prospective Bidder/Consortium Member**]

Nationality: [.....]

Holder of Passport or ID no. [.....] issued by [.....] dated [.....]

Residing at [.....]

hereafter the **Grantor**,

Hereby:

1. appoints Mr./Ms. [**name of representative**] in his capacity as \_\_\_\_\_ of [**name of Prospective Bidder/ Lead Member**] (hereafter the "**Attorney**"), to:
  - (a) Execute under hand, or under seal, and deliver to the competent authorities all the documents listed in paragraph (d) below;
  - (b) Deliver and receive any document or instrument in relation to the following documents listed in paragraph (d) below; and
  - (c) Do all things necessary and incidental in respect of the matters set out herein including to do, execute and perform any other deed or act ought to be done executed or performed to perfect or otherwise give effect to the documents listed in paragraph (d) below;
  - (d) the documents concerned by this power of attorney being the following:

ALL DOCUMENTS IN RESPECT OF THE BIDDING PROCESS FOR THE ACQUISITION OF HUYE FEEDS LIMITED, AS MORE FULLY DESCRIBED IN THE INSTRUCTIONS TO BIDDERS DATED [.....] AND INCLUDING WITHOUT LIMITATION THE BID FOR THE AFORESAID ACQUISITION OF GOR-OWNED COMPANY, AND CLARIFICATIONS AND OTHER COMMUNICATIONS WITH THE COMPETENT AUTHORITIES OF RWANDA IN

RESPECT OF THE BID FOR THE AFORESAID ACQUISITION OF GOR-SHARES IN THE COMPANY.

2. authorizes the Attorney to appoint others for all or part of the powers delegated by the present

Power of Attorney.

IN WITNESS WHEREOF the Grantor has executed this Power of Attorney **[under seal]** on the date set out above.

***[SEAL]***

***[Signature]***

**[Name / Title of Grantor representative]**

**FORM D: CONSORTIUM BIDDER INTRODUCTION FORM**

DATE \_\_\_\_\_

|   |
|---|
| Name of the Consortium: _____   |
| Company Names and Legal Forms of the Members-<br>-<br>-   |
| Share Capital and Registered Office of the Members:<br>-<br>-<br>-  |
| Corporate Purpose of the Members-<br>-<br>-   |
| Information on the duly authorized representative of the Consortium<br>Consortium Representative<br>Name: _____<br>Address: _____<br>Telephone/Fax: _____<br>Email Address: : _____ |

Name: \_\_\_\_\_

As the duly authorized Representative of [name of the Bidder]

Signature \_\_\_\_\_

Dated this \_\_\_\_\_ day of [Insert date of signing]

[Note: other information to be added if necessary]

**FORM E: INDIVIDUAL BIDDER INTRODUCTION FORM**

DATE \_\_\_\_\_

|  |
|--|
| Company Name: _____  |
| Legal Form: _____  |
| Share Capital: _____   |
| Registered Office Address: _____   |
| Corporate Purpose: _   |
| Country of Registration in the Trade and Companies Register: _____   |
| Registration Number and Year in the Trade and Companies Register: _____  |
| Information on the Bidder's Duly Authorized Representative:<br>Name: _____<br>Address: _____<br>Telephone/Fax: _____<br>Email Address: _____ |

Name: \_\_\_\_\_

As the duly authorized Representative of [name of the Bidder]

Signature \_\_\_\_\_

Dated this \_\_\_\_\_ day of [Insert date of signing]

[Note: other information to be added if necessary]

## FORM F: CONFIDENTIALITY UNDERTAKING FORM

### RELATING TO THE ACQUISITION OF SHARES IN HUYE FEEDS LIMITED

#### WHEREAS:

(A) On [*insert the date of the Invitation for Bids*], the Government of the Republic of Rwanda, represented by the Ministry of Finance and Economic Plan (the "**Ministry**") issued invitation to submit bid (the "**Invitation for Bids**") in respect of the acquisition of Huye Feeds Limited (the "**acquisition of GoR-Owned shares in the Company**").

(B) In connection with the transaction contemplated by the Invitation for Bids, the bidder (the "**Bidder**") has requested and received information regarding the Acquisition of Huye Feeds Limited, including, but not limited to, technical and financial data of Huye Feeds Limited (all such information being referred to as "**Confidential Information**").

(C) In consideration of provision of the Confidential Information by the Ministry, the Bidder undertakes to keep it strictly confidential.

#### NOW, THEREFORE, THIS UNDERTAKING WITNESSES AS FOLLOWS:

The Bidder hereby agrees and warrants that, as from the date of this Confidentiality Undertaking for a period of five (5) years thereafter, to the extent it receives Confidential Information, the Bidder and its affiliates, controlling and related persons and agents (collectively, the "**Recipient**") shall:

- (a) keep and maintain the Confidential Information strictly confidential;
- (b) disclose such Confidential Information (if at all) only to its controlling persons, its attorneys and professional advisors, and to such employees who have a reasonable need to know such Confidential Information (subject in each case to such person's agreement to make no further disclosure), or as may be required by law;
- (c) use such Confidential Information solely for the purpose of determining whether to enter into the transaction contemplated hereby, and shall not use the Confidential Information for any other purpose or transaction; and
- (d) in the event of its abandonment of the transaction contemplated by the Invitation for Bids, promptly destroy or delete all such Confidential Information from its record keeping (and all copies thereof).

2. The Recipient agrees to take all reasonable measures to protect the Confidential Information from unauthorized disclosure or use. In protecting the Confidential Information, the Recipient will take any and all precautions necessary to ensure that the Confidential Information is treated in at least the same manner and with the same degree of care as the Recipient applies with respect to its own confidential information.

3. The Ministry makes no representations or warranties, express nor implied, as to the Confidential Information, including, without limitation, any representation or warranty relating to its accuracy or completeness, and shall have no liability to any Recipient resulting from the use of any Confidential Information by the Recipient. This Confidentiality Undertaking does not obligate the Bidder to enter into the transaction contemplated by the Invitation for Bids.

4. This Confidentiality Undertaking shall be binding upon the Bidder, its representatives, successors and assigns, and shall inure to the benefit of and be enforceable by the Ministry and its representatives, successors and assigns. The Bidder agrees that its signature to this Confidentiality Undertaking delivered by e-mail shall be valid and binding with the same effect as if it were an original signature.

5. This Agreement shall be governed by and construed in accordance with the laws of the Republic of Rwanda and the courts of Rwanda shall have the exclusive jurisdiction with respect of the Confidentiality Undertaking.

IN WITNESS WHEREOF, the Bidder has caused this Confidentiality Undertaking to be executed by its duly authorized representative as of [*insert date*].

**THE BIDDER**, represented by:

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*[insert name of representative]*

## FORM G: TECHNICAL BID EVALUATION FORM

The Technical Bid shall be checked for completeness against the list of requirements to be submitted as set out in Annex 5 (Content of Technical Bid). Where omissions are noted the Evaluation Committee at its discretion, ask any Bidder for clarification on its Technical Bid. Bids which are not substantially complete may be rejected and not evaluated for compliance.

The Technical Bid will be examined on a scale of 0 to 100 to determine whether or not they meet each of the "requirements of the content of the business plan " as set out below:

| <b>Criteria</b>   | <b>Score</b> |
|---|--------------|
| <p><b>Technical Expertise and Experience</b> - including but not limited to</p> <ul style="list-style-type: none"> <li>• Bidder’s relevant experience and existing skills in similar sector</li> <li>• Technical Competency detailing the company’s proficiency in technologies, tools, or methodologies relevant to animal feeds processing</li> <li>• Company’s ability to develop or implement innovative solutions.</li> <li>• Understanding of the Rwandan animal feeds market conditions Track record of have successful run similar businesses</li> </ul>  | <b>20</b>    |
| <p><b>Detailed operational project execution plan-</b> including but not limited to</p> <ul style="list-style-type: none"> <li>• Value and supply chain operations including raw material sourcing, product pipeline, capacity utilization, equipment maintenance, etc</li> <li>• Production Processes with details on feed formulation for different types of animal feeds and processing technology in terms of mixing, grinding, pelleting, and packaging</li> <li>• Forecast of production volumes and capacity utilization plan</li> <li>• Quality assurance protocols including at minimum quality control processes and standards, inspection and testing protocols and procedures for handling defects and non-conformance.</li> <li>• Details on investor’s plant management strategy, operational efficiency and reporting systems</li> </ul> | <b>10</b>    |
| <p><b>Marketing &amp; Sales Strategy-</b> including but not limited to:</p> <ul style="list-style-type: none"> <li>• Marketing Approach: defining the company's brand position and unique value proposition, outlining specific marketing tactics and establish key metrics to evaluate marketing effectiveness</li> <li>• Sales Plan: detailing the sales process, available channels, describing methods for lead generation and successful deal closure</li> </ul>   | <b>10</b>    |

| <b>Criteria</b>  | <b>Score</b> |
|--|--------------|
| <ul style="list-style-type: none"> <li>Pricing Model: explaining the company's pricing strategy and comparing with contrast versus competition</li> </ul>  |              |
| <p><b>Human resource plan</b> - including but not limited to:</p> <ul style="list-style-type: none"> <li>Suggested organization structure with associated headcounts</li> <li>Qualifications of key personnel with CVs of proposed senior managers and directors for adequate staffing levels and expertise</li> <li>List and profile of board members if applicable</li> </ul>  | <b>10</b>    |
| <p><b>Financial stability and resources</b>– including but not limited to:</p> <ul style="list-style-type: none"> <li>Proven ability to secure necessary funding or credit with letter of recommendation from primary bank</li> <li>Liquidity position with specified amount of readily accessible funds, detail liquid assets available for investment, and intended investment timeframe</li> <li>Investment Background: describing previous investment types and their scale, outlining the investor's approach to investments, indicating the level of risk tolerance</li> </ul>   | <b>20</b>    |
| <p><b>Investment detailed plan</b> – including but not limited to:</p> <ul style="list-style-type: none"> <li>Annual turnover requirements and details of working capital to be invested in the first five (5) years of operations</li> <li>Suggested factory expansion strategy and projected capacity increment</li> <li>Product Development Plan with details on investments in Research &amp; Development to develop new feed formulations, improve existing products, and stay ahead of industry trends</li> <li>Proposed improvements, innovations, modernization Innovation and value-added propositions to be integrated in the existing plant</li> <li>Capital expenditure amounts to be injected for the first five (5) years</li> </ul> | <b>20</b>    |
| <p><b>Environmental and corporate social responsibility – including but not limited to:</b></p> <ul style="list-style-type: none"> <li>Clear strategy of working relationship with neighborhood and providing support to communities</li> <li>Quality assurance including meeting international safety and quality standards</li> <li>Environmental sustainability practices and waste management initiatives</li> </ul>   | <b>10</b>    |
| <b>Total</b>   | <b>100</b>   |

**N.B:** The Bidder will be said to have passed the technical qualification if the Bidder scores at least seventy percent (70%).

**FORM H: FINANCIAL BID FORM**

Date: \_\_\_\_\_

**Re:** Proposal to acquire Huye Feeds Limited

**To:** Minister of State for Resource Mobilization and Public Investments -Ministry of Finance and Economic Planning

Sir/Madam,

Having carefully examined the Bidding Documents, including the Annexes, the receipt of which is hereby acknowledged, we, the undersigned, hereby offer.....**Rwandan Francs (RWF)** as our purchase price for Huye Feeds Limited

Yours Sincerely,

*[signature]*

In the capacity of \_\_\_\_\_*[position]*

Authorized to sign this Bid for \_\_\_\_\_*[name of Bidder]*

## ANNEX 1: BID DATA SHEET SUMMARY

The following Bid-specific data shall supplement the provisions in Instructions to Bidders.

|          |   |   |
|----------|---|---|
| <b>1</b> | <b>Company Name</b>   | HUYE FEEDS LIMITED  |
| <b>2</b> | <b>Government of Rwanda Representative in the Bid</b>               | Ministry of Finance and Economic Planning   |
| <b>3</b> | <b>Address for Submission of Bids</b>                               | Privatization Department<br>1 <sup>st</sup> Floor<br>Ministry of Finance and Economic Planning<br>12 KN 3 Ave, Kigali<br>Kigali, Rwanda   |
| <b>4</b> | <b>Format and Email for submission questions and clarifications</b> | Send email to <a href="mailto:privatization@minecofin.gov.rw">privatization@minecofin.gov.rw</a> using the provided form in <b>Annex 4</b> to ask any questions or clarifications   |
| <b>5</b> | <b>Language of Bids</b>   | English   |
| <b>6</b> | <b>Number of Copies of Bids</b>                                     | A copy of the bid to be sent via <a href="mailto:privatization@minecofin.gov.rw">privatization@minecofin.gov.rw</a><br>Submit to MINECOFIN office well printed copies of the bid required documents in 3 sealed envelopes addressed to the Minister of State in charge of Resource Mobilization and Public Investments. |
| <b>7</b> | <b>Bid Submission Deadline</b>                                      | October 28th before 3:00pm Kigali Time  |
| <b>8</b> | <b>Bid Validity Period</b>  | Bids shall remain valid from the Bids Submission Deadline until the sign off date of the sale and purchase agreement outlined in <b>annex 2-Provision Schedule</b> or otherwise a bidder will receive a notice of her or his bid results and consider them irrevocable.   |
| <b>9</b> | <b>Place and Time of Bids Opening</b>                               | MINECOFIN, October 28th at 4:00pm   |

## ANNEX 2: PROVISIONAL SCHEDULE

The Provisional Schedule outlines the key dates and activities in the bidding process to be followed.

| Activity  | Target Date                                     |
|---|---|
| <b>Publication of the Invitation for Bids</b>   | September 14th 2024                             |
| Organization of Kick-off Conference Calls   | September 23rd – 27th                           |
| Organization of Site Visits   | September 30th – October 4th                    |
| Request for additional data room documents  | October 9th                                     |
| <b>Clarification and documents requests<br/>Submission Deadline</b>                                     | October 16th                                    |
| Deadline for Communication of additional data room documents or any responses to Clarification Requests | October 18th                                    |
| <b>Bids Submission Deadline</b>   | October 28th before 3:00pm                      |
| Bids opening  | October 28th at 4:00pm                          |
| Bid evaluation (Legal, Technical and Financial)   | October 29 <sup>th</sup> – 06 <sup>th</sup> Nov |
| <b>Announcement of Preferred Bidder</b>   | November 8th                                    |
| Negotiation phase, contract drafting  | November 11th – 18 <sup>th</sup> December       |
| <b>Sign off date of the sale and purchase agreement</b>   | December 20 <sup>th</sup> <sup>3</sup>          |

The MINISTRY OF FINANCE AND ECONOMIC PLANNING may, at its sole discretion and without prior notice to the Bidders, modify the Provisional Schedule. The MINISTRY OF FINANCE AND ECONOMIC PLANNING shall not be held liable in any way for exceeding the deadlines specified in the Provisional Schedule. The MINISTRY OF FINANCE AND ECONOMIC PLANNING will inform the Bidders of any changes by means of an amendment.

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<sup>3</sup> Objective of the sign off date of the sale and purchase agreement

### ANNEX 3: CONTENT OF BID

A Bid shall contain all the following documents, presented in three (3) parts in three (3) separate envelopes as follows:

| <b>Part</b>    | <b>Description</b>  |
|----------------|---|
| <b>Part IV</b> | <b>Legal Documents</b> containing:                              |
| <b>1</b>       | <b>Legal Eligibility Conditions</b> as required under Section 1 |
| <b>2</b>       | <b>Bid Application</b> as required under Section 2              |
| <b>3</b>       | <b>Bid Security</b> as required under Section 3                 |
| <b>4</b>       | <b>Power of Attorney</b> as required under Section 4            |
| <b>5</b>       | <b>Consortium Agreement</b> as required under Section 5         |
| <b>Part V</b>  | <b>Technical Bid</b> as required under Part V                   |
| <b>Part VI</b> | <b>Financial Bid</b> as required under Part VI                  |

## ANNEX 4: MODEL FOR CLARIFICATIONS REQUEST

This template is for organizing and submitting questions by candidates to The Ministry of Finance and Economic Planning or requests for clarification.

It's divided into sections for different types of questions (legal/institutional, technical, commercial/financial, and other), with space for specifying the relevant document and page number. There's also a section for requesting additional documents to be added to a Data Room, categorized by type.

For the attention of The Ministry of Finance and Economic Planning

Date: .....  
 Last Name: .....  
 First Name: .....  
 Candidate: .....

Required information or request for explanations: in [Word / MS Excel] format only (PDFs will NOT be accepted)

|  |   | Page in<br>the<br>document |
|--|---|----------------------------|
| <b>Candidate Questions</b>   |   |                            |
| A  | Clarifications on required documents for the Technical and Commercial Offer Bid Regulations |                            |
| B  | Technical questions   |                            |
| C  | Commercial and Financial questions  |                            |
| D  | Other questions   |                            |
| <b>Request for additional documents to be added to the Data Room</b> |   |                            |
| 1  | Legal / institutional documents   |                            |
| 2  | Technical documents   |                            |
| 3  | Others  |                            |