

Sub: Invitation For Investment Opportunities

The Ministry of Industry and Minerals / Republic of Iraq has the pleasure to announce several Investment Opportunities to rehabilitate and modernize its selected factories in different industrial sectors.

Specialized International Companies, Businessmen, and Financers are invited to participate in these Opportunities that may achieve economic feasibility and create rapid positive revenues.

The concept is that the investor and his supporting team shall rehabilitate and manage the plant on his account against a share of production achieved for a negotiated period of time.

The strength points of these opportunities are:-

- 1- High local demand of the products.
- 2- Availability of trained and experienced manpower.
- 3- Availability of local raw materials.
- 4- Adequate investment legislations and favorable terms for agreement.
- 5- Fast return on investment.

The Ministry expresses its willingness to assist you with all the necessary clarification as well as facilitating necessary visits to the factories (if required).

You are kindly requested to submit your offers within the indicated validity (Tuesday, June 5,2007) :-

Contact Details

Tel: 00964 1 8162006 Ext. 3127 , 3122

E-mail :invest@industry.gov.iq

Mobile: 00964 7901 371 867

Address: Ministry of Industry / Investment Department .

Nidhal Street

Baghdad – Iraq

Republic of Iraq
Ministry of industry & Minerals
Investment Department



Investment File

For Rehabilitation of

Al-Qaim Cement Plant

Anbar Governorate

Jan/2007

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Part I
INVESTMENT OPPORTUNITY
Rehabilitation of AL-Qa'im Cement Plant
Iraq Cement State Company

Invitation:

The Ministry of Industry and Minerals (MIM) / Investment Department invites Investors and international Competent Companies to invest in rehabilitation of AL-Qa'im Cement Plant at AL-Anbar Governorate – North West of Iraq, about 410 KM from Baghdad City. That is to finance and implement the activities to rehabilitate the plant in accordance with modern Cement Industry technology, Manage and, operate the plant at the investor account against share of product achieved.

History of the plant

The plant is one of the Cement plants operated by the Iraqi Cement state company (totally owned by the State) . It was implemented by the Romanian firm (uzen export- import) the plant was operated by the Indian Firm C.C.A for the period beginning 1989.

The plant is based on dry process the product is Sulpher- resisting Cement at a designed capacity of 960 000 ton clinker/year(1000 000 ton Cement/year) consists of one line.

However the plant due to technical reasons, did not achieve the design capacity.

The project advantages

The Strength point of the project is:-

- 1- The plant is located at an area of abundance raw material needed for Cement Industry, huge limestone and Gypsum reserve is available there.
- 2- AL-Anbar Governorate where the plant is located has a long history in Cement Industry with a rather low cost labour of good experience in different levels .
- 3- Availability of filling Station in Bags and loose to enable transportation by train to other Governorates in Iraq.
- 4- The growing demand on Cement to meet the requirements of the reconstruction plans in Iraq.

Concept and Evaluation Criteria:

The evaluation criteria for selecting the investor shall be :-

- 1- The share of MIM as a percentage of production offered by the Investor.
- 2- The scope of Rehabilitation work .
- 3- Obligation of the Investor to install a 35 MW power generation Unit(s).
- 4- Obligation of the Investor to keep the existing workforce of the plant, paying their salaries, allowances & incentive according to the increase in production.
- 5- The period planned to implement the rehabilitation activities to conclude the targeted production Capacity of the plant.
- 6- Period of sharing product for the investment Agreement.
- 7- Maximum production Capacity undertaken to be fulfilled by the investor.
- 8- The Investor Financial Capability to fulfill his under-taking to rehabilitate the plant supported by :-
 - Financial statements for the last three years.
 - Supporting letter from Banks and Financial houses show the Investor Financial capabilities.
 - Documents on the Financial Capabilities of the investor partners or the Supporting parties.
 - Documents on Financial facilities that Banks may grant to the investor.
- 9- The technical and managerial capacity of the investor and his Supporting partners to achieve the rehabilitation works (Engineering Companies , Vendors, Site work Contractors) , Operate and manage the plant after completion of rehabilitation. Organizational structure of the Investor/group of Investors to be provided .
- 10-Similar experience of the Investor and his supporting companies in similar works with documented reference.

The Investor Obligations:

First: It is important approach to the interested investor– before and after purchasing the investment file to visit the plant to have detail information on site condition, the prevailing conditions of the plant, look at any necessary drawings, and present any request for clarification and questions to the specialized team at the address mentioned below. According to detail investigation, in addition to the information included in the file and general conditions, the investor may Submit

the investment proposal presenting detail suggested rehabilitation works, expected investment amount, rehabilitation duration, rehabilitation procedures, intermediate & final targeted production capacities, investment package agreement period, percentage of share product, philosophy and detail procedure for managing & operating the factory before and after completion of rehabilitation activities until the end & of investment agreement.

2nd: The investor should consider the following according to the investment file conditions:

- 1- The investment package should assure the installation of Electric generation unit with a capacity capable to operate all factory units, buildings utilities.
- 2- It is preferable for the interested investors to arrange seminar for the project team (of the project) and the related staff, to show his qualification experience and points of view for the Rehabilitation approach.
- 3- The investment package should include confirmation to keep & getting use of the available factory staff and assure the payment of their salaries & incentives.
- 4- The Rehabilitation package should be fulfilled on all factory units utilities & Quarry units.

Measures

1. The Interested company might send its authorized representative to:

A: The Ministry of Industry & Minerals (MIM)/ Investment Dept.

Or B: The Iraqi Cement State Company,

to purchase the investment file against the amount 250 USD (only two hundred & fifty USD) or equivalent in Iraqi Dinar. starting on (15/4/2007).

2. Iraqi Qualified team will consider & study the Investment offers in order to select the best.
3. After finalization of contractual detail negotiations with the winner investor, the investment agreement contract will be signed.
4. The Investment Package to be submitted to the Ministry of Industry & Minerals/ on or before 5/6/2007.
- 5- Please contact the following address for any information or clarifications:-

Ministry of Industry & Minerals/ Investment Department.

Baghdad /IRAQ

Tel : 00964 18162006/ Ext : 3127, 3122

Mobile:00964 7901371867

E.mail: invest@industry.gov.iq

II- General Conditions:

(For plants rehabilitation agreement)

1- Scope of rehabilitation works:

The "contracting party" shall undertake, according to the Agreement, to rehabilitate and develop all production lines, facilities, and production vehicles, in a manner to guarantee achieving the targeted capacity in a certain period. He may reach the targeted capacity in stages. The "contracting party" shall in his proposal, specify the target capacity of each stage according to his action plan.

2- The Agreement concept:

The core concept of the "investment Agreement" is that the "contracting party" shall perform all rehabilitation works in accordance with the terms of the investment file, and to undertake management and operation of the plant through out the period of rehabilitation and afterwards, at the agreed upon capacity, including supply and transport of raw material, operational and auxiliary materials, cost of water, fuel, electricity etc, additionally to pay the salaries and allowances of plant employees working at the state company during the rehabilitation period, and afterwards, all at his own expense against having a share of the production.

3- Action plan:

The "contracting party" shall submit, in two months from signing the "Agreement" a detailed action plan and a detailed time schedule on the implementation of the rehabilitation works, taking into consideration stoppage of production units, for necessity only, for limited time in order to keep the continuity of production as much as possible through the rehabilitation period.

4- Maximum use of Employee during rehabilitation:

The "contracting party" shall, within two months from signing the Agreement, in coordination with the plant management, submit a plan on maximum utilization of the plant Employee in the rehabilitation works which he performs or in other projects he may establish in Iraq.

5- Penalty on non-achieving production Guaranteed capacities:

A: the contracting party undertake to supply the Ministry of industry /state company with its share of the targeted capacities, regardless of achieving or not that targeted capacity given in the data form enclosed (production capacities of the plant).

B: In case the contracting party did not achieve the guaranteed/stage capacities on the date specified in the Agreement, he shall be liable to supply the Ministry, as a penalty (in addition to A above), with quantity of cement of 2% of the weekly targeted stage production capacity on each week of delay in achieving the capacity on time specified in the data form enclosed in the investment file concerning the stage capacities and its timing; The quantity is to be supplied monthly.

C: The Penalty in (B) above shall continue for (eight) weeks only, starting from the contractual date for achieving that stage capacity. The contracting party shall be considered failed to complete the work if he couldn't achieve the contractual target capacity at the expiry of the above mentioned period.

In case the contracting party succeed in achieving the target capacity within this (grace) period, this period shall not be a reason or part of request to extend the timing of the succeeding target capacities. These dates should be kept and respected as given in the Agreement.

D: Incase the contracting party failed to achieve the FINAL target capacity (at the end of the rehabilitation period), at a shortage not more than 10% of the targeted FINAL capacity, he shall be liable to supply- as a Penalty- a quantity of cement amounting to one ton of cement for each one ton shortage.

In case this shortage is more than the percentage above, the contracting party should take, within six month, any necessary measures to rectify the situation to reach the contractual target

capacity on his account. The contracting party during this period (of six month) shall continue to supply the Ministry with the quantity of cement mentioned above.

In case the contracting party fail at the end of this period to achieve the target production capacity, he shall be considered completely failed to fulfill his contractual obligations and the Agreement shall be considered terminated without any right to the contracting party to claim for any compensation on actual cost or expenses he has borne for his activities of this "Agreement"

6- Insurance:

The "contracting party" shall be obliged after signing the "investment Agreement" to get an "All risk insurance" policy for the plant and to insure all plant personnel against work accidents and risks.

7- Abide to labor laws:

The "contracting party" shall abide to all labor laws and the Iraqi instruction safety rules.

8- Letter of Guarantee:

The "contracting party" shall, on signing the "Agreement" submit an unconditional letter of Guarantee issued by a recognized Bank of an amount of (300) Million Iraqi Dinar, valid for one year, to be raised by another (300) Million each three months until it reaches (3) Billion Iraqi Dinar in 2.5 years. The LETTER OF Guarantee shall be released after the expiry of the "Agreement" and hand - over the plant.

The Ministry shall have the right to-without court warning or judgment-confiscate the amount of the letter of guarantee in case of regress or failure of fulfillment of the contracting party obligations.

9- Electricity Generation unit:

The "contracting party" shall undertake to supply and install an Electricity generation units of a capacity sufficient to meet plant and services requirement of electric power at full production capacity either in one or two stages. The contracting party shall under- take to

supply at least 17 M.W generation capacity within a period not more than (9) months from the date of the agreement and to supply full generation capacity within 18 months from the date of agreement. Failure to meet the requirement of this clause shall be subjected to the terms of clause (8).

10- Plant Management:

The "contracting party" shall present in his investment proposal his suggestions on the way he intend to manage the plant, technically and administratively to insure the smooth operation at the best performance to achieve the agreed upon production capacity in a continuous smooth way during the period of rehabilitation and afterwards.

11- Property of executed rehabilitation works:

All supplied and executed works of rehabilitation in accordance with the investment Agreement, shall remain the property of the Ministry of Industry and Minerals, including the technical equipment and vehicles of the quarry. This does not include personal materials used by the staff of the "contracting party" personnel, for which he can re-export after listing quantity and type.

12- Continuous Maintenance during Agreement period:

The contracting party, after completion of rehabilitation works shall continue to achieve agreed upon capacity by performing continuous necessary maintenance during the "Agreement" period and undertake to handover the plant on the expiry of the Agreement period in good technical condition able to produce at the rate of production rate agreed upon.

13- Letting of Agreement:

The "contracting party" shall not be allowed to letting the whole Agreement or part of it to a third party without a written approval of the Ministry of Industry & Minerals.

14- Materials used in rehabilitation:

All materials, equipment, machines and their parts to be used for rehabilitation should be Brand new, reliable and genuine.

15- Monthly Report:

The "contracting party" shall submit a monthly report to the Ministry of industry and Minerals/ technical committee, showing the progress of rehabilitation works and disuses the report to facilitate any obstacles he may meet.

16- Exemption of custom duties:

All equipment, materials, apparatus and their parts imported by the contracting party for the purpose of rehabilitation works which shall be part of permanent work and certified by the Ministry/ state company shall be exempted from custom duties. The contracting party may ask for other exemptions and privileges in accordance with prevailing laws, in his proposal.

17- Inventory material at plant stores:

All inventory materials owned by the state company should be listed and priced by the Ministry / state company. The contracting party have the option to buy all or part of these materials in case he needs them for the rehabilitation work.

18- Quarry license:

The Ministry under-takes to transfer the quarry license of the lime stone to the name of the contracting party in accordance with Minerals Investment law No 91 year 1988. The contracting party should abide to the State Company of Geological, Survey and Mining, regulations and instructions concerning work at quarries and plan of extraction.

The contracting party may agree with other suppliers of raw materials as he find it suitable.

19- Explosives:

In case the contracting party use explosives in his work at the quarry, he shall be responsible to abide to the prevailing regulations and rules of the relevant authorities.

20- Guard:

In due time, the contracting party shall coordinate with the state company management to organize the guard and security of the plant and the quarry in such a way that the security and safety inside the plant lay on the contracting party responsibility, and out side the plant on the relevant Governmental authorities responsibility.

21- Laws and regulation:

The contracting party shall abide with terms of prevailing Iraqi laws and regulations when performing his obligations of the "Agreement" with out jeopardize to his privileges of the "Agreement".

22- Agreement period:

The contracting party, in his proposal, shall specify the minimum Agreement period he find it necessary. At the end of this period the Agreement shall be ended unless the two parties agree on extension.

23- Entry/ exit visa and Residence permits:

The Ministry/ state company shall support the contracting party to obtain Entry/ Exit visa and Residence permits for his Employees according to prevailing Rules and Regulations.

24- Force Majors:

The "Agreement" shall contain "Force Major" clause and the rights and obligations of each party. The prevailing condition at the time of signing the Agreement is not considered a force major case.

25- Dispute settlement:

The disputes between the parties shall be settled amicably. In case of failure to reach an amicable settlement the parties may apply the Arbitration procedures of the prevailing laws in Iraq.

The Iraqi courts, only, shall have the jurisdiction to look in disputes.

26- Care of works:

The contracting party, through out his work in rehabilitation and development shall take due care of the plant machines, equipment and facilities...etc., paying utmost care to the safety during the rehabilitation and the Agreement period in addition to apply all safety measures during with.

27- Good Implementation:

In case it appears to the Ministry of Industry/ technical committee, that a work is done inadequately, or using improper material or by unqualified labor or in a way endangering other equipment or facilities, the contracting party should agree to the Technical committee written request to stop the work and remedy the situation through an action to be agreed upon in a joint meeting.

28- Product Marketing:

The "contracting party" shall have the right to sell his share locally at the price he finds suitable and export the excess abroad, after consideration of article (35).

29- Secrecy:

The "contracting party" undertake to keep the information's contained in the "Investment Agreement" confidential. He has no right to disclose or transmit the information's to other parties (except his partners) before he gets a written approval from the Ministry of Industry & Minerals.

30- The "contracting party" legal entity registration:

The "contracting party" or the investing group shall establish a legal entity to perform his activities of the Agreement which should be registered at the Companies Registrar office in according with the Iraqi Ministry of Trade regulations and terms of companies law no 21 of the year 1997.

31- Final Report:

The contracting party, at the end of the "Investment period" shall hand over to the Ministry of Industry & Minerals/ state company a detailed report targeting to help the Ministry/ state company to keep the smooth efficient operation and maintenance of the plant (operation manual, maintenance manuals, inquiry and ordering manuals, and Inventory records etc).

32- Common services:

The contracting party and the Ministry / state company shall coordinate to control and run the facilities which serve other parties- such as water supply in away that such requirements of other parties shall be ensured.

33- Previous liabilities & Obligations:

The contracting party shall not be part or responsible of any liabilities and obligations on the Ministry/ state company before signing the Agreement concerning the activities of the state company/ Plant. The same applies on the other parties liabilities and obligations towards the Ministry or the Company or the Plant.

34- Termination:

In case this Agreement is Terminated by the Ministry of Industry and Minerals for No reason related to the failure of the contracting party to fulfill his contractual obligations, the Ministry shall compensate the "contracting party" for the actual expenses he spent to implement his activities according to this Agreement.

35- Present Production:

The "contracting party" undertake to sell to the Ministry at cost (to be negotiated and agreed upon before signing the Agreement) the present quantity produced during the period of running the plant parallel to the rehabilitation activities until the end of the first year from the Agreement date validity.

In Case the whole quantity at prevailing rate, is received by the Ministry before the end of the first year, then the sharing formula shall be applied according to the agreement.

36- Site handover and effective dates:

The periods agreed upon in the Agreement for achieving targeted production stages and final production capacities, shall be counted starting from the date of handing over the plant to the contracting party to be within three months from the date of signing the Agreement otherwise the terms of clause (8) of this Agreement shall be applied.

Part II

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Part III

Scope of Work and Data for AL-QAIM Cement plant

1-Introduction:

Qaim Cement Plant (state property) is one of the Plants managed by the Iraqi state company for Cement. It consists of one Cement production line. Implementation contract was signed with the Romanian firm (Uozin Export – Import). The plant was operated by the Indian firm A.C.C. beginning 1989, for two years and later operated by Iraqi side.

The Plant operates by dry process, produce sulphur resisting Cement at a design Contractual capacity of 960 000 clinker or 1000 000 ton Cement, the Romanian firm could not perform Successful production test run to achieve the Contractual Capacity for technical reasons.

Plant operation and process is controlled by a central automatic system for quality control and protection. Shortage of fuel and the Embargo imposed on Iraq in the nineties, using low quality spare parts, since that time till now, resulted in reduction of productivity and vital need to rehabilitate the plant and development work to cope with modern Cement Industry Technology.

2-The Investment needed:-

It is required to rehabilitate, operate, and manage the plant to reach the contractual capacity on the investor account against a share of production, as follows:-

1- The Investor and his supporting specialized companies, shall rehabilitate all production lines, services, of the plant and the quarry to reach at the end of the rehabilitation process, a targeted upgraded production , the investor shall additionally operate and manage the plant starting from date of receiving the plant till the end of the Agreement period. All these works shall be on the account of the investor against a share of the production.

2- The investor and his supporting companies specialized in cement industry, shall depute a team of experts and technicians to visit the plant site to inspect technically the status of the plant, and define accurately the

rehabilitation requirements. The plant management shall provide all necessary information's, technical data and drawings to assist the team for this purpose.

3- Plant description and process:

A- The plant consists of the following:

- 1- Limestone quarry and clay quarry.**
- 2- Limestone crusher 1200 ton/hr and Rail waggon loading station.**
- 3- Raw material store at the crusher 25000 ton and unloading Rail waggon station.**
- 4- Raw material store at the plant 70000 ton plus correction store 15000 ton.**
- 5- Mills No 2 each 160 ton/hr milled material.**
- 6- Raw material silos # 2 store capacity 9500 ton each (homogenizing silos).**
- 7- Preheater system.**
- 8- Kiln 3200 ton clinker capacity.**
- 9- Clinker cooler, 8 cooling chambers with conveyers.**
- 10- Clinker store 100000 ton, circulars covered store.**
- 11- Cement Mills # 2 Milling capacity 110 ton/hr for each mill (sulphur resisiting).**
- 12- Cement silo # 3 each 7000 ton Cement**
- 13- Filling station: 4 bagging machines each 100 ton/hr for loading in train or truck.**
- 14- Sampling stations:**
 - * Sampling 5 stations after raw material store and correction in the plant.**
 - * Mills sampling station.**
- 15- Fuel heating station and compressors.**
- 16- Fuel tanks # 2 capacity 5000m³.**
- 17- Chemical laboratory plus x-ray plus physical lab.**
- 18- The plant is connected to Baghdad- ALQaem- Akashat railway. The plant is connected to the Naturalgas pipe line.**
- 19- Plant is fed with water from phosphate water purification station.**
- 20- Crusher is 110 km away from the plant. Raw materials are transported by train through a railway branch between the crusher and the plant or by truck.**

B: General description of process. General description of process may be explained as follows.

1- Limestone and clay quarries:

The limeston is extracted by standard exploding the stone layers by standard explosives at a depth of 12 m to get different sizes of stone up to 1.5m. the first step is to remove the clay overburden layer.

Clay is brought from a site 15km away from the crusher. Iron sand is brought from at ate company of Iron and steel/Basra or from "AL-Husainiyat" area near the crusher site.

2- Lime stone crusher:

Each of the limestone and clay enters a Hopper then crushed to size up to 3cm preparing a mixture of raw material stored in a 25000 ton capacity mixture stores (open stores with train loading facilities).

3- Raw material stores and unloading station:

The mixture is transported by train to the unloading station at the plant. The mixture is then transported with correction materials to the raw material stores by rubber belt conveyors.

4- Raw Mills:

Mixture is transported from stores by rubber belt conveyors to the feeding hoppers with Iron sand and limestone for correction. The quantities are controlled according to the percentages specified by the laboratory according to the specification. Materials are fed to the Raw Mills for milling to fine size. Two mesh's are used to control the blain one 90 micron and the other 212 micron.

Milled materials are transported by air slide and spiral lift and then to the silos by airs lift to the preheater tower and kiln through the feeding system.

5- Preheaters:

Milled material are fed to the preheater system for calcenizafion inside the preheater.



There are four stages in the preheater. Material enter the first stage at less than 100C° temp and (800-850) c° at the end of stage four when entering the kiln.

6- Kiln:

Calcined material enters the rotary kiln to form the clinker after certain chemical process. The materials are burnt inside the kiln where temp is distributed at stages. The highest is at the burning zone at about 1450 c°

7- Kiln cooler:

Clinker formed in-side the kiln flow to the cooler system for cooling from 1200 c° down to 60 c° (airtemp) then to clinker conveyor to clinker store (one) of a capacity 100000 ton.

8- Cement Mills:

Two mills are fed from the store by rubber belt convayors and vibrators after mixing with Gypsum at 2% gypsum and 98% clinker then enter the mill to reach 2800-3200 Cm²/gr blain.

9- Cement Silos:

Cement is transported to three silos capacity 7000 ton cement each.

10- Packing Unit:

Cement is transported to packing unit for delivery to customers either loose or bagged. Bagging machines are 4 each machine is 100 ton/hr capacity. Loose shut capacity is 150 ton/hr for filling train or trucks.

4-Prevailing condition of the plant:

The prevailing condition of the plant can be summarized as follows:

a: limestone and sand quarry. The plant depends on limestone extracted from "AL-Khudairy" deposits where the assured contingency is 53 million ton as follows:

*** Category B:**

Geological homogeneous layers at a depth between (8-12)m good for cement industry. Used quantity up to year 2002, two million tons.

Average yearly extracted quantity (300000- 500000) ton. Daily requirement of the plant is about 4500 ton/day at design capacity.

As for the clay quarry there are four clay quarries, the reserve is estimated at 15 million ton. Only one is used to supply clay to the plant. The quantity used until 2002 is not more than one million ton.

Daily requirement of the plant is about 1500 ton/ day.

b: Limestone crusher:

The crusher operates at a low productivity as the supply of stone and clay is not sufficient, the other reason is the deterioration of some equipment, shortage of spare parts and the important reason is that the control system is out of order. The prevailing productivity is 700 ton/hr.

c: Raw Mills:

The productivity of Raw mills now is 140 ton/hr. The reason for this degraded capacity is the lack of spare parts and other requirements.

d: Kiln:

The Kiln operates at less than one third of its contractual capacity due to severe shortage of spare parts. And that most of the control system on the process are out of order. The Kiln produces now 1000 ton clinker/day while the contractual capacity is 3200 ton clinker/day.

e: Cement Mills:

It operate at 70% of its contractual capacity i.e 70 ton/hr due to lot of troubles in the equipment, machinery and lack of control systems and feeder. Only two Mills are in operation.

f: Packing Unit:

Productivity of the loose filling is good. However, the productivity of bagging is limited to 75 ton/hr due to lack of spare parts.

Note:

Annex 1 and 2 include description of the status of the equipment and Machinery and the need of rehabilitation of difirent components of the production lines.

5-Row Materials:

a: The raw material are summarized in the following table.

	Materials	Percentage	Site
1	Limestone	65-70%	Line stone quarry about 10 km from the crusher
2	clay	25-30%	Clay quarry 15 km away from plant
3	Iron sand Husainiyat	3%	Anbar Governorate
4	Iron sand Basra	2%	Basrah Governorate
5	gypsum	2%	(Heat) Quarry 260 km from the plant

b: Fees of raw material extruded According to the Iraqi Mineral investment law No (91) year 1988.

No.	Raw mat	Fees ID/m3
1	Limestone	1500
2	Clay	300
3	Gypsum	750
4	Sand	250
5	Sand glass	2000

6- Quality of product:

According to Iraqi Specification No.5 year 1984 as follows:-

Group code	Activity place	Material Name	Acceptance limit %	Rejection limit %	Notes
G6 Filling station	Cement Silo	Cement	LSF from 66-102	Less than 66 higher than 102	
			C3a less than 3.5	higher than 3.5	
			Mgo less than 5	higher than 5	
			Freelime less than 2	higher than 2	
			IR less than 1.5	higher than 1.5	
			LOI less than 4	higher than 4	
			OTI clave less than 0.8	higher than 0.8	
			So3 less than 2.5	higher than 2.5	
			Compressive strength after three days not less than 15 Newton/mm ²	Less than 15 Newton /mm ²	
			Compressive strength after 7 days not less than 23 new ton/mm ²	Less than 23 Newton /mm ²	
			Initial setting time not less than 45 min	Less than 45 min	
			Final setting time not more than 10 hrs	More than 10 hrs	
			Blain not less than 2500 cm ² /gr	Less than 2500 cm ² /gr	
Weight of filled cement bag 48.5-51.5 kg	Less than 48.5 or more than 51.5 kg	For bagged cement			

7- Plant site:

The plant is located about 40 from AL-Qa'em city/ AL-Anbar Governorate, about 410 km North-west of Baghdad. Site 24/16/1 longitude east and 41/3/30 Horizon north.

Enclosed map of Iraq indicate AL-Qa'em plant site.

8- Local Market demand:

There are (17) established cement factories in Iraq. All of them are the property of the State. Its total design capacity 19000000 ton/year, however the actual production capacity currently is around 3000000 ton/year only.

The gap between demand and production is wide. Local demand is growing in large scale and quickly while production is not improving.

The prediction for cement consumption shows that the consumption may reach 27 million ton/year in the coming years, based on the wide program for reconstruction, infrastructure requirements and large scale housing scheme. Accordingly there is a strong investment opportunities in rehabilitation of existing cement plants and for new plants as well.

9- Human Resources:

Iraq possess an accumulated technical experience in cement Industry, both in dry and wet process. The experience is represented in a number of Engineers, technician, skilled and semi-skilled labors working in operation and maintenance activities, in addition to other management and Accounting experienced personal. However, the investor may hire Experts and specialists from outside Iraq for supervising rehabilitation works and training Iraqi staff on new technologies if required.

10- Preliminary Scope Of Work To Achieve Target Capacity:

The following is needed to upgrade the capacity to reach the target capacity according to production units.

First: Limestone quarry:

The plant needs 4500 ton/day of lime stone to operate at the design equipment. This quantity can be transported by train. The following equipment and machinery are recommended to enable the quarry to produce the a/m quantity.

A: Option one

- * Bulldozer (komatsu) D 350 or equivalent # 3
- * Shovel size 110 or equivalent. # 4
- * Shovel fawn F500 or equivalent. # 2
- * Crushing crane # 2
- * Digging shovel capacity 5m³ # 3

- * Standard explosives. ---
- * Explosion ignitor. # 1
- * Air compressor (Atlas) type 280 or equivalent. # 4
- * Drill (Atlas) type 304 ROC or equiv. # 4
- * Grader. # 1
- * Water tanker 1000 lit. # 1
- * Fuel (gas oil) tanker 6000 lit. # 1
- * (Komatsu) HP 500 Capacity 50 ton # 14
- * For transportation material mix. by train from the crusher to the plant, 4 trips are needed daily, six days/ week, each trip carry 1500 ton.

Option 2

Can engage local sub subcontractor to supply raw materials (limestone).

B: Equipment and Machinery needed For clay:

Option 1

- * Bulldozer D355 # 2
- * Shovel (Kawasaki) (100) or eq. # 3
- * Dumper HD 500 capacity 50 ton # 8

Option 2

Can engage local subcontractor.

Second: Limestone crusher:

- 1- General overall to all crusher parts and components including dedusting system greasing system, changing motors and mechanical parts after inspection. Note that the Balance (weighing) systems were not operated to fix mixture percentages.
- 2- Maintain train loading station and change non-useful belt conveyors.

Third: Raw material Mills:

- 1- Maintenance of unloading station, stacker, and Reclaimedr, change the Romanian made motors and Gearbox.
- 2- Change poor conveyors.
- 3- Maintain Mill feeders and Adjust.
- 4- Renew gas cooling towers. Renew sampling station. Rehabilitate mechanical deducting system.

Fourth: Kiln:

- 1- Rehabilitate and maintain the preheated system including cyclones, feeding ducts, the pendulum gates, rising, PC, and chamber inlet.**
- 2- Rehabilitation of expansion joints.**
- 3- Kiln parts below First and Second tyre and other places.**
- 4- Change of clinker cooler by new type.**

Fifth: Cement Mills:

- 1- Rehabilitate Mills internal lining.**
- 2- Maintenance of Air slide and its parts.**
- 3- Rehabilitate lubrication system of the Mill parts.**
- 4- Rehabilitate Mill cooling system.**
- 5- Rehabilitate the separator.**
- 6- Rehabilitate Cement Mill precipitator.**
- 7- Supply and install Girth gear and pinion for Mills. The existing ones are torn.**

Sixth: Packing:

- 1- Renew filling machines #2 and rehabilitation for the remaining machines.**
- 2- Renew the filling and packing system.**

Seventh: Electrical work needed for the rehabilitation:

- 1- It is recommended to change all Romania Origin electrical motors especially the high voltage motors, being poor quality.**
 - 2- Rehab and maintain all Kiln precipitators and Cement mill precipitators.**
- EIGHTS- Instruments and Control system. The control system to be changed completely including site equipment. Rehabilitate sampling stations, X-Ray. It is also necessary to change weighing feeders of all main equipment, raw materials mills, kiln, cement mills.**

11- ACTUAL PRODUCTION YEARLY FROM 1989- END 2005.

Cement (ton)	Clinker (ton)	Year
90367	130283	1989
164611	208409	1990
0	0	1991
0	0	1992
163674	102125	1993
79915	115834	1994
66673	97078	1995
83502	105915	1996
146070	159032	1997
178905	155843	1998
258396	227872	1999
324800	305472	2000
371491	386306	2001
413814	450045	2002
185785	132548	2003
123282	105842	2004
135830	138066	2005
2787115	282670	Total

12-Environmental Requirements and standards:

A: The investor should undertake to apply ISO 14001 and 9001 code plus the European regulations for Environment.

B: It is important to note, also, the following points:-

The investor obliged to fulfill (ISO-14000),(ISO-9001) & European environmental restrictions, it is also important to consider the following Environmental requirements:-

1- The investor must present an environmental impact assessment (EIA) certified by the ministry of Environment, and must include:

- a- The environmental impact evaluation and the positive and negative effect of the project on environment.**
 - b-To suggest methods to avoid pollution and control methods in which comply with the environmental enforcements and regulations.**
 - c- The expected accidental pollutions and the precautions that must be taken.**
 - d-The use of the alternative applicable cleaner technology and minimization use of resources.**
 - e- Waste minimization and recycling or re -use.**
 - f- Assessing the costs of merits and demerits resulting out of the project.**
- 2- The factory must have dust precipitators at all chimneys for all the industrial processes and other methods to prevent the discharge of dust from the chimneys or other sources more than 150 mg /m³ and must not exceed 0.2 mg /m³ at the factory fence with the wind direction.**
- 3- Treatment of the industrial waste water according to the Iraqi river regulation standard.**
- 4- The solid waste must be transferred to special locations in coordination with the relevant authorities.**
- 5- The availability of pollution monitoring instruments and providing the ministry of Environment with the pollution monitoring data. In case of the unavailability of the monitoring instrument the investor (factory) must do the monitoring by a reliable consultants and laboratories.**
- 6- Construct and update an environmental database concerning environment protection in addition to the pollution concentration &level caused by the factory.**

The implementation of the environmental requirements and standards mentioned above and others will not eliminate the task of the Ministry of Environment to make field inspection to check fulfillment of the environmental requirements and that the factory is applying the environmental law No.3 year 1997, issued by Iraqi Authorities.

13- Legal Framework

- a: Upon agreement between the "Ministry" and the "Investor", terms of the Iraqi "Investment law No 13 for the year 2006", can be adopted in the eventual rehabilitation "Agreement" between the two parties.
- b: Iraqi law No. 22 of year 1997 for the state companies, will be applicable.
- c: The Ministry of Industry & Minerals shall select the best proposal according to the criteria mentioned in the investment file.
- d : The winner investor shall be notified in order to conclude investment agreement between both parties.
- e : The signed contract shall include the rights and obligations of each party.
- f : The contract shall come into force after approval of the concerned Iraqi Authorities.

14- Privileges for Investor

- 1- Right to establish trade representation offices and branches in Iraq, such offices and branches shall be registered with the Iraqi Registrar of companies office.
- 2- Right to establish a business entity jointly with an Iraqi or foreign Investor.
- 3- In case an agreement is concluded on basis of product sharing, the Investor shall have the right to sell his share in the market at the price he define.
- 4- Investor may collaborate with Iraqi partners.
- 5- Right to possess, use, dispose his invested money in Iraq in accordance with prevailing rules.
- 6- Use freely convertible currencies or Iraqi legal currency, Right to transfer money into and out side Iraq in accordance with Central Bank regulations.
- 7- The Ministry of Industry & Minerals shall put the plant site and an adequate storage at the disposal of the investor to enable him to fulfill his obligations, including existing equipment to implement modifications – Rehabilitation.
- 8- The imported fixed assets shall be exempted from custom duties provided they are brought to Iraq within three years from the date of Agreement . This period may be extended or reduced by the authorized body, if found necessary.

9- Imported fixed assets necessary for extension or development of the plant shall be exempted from custom duties.

10- Selling the plant product is not subjected to any price restriction.

11-The investor may in his proposal ask for any additional privileges to be included in the final Agreement subject to the approval of MIM.

15-Investor obligations:

In addition to the terms of the General conditions, the investor shall notice the following:

1: The Investor or his supporting technical entity should possess sufficient experience and qualifications to construct (rehabilitate) such plants.

2: The Investor should obtain quality certificate (ISO 9000).

3: Agree to engage the present employees of the factory in all his activities and insure them against risks, supply safety equipment and requirement. He may engage foreign employees for leading technical positions.

4: Abide to Health and safety regulations and Instructions issued by world Health organization (WHO) and International labors organization (I.L.O) and abide to Emission standards criteria available at the Ministry of labors and social Affairs.

5: Shall Under take to supply power generation Unit of 45 MW capacity to Cover the plant needs of electricity as the national grid is not reliable at the time being.

6: The investor shall undertake to produce Cement in accordance with Spec. European standard (EN96 TYPE 42.5Min).

7: The investor should Fill-in carefully in details the data Forms enclosed.

Ministry of Industry & Minerals
Data Form

- **Project Name:**
- **Interested Company Name :**
- **Company legal entity :**
- **Registered Capital :**
- **Company Lawyer name :**
- **Identification :**
- **nationality :**
- **Applicant address in Iraq :**
- **Contact details :**
- **Technical Expertise * :**
- **Suggested Productive Capacity *:**
- **Suggested Project location :**
- **The Applicant must abide by the Technical, Financial and Legal terms stated in the file *:**
- **Technical Supporters * :**
- **Similar Implemented projects (References) *:**

Signature:

Name:

Position in the company:

Stamp:

Details for articles pointed by ()
To be given separately according to the
enclosed forms*

Minimum targeted production capacity AL- Qa'em Cement plant

A: The investor shall explain here, his plan to upgrade the plant production capacity to the targeted capacity and the stages he find adequate and the timing related.

B: For the purpose of this Agreement it is ment by target final capacity 900000 ton cement /year.

C: The Investor shall take into consideration when defining the stages and final target capacities and its timing the following as minimum:

62500 ton/ month at the fifteenth month from the date as per clause 38 of the General conditions.

75000 ton/ month at the twenty forth month.

Technical Expertise and Technology

The Investor shall present here a detailed explanation for the technical Experience of the technical side which will cooperate with him in planning and execution of the Rehabilitation work.

**Undertaking to abide with Technical, Financial and
Legal requirement of this File**

The Investor shall undertake here to abide to the requirements of this file, otherwise he should specify the points that he may has reservation on them.

Names of Supporting Technical side with Supporting documents

Names of Financing Sides with brief presentation and closing account report for the Supporting companig.

Previous and ongoing work in the field of Experience

Annex No 1

Description of Equipment and Machinery Condition

State Company for IRAQI Cement / AL-QA'AM factory

The plant's Equipments Modernization

No.	The required part to be modernized	Technical reasons	Tech. Advantage on production
1	Sample Station	The system was not completed during the handing over of the plant, in addition to that, this systems is not reliable and old.	To speedup receiving the results of the quality control of the product and hence taking messures to over come the problem.
2	Weighing feeders	Depreciation of the equipmints and difficulties in re-adjusting to control the exact reading.	To control the production quantity and firing in order to take messures and over come the problem and reduce the waste due to incorrect readings.
3	Central Control	Too many problems and stoppage of the system.	To utilize the stoppage periods, and over come problems for the benefit of the continuity of the production.
4	High Tension Motors.	The motors are to be cooled by waters, and have many problem due to seepage.	To utilize the stoppage periods and over come problem for the benefit of the continuity of the production.
5	A.C. motors to be replaced to D.C	Too many stoppage of the motor's speed control system, and the Exchanger.	To utilize the stoppage periods and over come problem for the benefit of the continuity of the production.
6	Clinker cooler	Inefficient due to great plate burning as well as the material dosing system.	To utilize the stoppage periods and over come problem for the benefit of the continuity of the production.
7	The main gears for the cement	Depreciation of the Gears.	To utilize the stoppage periods and

	and materials mills.		over come problem for the benefit of the continuity of the production.
8	The rear fan of the furnace.	Depreciation of the fan causes vibration.	To utilize the stoppage periods and over come problem for the benefit of the continuity of the production.
9	The front fan of the furnace.	Depreciation of the fan causes vibration.	To utilize the stoppage periods and over come problem for the benefit of the continuity of the production.
10	The electrical cement precipitator's fan.	Depreciation of the fan causes vibration.	To utilize the stoppage periods and over come problem for the benefit of the continuity of the production.
11	The elec. Materials precipitator's fan	Inefficient fans, their speed is less than design speed.	To over come falling & seepage of the materials due to unbalance of the pressures.
12	Quarry equipments Instruments.	Most of them are out of control.	To utilize the stoppage periods and over come problem for the benefit of the continuity of the production.
13	The stipilizers Tower	The system of the cooling is not working, the high temp causes Burning of the Air slides clothes and then loss of products.	To utilize the stopping time for over coming the problems and to decrease the fallen materials.
14	The Air Dosing of the maritals.	Depreciation of the system and aerial seepage.	To up grade the system
15	The Air Dosing of the cement.	Depreciation of the system and aerial seepage.	To up grade the system
16	The cement pocket conveyers.	Due to depreciation, unbalance & moving of the conveyers, all these cause improper working.	To up grade the system
17	The Reclaimer & sticker system.	The system is out of order.	Homogeneous of the storage materials because of the inconvenience of unloading.
18	The rewinding of the reclaimer	The system is out of order.	Homogeneous of the storage

	& sticker cable systems.		materials because of the inconvenience of unloading.
19	Reclaimer buckets.	Inefficient due to Depreciation.	To utilize the stopping time for over coming the problems and to decrease the fallen materials.
20	Gearbox of the materials mill.	Inefficient due to Depreciation.	To utilize the stopping time for over coming the problems and to decrease the fallen materials.

Annex No 2

Recommendations of Rehabilitation of Equipment and Machinery

Annex III

Investment Law No. (13) of 2006.

Unofficial translation

In the name of people

Presidency Counsel

Pursuant to what was approved by the Council of Representatives in accordance with provisions of Para (first) of Article (61) of the constitution and elapse of the legal period given in Para 5/A of Article 138 of the constitution ,the following law is promulgated

No. (13) of 2006 The Investment Law

Chapter One

Definitions

Article (1)

The following terms, wherever mentioned in this Law, shall have the following specific meanings unless the context indicates otherwise:

A: The Council :the Council of Ministers

B: National Commission for Investment: the commission established in accordance with this law responsible for drawing up the national policy and laying out its guidelines and monitoring the implementation of these guidelines and instructions in investment. It shall specialize in investment projects of a federal nature exclusively.

C: Region's Commission: The investment commission of the region responsible for investment planning and granting investment licenses in the region.

D: Governorate Commission : The investment commission of the governorate not organized in a region responsible for investment planning and granting investment licenses in the governorate.

E: The commission: The National commission for Investment or the Region's commission or the Governorate Commission as the case.

F: Chairman of the Commission: the Chairman of the National Commission for Investment.

G: The Project: the economic activity subject to the provision of this law.

H: The Assets: the tools, apparatuses, equipments, machineries, transportation means and office furnishings and appliances to be used for the project exclusively and the furniture and appliances of the hotels, tourist cities, hospitals, schools and colleges.

I: The foreign Investor: is the investor who does not hold the Iraqi nationality in the case of real person, and is registered in a foreign country in the case of a juridical or legal person.

J: The Iraqi investor: is the investor who holds Iraqi Nationality in case of real person, and registered in Iraq in case of a juridical or legal person.

K: Taxes and duties: all kinds of taxes and duties imposed according to applicable laws.

L: The designed production capacity: is the production capacity designed within a specific unit of the time (hour, day.....etc) in accordance to what is fixed in the documents incoming with the machine of the supplier and the feasibility study of the project.

M: Investment Portfolio: A collection of investments in shares and bonds.

N: Investment: is the investment of capital in any economic activity or project that results in a legitimate benefit for the country.

Goals and Means

Article(2)

This law aims at the following:-

First: To promote investment and transfer modern technologies in order to contribute to the process of the developing and enhancing Iraq, and expanding and diversifying its production and service base.

Second: To encourage the Iraqi and foreign private sector to invest in Iraq by providing the required facilities for establishing investment projects and enhancing its competitive capacities in the local and foreign markets for projects covered by this law.

Third: To develop human resources based on market demands and provide work opportunities for the Iraqis.

Fourth: To protect the rights and properties of investors.

Fifth: To expand exports and improve the balance of payments and balance of trade of Iraq.

Article 3

The following means shall be adopted to realize the objectives of this law:

First: To grant projects covered by provision of this law the necessary privileges and guarantees for its continuation and development by providing support in a way that enhances the competitive capacities of these projects in the local and foreign markets.

Second: To grant projects that obtained an investment license from the Commission, additional facilities and exemptions from taxes and duties in accordance with the stipulations of this law.

Chapter Two

The National Commission for Investment and the Investment Commission in the Regions and Governorates

Article 4

First: A Commission shall be established and called the “The National Commission for Investment”.it shall enjoy a juridical personality and shall be represented by the Chairman of the Commission or the person authorized by him. It shall be responsible for drawing up the national policies for investment and drawing up it's Plans, regulations as well as monitoring the implementation of these guidelines and instructions in investment. It shall specialize in strategic investment projects of a federal nature exclusively.

Second: The National Commission for Investment shall be managed by Board of Director comprised of nine member who must be competent, specialized, and hold a college degree that suits the specialty of the Commission. They must not have been sentenced for a felony or misdemeanor of moral turpitude or have declared their bankruptcy.

Third:

- A. Upon a request by the prime Minister, the Council of Ministers shall nominate a Chairman of the Commission at a grade of Minister and a Deputy Chairman at a grade of Deputy – Ministry for a period of five years and present them to the Council of Representative for approval.
- B. The prime Minister shall appoint four member for a period of five years at a Grade of Director General.
- C. The Prime Minister shall select three members from the private sector for five years after their nomination by Chairman of the Commission and specifying their compensations according to the bylaws.
- D. At the conclusion of the membership of any member of the Commission referred to in Paragraph (A and B) of this Article in cases not involving dismissal and resignation, the Prime Minister shall assign them to any governmental entity at the same grade. Those mentioned in (A) of this article shall be retired on pension when not assigned to a government position equivalent to their grade.
- E. The Council of Representatives may directly dismiss the Chairman of the National Commission for Investment and his Deputy, or upon a request by the Prime Minister for compelling reasons.
- F. The Council of Ministers may dismiss or replace any member of the Commission or replace him with others in case he does not adhere to the standards and regulations of the Commission.
- G. The Board of Directors of the National Commission for Investment shall meet at the invitation of its Chairman. The quorum of convening and adopting resolutions and recommendation shall be determined by absolute majority. The conduct of work shall be organized by by- laws issued by the commission.
- H. The National commission for Investment shall be connected to the prime Minister.
- I. The salary scale and entitlements of the Commissions employees shall be determined by a decision of the Prime Minister based on a proposal from the Chairman of the National Commission for Investment.

Fourth:

The Commissions headquarters shall be in Baghdad and it may appoint representatives in the regions and governorates.

Fifth:

The National Commission for investment shall draw up an overall national strategic policy for investment identifying the more important sectors and shall prepare a map of investment projects in Iraq in the light of the information it receives from the regions and governorates. It shall also prepare lists of investment opportunities in strategic and federal investment projects with initial information about these projects and making it available to those wishing to invest.

Article 5

First: The regions and governorates not organized in a region may form investment commissions in their areas. The latter shall enjoy the powers of granting the investment licenses, investment planning ,promoting investment and opening branches in their areas within the provisions of this law in consultation with National Commission for Investment to guarantee the availability of the legal conditions.

Second: The Investment Commission of the regions and governorate shall be composed of at least seven members including the chairman and the vice chairman of at least seven years of experience and competence and with a university degree appropriate to the specialization of the commission and not convicted in a felony or a misdemeanor involving turpitude or has declared his bankruptcy.

Third: The regions and governorates not organized in a region shall establish a mechanism of forming the investment commission of the region and the governorate and dismissing the Commission member in case of not adherence to the Commission regulations and standards.

Fourth: The Investment Commissions of the regions and governorate shall coordinate their work with the National Commission for Investment, and shall coordinate and consult with local governments regarding investment plans and facilities.

Fifth: The regions and governorates Commissions shall draw up their investment plan in a way that dose not contradict with the federal investment policy and shall prepare list of the investment opportunities in the areas that are subject thereto, with initial data about these projects and offer it to those wishing to invest.

Sixth: The regions Commissions shall be connected to the prime Minister of the region and is subject to the scrutiny of the regions Council. The governorate commission shall be connected to the Governor and is subject to the scrutiny of the governorate council in a way that does not contradict with the provisions of this law.

Seventh: Regions and Governorates Commissions board of directors shall convene upon an invitation from their chairman . The quorum of convening and adopting resolutions and recommendations shall be determined by absolute majority. The conduct of work shall be organized by by – laws issued by the Commission.

Article 6 :

In addition to ordinary correspondence, the Commission may adopt electronic mail with the official entities connected with the work and activity of the Commission through local networks or the Internet according to guidelines set by the Commission.

Article 7 :

- A- The Commission shall accept investment license requests for projects whose capital is not less than the minimum amount determined by the Council of Ministers or the Council of Ministers of region as the case, by a regulation issued based on a proposal by the Commission.

- B- The Commission must obtain the approval of the Council of Ministers before granting the license if the value of the investment project is more than two hundred and fifty million dollars.
- C- The Commission shall make its final decision concerning the requests of investment license within a period not exceeding (45) forty five days from the date of filing a request.
- D- The decisions of the Commission regarding the approved investments projects shall be obligatory for the purposes of this law.

Article 8 :

The Commission shall have an independent annual budget whose revenues shall be made up of its allocated amount in the State General Budget.

Article 9 :

The Commission shall promote investment through the following:-

First: Building confidence in the investment environment, identifying investment opportunities, and promoting and stimulating investment in them.

Second: Simplifying the procedures for registration, issuing of investment projects licenses, and following up existing projects and giving them priority in processing with the official entities. Completing the procedures of answering investor requests and obtaining the required approvals for the investor and the project.

Third: Establishing one window at the National Commission for investment and the Regions and Governorates Commissions, which includes authorized representatives from the ministries, and members nominated by the Councils of the regions and governorates as the case and the concerned authorities to undertake issuing licenses and obtain the approvals of other authorities in accordance with the law.

Fourth: Providing advice, information, and data to investors and issuing special manuals in this regard.

Fifth: Setting forth and implementing programs to promote investment in different areas of Iraq in order to attract investors.

Sixth: Facilitating the allocation of the needed lands and renting them out for establishing projects for a sum to be determined by the Commission in coordination with the concerned authorities.

Seventh: Establishing secure and free investment areas with the agreement of the Council of Ministers.

Eighth: Encouraging Iraqi investors through providing them with easy loans and financial facilities in coordination with the Ministry of Finance and with the assistance of Banking Institutions, provided that the investor obtaining the loan shall employ a number of unemployed Iraqis proportional with the volume of the loan.

Ninth: Any other tasks related to its work and assigned by the Council of Ministers.

Chapter Three

Privileges and guarantees

Article 10:

The Investor irrespective of his /her nationality shall enjoy all privileges, facilitations and guarantees and shall be subject to the obligations stated in this law. The Iraqi and foreign investor shall have the right for the purposes of housing projects, the use of the land for a sum to be determined between him and the land owner without land speculation according to conditions set forth by the National Commission of investment and the approval of the Council of Ministers. The Commission shall facilitate the allocation of the required lands for the housing projects. The housing units shall be allocated for ownership by the Iraqis after the completion of the project.

Article 11:

The investor shall enjoy the following benefits:-

First: the investor shall have the right to take out the capital he brought into Iraq and its proceeds in accordance with the provision of this law and pursuant to the instructions of the Central Bank of Iraq in an exchangeable currency after paying all his taxes and debts to the Iraqi Government and all other authorities.

Second: The foreign investor shall have the right to :

- A. Exchange shares and bonds listed in the Iraqi Stock Exchange
- B. Form investment portfolios in shares and bonds

Third: Renting or leasing land needed for the project for the term of the investment project, provided that it does not exceed 50 years renewable with the agreement of the Commission, and provided that the nature of the project and its benefit for the national economy is taken into consideration when determining the period.

Fourth: Insuring the investment project with any foreign or national insurance company it deems suitable.

Fifth: Opening accounts in Iraqi or foreign currency or both at a bank inside or outside Iraq for the licensed project.

Article 12:

This law shall guarantee the following for the investor:-

First: The right to employ and use non- Iraqi workers in case it is not possible to employ an Iraqi with the required qualifications and capable of performing the same task in accordance with guidelines issued by the Commission.

Second: Granting the foreign investor and non –Iraqis working in the investment projects the right for residence in Iraq and facilitate inter and departure from Iraq.

Third: Non- seizure or nationalization of the investment project covered by the provisions of this law in whole or in part, except for projects on which a final judicial judgment was issued.

Fourth: Non Iraq technicians and administration employees working in any project shall have the right to transfer their salaries and compensations outside Iraq in accordance with the law after paying their dues and debts to the Iraqi government and all other entities.

Article 13:

Any amendment to this Law shall not have any retroactive affect regarding the guarantees, exemptions, and rights recognized by this Law.

Chapter four

Investor Obligations

Article 14:

The Investor shall observe the following:-

First: To notify the National Commission for Investment , the Region or Governorate Commission in writing immediately after the installation and equipping of the fixed assets for the purposes of the project and the date of the beginning of commercial activity.

Second: To keep proper records audited by a certified accountant in Iraq in accordance with the law.

Third: To provide an economic and technical feasibility study for the project and any information, data or documents required by the Commission or other competent authorities regarding the budget of the project and the progress made in its execution.

Fourth: To keep records of the projects duty- free imported materials in accordance with the provisions of this Law and specifying the depreciation periods of these materials.

Fifth: To protect the safety of the environment and to adhere to the valid quality control norms in Iraq and International regulations in this field also adhere to laws connected to security and health and to public order and Iraqi social ethics.

Sixth: To adhere to the valid Iraqi laws regarding salaries, vacations, work hours, work conditions and others as a minimum.

Seventh: Commitment to the correspondence of the work progress schedule submitted by the investor with reality provided that the time difference shall not exceed six months, the National Commission for Investment shall set forth punitive conditions in case of exceeding the six –month period and the Commission shall have the right to withdraw the license.

Eighth: To train and rehabilitate its Iraqi employees as well as raising their efficiency, skill and capabilities. Priority in employment and recruitment shall be given to the Iraqis.

Chapter Five

Exemptions

Article 15:

First: The project that has obtained an investment license from the Commission shall enjoy exemption from taxes and duties for a period of (10) ten years as of the date of commencing commercial operations in accordance with the areas of development defined by the Council of Ministers at the suggestion of the

National Commission for Investment based on the degree of economic development and the nature of the investment project.

Second: To Council of Ministers shall have the right to propose draft laws to extend or grant exemptions in addition to the exemptions stipulated in paragraph (First) of this Article, or provide incentives, guarantees or other benefits to any project or sector or region and for the periods and percentages it deems appropriate in accordance with the nature of the activity, its geographical location and its contribution to manpower employment and its effect on driving the economic development, for considerations of national interest.

Third: The National Commission for Investment has the right to increase the years of tax and duties exemption in a way directly proportional to the increase in the Iraqi Investor share in the project to reach fifteen years if the Iraqi Investor share in the project was more than 50% .

Article 16:

In case the project is moved from one development area to another during the exemption period, the project – for the purpose of exemption stipulated in (First) of Article 15- shall be treated during the remaining term the treatment of the project in the development areas it is moving to, provided that the Commission is informed of such move.

Article 17:

The project that obtains an investment license shall also enjoy the following:-

First: Assets imported for the purposes of the investment project shall be exempted from duties provided that their entry to Iraq is made within(3) three years from the date of granting the investment license.

Second: The imported assets required for the expansion, development or modernization of the project shall be exempted from duties in case they led to an increase in the designed capacity, provided they are brought in within three years from the date of notifying the Commission of the expansion or development. Expansion, for the purposes of this law, shall mean adding fixed capital assets aimed at increasing the designed capacity of the project in commodities or services or materials by a percentage exceeding (15%)fifteen percent. Development, for the purposes of this law, shall mean replacing project machines with more developed ones, totally or partially or making a development on the standing devices and equipments of the project by adding new machines and devices or parts thereof with the aim of raising the productive efficiency or improving and developing the quality of the products and services.

Third: Spare parts imported for the purposes of the project shall be exempted from duties if the value of these parts does not exceeded(20%) twenty percent of the fixed assets value, provided that they are not be used for any other purpose.

Fourth: Hotels, tourist institutions, hospitals, health institutions, rehabilitation centers and educational and scientific organizations project shall be granted additional exemptions from duties and taxes on their imports of furniture, furnishings and requisites for renewing and updating purposes at least once every four years, provided that these items are brought into Iraq or used in the project within (3) three years from the date of the approval decision of the Commission on the import lists and their quantities, and provided that these items are not used for purposes other than the imported purposes.

Article 18:

In case it is found that the project assets totally or partially exempted from customs and duties, are sold, in contrary to the provisions at this law or used not for the project, or used not for the declared purpose then the investor must pay the taxes and fines incurred pursuant to the law.

Chapter Six

Procedures for Granting investment and project Establishment License

Article 19:

First: The investor shall obtain the license in addition to obtaining the rest of the licenses for the purpose of enjoying the privileges and exemptions provided by the Commission.

Second: To Commission shall grant the license for investment or project establishment based on a request submitted by the investor according to conditions facilitated and prepared by the Commission. The request submitted by the investor shall include the following:-

- A- Filling a request form prepared by the Commission.
- B- Financial competency from an accredited bank.
- C- Projects performed by the investor inside or outside Iraq.
- D- Details of the project intended to invest in and its economic feasibility.
- E- A timetable for completing the project.

Article 20:

First: The Commission must issue the establishing license through establishing one window in the region or the governorate not organized in a region that includes authorized representatives of the ministries and relevant bodies. The Commission shall grant project establishment license and obtain approvals from the entities in accordance with the law.

Second: To Commission must help the investor to obtain licenses by approaching the competent authorities and exploring the opinions of the entities concerning the issuance of the establishment license. These entities must issue the decision to reject, approve or request amendment within 15 days from the date of being notified. The failure to reply from the entity from which the opinion is solicited shall be deemed as an approval and in case of a rejection there must be cause for it.

Third: In case of disagreement between the National Commission for Investment decision and the other entity related to granting establishment license other than the region commission the dispute shall be raised to prime Minister for settlement.

Fourth: In case the request for registration is rejected, the applicant may file a complaint to the Chairman of the region or the governorate Commission concerned within (15) fifteen days after receiving notification of the rejection decision. The Chairman of the Commission concerned shall take a decision concerning the complaint in question within a period of seven days. The petitioner may appeal the decision of the Chairman of the Commission concerned rejecting his complaint to the authority to which the Commission concerned is connected to within 15 days from the date the complaint's rejection and its decision is deemed final.

Chapter Seven

General Provisions

Article 21:

The project capital subject to the provisions of this law shall be made up of the following:-

First: Cash transferred to Iraq through banks and financial companies or any other legal means with the aim of investing it for the purposes of this law.

Second: The in-kind assets and incorporeal rights imported to Iraq or purchased from the local markets by the cash transferred into Iraq:-

A- In-kind assets related to the project.

B- The machinery, tools, equipment, building, construction, transportation means, furniture and office appliances required for establishing the project.

C- The incorporeal rights that include patents, registered trade marks, technical know-how, engineering services, administrative and marketing services and the similar.

Third: Profits, proceeds and reserves resulting from the capital invested in Iraq in the project if the capital of such a project was increased or was invested in another project covered by the provisions of this law.

Article 22:

The foreign investor shall enjoy additional privileges in accordance with international agreements signed between Iraq and his country or multilateral international agreements which Iraq has joined.

Article 23:

In case the property of the project during the exemption term is transferred to another investor the project shall continue to enjoy granted exemption facilities and guarantees until the end of that period provided that the new investor continues to work on the project in the same specialization or in another, with the approval of the Commission. The new investor must take the place of the former investor in the rights and obligations consequent to the provisions of this law.

Article 24:

First: The investor, with the approval of the Commission, may sell exempted fixed assets or relinquish it to another investor benefiting from the provisions of this law, provided that he uses them in his project.

Second: The investor, after informing the Commission, may sell the exempted fixed assets to any person or other project not subject to the provisions of this law after paying the outstanding duties and taxes.

Third: The investor, with the approval of the Committee, may re-export the exempted fixed assets.

Article 25:

In the event two or more companies or enterprises merge, the new company or entity resulting from the merger must set up separate accounts for each project before the merger in order to register and apply exemptions and facilitations stipulated in this law during the remaining period of the exemption.

Article 26:

Any project approved in accordance with the provisions of the previous applicable laws shall continue to benefit from all exemptions granted to it pursuant to that law and until the expiration of the exemption period and under the same terms.

Article 27:

Disputes arising between parties who are subject to the provisions of this law shall be subject to the Iraqi law unless otherwise agreed, save to the cases that are subject to the provisions of the Iraq law exclusively or the jurisdiction of Iraqi courts.

- 1- Disputes arising from the labor contract shall exclusively be subject to the provisions of the Iraqi law and the jurisdiction of the Iraq courts. Non –Iraqi labor shall be exempted if the work contract stipulated otherwise.
- 2- If parties to a dispute are non – Iraqis and in disputes not arising from a crime, the opponents may agree on the law to be applied, the competent court or any other agreement to resolve their dispute.
- 3- In case of dispute between partners or between the owner of a project subjected to the provisions of this law, and others that result stoppage of work for a period of more than three months, the Commission may withdraw the license and ask the owners of the project to settle the dispute within a period not exceeding three months. If such period elapsed without settling the dispute between the partners or between the owner of the project and others, the Commission may take legal measures to liquidate the project and notify the owner of the project or one of the partners of such action. The liquidation money shall be deposited in one of the banks after paying the dues of the State or any other dues after final judgment of their entitlement is rendered.
- 4- If the parties to a dispute are subject to the provisions of this law, they may, at the time of signing the agreement, agree on a mechanism to resolve disputes including arbitration pursuant to the Iraqi law or any other internationally recognized entity.
- 5- Disputes arising between the Commission or any governmental entity and any of those subject to the provisions of this law on matters not related to violations of one of the provisions of this law shall be subject to Iraqi law and courts on civil matters. As for commercial disputes, parties may resort to arbitration provided that such an arrangement is stipulated in the contract organizing the relationship between parties.

Article 28:

In case the investor violates any of the provisions of this law, the Commission shall have the right to warn the investor in writing to remove the violation within a specific period.

In case the investor does not remove the violation within the specified period, the Commission shall summon the investor or who represent him to state his position and grant him other respite to settle the issue. Upon repeating or not removing the violation, the Commission shall have the right to withdraw the investor's license it issued and order stoppage of work on the project and retain the state's right to deny the investor the granted exemptions and privileges from the date of the violation and allow other to retain their rights to demand compensation for the damage caused by this violation, without breaching any punishments or other compensations stipulated in the applicable laws.

Article 29:

All fields of investments shall be subject to the provisions of this law except:-

First: Investment in Oil and Gas extraction and production.

Second: Investment in banks and insurance companies sectors.

Article 30:

The council of Ministers may.

First: Issue regulations to facilitate the implementation of the provisions of this law.

Second: Issue bylaws defining the Commission's formations, divisions tasks, process of its work, its authorities, financial affairs, employee affairs and any other matters.

Article 31:

The Committee may issue instructions to facilitate the implementation of regulations issued by the Council of Ministers pursuant to the provisions of this law.

Article 32:

The Provisions of this law shall be applied to the existing and operating projects of the mixed and private sectors which have commenced before the issuance of this law and upon a request from its management and the approval of the Commission with no retroactive effect.

Article 33:

No text shall be valid which contradicts the provisions of this law.

Article 34:

The (dissolved) CPA Order No. 39 of 2003 shall be revoked.

Article 35:

The Arab Investment law No(62) of 2002 issued by the dissolved Revolution Command Council shall be annulled.

Article 36:

This law shall enter into force from the date of its publication in the Official Gazette.

Justifying Reasons

For the purpose of driving the process of economic and social development and bringing technical and scientific experience and developing human resources, and for creating work opportunities for the Iraqis by encouraging investments and supporting the process of establishing investment projects in Iraq and their expansion and development at various economic levels and by granting privileges and exemptions for these projects, this law is legislated.