

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BOCISA TRADING COMPANY LIMITED

Incorporated at this day of 2021

DRAWN BY:

CHEN WEIMING

(SUBSCRIBER)

FLAT S-1126/3

FUJIAN DISTRICT, FUJIAN PROVINCE, CHINA

1. The name of the company is "BOCISA TRADING COMPANY LIMITED".
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:
 - a) To carry on the business of export and importing of fish and fish pr products
 - b) To carry on the business of processing and preserving of fish, crustaceans and molluscs
 - c) To carry on the business of exporting and importing of beef, hide and skin and animals by products
 - d) To carry on the business of manufacture of prepared animal feeds
 - e) To carry on the business of export and import of cereals, corns, beans, spices and by products
 - f) To carry on the business of distributing agricultural implements, pesticides agents and
 - g) To carry on the business of retail sale of clothing, footwear and leather articles in specialized stores
 - h) To carry on the business of distributing shoes and precious stones
 - i) To carry on the business of distributing electronic and electricity equipments
 - j) To carry on business of real estates
 - k) To carry on the business of running gaming and entertainment sports
 - l) To carry on the business of hotels and restaurants
 - m) To carry on the business of combined office administrative service activities
 - n) To carry on the business of other business support service activities n.e.c.
 - o) To carry on the business of being cement agent, running wholesale and retail sale centres, selling concrete materials for builders, selling bricks, blocks, building decorations and any products from cement materials.
 - p) To carry on the business of hardware, metal products, iron bars, iron sheets, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipments agricultural implements and equipments, spares of every description, plumbers, decorators steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof trusses, sales general goods and general supply.

BOCISA TRADING COMPANY LIMITED

OF

MEMORANDUM OF ASSOCIATION

COMPANY LIMITED BY SHARES

THE COMPANIES ACT, 2002

- (d) To carry on business of supplies different commodities stationeries, hardware's, industrial goods, industrial parts, furniture goods, pharmaceutical products, laboratory equipments, electronic and electrical goods, sports gears and products, food supriments and food products, leather and skin beverages, alcohol and non alcoholic drinks, garments and clothes products and general industrial goods.
- (r) To carry on the business of Stationery Services, suppliers of Schools and Office Stationeries equipments weather in wholesaler, retailers and dealers in all types of office equipments, ream papers, files and other similar goods.
- (s) To carry on the business of supplying office furniture's on private companies, government offices, on non-government organization offices, schools, colleges, universities, institutions, hospitals army forces and anywhere the company may think fit.
- (t) To carry on the business as importers, general suppliers, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of building materials, timber, fishing gears, groceries, computes, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, sprits, sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (u) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (v) To engage in and carryout the business of proprietors and managers of office and shop buildings, apartments, hotels, guest houses, restaurants and to provide services of the same to individuals, private and public institutions and to industrial and business concerns.
- (w) To carry on the business as general suppliers of all sorts and types of general merchandised goods and services to individuals, offices, industries, schools, factories, shops, hospitals, army, military, ministries and other government offices, universities and all other places where the services of supplier are needed.
- (x) To manufacture, supply and deal in mineral waters, wines, cordials, liquors, soups, broths and other restoratives of food especially suitable or deemed to be suitable for invalids and convalescents and all kind of cleaning equipments.
- (y) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kind.

z) To carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.

aa) To carry on the business of dealing in selling, buying, importing, exporting, marketing, manufacturing, stocking, whether wholesale or retail of various categories of hardware tools and equipments, opening investments, develop different types of investments, manufacture different types of products, practice assembling of all kinds and conduct research and innovations in all fields in general.

bb) To carry on the business of all kinds of electronics, household and domestic appliances, electrical goods, audio visual goods and products and merchandise of the nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.

cc) To carry on the business of mining exploration, mining consultants, drilling, and blasting, mining contractors, earth movers' undergrounds mining and drilling, carry on business of petrol and gas research exploration, consultancy, drilling and selling in large, middle and small scale, manufacture of all products from petrol and gas in general.

dd) To carry on the business of spare parts including nuts and bolts, rivet screws, nails, roofing nails, radiators, valves, crankshafts, springs, door handles, and locks, bushes, electrical fittings including wires, switches, plugs, sockets, distribution boxes and to carry on all or any of the business of repairman, electrical contractors, including drills, spanners, hydraulic jacks and implied purposes of running garage, including trucks, lorries, cars, any other power propelled vehicles and machinery, transportation, cargo and travel agents, commission agents, and customs agents, insurance agents, tourist agents, manufacturers representative, clearing and forwarding agents.

ee) To carry on the business of insurance agents, customer agents, transportation, cargo and travel agents, commission agents, tourist agents, manufacturers representative, motor cars, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, cabs, minibuses, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the Company.

ff) To carry on business of manufacture, import, export, distribute, supply of artworks, carvings and furniture to schools, hospitals, government offices, industries and private persons.

gg) To carry on all and any of the wholesale and/or retails as gemstones merchants, jewelers and/or dealers in and/or buy sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.

- hh) To carry on the business as general suppliers of all sorts and types of general merchandise goods and services to individuals, offices, industries, schools, factories, shops, hospitals, army, military, ministers and other government offices, universities and all other places where the services of supplier are needed. To engage in and carryout the business of proprietors and managers of office and shop buildings, apartments, hotels, guest houses, restaurants and to provide services of the same to individuals, private and public institutions and to industrial and business concerns.
- ii) To do the business of acting as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- kk) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- ll) To carry on the business as importers, general suppliers, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of building materials, timber, fishing gears, groceries, computes, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- mm) To carry on the trade or business of bonded warehouses, removers, stores, packers and carriers of personal property of every description, clearing and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.
- nn) To carry on business of education institutions as baby care centres, kindergarten schools, primary schools, secondary schools, colleges, vocational centres, technical colleges, universities and general education institutions.
- oo) To carry on business of selling beverages, soft drinks, mineral water, energy drinks, and alcoholic drinks. To open industries for different kinds of alcoholic and non-alcoholic drinks and their products, be agent or use other companies trademarks and drinks business in general.
- pp) To promote tourism in Tanzania and elsewhere in the world, to carry on business of travel and tourist agents and tour operators, to promote, facilitate traveling, to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kinds.
- qq) To carry on the safe keeping, cleaning, repairing, refueling and the general care of motor vehicles of all kinds whatsoever from population may use.

- (r) To carry on all their respective branches or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamation, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned businesses.
- (ss) To carry on the business of financial consultants and to act as project and development consultants, principal and/or agent, managers, directors, sales and marketing analysts, business consultants and as personnel, research, training, technical and general consultants and advisers to and for any undertaking or enterprises and to direct the management of the property and estate of government, consumers, corporations, foundations, organizations, hospitals co-operatives, funding agents and any institution whatsoever.
- (t) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, values, decorators, engineers to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company think fit.
- (u) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers, representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, minibuses, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in the world as may from time to time determined by the Company.
- (v) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing refueling, panel beating body builders, spraying and the general care of motor vehicles, aircraft, machinery, tools, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, element, solutions, batteries and accessories and all things capable of being used in connection with the said business or in the manufacture or maintenance of such vehicles, machinery, equipments and plants, importing, exporting and sell new, used and reconditioned vehicles
- (w) To purchase, take on lease and otherwise acquire for investment or resale any tenure in Tanzania and elsewhere and to sell, let or lease exchange or otherwise dispose of or grant rights over any immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belongs to the company.
- (xx) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest or any land buildings, casements, rights, licenses, secret processes, machinery, plants, stock, in trade and real or personal property of any kind.

- yy) To accept payment for any property or rights sold or otherwise disposed or death with by the company either in case, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- zz) To act as agents for the sale and purchase of any stock shares or securities or for any other monetary or mercantile transactions.
- aaa) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- bbb) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- ccc) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- ddd) To accept for safe custody and keep for customers of the company all kinds of securities valuables and customer items.
- eee) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- fff) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- ggg) To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of properties, and the collection and receipt of money.
- hhh) To do all other things as may be seen incidental or conducive to the entertainment of the objects or any of them. To advance money to shareholder in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the free simple or any freehold or leasehold property upon such terms and conditions as the company may think fit.
- iii) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants debentures and negotiable or transferrable instruments.
- jjj) To act as agent or brokers, and as trustees for any persons firms, companies, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- kkk) To take or otherwise and hold shares in any other company being having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly to benefit the company.
- lll) To transact or carry on all kinds of Agency business and in particular in relation to the Investments of money, the sale of properties, and the collections and receipts of money.
- mmm) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.
- nnn) To carry any other trade or business whatever which can in the opinion of the board of Directors be advantageously carried on by the Company in connection with the above businesses or the general business of the company.

AND It is hereby declare that:-

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

The Objects set forth in each sub-clause of this clause shall not be destructively construed but the words interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to our inference from any other object or objects set reference to or inference from the terms of any sub clause or by the name of the company. None of such sub clause or the object or objects their in specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned any other sub clause, but the company shall have as full power to exercise all or any of the objects conferred by any provided in each of the said sub clause contained the objects of separate company.

4. The liability of the members is Limited.

5. The share capital of the Company is Tsh 1,000,000,000/=, divided into 100,000 shares of Shilling 10,000/= each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.



JOSEPHAT T. KAZAURA
 ADVOCATE & COMMISSIONER FOR OATHS
 PO BOX 84 MBEYA
 ABUSCAIF

Witness to the above signature:
 Name :
 Signature :
 Address :
 Qualification :

Dated at MBEYA this 1st day of JULY 2021

SIGNATURE	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS
[Signature]	25,000	CHEN WEIJIANG CHEN WEIMING FLAT S-1126/3 FUJIAN DISTRICT, FUJIAN PROVINCE
[Signature]	25,000	CHEN WEIQIANG CHEN WEIMING FLAT S-1126/3 FUJIAN DISTRICT, FUJIAN PROVINCE

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

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BOCISA TRADING COMPANY LIMITED

PRELIMINARY

1. In these Articles:

"The Act"	Means the Companies Act 2002
"The SEAL"	Means the Common Seal of the Company
"The Secretary"	Means any person appointed to perform the duties of the Secretary of the Company.
"The Register"	Means the Register of the Members of the Company.
"The Dividend"	Means the Dividend declared by the Company and includes bonus.

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

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

2. The Regulations contained in PART II of the First Schedule to the Companies Act 2002 shall unless otherwise provided herein, apply to the Company.

3. The Company is a PRIVATE COMPANY and accordingly: -

- (a) The right to transfer shares is restricted in manner hereinafter prescribed;
- (b) The number of members of the company is limited to fifty as further provided for in the Act;
- (c) Any invitation to the public to subscribe for any shares or debenture of the public is prohibited;
- (d) The company shall not have power to issue share warrants to bearer.

4. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

(a) The Share Capital of the Company is Tanzania shillings 1,000,000,000/= only, divided into 100,000 ordinary shares each of Tshs. 10,000 / = only.

(b) Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution, be issued on the terms that it is or at the option of the Company is liable to be redeemed.

- virtue of a call duly made and notified.
- forfeiture or otherwise, shall apply as if such sum had become payable by provisions of these regulations as to payment of interest and expenses, the same becomes payable, and in case of non-payment, all the relevant be a call duly made and payable on the date on which by the terms of issue by way of premium, shall, for the purpose of those regulations, be deemed to or at any fixed date, whether on account of the nominal value of the share or 11. Any sum which by the terms of issue of share becomes payable on allotment interest wholly or in part.
- may determine, but the Directors shall be at liberty to waive payment of that payment at such rate not exceeding 10 percent per annum as the Directors upon the sum from the day appointed for payment thereof to the time of actual for payment thereof, the person from whom the sum is due shall pay interest 10. If a sum called in respect of a share is not paid before or on the day appointed respect thereof.
9. Joint holders of a share shall be jointly and severally liable to pay all calls in paid by installments.
8. All calls shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed, and may be required to be determine.
7. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one-month notice from the last call; and each member shall (subject of receiving at least fourteen days' notice specifying the times and place of Account) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may

CALLS ON SHARES

- thereon.
- (b) The company's lien, if any, on a share shall extend to all dividends payable
- (a) The lien hereby conferred shall attach to all shares registered in the name of any person indebted or under liability to the company, whether he be the sole registered holder or be one of several joint holders.
6. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares standing registered in the name of any person for all moneys presently payable by him or his estate to the company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

LIEN

- (5) The Company may pay to any person a commission consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to produce subscriptions, whether absolute or conditionally, for any share in the Company; PROVIDED THAT such commission shall not exceed five percent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirement of Section 56 of the Companies Act shall be observed.

15. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

14. In case of the death of a member, the survivor of survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only person recognized by the company as having any title to a deceased member from any liability in respect of any share which had been jointly held by him.

TRANSMISSION OF SHARES

As witness our hands this day of 20.....

conditions aforesaid.
DO HEREBY agree to take the said share (or shares) subject to the several conditions on which I hold the same, and I the said transferee, to hold unto the said transferee, subject to the share (or shares) numbered in the undertaking called called "the said transferee") DO HEREBY transfer to said transferee the paid to me by C.E. of hereinafter "I.A.B. of in consideration of the sum of TShs. common form which the shareholders shall approve.

(b) Shares shall be transferred in the following form or in any usual or

entered in the register of members in respect thereof.
remain the holder of the share until the name of the transferee is transferred and the transferee, and the transferor shall be deemed to form hereunder provided and which shall be signed by both the Company shall be transferable by written instrument in the common form hereunder provided and which shall be deemed to be signed by both the transferee and the transferor until the name of the transferee is entered in the register of members in respect thereof.

TRANSFER OF SHARES

13. (a) Subject to the provisions hereinafter contained shares in the Company shall be transferable by written instrument in the common form hereunder provided and which shall be deemed to be signed by both the transferee and the transferor until the name of the transferee is entered in the register of members in respect thereof.
12. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for advance, become presently payable) pay interest at such rate not exceeding 10 percent per annum (Unless the Company in General Meeting shall otherwise direct) as may be agreed upon between the member paying such sum in advance and the Directors.

- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (a) increase its share capital by new shares of such amount, as the resolution prescribes;

22. The company may by ordinary resolution:-

ALTERATION OF CAPITAL

21. A statutory declaration by a director or the secretary that a share have been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as the execution of an instrument of transfer if (necessarily) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

20. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company of cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have receive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

19. Subject to the provisions of this Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allocation or other disposition the forfeiture may be cancelled on such terms as the director think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorize some person to execute an instrument of transfer of the share in question.

18. If the notice is complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeiture by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

17. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.

ALTERATION OF CAPITAL

16. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

- (c) subject to the provision of section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by memorandum of association;
- (d) Cancel shares which, at the date of the passing of the resolution, have into been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
23. Whether as result of a consolidation of shares any member would become entitled for fraction of a share, the directors may, on behalf of those members, sell as shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorize some person to execute an instrument of the shares to or in accordance with the directors of the purchase money nor shall his little to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
24. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any redemption reserve fund or any share premium account in any way.
25. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.
26. All general meetings other than general meetings shall be called extra ordinary general meetings.
27. The Directors may, whenever they fit, call an extraordinary general meeting, and extraordinary general meetings shall also be convened by such requisitionist, as provided by section 134 of the Act. If at any time they are not within the Territory sufficient Directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.
- GENERAL MEETINGS**
28. A General Meeting shall be held once in every calendar year (not being more than fifteen months after the holding of the preceding General Meeting) at such time and place as may be determined by the Directors. In default of a General Meeting so held, a General Meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
29. All General Meetings other than the Annual General Meeting shall be called Extra-Ordinary General Meetings.
30. The Directors may, whenever they deem fit, convene an Extraordinary General Meeting and Extraordinary General Meeting shall also be convened on such requisition, or, in default may be convened by such requisitionists as provided by Section 134 of the Act.

38. If there is no such Chairman, or if at any meeting he is not present within fifteen Minutes after the time appointed for holding the meeting the remaining Directors (or alternate Directors as the case may be) shall choose one of their number to be Chairman of the meeting.

37. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

36. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of member, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

35. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

34. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at the Annual General Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors, the election of Directors and other officers in place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

33. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of a Company duly convened and held.

32. The accidental omission to give notice of a meeting to or the non-receipt of notice of meeting by any member shall not invalidate the proceedings at any meeting.

Provided that a meeting of the company may be called by shorter notice if it is so agreed:-

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

31. Every general meeting shall be called by twenty-one clear days notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;

NOTICE OF GENERAL MEETINGS

44. The directors may by power of attorney appoint any person to be the attorney or agent or the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

43. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the Memorandum or articles and no such directors shall invalidate any prior act of the directors which would otherwise have been valid. The powers given to the directors by the articles and meeting of which a quorum is present may exercise all powers exercisable by the directors.

POWERS AND DUTIES OF DIRECTORS

(b) On such appointment being made, the Alternate Director shall, except as regards remuneration, be subject to all respects to the terms and conditions existing with reference to the other Directors, and each Alternate Director whilst acting in the place of an absent Director, shall enjoy all the rights of and exercise and discharge all the duties of the Director he represents.

42. (a) Each Director may nominate in writing to the Secretary of the Company a person approved by his co-directors to act as Alternate Director in his place during his absence or if he is unable to act as such Director himself.

(b) In addition to their usual remuneration, the Directors shall also be paid such traveling, hotel and other expenses incurred in connection with their attendance at meetings of Directors.

41. (a) The remuneration of Directors shall from time to time be determined by the Company in General Meeting.

b) CHEN WEIQIANG

a) CHEN WEIMING

40. (a) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than Seven.
(b) The first Directors of the Company shall be:

BOARD OF DIRECTORS

39. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

51. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article 85 the company may by ordinary resolution appoint any person to be a director to fill a vacancy or as an additional director.

50. The company may by ordinary resolution, of which notice has been given in accordance with section 144 of the act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.

49. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following annual general meeting, and shall be eligible for reelection.

48. The company may by ordinary resolution appoint person who is willing to act to be a director either to fill a vacancy or to be an additional director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

(c) Shall for more than six consecutive months have been absent, without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

(d) resign his office by notice in writing the company or

(c) becomes of unsound or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(a) ceases to be a director by virtue of any provision of the Act, or he becomes prohibited by law from being a director; or

47. The office director shall be vacated if the director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

46. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

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

58. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

57. No person shall be appointed or hold office as a Secretary who is:-
 (a) The sole Director of the Company; or
 (b) A Corporation, the sole Director of which is the sole Director of the Company; or
 (c) The sole Director of a Corporation which is the sole Director of the Company.

56. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may see fit, and they may remove any Secretary so appointed.

SECRETARY

55. The Board of Directors shall cause minutes to be made in books provided for the purpose to record:-
 (a) The names of the Directors present at each meeting of the Directors and of any committee of the Directors, and every such Director present at any meeting of Directors or Committee of Directors shall sign against his name in a book to be kept for that purpose.
 (b) All resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of Directors.
 (c) All appointments of Officers made by the Directors.

54. The Board of Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (except the power to make calls, forfeit shares or issue debentures) as they may see fit, but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restriction as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

53. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in a setting up and registering the Company, and may exercise all such powers of the Company as are not, by the Act, or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to provisions of the Act, and to such regulations, being consistent with the aforesaid regulation or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

POWERS AND DUTIES OF DIRECTORS

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

BORROWING POWERS

61. Every Director or other Officer of the Company shall be entitled to the indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which she/he may sustain or incur in or during the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by her/him in defending any proceedings, whether civil or criminal, in which judgment is given in her/his favor or in which she/he is acquitted or in connection with any application under the Act in which relief is granted to her/him by the Court; and no Director(s) or other Officer(s) shall be liable for any loss, damage or misfortune, which may happen to or be incurred by the Company in the execution of the duties of her/his office or in relation thereto.

INDEMNITY

60. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company, divide amongst the members in specie or kind the whole or any part of the assets of the Company and may, for such purpose set such value as he may deem fair upon any property to be divided as aforesaid and may determine how much division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors as the liquidator with the like sanction shall see fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

WINDING-UP

59. The Directors shall provide for the safe Custody of the Seal of the Company, and the Seal shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and countersigned by the Secretary or a Second Director or by some other person appointed by the Directors for the purpose.

THE SEAL



JOSEPH T. KAZAURA
 ADVOCATE
 P.O. Box 84 MBEYA
 ADVOCATE

Witness to the above signature:
 Name :
 Signature :
 Address :
 Qualification :

Dated at MBEYA this 19th day of JULY 2021

SIGNATURE	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS
[Signature]	25,000	CHEN WEIQIANG FLAT S-1126/3 FUJIAN DISTRICT, FUJIAN PROVINCE
[Signature]	25,000	CHEN WEIMING FLAT S-1126/3 FUJIAN DISTRICT, FUJIAN PROVINCE

11532043: CHUE884868
 Password: 123456+



United Republic of Tanzania
 Business Registrations and Licensing Agency

Application for Registration of a Company
 Companies Act (Cap 212)

G210715-4693
 15/07/2021 15:54:50

EH8050319
 CHEN WEIMING

Male

25/02/1983

Chinese

chenweiming4@gmail.com

0626882888

Yes

Yes

BOCSA TRADING COMPANY LIMITED

Private company Limited by shares

31/07

Region Mbeya, District Mbeya CBD, Ward Ilomba, Postal code
 53121, Street MWANJELWA, Road MWANJELWA, Plot number
 135, Block number J, House number NIL

2187

chenweiming4@gmail.com

0625882888

1020 - Processing and preserving of fish, crustaceans and molluscs

1080 - Manufacture of prepared animal feeds

4771 - Retail sale of clothing, footwear and leather articles in specialized stores

8211 - Combined office administrative service activities

8299 - Other business support service activities n.e.c.

Can this person update data in ORS?

Yes

DIRECTOR 1

DIRECTORS

Name of activity

Name of activity

Name of activity

Name of activity

Name of activity

BUSINESS ACTIVITY

Mobile Phone Number

E-mail

P.O. BOX

Registered office

REGISTERED OFFICE

Accounting date

Company type

Company name

INFORMATION ABOUT COMPANY

Who can update data in ORS

This person is empowered to assign persons

Can this person update data in ORS?

Mobile Phone Number

E-mail Address

Nationality

Date of birth

Gender

Name

Passport number

APPLICANT

Application date

Tracking number

APPLICATION



SHAREHOLDERS
SHAREHOLDER 1

Class of shares	Number of shares issued	Value	Aggregate nominal value	Currency
Ordinary	100000	10000	1000000000	TZS
		Total:	1000000000	TZS

AUTHORISED SHARE CAPITAL

Can this person update data in ORS? Yes

Passport number EH8050319

Name CHEN WEIMING

Gender Male

Date of birth 25/02/1983

Nationality Chinese

E-mail Address chenweiming4@gmail.com

Mobile Phone Number 0625882888

Residential address China, People's Republic of, CHINA, FLAT S-1126/3, FUJIAN DISTRICT, FUJIAN PROVINCE, +96,

Can this person update data in ORS? No

Passport number EJA719427

Name CHEN WEIQIANG

Gender Male

Date of birth 27/11/1985

Nationality Chinese

E-mail Address chenweiqiang63@gmail.com

Mobile Phone Number 0620317659

Residential address China, People's Republic of, CHINA, FLAT S-1126/3, FUJIAN DISTRICT, FUJIAN PROVINCE, +96,

DIRECTOR 2

Can this person update data in ORS? No

Passport number EH8050319

Name CHEN WEIMING

Gender Male

Date of birth 25/02/1983

Nationality Chinese

E-mail Address chenweiming4@gmail.com

Mobile Phone Number 0625882888

Residential address China, People's Republic of, CHINA, FLAT S-1126/3, FUJIAN DISTRICT, FUJIAN PROVINCE, +96,

Passport number

Name

Gender

Date of birth

Nationality

E-mail Address

Mobile Phone Number

Residential address

Ordinary

SHAREHOLDER 2

Passport number

Name

Gender

Date of birth

Nationality

E-mail Address

Mobile Phone Number

Residential address

Ordinary

EJ4719427

CHEN WEIQIANG

Male

25/02/1983

Chinese

chenwening4@gmail.com

0625882888

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25000

EJ4719427

CHEN WEIQIANG

Male

27/11/1985

Chinese

chenweimong63@gmail.com

0620317659

China, People's Republic of, CHINA, FLAT S-1126/3, FUJIAN DISTRICT, FUJIAN PROVINCE, +98,

25000

BOCISA TRADING COMPANY LIMITED, Director CHEN WEIMING

Signature and date

BOCISA TRADING COMPANY LIMITED, Director CHEN WEIQIANG

Signature and date

BOCISA TRADING COMPANY LIMITED, Company secretary CHEN WEIMING

Signature and date

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Declaration of Compliance on Application for the Registration of a Company
Pursuant to Section 14 (4) of the Companies Act, 2002

Company Number

Company Name in Full

[Empty box for Company Name in Full]

1 (Full name)

CHEN WEIQIANG

of (Address)

FLAT S-1126/3, FUJIAN DISTRICT, FUJIAN PROVINCE

do solemnly and sincerely declare that I am (delete as necessary) [an advocate of
the High Court engaged in the formation of the company] [a person named as
[director] [secretary] of the company in the statement delivered to the Registrar
under section 14(2) of the Act] and that all of the requirements of the Companies
Act 2002 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with
AND I make this solemn declaration conscientiously believing the same to be
true.

Declarant's Signature

[Handwritten signature]

MBE YA

on

18-07-2021

Before me
(please print name)

JOSEPH KAZANBA

Signed

Date

19/07/2021

A Commissioner for Courts or Notary Public

FOR OFFICIAL USE ONLY



In recognition of a commitment and willingness by the Private Sector to contribute to the elimination of corruption through ethical behavior, transparency and zero tolerance against corruption in all business activities. In recognition of our financial, environmental and social responsibility for the benefit of the entire nation; on behalf of the organization, *Cherwele Mungu* pledge that, We will:

1. actively partake in and contribute towards the economy through tax contribution and all business transaction in a transparent and ethical manner;
2. not initiate, solicit, receive or accept bribes or any other form of corruption;
3. ensure financial reporting mechanisms are transparent and practice zero tolerance against corrupt procurement practices and any other unethical conduct;
4. ensure our corporate Code of Conduct to which we will be held responsible and accountable, serves to promote good ethical practices both within the internal and external environment and will continually guide management and employees to be accountable for their behavior at any time;
5. avoid all situations that may result in actual or perceived conflict of interest and ensure that we disclose and resolve any arising issues of conflict of interest in an efficient and transparent manner;
6. promote transparency and efficiency at all levels within our organisation and implement internal systems and controls to ensure good governance and institutionalize the values of ethics, integrity, accountability and transparency within our business;
7. ensure all goods and services adhere to national and international standards; provide anonymous channels of communication to ensure the rights of suppliers, customers and employees are protected and will on-going promotions and publication of ethical business practices to promote awareness;

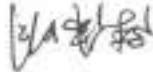
INTEGRITY PLEDGE FOR THE PRIVATE SECTOR

**UNITED REPUBLIC OF TANZANIA
Business Registrations and Licensing Agency**



9. behave as good corporate citizens, actively engaged in ensuring social, economic, and environmental sustainability and work to positively impact the entire nation;
10. ensure fair competitive practices are an integral part of the way we conduct our business including transparency in all business transactions and good corporate governance;
11. refrain from engaging in business with parties who have demonstrated unethical business practices;
12. support the development of an audit and certification program against corruption and participate in the implementation of tools and measures created in order to ensure transparency, efficiency, and ethical business practice;
13. support the nationwide campaign against corruption, which promotes fair market conditions, transparency with all business transactions and good governance.
14. not offer or facilitate, directly or indirectly any improper inducement or reward to any public officer, their relatives or business associates in connection with our procurement process or in the subsequent performance of any contract;

Declaration: I acknowledge that I have read and understand the clauses within the Integrity Pledge before signing. I agree and recognize that the clauses contained in this document are legal and ethical matters which I am obliged to abide by. I am also aware that violation of the clauses laid down is in breach of the Prevention and Combating of Corruption Act, the Public Procurement Act, the Economic and Organized Crime Control Act or any other written law and legal action may be taken against me for violating the stated clauses.

NAME OF THE CEO	COMPANY NAME	SIGNATURE	DATE
chen weiming 陈伟明			2021.7.18



SEKA ISAYA KASERA
FOR CEO - BRELA

SIGNATURE



DATE

07/15/2021 4:17:52

Passport number

EH8050319

Name

CHEN WEIMING

Gender

Male

Date of birth

25/02/1983

Nationality

Chinese

E-mail Address

chenwening4@gmail.com

Mobile Phone Number

0625882888

Residential address

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Ordinary

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Ordinary

25000

NEW CISA TRADING TANZANIA LIMITED, Director CHEN WEIMING

陈伟明

2021.7.18

Signature and date

NEW CISA TRADING TANZANIA LIMITED, Director CHEN WEIQIANG

陈伟强

2021.7.18

Signature and date

NEW CISA TRADING TANZANIA LIMITED, Company secretary CHEN WEIMING

陈伟明

2021.7.18

Signature and date