

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

EAST AFRICAN MEDICAL INDUSTRIAL LIMITED

DRAWN BY:

DANIEL MWAKIMI (ADVOCATE)

P.O. BOX 105069

DAR ES SALAAM

TANZANIA

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EAST AFRICAN MEDICAL INDUSTRIAL LIMITED

1. The name of the company is **“EAST AFRICAN MEDICAL INDUSTRIAL LIMITED”**
2. The Registered office of the Company will be situated in Tanzania Mainland.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any of the businesses of manufacturers buyers sellers and distributing agents of and dealers in all kinds of patent pharmaceutical medicinal and medicated preparations and patent medicines.
 - (b) To carry on the manufacture and sale of chemicals cosmetics toilet beauty and medical preparations and generally to carry on the business of manufacturers buyers sellers of and dealers in all kinds of chemicals cosmetics toilet and beauty preparations perfume and drugs whatsoever and to carry on all or any of the business of surgical and scientific materials and matters articles and commodities of industrial personal and household use and consumption.
 - (c) To carry on the business of printing medical labels and all types of labels and of printing in general and the business of manufacturing and dealing in packaging materials paper bags box and cartons makers cardboard and paper of all kinds and articles made from paper or pulp and materials related to packaging of medicines.
 - (d) To employ and pay chemical pharmaceutical veterinary botanical and surgical experts and other persons partnerships companies or corporations and to organise equip despatch expeditions for the purposes that would conduct research for any of the foregoing clauses or that would enhance the business of the Company.

- (e) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with or by way or extension of any business or the Company or any or its objects.
- (f) To construct, erect and maintain either by the Company or other parties, sewers, roads, streets, buildings, houses, flats, shops and all other works erections and things of any description whatsoever either upon the lands acquired by the Company or upon other lands.
- (g) To acquire by license or otherwise from any Government municipal or other public body or any person the right to maintain and operate air transport and any other services whether by air or land or by water.
- (h) To establish depots and agencies in different parts of the world for the purposes of carrying on any or all of the business of the Company.
- (i) To carry on business and to act as general merchants traders commission agent or in any other capacity and to import export buy sell barter exchange manufacture make advances upon or otherwise deal in goods produce articles stores and merchandise of all kinds both wholesale and retail and to transact every kind of agency business.
- (j) To enter into contracts with any person or company as to interchange of traffic running powers or otherwise.
- (k) To obtain all powers and authorities necessary to carry out or extend any of the above objects.
- (l) To purchase or otherwise acquire any interest in any patents brevets d'invention licenses concessions and the like conferring exclusive or limited rights to the use of any secret or other information as to any invention in relation to the production treatment storage application distribution and use of drugs pharmaceutical and industrial chemicals compounds cement oils of all kinds of fats fatty acids esters glycerine and like paints pigments and varnishes agricultural chemicals fertilizers pesticides and the like soaps detergents toilet and beauty preparations photographic surgical and scientific materials and matters articles and commodities of industrial personal household use and consumption textiles and artificial fabrics of all kinds and of any apparatus thereof or generally by invention which may seem to the company capable of being profitably dealt with.
- (m) To use exercise develop grant licenses in respect of or otherwise to turn into account any such patent, brevets d'invention licences concessions and the like and information aforesaid.
- (n) To carry on the business of soap manufacturers to buy sell manufacture refine prepare and deal in detergents toilet and beauty preparations of all kinds of oils and

- oleaginous and saponaceous substances and all kinds of unguents and ingredients and to carry on business as manufacturers collectors of flowers and perfume-producing vegetation.
- (o) To carry on the business of manufacturers' processors stores distributors and dealers of and in drugs pharmaceuticals and industrial chemicals compounds cements pigments dyeware varnishes agricultural chemicals fertilizers fungicides and the like, photographic surgical materials and matters articles and commodities of industrial personal and household use and consumption.
 - (p) To raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever.
 - (q) To act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents brokers sub-contractors or otherwise.
 - ® To invest and deal with monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
 - (s) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures debenture stock perpetual or otherwise and to secure the payment of any money borrowed or raised or owing by the mortgage charge or lien upon the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any obligation or liability it may undertake.
 - (t) To purchase take on lease or in exchange or otherwise acquire buildings and to develop and turn to account the same in any manner and to advance money to or enter into contracts and arrangements of all kinds with the builders tenants and others.
 - (u) To vary the investments of the Company.
 - (v) To re-issue any stock or shares or other securities with or without the guarantee of the Company.
 - (w) To acquire and undertake the whole or any part of the goodwill and assets of any person firm or Company carrying on or proposing to carry on any of the businesses

which the Company is authorized to carry on and as part of the consideration of such acquisition to undertake all or any of the liabilities of such person firm or company or to acquire an interest in amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares debentures debenture stock or securities and to retain or sell mortgages and deal with any shares debenture stock or securities so received.

- (x) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertake any of the liabilities of this company or for undertaking any business or operations which may appear likely to assist or benefit this company or to enhance the value of any property or business of this company and to place or guarantee the placing of or underwrite subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (y) To enter into any arrangements with any Government or Authorities (Supreme Municipal Local or otherwise) or any companies firms or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government authority company firm or person any charters contracts decrees rights privileges and concessions which the Company may think desirable and to carry out exercise and comply with any such charters contracts decrees rights privileges and concessions.
- (z) To enter into working arrangements of all kinds (including joining in a co-operative arrangement) with other companies corporations firms or persons and also to make and carry into effect arrangements with respect to union of interests or amalgamation either in whole or in part or any other arrangements with other companies corporations firms or persons.
- (aa) To accept any composition scheme or any securities for any debt or property claimed and to allow any time for payment of any debt and to compromise abandon compound or submit to arbitration or otherwise settle any debt account claim or thing.
- (bb) To sell mortgage improve manage develop turn to account exchange let rent and grant licenses easements or otherwise rights in respect of and in any other manner deal with or dispose of the undertaking or the property for the time being of the company for any consideration whether in cash or shares (fully or partly paid) debentures debenture stock or other interest in securities of any company or otherwise.

- (cc) To sell or otherwise dispose of the whole of any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares debentures or securities of any company purchasing the same.
- (dd) To advertise all or any of the products or goods of the Company in any way that may be thought advisable.
- (ee) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general useful objects.
 - (ff) To give as charity to any person firm or institution in any part of the world any reasonable sum of money for the purpose of doing good to humanity at large.
- (gg) To remunerate any person firm or Company rendering services to this Company either by cash payment or by allotment to him or them of shares or securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.
- (hh) To distribute among the members of the Company in kind any property of the Company and in particular any shares debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (ii) To pay all or any expenses incurred in connection with the promotion formation and incorporation of the company or to contract with any person firm or company to pay the same and to pay commission to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares debentures debenture stock or securities of this Company.



- (jj) To procure the Company to be registered in any part of the world or to take such other steps as may be necessary to give the Company as far as possible the same rights and privileges in any part of the world as are possessed by companies or partnerships of a like character elsewhere.
- (kk) To carry on all such businesses which may be similar to any of the businesses specified in the foregoing sub-clauses.
- (ll) Generally to do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor in any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction ejusdem generis or otherwise.

- 4. The Liability of the Members is Limited.
- 5. The capital of the Company is Shillings 1,000,000,000 /= divided into 100 shares of Shillings 10,000,000, /= each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
XIAO JIAYI P. O. BOX 2365 DAR ES SALAAM	90	
FHAAM MEDICAL LIMITED P. O. BOX 999 DAR ES SALAAM	10	

Dated at DAR ES SALAAM this 05th , day of AUNGUST 2025.

Signed Before Me:

Signature: 

Name: DANIEL SIMON

Postal Address: 105269 DSM

Qualification: ADVOCATE



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EAST AFRICAN MEDICAL INDUSTRIAL LIMITED

PRELIMINARY

1. In these regulations:-

“The Act” means the Companies Act 2002 of the Laws of Tanzania.

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

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

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

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

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the

- employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on as determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the

board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

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

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of Companies Act shall apply to the following variations:-

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

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
- (b) The following persons shall be the first Directors of the company:-
 - i. XIAO JIAYI**
 - ii. FHAAM MEDICAL LIMITED**

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

BORROWING POWERS

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

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

VOTE OF MEMBERS

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

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
- (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

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

SECRETARY

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

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION



20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

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

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
XIAO JIAYI P. O. BOX 2365 DARES SALAAM	90	
FHAAM MEDICAL LIMITED P. O. BOX 999 DARES SALAAM	10	

Dated at DAR ES SALAAM this 05th , day of AUNGUST 2025.

Signed Before Me:

Signature: 

Name: **DANIEL SIMON**

Postal Address: **105269 DSM**

Qualification: **ADVOCATE**

