Issue No. 565410 Date: 13/01/2026

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

Care Link Solutions Ltd.

This document is digitally signed. Please find the soft copy to verify the signature.

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

Care Link Solutions Ltd.

I. The name of the company is Care Link Solutions Ltd.

II. The registered office of the company shall be situated in Bangladesh

III. The objects for which the company is established are all or any of the following (all objects will be implemented after obtaining necessary permission from the Government/concerned authority/competent authority before commencement of the business):

1	To carry on the business of Insurance Technology (Insur Tech), Health Technology (HealthTech) and digital healthcare services and to design, develop, establish, own, operate, manage, maintain and provide technology-based platforms, software applications, web portals, mobile applications and cloud-based systems for life insurance, general insurance, health insurance, wellness and preventive healthcare services at home and abroad and to act as buyer, seller, developer, owner, operator and service provider of digital insurance and healthcare solutions and to acquire, purchase, license, lease or otherwise lawfully obtain software, systems, platforms and intellectual property and to develop, upgrade, customize, commercialize, distribute, sell, resell or maintain the same.
2	The business of telemedicine, virtual healthcare and remote medical service platforms, including online medical consultation systems, appointment management, e-prescription services, electronic medical records, digital health records, patient communication systems, diagnostic and laboratory integration, remote monitoring, wellness platforms and healthcare coordination services and to provide such services directly or indirectly through licensed medical practitioners, hospitals, clinics and healthcare institutions subject to applicable laws, rules and regulations in Bangladesh and abroad.
3	The business of hospital, clinic, diagnostic center and healthcare facility management, and to develop, implement, operate and manage Hospital Information Systems (HIS), Electronic Medical Records (EMR), Electronic Health Records (EHR), billing and accounting systems, pharmacy management, laboratory information systems, inventory and supply chain management, bed and patient flow management, insurance and TPA integration and other allied healthcare operational systems and to provide consultancy, outsourcing, operational support and managed services to hospitals and healthcare organizations.
4	The business of human resource (HR) management, workforce management and HR technology services, HR outsource, Training & Development and consultancy Service, including recruitment solutions, employee management systems, payroll processing, attendance and biometric systems, performance management, training and learning management systems, compliance management, HR analytics and consultancy services for insurance companies, healthcare institutions, corporate organizations and other lawful business entities and to act as consultants, service providers, system developers and outsourcing partners.
5	The business of software development, information technology and digital services, including analysis, design, development, testing, deployment, customization, licensing, maintenance, upgrading and support of software, mobile applications, enterprise systems, databases, APIs, cloud solutions, cyber security systems and digital products and to act as IT consultants, system integrators, managed service providers and technology partners for government, semi-government, autonomous bodies, corporations and private organizations at home and abroad.
	To obtain, apply for, acquire and maintain licenses, permissions, approvals,

This document is digitally signed. Please find the soft copy to verify the signature.

	registrations, work orders and contracts from Government, Semi-Government, Autonomous Bodies, Regulatory Authorities, Corporations, Healthcare Institutions and any domestic or foreign authority and to enter into agreements, joint ventures, partnerships, collaborations or alliances with individuals, firms or companies and to act as agents, representatives, distributors, service providers or consultants for the advancement of the business of the Company.
7	To borrow or raise money from any bank, financial institution or other lawful source, and to secure the repayment of loans or debts in such manner as the Directors may think fit, including by mortgage, charge or lien upon the undertaking, assets or properties of the Company, present or future, including uncalled capital, and to purchase, acquire, lease or otherwise obtain movable and immovable properties, offices, data centers, equipment, hardware and software and generally to do all such lawful acts, deeds and things as are incidental or conducive to the attainment of the above objects or any of them.
8	To attain the business objectives company may enter into Partnership, Joint-venture, take over or Amalgamate with any other company and also to take Loans from Bank/other Financial Institutions in such a manner as may company thinks fit.
9	To mortgage the property and assets of the company as securities for loans and/or any credit facilities to be given to any associate company or companies or third party and also to give guarantee securing liabilities of such associate company or companies and/or third party.

IV. The liability of the members of the company is limited by shares

V. The Authorized Share Capital of the Company is TK. 10000000 (One Crore) divided into 1000000 (Ten Lac) Ordinary Shares of TK 10 (Ten) each with power to increase or reduce the capital and to divide the shares into different classes and to attach thereto any special right or privileges or conditions as regards dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.

This document is digitally signed. Please find the soft copy to verify the signature.

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

SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
1	Name : Maksuda Akter Father's Name : MD Nurul Islam Mother's Name : Joshna Islam Address : Flat E2, House 42, Road 7, Block B, Banasree, Rampura, Dhaka, PO: 1219., Dhaka Date of Birth : 25-JAN-81 E-mail : maksuda@carelinkltd.com Phone : 01720066656 TIN : 149485343414 NID/Passport No. : 2364409355 Nationality : Bangladeshi	Chairman	51670 (Fifty One Thousand Six Hundred Seventy shares)	sd/-
2	Name : Salma Yesmin Father's Name : Md. Abdul Bari Mother's Name : Soheli Yesmin Address : 165, Middle Basabo, Majeda Villa, Flat No: 2-A, 2nd Floor, Sabujbagh, Dhaka-1214., Dhaka Date of Birth : 03-SEP-79 E-mail : salma@carelinkltd.com Phone : 01777477664 TIN : 140030855316 NID/Passport No. : 6451083593 Nationality : Bangladeshi	Managing Director	15000 (Fifteen Thousand shares)	sd/-
3	Name : S. M. Harun Or Rashid Father's Name : Md Nozrul Islam Molla Mother's Name : Luthfunnessa Address : 60/1/A North Dhanmondi, Kalabagan, Dhaka 1205., Dhaka Date of Birth : 22-OCT-76 E-mail : rashid@carelinkltd.com Phone : 01799783391 TIN : 568729759686 NID/Passport No. : 8673583269 Nationality : Bangladeshi	Deputy Managing Director	33330 (Thirty Three Thousand Three Hundred Thirty shares)	sd/-

Witness 1	Witness 2
Name : Md Hasan Habib Iman, FCA	Name : Md Tofail Hossain
Address: Flat No. H (5th Floor), House No. E/2, Road No. 6/2, Block No. E, Niketan; Gulshan PS; Dhaka - 1212	Address: House No: 02, Road No: 03, South Sheikhdi, Dhania, Jatrabari, Dhaka.
Phone : 01717692427	Phone : 01916005685
NID : 8671625328	NID : 1327901145160

This document is digitally signed. Please find the soft copy to verify the signature.

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

Care Link Solutions Ltd.

PRELIMINARY

1. The Regulations contained in the Schedule- 1 of the Companies Act, 1994 shall have as is hereby expressly modified or excluded; apply to this Company as are applicable to Private Limited Company.

INTERPRETATION

2. In these articles unless there is something repugnant in the subject or context inconsistent therewith: a) The Company means Care Link Solutions Ltd. b) The Office means the registered office for the time being of the company. c) The Chairman means the chairman of the board of directors of the company. d) Managing Director means the Managing Director of the company. e) The Register means the register of members to be kept in pursuant of section 34 of the Act. f) Year means the English calendar year as followed by the company. g) Month means the calendar month according to the English calendar year. h) Special Resolution and Extraordinary Resolution have the meanings assigned thereto respectively by section 87 of the Act. i) Proxy includes attorney duly constituted under a power of attorney. j) In Writing and Written includes printing, lithography and other modes of representing or reproducing words in a visible form.

PRIVATE COMPANY

3. The Company is a Private Limited Company within the meaning of Section 2 (1) under Clause (Q) of the Companies Act, 1994 and accordingly the following shall apply: a) No invitation shall be issued to the public to subscribe for any shares and debenture of the Company. b) The number of the members of the Company (exclusive of persons in employment of the Company) shall be limited to fifty provided that for the purpose of this provision where two or more persons hold one or more shares jointly in the Company they shall be treated as single member. (c) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing.

SHARE CAPITAL

4. The Authorized Share Capital of the Company is TK. 10000000 (One Crore) divided into 1000000 (Ten Lac) Ordinary Shares of TK 10 (Ten) each with power to increase or reduce the capital and to divide the share capital into different classes and to attach thereto any special right or privilege or condition as regard dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.

SHARE CERTIFICATE

5. The Certificate of title to share and duplicate thereof whenever necessary shall be issued to the members of the company and shall be signed jointly by the Managing Director and any other Director of the Company. If any share certificate is defaced, worn out, destroyed or lost, it may be re-issued on such evidence being produced and such indemnity (if any) being given as the Directors require and (in case of defacement or wearing out) on delivering of the old certificate and on payment of such sum not exceeding Tk. 5.00 as the Directors may from time to time determine.

TRANSFER AND TRANSMISSION OF SHARES

This document is digitally signed. Please find the soft copy to verify the signature.

6. The Instrument of Transfer of any shares in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of members in respect thereof. With the approval of the Board of Directors any share may be transferred by a shareholder to his or her wife, husband, son, daughter, brother, sister, father, mother except as aforesaid no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at the fair value to be determined by the Board of Directors at their discretion. The procedure ascertaining whether any member is willing to purchase any share shall be determined by the Board of Directors at their discretion. Every member desirous of transferring his/her shares shall at the first instance offer the same to the existing members of the Company.

ALTERATION OF CAPITAL

7. The Directors may, with the sanction of the Company, in general meeting increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe. The Company may, by special resolution, reduce its shares capital in any manner and subject to any incident authorized and consent required by law.

BORROWING POWERS

8. The Board of Directors may, from time to time, borrow any sum or sums of money required for the company's business from any persons, banks, financial institutions, firms, companies, or particularly from directors. They may secure repayment in any manner and upon such terms and conditions as they deem proper. This includes making, drawing, accepting, or endorsing promissory notes, bills of exchange, or issuing other company securities. They may also mortgage or charge all or any part of the company's property, assets, or uncalled capital. Additionally, directors may guarantee the whole or any part of loans, debts raised by or for the company, or interest thereon, securing such guarantees against liability via mortgage or charge on company property. Provided however, that any borrowing exceeding BDT 20,00,000 (Twenty Lac Taka) shall require prior approval of the shareholders in general meeting.

GENERAL MEETING

9. There shall be at least one ordinary general meeting to be called the Annual General Meeting every year. It should be held every calendar year as soon as practicable after the annual closing of account of the Company but not later than fifteen months from the date of the last Annual General Meeting of the Company. The first General Meeting shall be held within 18 months from the date of its incorporation. The above meeting shall be called Annual General meeting and all the meeting of the members of the company shall be called extra ordinary General Meeting and presided over by the Chairman of the company and in his absence by any of the Directors of the Board as may be decided.

PROCEEDING AT GENERAL MEETING

10. Subject to the provisions of Section 87(2) of the Companies Act,1994 related to special solutions at least 21 days notice from the date of posting of the notice specifying the place the date and hour of the general meeting shall be given and in the case of special business, the general nature of such business shall be notified to the members, which may, with the written consent of all the members, may be called by shorter notice and in such manner as the members think fit.

QUORUM (AGM)

2 (Two) members or fifty percent (50%) of the total members of the Company,

This document is digitally signed. Please find the soft copy to verify the signature.

whichever is higher, present in person, shall form a quorum for a general meeting. Where the calculation results in a fraction, the number shall be rounded up to the next whole number. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to transact business.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy or attorney shall have one vote for every share held by him. On a poll, votes may be given either personally or by attorney or by representative with a letter of authorization.

DIRECTORS

13. Unless Otherwise determined by the company in general meeting the number of directors shall not be less than 2(Two) and not more than 50(Fifty).The following persons shall be the first directors of the company unless anyone of them voluntarily resigns the said office or otherwise removed therefrom under the provisions of section 108(1) of the companies Act, 1994.

    1. Maksuda Akter
    2. Salma Yesmin
    3. S. M. Harun Or Rashid

QUALIFICATION SHARES

14. A Director shall not be required to hold any qualification shares in the Company to be eligible for appointment to or to hold the office of a Director, and accordingly, no minimum shareholding qualification shall apply to any Director, unless otherwise determined by the Company in a General Meeting.

QUORUM (Board Meeting)

15. 2 (Two) directors or fifty percent (50%) of the total number of directors of the Company, whichever is higher, present in person shall for a quorum in board of directors' meeting and entitled to vote. Where the calculation results in a fraction, the number shall be rounded up to the next whole number. No business shall be transacted at any meeting of the Board of Directors unless the requisite quorum is present throughout the meeting. The Board of Directors may, whenever it thinks fit, call a General Meeting, whether Annual or Extraordinary, at such time and place as the Board thinks fit, subject to the provisions of Section 84 of the Companies Act, 1994.

POWER OF DIRECTORS

16. The Board of Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill up a casual vacancy or an addition to the Board by co-option so that the total number of Directors shall not at any time exceed the maximum number of Directors fixed by the Company. The management of the business of the Company shall be in the hands of the Board of Directors who may pay such expenses of any preliminary and incidental to the promotion, establishment and registration of the Company and do such acts as may be exercised and done by the Company as are not forbidden by the state or by this Articles required to be exercised or done by the Company in general meeting, subject nevertheless, to any regulation to be inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meetings, which shall be valid and effectual.



This document is digitally signed. Please find the soft copy to verify the signature.

DISQUALIFICATION OF DIRECTORS

17. In provision of Section 108(1) and 94 (1) of the Companies Act, 1994, the office of the Directors shall be vacated if he/she. a) Fails to obtain within the time specified in provision of Section 97(1) of the Companies Act, 1994 or any time thereafter ceases to hold the share qualification necessary for his/her appointment, or b) He/ she is found to be a person of unsound mind by a court of competent jurisdiction, or c) He/ she is adjudged insolvent, or d) He/ she fails to pay calls made on him in respect or shares held by him within six months from the date of such calls being made, or e) Absent himself /herself from three consecutive meetings of the directors or from all meetings of the Directors for a continuous period of three months whichever is longer without leave of absence from the Board of Directors. f) Removed from the Directorship by an extra-ordinary resolution.

CHAIRMAN

18. Maksuda Akter shall be the first Chairman of the company and she shall hold the office for a period of 3 (Three) years unless she voluntarily resigns or is disqualified under Section 108(1) the provision of the Companies Act, 1994. The Chairman will preside over all the meetings of the Board of Directors as well as general meeting. Board of Directors shall have the authority to reappoint, vary, modify, extend, or terminate the appointment from time to time, as it may deem fit.

MANAGING DIRECTOR

19. Salma Yesmin shall be the first Managing Director (MD) of the Company and shall hold office for a period of three (3) years, unless she voluntarily resigns or is disqualified under the provisions of Section 108(1) of the Companies Act, 1994. The Board of Directors shall have the authority, from time to time, to reappoint, vary, modify, extend, or terminate her appointment as it may deem fit. Subject to the control and supervision of the Board of Directors, the MD shall have full authority to manage the affairs and business of the Company, including the appointment, employment, removal, or dismissal of officers, agents, advisers, organizers, engineers, scientists, technicians, laborer, and other employees, and to fix and pay their salaries, wages, commissions, allowances, or other remuneration, and to sanction and incur the preliminary expenses of the Company. In the absence of the Chairman, the MD shall preside over all meetings of the Board of Directors and General Meetings.

DEPUTY MANAGING DIRECTOR

20. S. M. Harun Or Rashid shall be appointed as the Deputy Managing Director of the Company for a period of three 3 (Three) years. Board of Directors shall have the authority to reappoint, vary, modify, extend, or terminate the appointment from time to time, as it may deem fit. In the absence or vacancy of the Managing Director, the Deputy Managing Director shall exercise all the powers and perform all the functions and duties of the Managing Director, subject to the provisions of the Companies Act and the Articles of Association of the Company.

BANK ACCOUNT

21. The Company shall open Bank Account with any Commercial Bank/Private Bank or Financial Institutions and shall be operated by the Joint signature of the Company as per resolution of the Board of Directors.

ADVISOR

22. Advisor of the Company and fix up his remuneration.

NOTICE

When a notice is sent by registered post, service of the notice shall deem to be effectual by properly addressing, prepaying and posting a letter containing the

This document is digitally signed. Please find the soft copy to verify the signature.

notice and unless contrary is proved to have effect at the time which the letter would deliver by post and Regulation no 113 to 117 of schedule shall apply.

ACCOUNTS AND AUDIT

24. The Directors shall cause to be kept proper books of accounts as provided in Section 181 of the Companies Act, 1994. An Auditor shall be appointed and his or her or their duties regulated in accordance with Section 210 to 213 of the Companies Act, 1994 or any statutory modification thereof for the time being in force. Every account when audited and approved at the General Meeting shall be conclusive except so far regards to and error. Any such error when discovered within or before the audit of the next account shall be corrected forthwith.

ANNUAL RETURNS

25. The company shall comply with the provision of Section 36 of the Companies Act, 1994 as the making of annual returns.

DIVIDEND AND RESERVE

26. The Company in General Meeting may declare dividends, but no dividend shall be credited as paid-up on shares of members at the declaration date except after creating reserves as the Board deems fit from net profits. No dividend shall be payable except out of current year profits or undistributed profits, and no dividend carries interest against the Company. The Board has absolute discretion over employing reserves from net profits, declaring fully paid Bonus Shares therefrom, and paying interim dividends justified by profits. Notwithstanding the foregoing or other Board powers, further share issuance, sale/disposal of Company¿s Intellectual Property (IP), or material change in business nature requires prior shareholder approval via Special Resolution. Provided further, the Board may introduce an Employee Stock Option Plan (ESOP) for employees/directors, reserving up to 10% of total share capital, subject to prior shareholder approval.

INDEMNITY

27. Every Director, officer and servant of the Company shall be indemnified by the company for all losses and expenditure by him/her or them respectively in or about the discharge of his/her duties except when such happen from respective willful act, neglect or default and it will be duty of the Directors to pay cash, out of the funds of the Company, all losses and expenses which any Director, officer or servant may have incurred in any way in the discharge of their respective duties. The amount for which indemnity so provided shall immediately attach lien over the property of the Company and shall have priority over all other claims.

SECRECY

28. The Chairman, Managing Director, Director, Advisor, Manager, Secretary, Auditors, Accountants, Officers, Agents or other person employed in the business of the company shall have to observe strict secrecy respecting all matters which may come to his knowledge in the discharge of the duties when required to do so by resolution of the company or by court of law or where the person connected is required to do so in order to comply with any provision of the law or in these presents.

ARBITRATION

29. If and whenever any difference shall arise between the Company and any of the members of their representative touching the construction of any of the Article herein contained or any Act, matter or thing made, done or omitted in regard to the rights and liabilities arising hereunder or arising out of the regulation existing between the parties by reason of these presents or of the statutes or any of them,

This document is digitally signed. Please find the soft copy to verify the signature.

such difference shall forthwith be referred to two Arbitrators, one to be appointed by each party and a third arbitrator may be chosen by the two Arbitrators, if deemed necessary, before entering on the consideration in accordance with the provisions of the Arbitration Act, 2001.

WINDING UP

30. If the Company is wounded up the surplus assets (subject to any rights attached any special classes of shares forming part of the capital for the time being) of the Company be applied first in the repayment of capital paid up on the ordinary shares and the excess (if any) shall be distributed among the members in proportion to the number of shares held by them respectively. The Director, the Secretaries, the Auditors and other Officers or Servants for the time being in relation to any of the affairs of the company be indemnified out of the assets of the Company from and against all or any act done or omitted in or about the benefited execution of their duty.

This document is digitally signed. Please find the soft copy to verify the signature.

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

SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
1	Name : Maksuda Akter Father's Name : MD Nurul Islam Mother's Name : Joshna Islam Address : Flat E2, House 42, Road 7, Block B, Banasree, Rampura, Dhaka, PO: 1219., Dhaka Date of Birth : 25-JAN-81 E-mail : maksuda@carelinkltd.com Phone : 01720066656 TIN : 149485343414 NID/Passport No. : 2364409355 Nationality : Bangladeshi	Chairman	51670 (Fifty One Thousand Six Hundred Seventy shares)	sd/-
2	Name : Salma Yesmin Father's Name : Md. Abdul Bari Mother's Name : Soheli Yesmin Address : 165, Middle Basabo, Majeda Villa, Flat No: 2-A, 2nd Floor, Sabujbagh, Dhaka-1214., Dhaka Date of Birth : 03-SEP-79 E-mail : salma@carelinkltd.com Phone : 01777477664 TIN : 140030855316 NID/Passport No. : 6451083593 Nationality : Bangladeshi	Managing Director	15000 (Fifteen Thousand shares)	sd/-
3	Name : S. M. Harun Or Rashid Father's Name : Md Nozrul Islam Molla Mother's Name : Luthfunnessa Address : 60/1/A North Dhanmondi, Kalabagan, Dhaka 1205., Dhaka Date of Birth : 22-OCT-76 E-mail : rashid@carelinkltd.com Phone : 01799783391 TIN : 568729759686 NID/Passport No. : 8673583269 Nationality : Bangladeshi	Deputy Managing Director	33330 (Thirty Three Thousand Three Hundred Thirty shares)	sd/-

Witness 1		Witness 2	
Name	: Md Hasan Habib Iman, FCA	Name	: Md Tofail Hossain
Address	: Flat No. H (5th Floor), House No. E/2, Road No. 6/2, Block No. E, Niketan; Gulshan PS; Dhaka - 1212	Address	: House No: 02, Road No: 03, South Sheikhdi, Dhania, Jatrabari, Dhaka.
Phone	: 01717692427	Phone	: 01916005685
NID	: 8671625328	NID	: 1327901145160

This document is digitally signed. Please find the soft copy to verify the signature.