

THE COMPANIES ACT, 2002 (NO 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

VIETTEL ECOMMERCE LIMITED

Incorporated thisday of2016

Drawn by

**Mr. Do Manh Hung,
P. O. Box 34716,
Dar Es Salaam.**

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 63266 3/3/2018
Stamp Duty Officer

THE COMPANIES ACT (ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of

VIETTEL ECOMMERCE LIMITED

TANZANIA
Stamp Duty Shs. 2500/-
Receipt No. 63266 3/3/2018
Asst. Registrar of Companies

1. The name of the Company is "VIETTEL ECOMMERCE 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 formed are: -
 - a. To carry on the business of electronic commerce and to deal in electronic money transfer, e-money, electronic cash, electronic currency, digital money, digital cash or digital currency and to operate and deal in computer networks, internet based value systems and digital store value systems that support electronic payment transactions of all kinds including, electronic funds transfer and direct deposit as electronic money.
 - b. To promote and enhance trust and confidence in the execution of commerce, commercial and other transactions by electronic means that is electronic commerce in the United Republic of Tanzania and elsewhere
 - c. To carry on the business of electronic money payments and such to establish the identity and other attributes of participants in electronic commerce, to ensure the privacy and integrity of data in the course of electronic commerce,
 - d. To implement, operate and manage cryptography-based support functions and facilities relating to electronic commerce, including but not limited to key generation, time stamping, key recovery, certificate management and secure data storage
 - e. To carry on business of creators, developers, operators and dealers in electronic money transfer, electronic information gathering platforms, knowledge management platforms and knowledge sharing platforms and related software of every kind and description for use in the internet, on mobile phones, on computers and on electronic equipment of every kind and description.
 - f. To carry on business as an entertainment company, event management, event planners, entertainment promoters, sports promoters, artistes' manager, talent agents and artists' personal representatives in all or any spheres of entertainments and sport.
 - g. To carry on the businesses of proprietors, promoters, producers, organizers and managers of all kinds of events, public entertainments, sports, music concerts, bonanza, recreations, competitions and amusements whether indoor or outdoor, and of radio and television stations

and studios and in connection therewith to purchase, lease, hire, construct, provide, operate, equip, furnish and fit out any necessary or convenient land, buildings, facilities, structures, apparatus and equipment.

- h. To carry on at the Company premises or elsewhere or at any other place or places all or any of the businesses of agents, lottery, casino operators, box office keepers, showmen exhibitors, general publishers and printers, scene proscenium, and general painters, designers, decorator's agents, catering for public and private amusements and entertainments of every description.
- i. To carry on the business of lenders through electronic money payment system, to provide loan services by giving customers access to short-term credit facilities on their mobile phones and advance money or give credit on any terms and with or without security to any company, firm or person,
- j. To carry on the business of a general commercial company, an advertising company, to conduct promotional entertainment events and conduct promotional activities, marketing of products, developing brands and assist large and small corporations and organizations market their products through artistic designs, messages, captions, developing products and services, promoting them to targeted customers, completing sales, and provide follow up service activities thus raising awareness of the corporation's and organization's products and services,
- k. To carry on the business as manufactures, buyers, sellers, importers, exporters, agents, fitters, installers, assemblers of and dealers in all types of machineries, equipment, components, tools and spares of machines and motor vehicles,
- l. To carry on the business of information technology solutions, web designing, software development, graphic designing, designing and creating enterprise applications, mobile interactive solutions, enterprise network topologies, to install network connection, to design and implement embedded software and to implement web applications, all these in order to assist in designing energy and connectivity solutions.
- m. To provide financing and financial investment, management and advisory services to any group company, which shall include but not be limited to granting or providing credit and financial accommodation, lending and making advances with or without interest to any group company and lending to or depositing with any bank funds or other assets to provide security by way of mortgage, charge, pledge, lien or otherwise for loans or other forms of financing granted to such group company by such bank.
- n. To enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company, firm or person (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- o. To carry on such other business in support of the objectives of the company and to execute such other functions as to enable and enhance the reliability and trustworthiness of electronic commerce,

- p. To lease, acquire by purchase or otherwise and hold, sell, dispose of and deal in real property and in personal property of all kinds wherever situated.
- q. To carry on the business of brand promotion, designing, creating, developing, signs, trademarks, logos, messages used by companies, organization, body corporate or any other business entity on their products such as pens, key rings, or umbrellas, paper, notebooks, plastic shopping bags, team or work uniform.
- r. To advertise all or any of the services of the Company in any way that may be thought advisable, including the position of the bills in relation thereto, and issue of books, pamphlets and price lists.
- s. To carry on the business of general suppliers, merchants and to buy, sell, import, export manufacture and to deal in textiles, hardware products, consumable articles and articles for merchandise and trade of every kind and description both wholesale and retail and to act as manufacturer's representatives and agents, commission agents' brokers and to transact every kind of agency business whether in respect of manufactured or consumer goods agriculture commercial or financial matter.
- t. To enter into any guarantee, contract of indemnity or suretyship and to assure, support or secure with or without consideration or benefit the performance of any obligations of any person or persons and to guarantee the fidelity of individuals filling or about to fill situations of trust or confidence.
- u. To acquire or undertake the whole or any part of the business, property and liabilities of any person carrying on any business that the Company is authorized to carry on.
- v. To apply for, register, purchase, lease, acquire, hold, use, control, license, sell, assign or dispose of patents, patent rights, copyrights, trademarks, formulae, licenses, inventions, processes, distinctive marks and similar rights.
- w. To enter into partnership or into any arrangement for sharing of profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any person carrying on or engaged in or about to carry on or engage in any business or transaction that the Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as to benefit the Company.
- x. To take or otherwise acquire and hold securities in any other body corporate having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as to benefit the Company.
- y. To acquire any such shares, stock, debenture stock, bonds, notices, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation is syndicates or otherwise and whether or not fully paid up and to subscribe for the same subject to such terms and conditions as may be thought fit.
- z. To raise and borrow money by the issue of shares, stock, debentures, debentures stock, bonds, obligations, deposit notices, and otherwise whatsoever and to underwrite any such issue,

- aa. To invest the money so raised and borrowed in, and to hold, sell and deal with the stock
- bb. To lend money to any employee or to any person having dealings with the Company or with whom the Company proposes to have dealings or to any other body corporate any of whose shares are held by the Company.
- cc. To allot and issue fully-paid shares of the Company in payment or part payment of any property purchased or otherwise acquired by the Company or for any past services performed for the Company.
- dd. To distribute among the members of the Company in cash, kind, specie or otherwise as may be resolved, by way of dividend, bonus or in any other manner considered advisable, any property of the Company, but not so as to decrease the capital of the Company unless the distribution is made for the purpose of enabling the Company to be dissolved or the distribution, apart from this paragraph, would be otherwise lawful.
- ee. To create and design Company's achievement, participation certificates and awards used to develop corporate public image and relationship with employees such as awards for the best performer to the longest serving employee and other noble prizes.
- ff. To carry on the business of a holding company with numerous subsidiaries for purposes of carrying on and fulfilling the objects of the Company by performing all the objectives of the company herein contained or any other objectives that the Directors may deem necessary to be beneficial to the Company whether incidents or not to the objectives of the company or to the objectives of any subsidiary of the company or any other objectives
- gg. To erect any building and machinery on, or cultivate and otherwise utilize any lands for the time being belonging to the company wherever the same may be situate.
- hh. To carry on the business of project planners, conduct project feasibility studies and to prepare project write-ups and other reports.
- ii. To establish and run product research development and design centers for various consumers and industrial products and services.
- jj. To carry on business of carriers by land, water or air and transporting of goods or passengers, hiring of vehicles for the purpose of transportation, import and export of all kinds of plants, machines and furniture.
- kk. To provide consultancy services for any specialized field of profession as might be required by individual, companies, non-government organizations, schools, college and institutions.
- ll. To provide sponsorship for educational development of children deprived of opportunity to go to school.
- mm. To acquire by purchase, right of occupancy, lease, exchange, hire or otherwise, land and property of any tenure or any interest in the same in the United Republic of Tanzania or elsewhere.

- nn. To transact business as financiers, promoters, and financial and monetary agents both in Tanzania and elsewhere.
 - oo. To sell, dispose of, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration which the Company may see fit to accept.
 - pp. To invest and deal with moneys of the company not immediately required upon securities and in such manner as may from time to time be determined.
 - qq. To promote in any part of the world, any company or companies, for the purpose of acquiring all or any of the property rights, interests or assets and liabilities of the Company, or for any other purposes, which the Company may think likely directly to benefit the Company.
 - rr. To borrow or raise money in such manner as the Company shall deem fit and to secure the repayment of any money borrowed, raised or owing by 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 or without any such security and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
 - ss. To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other Company or corporation.
 - tt. To draw, accept and make, and to endorse, discount, and negotiate, bills of exchange and promissory notes, and other negotiable instruments.
 - uu. To enter into any arrangements or agreements with any government or any corporation, Company, or other person which may seem conducive to the attainment of the Company's objects or any of them and to obtain from any of them charters, contracts, decrees, privileges and concessions, which the Company may think desirable and to carry out, exercise and comply with all such charters, contracts, decrees, rights, privileges and concessions.
 - vv. To distribute in specie or otherwise as may be resolved any assets of the Company among its members, and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company.
 - ww. To purchase, redeem or in any other way acquire the shares or interests of any member of the Company in the Company.
 - xx. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of members is limited.
5. The share capital of the Company is Tanzanian Shillings Five Hundred Million (500,000,000/=) divided into Fifty Thousand (50,000) shares of Shillings Ten Thousand (10,000/=) each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names, addresses and descriptions 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 out opposite our respective names.

Names, addresses and description of subscribers	Number of shares taken by each subscriber	Signature
VIETTEL TANZANIA LIMITED, 4 th FLOOR TROPICAL CENTRE NEW BAGAMOYO ROAD P. O. BOX 34716 DAR ES SALAAM	49,999	
MR. DO MANH HUNG 4 th FLOOR TROPICAL CENTRE NEW BAGAMOYO ROAD P. O. BOX 34716 DAR ES SALAAM	1	

Total shares taken..... 50,000

Dated this... 02 ... day of ... MARCH ... 2016.

WITNESS to the above Signatures:-

Name: CRISPIN BEBWA MWEBESA

Postal Address: P.O. BOX 8387
 DAR ES SALAAM

Signature: 

Qualification: ADVOCATE



THE COMPANIES ACT (ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

VIETTEL ECOMMERCE LIMITED

TANZANIA
Stamp Duty Shs 5000/-
PAID ORIGINAL
Receipt No. 63206 3/3/2016
Stamp Duty Officer

TANZANIA
Stamp Duty Shs 2500/-
PAID
Receipt No. 63206 3/3/2016
Asst. Registrar of Companies

INTERPRETATION

1. In these articles: -

"The Act" means the Companies Act No. 12 of 2002.

"The articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"The Board" means the Board of Directors for the time being of the Company.

"Dividend" includes bonus.

"The Seal" means the common seal of the company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, 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 on the company.

Any words denoting the singular shall include the plural and vice versa, and words denoting the masculine gender shall include the feminine gender and the words denoting persons shall include bodies' corporate societies, and the like.

masculine gender shall include the feminine gender and the words denoting persons shall include bodies' corporate societies, and the like.

SHARE CAPITAL

2. The share capital of the Company as at the date of registration of this articles is Tanzanian Shillings Five Hundred Million (500,000,000/=) divided into Fifty Thousand (50,000) ordinary shares of Tanzanian Shillings Ten Thousand (10,000/=) each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

MEMBERS

3. The number of members with which the Company proposes to be registered at the date of registration of the Company is two but the Directors may from time to time register another number of members.
4. The subscribers to the memorandum of association and such other persons satisfy the membership conditions and as the Directors register shall be members of the Company.
5. The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty and provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Articles be treated as a single member.

PRIVATE COMPANY

6. The Company is a Private Limited Company and accordingly: -
 - (a) The right to transfer shares is restricted in manner prescribed by members;
 - (b) An invitation to the public to subscribe for any shares or debenture of the Company is prohibited
 - (c) The Company shall not have power to issue share warrants to the bearer.

GENERAL MEETINGS

7. 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.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Directors

shall appoint.

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time they are not within Tanzania, sufficient Directors, capable of acting to form a quorum, any Director or any one of or more members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

10. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed: -

- (a) in the case of a meeting called as the 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 representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
11. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and auditors. The accidental omission to give notice of a meeting to, or the non-receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
13. 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; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
14. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned

to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.

15. The Chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the general meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their member to be chairman of the meeting and, if there is only one Director and willing to act, he shall be chairman.
16. If at any meeting none of Directors is willing to act as chairman or if none of Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of them to be a chairman of the meeting.
17. 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. 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.
18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or on the declaration of the result of the show of hands demand: -
 - (a) by the chairman; or
 - (b) by at least two members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

19. Except as provided in article 19, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

21. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
22. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

23. Every member shall have one vote.
24. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
26. On a poll votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit: -

"..... Limited
 I/We of, being a member/ members
 of the above – named company, hereby appoint, of
 or failing him of, as my/our proxy to vote for me/us
 on my/or behalf at the {annual or extraordinary, as the case maybe} general meeting of the
 company to be held on theday of20....., and at any adjournment
 thereof.

Signed this day of20"

30. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

".....Limited.

I/Weof Being a member/members of the above named company, hereby appoint of of or failing him of, as my/our proxy to vote for me/us on my/our behalf at the {annual or extraordinary, as the case may be} general meeting of the company to be held on theday of.....20....., and at any adjournment thereof.

Signed thisday of.....20.....

This form is to be used* in favor of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desire"

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

33. Any corporation which is a member of the company may by resolution of its Directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

34. The Number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and shall be the first Directors. Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall be not less than two. And the Company may from time to time increase or reduce the number of Directors.
35. All Directors shall be elected and removed by the members. Individual majority member, or the holders of certain specified percentages of the shares as mutually agreed by members, will have the right to appoint Directors.
36. A member may by written notice to the Company's registered office remove any Director appointed by it, before the expiration of his period of office, and may by notice in writing to

be served upon the Company at the office appoint another person in his stead, and a shareholder may by such notice appoint another person to replace a Director appointed by such shareholder who has resigned.

37. The remuneration of the Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

38. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, 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 any third party.

POWERS AND DUTIES OF DIRECTORS

39. The Directors shall manage the business of the Company and exercise all the powers of the Company which are not by the Act or by these presents required to be exercised by the Company in the General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provision, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Director. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
40. The Directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the Directors shall from time to time by resolution determine,
42. The Directors shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committees of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the Directors, and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

43. The office of Director shall be vacated if the Directors: -
- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) Ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
 - (c) Is found lunatic or becomes of unsound mind; or
 - (d) Resigns his office by notice in writing to the company; or
 - (e) Is removed from pursuant to Article 36 of these presents; or
 - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.
 - (g) Is punished with imprisonment for a term exceeding six months without the option of a fine,

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

44. The company may by ordinary resolution appoint a person who is willing to act as Director to fill a vacancy or be an additional Director. Without prejudice to the powers of the Directors under the articles, the company in the general meeting may appoint any person to be a director either to fill a vacancy or as an additional Director.
45. The Directors may appoint a person who is to act to be a Director, either to fill a vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the number fixed by or in accordance with these articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re election.
46. Subject to Article 36 of the articles, the Company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in the articles or any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
47. Subject to Article 36 of the articles, The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediate preceding article. Director.

PROCEEDINGS OF DIRECTORS

48. Subject to the provisions of the articles, the Directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Directors who are absent from United Republic of Tanzania.

49. The quorum necessary for the transaction of the business of the directions may be fixed by the Directors and unless so fixed shall be two.
50. The continuing Directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of Directors to that number, or summoning a general meeting of the Company, but for no other purpose.
51. The Directors may appoint one of their number to be the chairman of the Board of Directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
52. The Directors may delegate any of their powers to any committee consisting of one or more Directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying.
53. All acts done by a meeting of the Directors or of a committee of Directors or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and was entitled to vote.
54. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors, or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or a committee of Directors (as the case may be) duly convened and held, and may consist of several documents in the like form each signed by one or more Directors. A resolution signed by all of the Directors, including a resolution signed in counterpart by the Directors or by way of signed telephone facsimile transmission, shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

SECRETARY

55. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
56. A provisions of the Act or these articles 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.

THE SEAL

57. The seal shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

ACCOUNTS

58. The Directors shall cause proper books of account to be kept with respect to: -
- (h) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
 - (i) all sales and purchase of goods by the company; and
 - (j) the assets and liabilities of the company.
- Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.
59. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
60. No Member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the Directors or by ordinary resolution of the company.
61. The Directors shall from time to time in accordance with sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the Company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
62. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the Directors' report and the auditors shall not less than twenty – one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

63. The Company may at an Annual General meeting appoint an Auditor or Auditors to hold office until the next ensuing annual General meeting. The auditor's report shall be read before the Company at the Annual General meeting and shall be open to inspection by any Member. The Directors may appoint a person to fill any casual vacancy in the office of Auditor while any such vacancy continues the surviving or continuing Auditor or Auditors, if nay, may act. The remuneration of any Auditor appointed by the Directors under this Article may be decided by the Directors.
64. No Director or neither other to the Company nor any person who is a partner of or in the employment of an officer of the Company, or any corporation, shall be capable of being appointed Auditor of the Company.
65. Auditors shall have the duties as regulated in accordance with sections 170 to 179 of the Act.

NOTICES

66. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of Directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted. A member whose registered address is not within the United Republic of Tanzania and who gives to the company an address within the United Republic of Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

Names, addresses and description of subscribers	Number of shares taken by each subscriber	Signature
VIETTEL TANZANIA LIMITED, 4 th FLOOR TROPICAL CENTRE, NEW BAGAMOYO ROAD, P. O. BOX 34716, DAR ES SALAAM.	49,999	 PHAN VAN CHUYEN VAS DIRECTOR DO MANH HUNG MANAGING DIRECTOR
MR. DO MANH HUNG, 4 th FLOOR TROPICAL CENTRE NEW BAGAMOYO ROAD P. O. BOX 34716, DAR ES SALAAM.	1	

Total shares taken..... 50,000


Dated this... 02 day of ... MARCH 2016.

WITNESS to the above Signatures:-

Name: CRISPIN BEBWA MWEBESA

Postal Address: P.O. BOX 8387

..... DAR ES SALAAM

Signature..... 

Qualification: ADVOCATE

