

KE XIPING (柯希平)

And

HENGXING GOLD HOLDING COMPANY LIMITED

恒兴黄金控股有限公司

DIRECTOR SERVICE AGREEMENT

董事服务合同

THIS AGREEMENT is made on 28 May 2020 and shall be effective on 28 May 2020.

本合同由下列各方于 2020 年 5 月 28 日签订，2020 年 5 月 28 日生效。

BETWEEN: -

(1) HENGXING GOLD HOLDING COMPANY LIMITED,

a company incorporated under the laws of the Cayman Islands whose registered office at Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands (the "**Company**") 恒兴黄金控股有限公司，为一家在开曼群岛注册成立的股份有限公司，其注册地址位于 Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands (以下简称“公司”)

(2) KE Xiping, with registered residence place at No. 1089 Xianyue Road, Siming District, Xiamen, Fujian Province, PRC, Xiamen City, Fujian Province and identity card no. 350524196006070014 ("Mr. Ke" or the "President")

柯希平，户口所在地为福建省厦门市思明区仙岳路 1089 号，身份证号码为 350524196006070014 (以下简称“柯先生”或“董事”)

(each a "**Party**", together the "**Parties**") (以下简称“其中一方”，合称“双方”)

WHEREAS:-

鉴于:-

(1) The Company is an exempted company incorporated under the laws of the Cayman Islands. It has been listed on the main board of the Stock Exchange of Hong Kong Limited ("**Stock Exchange**") since 29 May 2014. In this Agreement, the "**Group**" shall mean the Company and its subsidiaries from time to time, and the expression "**subsidiary**" shall have the meaning set out in section 2 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the "**Companies Ordinance**") or any modification or re-enactment thereof. We are a mineral resource company, engaging in the exploration, development and operation of gold resource properties primarily in China.

本公司是一家根据开曼群岛法律成立的豁免公司。自 2014 年 5 月 29 日起在香港联合交易所有限公司("联交所")主板上市。在本协议中，"**集团**"是指公司及其附属公司，而"**附属公司**"在此的涵义与"公司条例"(香港法例第 622 章)("公司条例")第 2 条所载之"附属公司"的涵义或其任何修改或重新制定一致。我们是一家矿产资源公司，主要从事位于中国的黄金矿业资源的勘探、开发和经营。

(2) Mr. Ke will be appointed as the Executive Director of the Company.

柯先生将获委任为公司之执行董事。

(3) The Parties have agreed to enter into this Agreement on the terms and conditions set out herein.

双方已同意本协议所载的条款和条件。

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development and expansion of its business as the Board may from time to time require; 忠实和勤勉地执行董事会不时所要求的有关本集团每天日常运作的行政及管理
的责任和义务，和其业务的推广、发展及扩展工作；

- (c) perform all such duties in connection with the Group (including serving on the board of directors of any subsidiary of the Company or on any other board or committee of any member of the Group) as may from time to time be required, and carry out all lawful and reasonable instructions of the Board according to the best of his skills and abilities;

履行与本集团(包括担任公司任何附属公司的董事或本集团任何成员公司之董事或委员会委员)有关不时所需的职责，并按其最佳技能和能力，遵从董事会作出的所有合法并合理的指示；

- (d) in the discharge of his duties and in the exercise of his powers, observe and comply with all resolutions, regulations and lawful directions from time to time made or given by the Board;

在履行他的职责及行使他的权力时，遵守及遵从董事会不时作出之决议、规例和合法指引；

- (e) devote himself exclusively (except where the Board agrees otherwise) and diligently to the business of the Group and use his best endeavours to ensure the development and growth of the business of the Group;

应专注地(除董事会另有协议)及勤勉地投入于本集团之业务，并尽力地确保本集团之业务的发展与增长；

- (f) not be engaged or interested in or concerned with any improper business which is in any respect in competition, directly or indirectly, with the business of the Group (save that this restriction shall not apply to any holding of shares in the Company);

不得从事或参与或关心任何直接或间接与本集团之业务存竞争性的任何不恰当业务 (这限制不适用于持有本公司股份) ；

- (g) comply with (and use his best endeavours to procure the Company's compliance) with the Articles, the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and all other rules and regulations of the Stock Exchange, the Codes on Takeovers and Mergers and Share Repurchases (the "**Hong Kong Takeovers Code**"), the Companies Ordinance, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") and all other applicable law, rules, regulations, guidelines and practice notes which are binding on or applicable to the Group or the Director from time to time;

应尽力(并尽力促使本公司) 遵守章程细则，联交所上市规则("上市规则") 及其

h pqv f go cpf "qt "ceegr v'qt 'r gto k'cp { 'o go dgt "qh'j ku'cuuqekcvgu'v'f go cpf "qt "ceegr v'ht qo " vj kf "r ct vku"cp { "i kku."dgpghku"qt "cf xcpvi gu"qthgt gf "qt "i kxgp "v'v'j g" F kt gevqt "qt "j ku' cuuqekcvgu'd { 'tgcuaqp "qh'j ku'go r m { o gpv'y kj "v'j g"Eqo r cp { =

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i kp'r wtuwpeg'qh'j ku'f wku'j gt gwpf gt "r gthqto "uwej "ugt xkugu'ht. "cpf "ceegr v'uwej "qthkugu" kp.'v'j g" I tqw "cpf "cp { "qvj gt "eqo r cplgu"qt "tcf g"cuuqekcvkpu"qt "qti cplucvku"kp'y j lej " vj g" I tqw "ku" kpvgt gugf "kp" *y j gvj gt "cu" cp" kpxguvt. " o go dgt. " dwukpguu" r ct vpgt " qt" qvj gty kug + "cu'v'j g" Dqctf "o c { 'ht qo "vko g'v'v'ko g'tgs wkt g=

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j y qtni'kp"cp { "r nceg"kp"Ej kpc. "J qpi "Mapi "qt"cp { "r ctv'qh'v'j g"y qtrf "cu'v'j g" Dqctf "o c { " tgcuaqcdn { "tgs wkt g"ht "v'j g" r tqr gt "r gthqto cpeg"cpf "gz gtekug"qh'j ku'f wku"cpf "r qy gtu" wpf gt "v'j ku'Ci tgggo gpv0

2.2 Vj g" F kt gevqt "uj cmicv'cm'vko gu'nggr "v'j g" Dqctf "r tqo r v { "cpf "hwn { "kphqto gf "k'p'y tkkpi "k'huq" tgs wguvf + "qh'j ku'eqpf wev'qh'v'j g" dwukpguu"qt "chcku"qh'v'j g"Eqo r cp { "qt "v'j g" I tqw "cpf " r tqxkf g"cp { "uwej "kphqto cvkqp"cu'v'j g" Dqctf "o c { "tgs wkt g"kp"eqppgevkqp"v'j gty kj 0

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2.3 Vj g"Eqo r cp { "tgu'gtxgu"v'j g'tki j v'v'v' "tgs wkt g"v'j g" F kt gevqt "v'v'ectt { "qww'v'j g" f wku"qh'cpqvj gt " r qukkqp"qh'gs wxcrgpv'ucwuu"gvj gt "kp"cf f kkkp"v'v'qt "kp"nkw'qh'j ku'f wku"cu'cp"gz gewkxg" f kt gevqt0

3. NON-SOLICITATION AND RESTRICTIVE COVENANTS

3.1 Vj g" F kt gevqt "ci tggv'v'j cv'f wtkpi "v'j g" eqp'v'wpcpeg"qh'j ku'go r m { o gpv'j gt gwpf gt "cpf "ht "c" r gtkf "qh'3" { gct "v'j gt gchgt <

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(a) j g'uj cm'p'qv'dg'f kt gev { "qt "kpf kt gev { "gpi ci gf "kp"qp"eqpegtpgf "y kj "qt "kpvgt gugf "kp"cp { "

qyj gt "dwukpguu"y j gyj gt "cmppg"qt "lqkpwf "kp"qyj gtu."qt "dg"c"uj ctgj qrf gt "qt"go r m{ gf " y j gyj gt "cu"cf k t gevqt. "gz gewkxg"r ct vpgt. "ci gpv'qt "qyj gty kug"y j kej "ku"kp"cp{ "t gur gev'kp" eqo r gvkqp"y kj "qt "kp"qr r qukkqp"vq. "f k t gev{ "qt "kpf k t gev{ . "cp{ "dwukpguu"ht "yj g"vko g" dgkpi "ectt k gf "qp"d{ "cp{ "eqo r cp{ "kp"yj g'I tqwr "kp"cp{ "eqwpx{ "qt"r rceg"yj cv'yj g'I tqwr " j cu'dwukpguu"qr gtcvkpu"kp. "r tqxkf gf "yj cv'yj ku"uj cm'pqv'r tqj kdk'yj g"j qrf kpi "f k t gev{ "qt" yj tqwi j "pqo kpggu"qh'pqv'o qtg"yj cp"70"r gtegpv'qh'yj g'kuuwgf "uj ctgu"qt "qyj gt "ugewt kkgu" qh" " cp{ "eqo r cp{ "kuwgf "qp"cp{ "tgeqi plugf "uqem'gzej cpi g=

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(b) j g'uj cm'pqv'cpf "uj cm'r tqewt g"j ku'cuuqekv'gu'pqv'vq" gkj gt "qp"j ku'ku'qy p"ceeqwpv'qt "kp" eqplwpevkqp"y kj "qt "qp"dgj cm'h'qh'cp{ 'r gtuqp. "hko . "eqo r cp{ "qt"qti cplucvkqp. "uqrlekx"qt" gpvleg"qt "gpf gcxqwt "vq"uqrlek'qt "gpvleg"cy c{ "y j gyj gt "f k t gev{ "qt "kpf k t gev{ +"htqo "cp{ " o go dgt "qh'yj g'I tqwr . "cp{ 'r gtuqp"qt"dqf { "eqtr qtcvg"qt "wplpeqtr qtcvgf "y j q"pqy "ku"qt" cv'cp{ "vko g"fwtkpi "4" { gctu"wr "vq"cpf "kpenw'kpi "yj g"fcvg"qh'yj g"vgo kpcvkqp"qh'yj g"uckf " go r m{ o gpv'o c{ "j cxg" dgeqo g" c" ewuqo gt "qt" uwr r rkt "qt" r tqur gev'xg" ewuqo gt "qt" uwr r rkt "qh'cp{ "o go dgt "qh'yj g'I tqwr "y j gyj gt "yj g" f k t gev{ "j cf "r gtuqpcr'eqpvev'qt" f gckpi "fwtkpi "yj g'uckf "go r m{ o gpv'qt "qyj gty kug"=cpf

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(c) j g'uj cm'pqv'cpf "uj cm'r tqewt g"j ku'cuuqekv'gu'pqv'vq" gkj gt "qp"j ku'ku'qy p"ceeqwpv'qt "ht" cp{ 'r gtuqp. "hko . "eqo r cp{ "qt"qti cplucvkqp. "uqrlekx" gpi ci g. "go r m{ "qt "gpvleg"y j gyj gt " f k t gev{ "qt "kpf k t gev{ +"htqo "cp{ "o go dgt "qh'yj g'I tqwr . "cp{ "f k t gev{ . "o cpci gt. "go r m{ gg. " qt"r gtuqp"y j gyj gt "qt"pqv'uwej "r gtuqp"y qwf "eqo o k'cp{ "dtgcej "qh'j ku"eqpwtcev'qh" go r m{ o gpv'd{ "tgcupq"qh'gckxkpi "yj g'ugtxleg"qh'yj g'tgrgxcpv'o go dgt "qh'yj g'I tqwr 0

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3.2 Vj g'F kt gevqt 'lj cmlpqv'cpf 'lj cmlr tqewt g'j ku'cuuqekcvgu.'gkj gt 'f wtkpi 'qt' chgt 'vj g'vgt o kpcvkqp" qh'vj g'cr r qlpvo gpv'w'pf gt 'vj ku'Ci tgggo gpv'y kj qw'vko k'lp'r qlpv'qh'vko g.'pqv'vq<

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(a) f kxwi g'qt"eqo o wplecvg"cp{ "ugetgv."eqphkf gpvkn'qt'r tkxcvg"lphqto cvkqp"vq"cp{ "r gt uqp" gzeqr v'vq'vj qug'qh'vgtu'qh'vj g'I tqwr 'y j q'ku'gpvkn'vq'hpqy 'vj g'uco g="qt

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(b) wug"cp{ "ugetgv."eqphkf gpvkn'qt'r tkxcvg"lphqto cvkqp"lqt"j ku"qy p'r wtr qugu"qt"lqt"cp{ " r wtr qugu"qy'j gt'vj cp'vj qug'qh'vj g'I tqwr ="qt

"

(c) vj tqwi j "cp{ "hclwtg"vq"gzgtekg"cm'f wg"ectg"cpf "f kki gpeg"ecwug"cp{ "wpcwj qt kugf " f kuernuwtg'qh'cp{ "ugetgv."eqphkf gpvkn'qt'r tkxcvg"lphqto cvkqp<

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(i) tgrcvkpi "vq'vj g'dwukp'uu'cpf "chhcku'qh'vj g'I tqwr "pqv'lp'vj g'r wdike'f qo ckp="qt

(ii) tgrcvkpi "vq'vj g'y qtnkpi "qh'cp{ 'r tqeguu'qt'lp'xgpv'kqp'y j lej 'ku'ecttkgf "qp"qt'wugf " d{ "cp{ "eqo r cp{ "lp'vj g'I tqwr "qt'y j lej "j g'o c{ "f kueqxtg"qt"o cmg'f wtkpi "j ku' cr r qlpvo gpv'j gt gwpf gt="qt

"

(iii) kp"tgur gev'qh'y j lej "cp{ "o go dgt'qh'vj g'I tqwr "ku'dqwpf "d{ "cp"qdiki cvkqp"qh' eqphkf gpeg"vq"cp{ "vj kf 'r ctv'.

dw'uq"vj cv'vj gug"tgut'ekv'kpu'uj cm'egcug"vq"cr r n{ "vq"*c+"cp{ "lphqto cvkqp"qt" npqy ngf i g'y j lej "o c{ "*qy gty kug"vj cp"vj tqwi j "vj g'f ghcvw'qh'vj g'F kt gevqt+" dgeqo g'cxckrdng"vq'vj g'r wdike'f gp'gtcm{ ="qt"*d+"cp{ "f kuernuwtg'tgs wktgf "d{ 'hcy ." qt"*e+"cp{ "f kuernuwtg"vq"r tqhguukp'cn'cf xkugtu"lp"tgrcvkqp"vq'vj g'pgi qv'cvkqp." gpvt{ "lpvq"qt'r gthqto cpeg'qh'vj ku'Ci tgggo gpv0

*c+

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< *d+

< *e+

3.3 Hqt "vj g"r wtr qug"qh'vj ku'Ci tgggo gpv."\$ugetgv."eqphkf gpvkn'qt'r tkxcvg"lphqto cvkqp\$" uj cml kpenmf g'cm'cpf "cp{ "lphqto cvkqp"*y j gyj gt"qt"pqv'tgeqtf gf "kp'f qewo gpvt{ "lqto "qt"qp"

eqo r wgt "f kumlt "cr gu+ tgrvki "v"j g "dwukpau"qh"j g"l tqwr . "f gcrki u "chcku . "cpf "o cwgtu" qh"j g"l tqwr . "lpenf kpi "dw"y kj qw"ho kcvkp "v"tcf g "ugetgu . "dwukpau"o gj qf u . "utcvgi kgu . " eqtr qtcvg" r rpu"o cpci go gpv" u { ugo . " pgy " dwukpau" qr r qtwpkkgu . " npqy / j qy . " tgekr gu . " hqto wrg"cpf "o gpwu"gye0

$$\begin{matrix} \bar{o} & \ddot{o} \\ * & + \end{matrix}$$

3.4 Y kj qwr tglwf keg "v"Erwugu"5B"v"5C"cdqyg . "j g" F kgevqt "uj cm"l tqo r w" pqvkh { "j g" Dqctf " kh"j g" dgego gu"cy ctg"qh"cp { "eqphkv"qh"kpvt gu"ukwcvkp"j cv"o c { "ctkug"kp"tgrvkv"v"j g" r gthqto cpeg"qh"j ku" f wkgu"cu"cp"gzgewkxg" f kgevqt "qh"j g"Eqo r cp { 0

$$5B \quad 5C$$

3.5 Cn"pqvu . "o go qtcpcf . "tgeqtf u"cpf "y tkkpi u"cpf "eqr kgu"j gtgqh"o cf g" d { "j g" F kgevqt " tgrvki "v"j g" dwukpau"qh"j g"l tqwr "uj cm"dg"cpf "tgo ckp"j g" r tqr gtv { "qh"j g"l tqwr "cpf " uj cm"dg"j" cpf gf "qxgt" d { "j ku"v"j g"Eqo r cp { "qt"v"uwej "qvj gt"eqo r cp { "kp"j g"l tqwr "cu"j g" Eqo r cp { "o c { "tgs wguv"l tqo "ko g"v"ko g"qp" f go cpf "d { "j g" Dqctf "cpf "kp"cp { "gxgp"wr qp" j g"vgo kcvkp"qh"j ku"ugtxleg"v"j g"Eqo r cp { 0

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3.6 Cp { "f kur wgt" tgi ctf kpi "cp { "o cwgt" r tqxkf gf "hqt"kp"j ku"Erwug"5"uj cm"dg" f gekf gf "d { "j g" Dqctf . "y j qug" f gekukp"uj cm"dg" hpcn"eqpenwukg"cpf "dkpf kpi "cu"dgw ggp"j g" Rctvku0

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4. REMUNERATION AND BENEFITS

4.1 Vj g"Eqo r cp { "cpf lqt"cp { "o go dgt"qh"j g"l tqwr "uj cm"pqv"r c { "v"j g" F kgevqt "f wtkpi "j g" eqpvkpcpeg"qh"j ku"Ci tggo gpv<

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(a) tgo wpgtcvkv0"Chgt" gcej "eqo r rvgf" { gct "qh"ugtxleg . " uwej " tgo wpgtcvkv" o c { " dg" cf lwvuf " cv" j g" uqr" cpf " cv" j g" uqr" cpf " cduqmw" f kuetgkv" qh" j g" Dqctf 0" Vj g" tgo wpgtcvkv" ku" uwdlgev"v" cppen"tgxky "d { "j g"l tqwr u" tgo wpgtcvkv" eqo o kwgg"cpf " uj cm"dg" uwdlgev"v"j g" r r tqxcn" d { "c" o clqtk { "kp"pwo dgt"qh"j g" o go dgtu"qh"j g" Dqctf " cpf "cp { "kpetgo gpv"cf lwvo gpv"uj cm"dg" uwdlgev"v"j g" hpcn"cr r tqxcn" d { "j g"l tqwr u" tgo wpgtcvkv" eqo o kwgg 0" Vj g" tgo wpgtcvkv" hqt"ugxgtkpi "cu" c" f kgevqt "qh"j g"Eqo r cp { "

ctgcf { " kpenmf gu" cp{ " vcz" kpenmf kpi " ucrtkgu" vcz." r tqhku" vcz." ecr kcn' i ckpu" vcz."
y kj j qnf kpi "vcz0Vj g'f ktgevqt'ku'tgur qpukdrg'kp'o cnkpi 'j ku'qy p'vcz'kdkpi u0

(b) dgpghku"wpf gt "uwej "j gcnj "kpuwtcepg"uej go g"cpf "cp{ "go r nq{ gg"dgpghk'r ncp"cf qr vgf "
Itqo "vko g"vq"vko g"d{ "vj g"Eqo r cp{ "qt"cp{ "o go dgt"qh'vj g"I tqwr "hqt"cp{ "qh'vj gk"
tgur gevkg'go r nq{ ggu'cu'vj g'Dqctf 'o c{ 'f gvgto kpg"cpf "cm'tgcuqpcdrg'bo gf kecn'gZR gpugu"
cu'r tqxkf gf "wpf gt "vj g'I tqwr)u'bo gf kecn'dgpghku'uej go g. 'kh'cp{0

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4.2 Rc{o gpv'qh'vj g'tgo wpgtcvkap'r c{ cdrg'vq'vj g'F ktgevqt'r wtuwcpv'vq'Erwug"6B'uj cm'dg"bo cf g"
gkj gt'd{ "vj g'Eqo r cp{ "qt'd{ "cpqj gt'eqo r cp{ 'kp'vj g'I tqwr "cpf 'kib' qtg'vj cp'qpg'eqo r cp{."
kp"uwej 'r tqr qt'vkapu'cu'vj g'Dqctf 'o c{ 'Itqo "vko g"vq"vko g'vj kpn'kx0

6B

4.3 Vj g'F ktgevqt'uj cm'kh'cr r rkecdrg+'cduv'kp'ltqo "xq'kpi "cpf "pqv'dg'eqwv'gf "kp'vj g'svqtwo "kp"
tgur gev' qh' cp{ " tguq'vkap" qh' vj g" Dqctf " cr r tqxkpi " vj g" co qwpv' qh" tgo wpgtcvkap" cpf "
cf lwxo gpv'vq"j ko ugrh'wpf gt "Erwug"6B"qh'vj ku'Ci tggo gpv."cpf . "y j gtg"cr r rkecdrg. "qvj gt"
dgpghku0

6B

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4.4 Vj g'F ktgevqt"o c{ ."cv'vj g'f kuetgvkap"qh'vj g"Dqctf. "dg'gri kdrq"vq"r ctv'ekr cvg"kp"cp{ "uj ctg"
qr vkap"uej go g'ltqo "vko g"vq"vko g'cf qr vgf "d{ "vj g'Eqo r cp{ "kp"ceeqtf cpeg'y kj "vj g'vgto u"
cpf "eqpf k'kqpu'qh'uwej "uj ctg"qr vkap"uej go g0

5. EXPENSES

Vj g'Eqo r cp{ "uj cm"uwdlgev'vq'vj g'r tqf wvkap"qh'tgegk u'qt"qvj gt"gxkf gpeg'ucv'kucv'qt { "vq"
vj g'Dqctf. "t'gko dwtug'vj g'F ktgevqt"qh'cm'vcxgm'kpi . "j qvgn"gpv'gt'vkapo gpv'cpf "qvj gt"qvw'qh/
r qengv'gZR gpugu'r tqr gtn' "cpf "t'gcuqpcdn' "k'pewt'gf "d{ "j ku'kp"qt"cdq'w'vj g'f k'uej cti g'qh'j ku"

f wkgu'j gt gwpf gt

6. DEDUCTIONS

Vj g"Eqo r cp{"uj cm'dg"gpvkngf "cv"cp{"vko g"vq"fgf wev'ltqo "vj g"FKtgevtu"tgo wpgtcvkqp" j gtgwpf gt" cp{"o qpkgu'f wg"ltqo "j ko "vq"vj g"I tqwr "kpenmf kpi ."dw"pqv' rko kgf "vq." cp{" qwuvcpf kpi 'hpcpu.'cf xcpegu.'equv'qhtgr ctkkpi 'cp{"f co ci g'vq"qt 'hqu'qh'vj g'i tqwr)u't qtr gt v{" ecwugf "d{"j ko "vcpf"qh'tgeqxgtkpi "vj g"uco g+cpf "cp{"qvj gt'o qpkgu'qy gf "j ko "vq"vj g"I tqwr " cu" o c{" dg" r gto kvgf" wpf gt" vj g" Go r m{ o gpv' Qtf kpcpeg" *Ej cr vgt" 79" qh'vj g'xy u qhJ qpi Mqpi +*vj g"\$Employment Ordinance\$+0

* 79 +*ö ö+ . * +

7. INVENTIONS AND OTHER INDUSTRIAL OR INTELLECTUAL PROPERTY

7.1 Vj g"FKtgevt "kh'cpf"y j gpgxgt'tgs wktgf "vq"fq"uq"d{"vj g"Eqo r cp{"uj cm'cv'vj g"gzr gpug"qh'c" eqo r cp{"kp"vj g"I tqwr "cr r n{"qt"lqk"y kj "uwej "eqo r cp{"kp"cr r n{ kpi "hqt"r cvgpv'qt"qvj gt" r tqvgevkvq"qt'tgi kntcvkqp'hqt'cp{"uwej 'kpxgpvkqp."ko r tqxgo gpv'f guki p.'Rtqegu'kphqto cvkqp." eqr {tki j v'y qtn0'vcf g"cpf"ugtxleg"o ctmu."vcf g"pco g"qt"i gv'wr "y j lej "dgnupi u"vq"uwej " eqo r cp{"cpf"uj cm'cv'vj g"gzr gpug"qh'uwej "eqo r cp{"gzgewg"cpf "fq"cm'kpu'wo gpw'cpf " vj kpi u'pgeguuct {"hqt"xgukpi "vj g"uqng"dpgghleknt'ki j v'kp"vj g'uckf "r cvgpv'qt"qvj gt"r tqvgevkvq" qt'tgi kntcvkqp"y j gp"qdvckp'gf "cpf"cm'tki j wu."vknrg"cpf "kpvgtguv'vq"cpf "kp"vj g"uco g'kp'uwej " eqo r cp{"qt"kp'uwej "qvj gt"r gtuqp"cu'vj g"Eqo r cp{"o c{"ur gekh{0

7.2 Vj g"FKtgevt "eqxgpcpw'y kj "cpf"wpf gtcvngu"vq"vj g"Eqo r cp{"vj cv'j g"uj cm'pqv'cpf "vj cv'j g" uj cm'r tqewtg"vj cv'pqpg"qh'j ku"cuuqekcvgu'uj cm'f wtkpi "j ku"cr r qkpvo gpv'qt"cv'cp{"vko g'chgt" vj g"gzr kt {"qh'vj g"vgtö "qh'cr r qkpvo gpv'qt"ku"uqppgt"fgvgtö kpcvkqp."wug"vj g"pco g"qh'cp{" o go dgt'qh'vj g'I tqwr 'kp'Ej kpc."J qpi 'Mqpi "qt'cp{"qvj gt'r ctw'qh'vj g'y qtrf ."qt"wug'kp'Ej kpc." J qpi 'Mqpi "qt'cp{"qvj gt'vgttkqt {"kp'y j lej "vj g'I tqwr "vj gp'qr gtcvgu'cp{"pco g'y j lej "ku'vj g"

uco g"cu"qt"uko kmt"vq"cp{ "qh"vj g"tgi kngtgf "qt" wptgi kngtgf "vcf g"qt"ugtxleg"o ctmi"qh"vj g"
I tqwr "qt"cp{ "dtepf "pco g"qt"r tqr qugf "dtepf "pco g"qh"cp{ "qh"vj g" I tqwr u"r tqf weu"qt"ugtxlegu"
qt"r tqr qugf "r tqf weu"qt"ugtxlegu."qt"tgr tgugpv"j ko ugrh"qt"vj go ugrngu"cu"ectt{ lpi "qp"qt"
eqpvkpwkpi "qt"dgkpi "eqppgewgf"y kj "cp{ "o go dgt"qh"vj g" I tqwr "qt"ku"dwukpguu"ht"cp{ "
r wtr qug"y j cwugxgt0

7.3 Vj g" Fktgevt"lj cmlpqvfwtkpi "qt"chgt"vj g"vgo kpcvkp"qh"vj ku" Ci tgggo gpv" wug"vq"vj g" Fgtko gpv"
qt"r tglw leg"qh"vj g" I tqwr "qt"fkxwi g"vq"cp{ "r gtuqp"cp{ "eqphkf gpv"cnlphqto cvkqp"eqpegtkpi "
vj g"lpvngewcnl"r tqr gtv{ "tki j w"qh"vj g" I tqwr "y j lej "o c{ "j cxg"eqo g"vq"j ku"npqy ngf i g0

7.4 Vj g" Fktgevt"j gtgd{ "ktgxqecdn{ "cpf "d{ "y c{ "qh"ugewtkv{ "cr r qkpw"vj g" Eqo r cp{ "vq"dg"j ku"
cwqtpg{ "kp"j ku"pco g"cpf "qp"j ku"dgi ch"vq"gzgewg"cp{ "uwej "kputwo gpv"qt"fq"cp{ "uwej "vj kpi "
cu"o c{ "dg"pgeguuct{ "hqt"vj g"r wtr qug"qh"ko r ngo gpv"kpi "vj g"r tqxkukqpu"qh"vj ku"Ernwug"9"cpf "
i gpgtcm{ "vq"vug"j ku"pco g" hqt"vj g"r wtr qug"qh"i kxkpi "vq"hw"ndgpghk"qh"vj ku"Ernwug"9"cpf "kp"
hexqwt"qh"cp{ "vj kf"r ctv{0C"egtwhlecvg"lp"y tkkpi "uki pgf" d{ "c" fktgevt"qt" d{ "vj g"ugetgwct{ "qh"
vj g" Eqo r cp{ "vj cv"cp{ "kputwo gpv"qt"cev"hcml"y kj kp"vj g"cwj qtkv{ "j gtgd{ "eqphgttgf "uj cmldg"
eqpenwukg"gxkf gpeg"vj cv"uwej "ku"vj g"ecug0Vj g" Fktgevt"j gtgd{ "ci tggu"vq"eqphko "cpf "tcvkh"
cmluwej "cevu"cpf "kputwo gpw0

8. TERMINATION"

8.1 Y kj qw"r tglw leg"vq"vj g"r tqxkukqpu"qh"Ernwug": 0f"cpf "Ernwug"3: ."gkj gt"Rctv{ "j gtgq"o c{ "
vgo kpcvg"go r m{ o gpv"j gtgwpf gt"y kj "qt"y kj qw"ecwug"d{ "i kxkpi "vq"vj g"qy gt"pqv"guu"vj cp"
vj tgg"5+"o qpj u)"pqvleg"lp"y tkkpi 0Vj g" Eqo r cp{ "o c{ "cv"ku"uqng"cpf "cduqmwg" fkuetgkqp"

eqpugewkxg"o qpvj u"qt"lqt"cp"ci i tgi cvg"r gkqf "qh'pkpg"o qpvj u'lp"cp{"r gkqf "qh'vy gkxg"
 o qpvj u'lj cmi'dg"fggo gf "vq"dg"c"r gto cpgpv'kpeccckv{=

(g) dgeqo g"rtqj kdkgf "d{"rcy ."vj g"Nkukpi "T wgu."vj g"J qpi "Mqpi "Vcngqxgtu"Eqf g"qt"cp{"
 twgu"rtguetkdgf "d{"vj g"UqeniGzej cpi g"ltqo "cev'kpi "cu'c"fkgevt"qt"ltqo "hwkukpi "j ku"
 f wkgu"wpf gt "vj ku"ci tggo gpv'qt"dg'tgo qxgf "ltqo "qhhleg"d{"c"ur gekn'tguqmwkqp"qh'vj g"
 uj ctgj qif gtu"qh'vj g"Eqo r cp{"lp'i gpgtcr'no ggkpi =

(h) dg'i wkm "qh'eqpf wev"lp"vj g'tgcuqpcdr'qr kpkqp"qh'vj g"Dqctf +hkngn "vq"dtkpi "j ko ugn'qt"
 cp{"o go dgt"qh'vj g"l tqwr "lpvq"fkutgr wg=

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(i) ko r tqr gtn "fkxwi g"vq"cp{"wpcwj qtkugf "r gtuqp"cp{"ugetgv"eqphf gpvkn'qt"rtkxcvg"
 hqto cvkqp"qt"cp{"qvj gt "dwukpguu'ugetgv"qt"fgvcknu"qh'vj g"qti cplucv'kqp"qt"dwukpguu"qh'vj g"
 l tqwr "rtqxkf gf "vj cv'vj ku"qdrki cvkqp"uj cmi'pqv'dg"gzv'pf gf "vq"cp{"uwej "kphqto cvkqp"
 y j lej "ku'lp"vj g"r wdrk"l'f qo ckp"cv'vj g'ko g"qh'f kuemqwtg=

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(j) f wtkpi "vj g"eqpv'kpcpeg"qh'vj ku"ci tggo gpv'dg"cdugpv"qvj gt "vj cp"fwtkpi "r gkqf u"qh"
 j qnkf c{"hqt"cp"ci i tgi cvg"qh'; 2'y qtnkpi "f c{u=

; 2 * +

(k) dg"eqpxkxgf "qh'cp{"qhhpeg"qt"dg"lf gpv'kxgf "cu"cp"lpukf gt "fgcngt"wpf gt"cp{"uvcwwqt {"
 gpcevo gpv'qt"tgi wrcv'kpu'tgncv'kpi "vq"lpukf gt "fgcngt"lp"lqtg'ltqo "ko g'vq"ko g=

(l) dg"fkus wcnkxgf "vq"cev'cu'c"fkgevt"qh'cp{"o go dgt"qh'vj g"l tqwr "wpf gt"cp{"cr r r'kcdng"
 rcy "kpenw'kpi "vj g"Eqo r cplgu"Qtf kpcpeg"qt"twgu"qh'cp{"uqeni'gzej cpi g'kpenw'kpi "vj g"
 UqeniGzej cpi g="cpf lqt

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= 1

(m) tghwug"vq"ectt {"qvw"cp{"rcy hwn'qt'f gt "i kxgp"vq"j ko "d{"vj g"Dqctf "qt"hcni"vq"cwgp'f "vq"j ku"
 f wkgu'fkki gpv'0

: 6 Kij g" Eqo r cp{ "ku" hqt" cp{ "tgcup" gpvkrf "vq" vto kpcv" vj ku" Ci tggg gpv' hqt vj y kj "kp" ceeqtf cpeg" y kj "Erwug": 0. "k'o c{ "cv" cp{ "ko g" chgt "vj g" qeewt gpeg" qh' cp{ "qh' vj g" gxgpv" ur gekhgf "kp" Erwug" d{ "i kxpi "vq" vj g" F kgevqt "ugxgp" f c{ u*9+pqveg" *qt "r c{ o gpv' qh' ucrt { "kp" rkw' qh' uvej "pqveg" qt "vj g" wpgzr k gf "r ctv' qh' uvej "r gtkqf . "cu" vj g" ecug" o c{ "dg+ "vto kpcv" vj ku" Ci tggg gpv' 0/ku" cnuq" ci tggf "vj cv' u'j qwf "cp{ "qh' vj g" gxgpv" ur gekhgf "kp" Erwug": 0. "qeewt" cpf " vj g" Eqo r cp{ "grgeu" vq" vto kpcv" vj ku" Ci tggg gpv. "vj g" ci tggf "r gtkqf "\$" hqt "vj g" r wtr qugu" qh' ugev' kp" 8*4+*e+ "qh' vj g" Go r nq{ o gpv' Qtf kpcpeg" ku" ugxgp" *9+ f c{ u0

: 0

: 0

" *9+ "

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: 0

8*4+*e+

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ö *9+

8.4 Qp" vj g" vto kpcv' kp" qh' j ku" cr r qkpw gpv' j qy uqgxgt "ctkupi . "vj g" F kgevqt "uj cm' egcug" vq" dg" gpvkrf "vq" cp{ "dgpghku" wpf gt "vj ku" Ci tggg gpv' kp" r ctv' ewrt. "uj cm' hqt vj y kj "f grkxgt "vq" vj g" Eqo r cp{ "cm' dqm0tgeqtf u0en' gpv' ikuu. "cee' qwpv. "ucv' ku' ku' f qewo gpv' 0/ r cr gtu. "o cvgt' km. " etgf k' ectf u. "o qvqt "ectu" cpf "qy gt "r tqr gt v{ "qh' qt" tgrv' kpi "vq" vj g" dwuk' guu" qh' vj g" I tqwr "y j lej " o c{ "vj gp" dg' kp" j ku" r quugu' kqp" qt "wpf gt" j ku" r qy gt "qt "eqpvt' qn' c' pf "cm' eqr kgu" vj gt gq' h' qt "gzv' c' ev" vj gt g' h' tqo "o cf g" d{ "qt" qp" dgj ch' qh' vj g" F kgevqt 0

8.5 Kij g" F kgevqt "ku" cv' cp{ "ko g" cr r qkpw gf "cu" c' f kgevqt "qh' cp{ "o go dgt" qh' vj g" I tqwr . "j g" vj cm' qp" qt "chgt "vj g" zr k { "qh' j ku" cr r qkpw gpv' wpf gt "vj ku" Ci tggg gpv' qt "ku" u' q' p' gt "f vto kpcv' kp. " tgu' k' p" kp" y tkkpi "Itqo "cp{ "q' h' eg" j grf "d{ "j ko "cu" uvej "f kgevqt" cpf "Itqo "cm' qy gt "q' h' egu" j grf "d{ "j ko "y kj "cp{ "o go dgt" qh' vj g" I tqwr "cpf "vq" gz' gewg" cp" cempqy rgi o gpv' wpf gt "ugcn' vq" vj g" gh' gev' vj cv' j g' j cu" pq" emko u" ci ckpu" vj g" Eqo r cp{ "qt" cp{ "qh' ku" u' wdu' k' f k' ct' kgu" *cu" vj g" ecug" o c{ "dg" h' qt "eqo r gpuc' v' kp" h' qt "m' u" qh' q' h' eg" qt "qy gt y kug 0

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8.6 Vj g'F ktgevqt "uj cm'wr qp"vj g"gzr kt { "qh"j ku"cr r qkpw gpv'wvf gt "vj ku"ci tgggo gpv'qt "ku"uqqpgt" f gyto kpcvqp. "tcpuhtg"y kj qwr' c { o gpv'cpf "kp"uwej "o cpgt"cu'vj g'Eqo r cp { "o c { "tgs vkt g." cm'uwej "uj ctgu"kp"cp { "qh"vj g'Eqo r cp { ai'uwdkf kctkgu"qt "cuuqekvfg "eqo r cplgu"cu'ctg"j grf " d { "j ko "cu'pqo kpgg'hqt "vj g'Eqo r cp { "qt"cp { "o go dgt "qh"vj g'I tqwr 0

8.7 Kp'vj g"gxgpv'qh'vj g'F ktgevqt "hckkpi "vq"vcng"cp { "qh"vj g'cevqpu"tgs vkt gf "vq"dg"vcngp"d { "j ko " wvf gt "Erwugu": 0"cpf": 8"hqt y y kj "wr qp"vj g"tgs wguv'qh'vj g'Eqo r cp { "vj g'Eqo r cp { "ku" j gtgd { "ktgxqecdn { "cpf"d { "y c { "qh"ugewtk { "cr r qkpvfg "cu"vj g"cwqtpg { "qh"vj g'F ktgevqt "vq" cr r qkpv'uwej "r gtup"kp"pco g"qh"cpf "qp"dgj cih'qh'vj g'F ktgevqt "vq"uki p."ugcn'cpf "f grkxgt" tguiki pcvqpu"vq"vj g"tgrxcpv'o go dgt "qh"vj g'I tqwr "cpf "kputwo gpvu"qh"tcpuhtgu"qh'vj g" tgrxcpv'uj ctgu'cpf "vq"hrk"uwej "tgwtpu"qt"vcng"uwej "qvj gt "cevqpu"cu'o c { "dg"pgeguact { "qt" f guktcdng" wvf gt "vj g"cr r rkecdng" rcy u0 Vj g'F ktgevqt "ci tgggu"vq"eqphko "cpf "tcvkh { "uwej " f qewo gpvu'cpf "cevu0

: 0 : 8

8.8 Vgto kpcvqp"qh'vj g'F ktgevqtu"cr r qkpw gpv'wvf gt "vj ku"ci tgggo gpv'uj cm'dg'y kj qwr' tglwf leg" vq"cp { "tki j w'y j lej "j cxg"ceetwgf "cv'vj g"vko g"qh'vgto kpcvqp"qt"vq"Erwugu"5"cpf "9"*cm'qh" y j lej "uj cm'tgo ckp'kp'hwnihqteg"cpf "ghgevt0

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8.9 Cp { "f gr { "qt" hqtdgctpeg" d { "vj g'Eqo r cp { "kp" gztelkupi "cp { "tki j v"vq"vgto kpcvq"vj ku" ci tgggo gpv'uj cm'pqv'eqpukwag"cy ckg"qh'uwej "tki j v0

9. SEVERABILITY

Y j kr'vj g'tgutlevqpu'eqpvkpgf "kp"Erwug"5"ctg'eqpukf gtgf "d { "vj g'Rctvku"vq"dg'tgcuqpcdn" kp'cm'vj g'ektewo ucpegu."k'ku'tgeqi plugf "vj cv'tgutlevqpu"qh'vj g'pcwtg'kp's wguv'qo c { "hckl" hqt"vej plecn'tgcuqpu"vphqtguggp"cpf "ceeqt f kpi n { "k'ku"j gtgd { "ci tggf "cpf "f genetgf "vj cv'kh" cp { "uwej "tgutlevqpu"uj cm'dg"cf lwf i gf "vq"dg"xqkf "cu'i qkpi "dg { qpf "y j cv'ku'tgcuqpcdn"kp'cm' vj g'ektewo ucpegu"ht"vj g'r tqvexqp"qh'vj g'kpvgtguu"qh'vj g'I tqwr "dwly qarf "dg"xcrkf "kh'ctv" qh'vj g'y qtf kpi u"vj gtgqh'y gtg"fgvvgf "qt"vj g'r gtlqf u"*kh"cp { +vj gtgqh'y gtg"tgf wegf "qt"vj g"

tcpi g'qh'r tqf wew"qt"ctgcu"fgcn'y kj "vj gtgd{"y gtg"tgf wegf "kp"ueqr g."vj g"uckf "tgutlewkqp"
uj cmi'cr r n{"y kj "uwej "o qf hkecvkqpu"cu"o c{"dg'pgeguuct{"vq"o cng'k'xcnkf"cpf "ghgevxg0

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10. WAIVER

P q'hckmw'g'qp"vj g'r ctv'qh'cp{"Rctv{"j gtgvq"vq"gzgtekug."cpf "pq"fgnc{"qp'ku'r ctv'kp"gzgtekupi ."
cp{"tki j v'vq"tgo gf {"w'pf gt"vj ku'Ci tgggo gpv'y kn'qr gtcvg"cu"cy c'kxgt"vj gtgqh"pqt"y kn'cp{"
ulpi ng"qt"r ctv'kn'gzgtekug"qh'cp{"tki j v'qt"tgo gf {"rtgenmf g"cp{"qvj gt"qt"hw'vj gt"gzgtekug"
vj gtgqh"qt"gzgtekug"qh'cp{"qvj gt"tki j v'qt"tgo gf {"0Vj g'tki j v'qt"tgo gf lgu'r tqxkf gf "kp"vj ku'
Ci tgggo gpv'ctg'ewo wcvkxg'cpf "pqv'gzewukxg'qh'cp{"tki j v'qt"tgo gf lgu'r tqxkf gf "d{"rcy 0

11. FORMER SERVICE AGREEMENT

11.1 Vj ku'Ci tgggo gpv'uj cmi'dg'kp"uwdukwkqp"ht"cp{"rtgxkqwu"qt"gzkukpi "ugt'xleg"ci tgggo gpv'k'
cp{"+qt"cttcepi go gpw'o cf g"qtcm{"qt"kp"y tkkpi "dgwy ggp"cp{"o go dgt"qh'vj g'I tqwr"cpf"vj g"
Fktgevt"cpf"ht"cp{"vgo u'qh'cr r qkpw gpv'qt"go r m{"o gpv'r tgxkqwu"qt"ewttgpv'kp"hteg"
dgwy ggp"cp{"uwej "eqo r cp{"cpf"vj g"Fktgevt"cpf"vj g"Fktgevt"uj cmi'j cxg"pq"erko "kp"
eqppgevkqp"y kj "cp{"uwej "uwr gtugf gf "ugt'xleg"ci tgggo gpv'0

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11.2 Vj g'Fktgevt"j gtgd{"cempqy rgi gu'vj cv'j g'j cu'pq"qwu'wcpf kpi "erko u'qh'cp{"nkp"ci ckpu'
cp{"o go dgt"qh'vj g'I tqwr 0

12. INTERPRETATION

Vj g'j gcf kpi u'vq"vj g'Erwugu"ctg'ht"eqpxgpkpeg"qpn"cpf"j cxg"pq"rgi cni'ghge0

13. NOTICES

P qvlegu'i kxgp"wpf gt"vj ku'Ci tggg gpv'uj cm'dg'f ggo gf "ghgevkxgn" i kxgp"vq"vj g'Ego r cp{"kh' vj g{"ctg'ugpv'd{"r quv'vq"qt"rhv'cv'vj g'r tlpek rnr rceg"qh'dwulpguu"qh'vj g'Ego r cp{"kp"J qpi " Mqpi "cpf "vq"vj g'F ktgevqt"kh'vj g{"ctg'ugpv'd{"r quv'vj g'pqvleg"uj cm'dg'f ggo gf "kp"vj g"ecug" qh'mqeci'o ckn"vq"j cxg"dggp"tgegkxgf "vy q"dwulpguu"fc{u"öbusiness dayö"o gcplpi "c"fc{" qvj gt"vj cp"Ucwtf c{"qt"Uwpcf{"qp"y j lej "dcpm"kp"J qpi "Mqpi "ctg"i gpgtcm{"qr gp"ht" dwulpguu"chvgt"vj g'vko g"qh'f gur cvej "qt"kp"vj g"ecug"qh'ckt'o ckn"vq"j cxg"dggp"tgegkxgf "ugxgp" dwulpguu"fc{u"chvgt"vj g'vko g"qh'f gur cvej 0

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14. AMENDMENT

Vj ku'Ci tggg gpv'o c{"pqv'dg"co gpf gf ."uwr r ngo gpvgf ."o qf khgf "qt"xctkgf "gzegr v'd{"c" y tkwgp"ci tggg gpv'qt'kputwo gpv'uki pgf "d{"Rctvku0

15. SHARE DEALINGS

Vj g'F ktgevqt"uj cm'eqo r n{"y j gtg'tgrxcpv'y kj "gxgt{"twg"qh'ny ."gxgt{"tgi wrcvqp"qh'vj g" Uqem'Gzej cpi g"qt"qvj gt"o ctngv'qp"y j lej "j g'f gcu"cpf "gxgt{"tgi wrcvqp."kpenf lpi "vj g" Nku'kpi "T wgu."UHQ."cpf "vj g'Ctvlengu'kp"hteg"ht"vj g'vko g'dgkpi "kp"tgrcvqp"vq"f gcrkpi u'kp" uj ctgu."f gdgpwtgu"qt"qvj gt"ugewtkku"qh'vj g'eqo r cplgu"kp"vj g'I tqwr "cpf "kp"tgrcvqp"vq" wpr wdrkuj gf "r tleg/ugpukxg"lphqto cvqp"chgevkpi "vj g'lj ctgu."f gdgpwtgu"qt"qvj gt"ugewtkku" qh'cp{"eqo r cp{"kp"vj g'I tqwr "r tqxkf gf "cny c{"u"vj cv'kp"tgrcvqp"vq"qxgtugcu"f gcrkpi u"vj g" F ktgevqt"uj cm'cuq"eqo r n{"y kj "cm'ny u"qh'vj g"ucvq"cpf "cm'tgi wrcvqpu"qh'vj g"uqem' gzej cpi g."o ctngv'qt"fgcrkpi "u'uvgo 'kp"y j lej "uwej "f gcrkpi u'vcng'r rceg0

16. INDEMNITY

Vj g'F ktgevqt"ci tggg"cpf "wpf gtvcngu"vq'kpf go plh{"cpf "nggr "ghgevkxgn" kpf go plhgf "kp"hwmi" vj g'I tqwr "qp"f go cpf "htqo "cpf "ci ckuv'cm'bevkpu."f go cpf u."encko u."r tqeggf lpi u'htcdkku." equu"cpf "gzs gpugu'kpewtgf "qt"uwvckpgf "d{"cp{"o go dgt"qh'vj g'I tqwr ."ctkupi "htqo ."cu"c"

tguwn'qh'qt'kp"eqppgevkqp'y kj "cp{ "dtgcej "d{ "vj g'F kgevt "qh'cp{ "qh'j ku'qdiki cvkqpu'wvf gt " vj ku'Ci tgggo gpv'qt'cp{ "qh'j ku'qdiki cvkqpu'ko r rkgf "d{ "rcy 0Vj g'I tqwr "uj qwr "lpf go plh{ "cpf " j qrf "j cto rguu'hqt "vj g'F kgevt "ci ckpuv'htqo "cp{ "rcy "uwk'qt "f co ci g'eqo r gpucvkqp "d{ "vj kf " r ctv{ ."cu'ht "cu'k'ku'pqv'c"ecug'qh'y kntwipgi rki gpeg'qt "ht cwf wrgpeg0

17. NON- ASSIGNABILITY

P qpg" qh'vj g"tki j w"qt "f wkgu' qh'vj g" F kgevt " wvf gt " vj ku'Ci tgggo gpv' o c{ "dg" cuuki pgf " vtcpuhgttgf " qt "uwdeqpv'cevgf ." wprguu'vj g"Ego r cp{ "kp"ku"cdunwg" f kuetg'vkqp "ci tgggo "kp" y tkkpi 0

18. HANGE IN THE COMPANY

18.1 Kf'cv'cp{ "vko g"vj g" F kgevtu'cr r qlpvo gpv'j gt gwvf gt "ku'vgo kpcvgf "kp"eqppgevkqp'y kj "cp{ " tgqti cplucvkqp."tgeqputwvkqp"qt"co cni co cvkqp"qh'vj g"Ego r cp{ "qt"cp{ "o go dgt"qh'vj g" I tqwr "y j gj gt "d{ "y kpf kpi "wr "qt"qvj gty kug'cpf "vj g'F kgevt "tgegk'gu'c"uc'vuk'cevt { "qh'gt"qh' cr r qlpvo gpv' y kj "cp{ "eqo r cp{ "eqpegtpgf "y kj "uwej "tgqti cplucvkqp."tgeqputwvkqp"qt" co cni co cvkqp."vj g'F kgevt "uj cml'j cxg'pq'ercko "ci ckpuv'vj g"Ego r cp{ "*"j gj gt "hqt "f co ci gu." eqo r gpucvkqp"qt"qvj gty kug+kp'tgur gev'qh'vj g'vgo kpcvkqp"qh'j ku'cr r qlpvo gpv0

* +

18.2 Kf'cv'cp{ "vko g"vj g"Ego r cp{ "qt"cp{ "o go dgt"qh'vj g" I tqwr "uj cml'ugm'ku'wvf gt vnkpi "cpf " cuugw'qt "c'lwduwcp'vkn'r ctv'vj gt gqh'v'cp{ "r gtuqp."hko "qt"eqo r cp{ "cpf "vj g'F kgevt "tgegk'gu" c"uc'vuk'cevt { "qh'gt"qh'go r rj { o gpv' y kj "uwej "qvj gt "r gtuqp."hko "qt"eqo r cp{ "vj gp"vj g" Ego r cp{ "uj cml'dg"gp'vkn'gf "d{ "y tkwgp"pq'v'eg"v'vj g'F kgevt "v'vgo kpcvg"vj ku'Ci tgggo gpv' hqt'j y kj 0Vj g'F kgevt "uj cml'j cxg'pq'ercko "ci ckpuv'vj g"Ego r cp{ "*"j gj gt "hqt "f co ci gu." eqo r gpucvkqp"qt"qvj gty kug+kp'tgur gev'qh'uwej "vgo kpcvkqp0

* +

18.3 Hqt "vj g"r wtr qugu'qh'vj ku'Ernwug."cp"qh'gt"uj cml'dg" f ggo gf "uc'vuk'cevt { "*"j gj gt "qt"pqv'

j ku'go r m{ o gpv'j gt gwpf gt0

*c+

*d+

19.5 Vj g'F kt gevqt "ku'tgs vkt gf "vq"r tqxkf g"vq"vj g"UqeniGzej cpi g."r vtuwcpv"vq"Twrg"5042"qh"vj g"
Nkuvpi "Twrgu.'ko o gf kvgn{ 'vr qp'j ku'tguki pcvkp'cu'c'F kt gevqt.'j ku'vr /vq/f cvg'eqpxcev'f gvcku."
kpenmf lpi "cp'cf f tguu'hqt'eqtt gur qpf gpeg'htqo "cpf "ugtxkkg"qh'pqvkgu"cpf "qvj gt "fqewo gpw"
tgs vkt gf "d{ "vj g"UqeniGzej cpi g'cpf "vgnr j qpg'pwo dgt0

5042

20. GOVERNING LAW

Vj ku'Ci tggo gpv'ku'i qxgtpgf "d{ 'cpf 'uj cmldg'eqpwt wgf 'kp'ceeqt f cpeg'y kj 'vj g'rcy u'qhJ qpi "
Mqpi "cpf "vj g"Rctvku"kt gxqecdnl "uwo k'vq"vj g"pqp/gzenwukxg"lwtkuf kvkp"qh"vj g"J qpi "
Mqpi "eqwtu'kp"vj g'f gvgto kvkp"qh'cp{ 'f kur wg'ctkukpi "wvf gt'vj ku'Ci tggo gpv0

21. LANGUAGE

Kp'ecug"qh'kpeqpukvngpekgu"dgvy ggp"Gpi rkuj "cpf "Ej kpgug"xgtukqpu"qh"vj ku'Ci tggo gpv."vj g"
Gpi rkuj 'xgtukqpu'uj cm'r tgxck0

IN WITNESS whereof the Parties have set their respective hands the day and year first above written.

各方已于本合同第一页载明之日期签署本合同，特此说明。

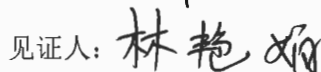
SIGNED by KE XIPING,

in the presence of: 林艳娟

签署:



见证人:



SIGNED by KE, XIPING,

The chairman, for and on behalf of

HENGXING GOLD HOLDING COMPANY LIMITED

in the presence of: 林艳娟

由柯希平董事长代表

恒兴黄金控股有限公司

签署



见证人:

