**销售有限公司**

Sales Co., Ltd.

股东会决议

Resolution of shareholders' meeting

销售有限公司（以下简称“公司”）全体股东于【】年【】月【】日审阅了下列协议（以下简称“全部协议”）：

All shareholders of Sales Co., Ltd. (hereinafter referred to as "the Company") reviewed the following agreements (hereinafter referred to as "all agreements") on []:

1. 公司及公司股东X与Y（北京）科技有限公司（以下简称“WFOE”）签署的《终止协议》；

The Termination Agreement to be executed by the Company and its shareholders X with Y (Beijing) Technology Co., Ltd. (hereinafter referred to as the "WFOE");

1. 公司及公司全体股东拟与WFOE签署的《股权质押合同》；

The Equity Pledge Contract to be executed by the Company and all its Shareholders with the WFOE;

1. 公司及公司全体股东拟与WFOE签署的《独家购买权合同》。

The Exclusive Purchase Right Contract to be executed by the Company and  all its Shareholders  with the WFOE.

公司股东会做出如下决议：

It is resolved as followings at the shareholders' meeting of the Company

1. 同意公司签署、交付和履行上述全部协议及其他与以上协议相关的文件（以下简称“全部文件”）；

Approve the  Company to sign, deliver and perform all the above agreements and other documents related to the above agreements (hereinafter referred to as "all Documents");

1. 同意公司的全体股东按照与WFOE签署的《股权质押合同》的约定，将持有的合计100％的公司股权质押给WFOE；

Agree that all shareholders of the company will pledge 100% of the company's total equity to WFOE as agreed in the Equity Pledge Contract signed with WFOE;

1. 同意公司在股东名册上对上述股权质押予以记载并出具股权质押登记证明；

Consent the  Company to record the above equity pledge in the register of members  and to issue a certificate of equity pledge registration;

1. 同意授权公司的法定代表人或其指定的第三人代表公司签署任何与本股东会决议有关的合同、协议及其他一切相关文件，以及办理任何与上述全部文件相关的一切必要事宜。

Consent to authorize the legal representative of the Company or a third person designated by the legal representative to sign any contract, agreement and all other relevant documents related to the decision of shareholders' meeting, and handle all necessary matters related to all the above documents on behalf of the Company.

[以下无正文，接签字页]

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本页无正文，为《销售有限公司股东会决议》签字页

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