**«[#setting»COMPLIANCE CERTIFICATE**

Reference is made to that certain [«${agreement.p1PsObj[» Purchase Agreement] dated as of [签署日期] (the “**Share** **Purchase Agreement**”) by and among the undersigned, the Investors, «${agreement.p1FinancingBody[» (the “**Company**”), and any other parties thereto. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Share Purchase Agreement. Each of the undersigned hereby certifies as follows:«[#if»

1. Subject to the Disclosure Schedule, the representations and warranties made by the Seller Parties in Section III of the Share Purchase Agreement were true, correct and complete in all material respects when made and are true, correct and complete as of the Closing with the same force and effect in all material respects as if they had been made on and as of such date.«[/#if]»«[#if»
2. The Seller Parties have performed and complied with all agreements, obligations and conditions contained in the Section VI of Share Purchase Agreement that are required to be performed or complied with by them on or before the Closing in all material respects.«[/#if]»«[#if»
3. The Seller Parties have obtained all approvals, consents and qualifications necessary to complete the transactions contemplated in the Share Purchase Agreement. «[/#if]»«[#if»
4. There has been no material adverse change in the business, affairs, prospects, operations, properties, assets or financial condition of the Group Companies since the date of the Share Purchase Agreement. «[/#if]»

The undersigned have executed this Certificate effective this 【签署日期】.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have set forth their signatures on this Compliance Certificate as of the date first set forth above.

**THE COMPANY**

**«${agreement.p1FinancingBody[»**

By:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name: 【】

Title: Director

**THE HK Co.:**

**«${agreement.p1HongKongCompany[»**

By:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name: 【】

Title: Director

**WFOE:**

**«${agreement.p1WfoeCompanyNameEn}»**

By:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name: 【】

Title: Legal Representative

**PRC Affiliates:«[#list»**

«${dome.domesticCompanyEnFullName}»

By:

Name: 【】

Title: Legal Representative«[#if»«[#if»

«[/#if]»IN WITNESS WHEREOF, the undersigned have set forth their signatures on this Compliance Certificate as of the date first set forth above.

**PRC Affiliates:«[/#if]»«[/#list]»**

«[#list agreement.p1HoldingBviList as bvi]»«[#if»IN WITNESS WHEREOF, the undersigned have set forth their signatures on this Compliance Certificate as of the date first set forth above.

**THE BVI Companies:«[/#if]»**

«${bvi[»

By:

Name: 【】

Title: Director

«[#if»«[#if»

«[/#if]»«[/#if]»«[/#list]»

«[#list agreement.p1FounderList as founder]»«[#if»IN WITNESS WHEREOF, the undersigned have set forth their signatures on this Compliance Certificate as of the date first set forth above.

**THE FOUNDERS:«[/#if]»**

Name: «${founder[»

«[#if»«[#if»

«[/#if]»«[/#if]»«[/#list]»