

## 委托协议书

## CONTRACT

甲方：全球制造商系统有限公司  
Global manufacturers Systems Ltd.

乙方：

**Client: (“hereinafter CLIENT ”)**

甲方和乙方经过友好协商，就乙方委托甲方在美国帮助乙方买壳上市一事达成协议如下；

**Whereas the parties agree that AITC will help CLIENT to go public at NASDAQ stock market via purchasing seated cooperation (“hereinafter TARGET CORPORATION ”).**

1, 甲乙双方就费用与付款方式，达成如下共识：

**1. The parties agree the fees and payment schedule as below:**

**1\_1.** 此次乙方委托甲方帮助乙方在美国买壳上市，乙方同意付给甲方全部的服务费用为 16 万美金。

**1\_1. The CLIENT agrees to pay AITC in sum of 160,000 U.S dollars for the services supplied by AITC.**

**1\_2.** 此费用不包括乙方给任何第三方机构/公司所应付的费用。

**1\_2. The fees are not including any fees to any third party.**

**1\_3.** 此费用的付给方式与程序如下：

**1\_3. The fees payment schedule as below:**

**a)** 签订合同时，乙方支付第一笔资金 15000 美金给甲方。

**a) CLIENT agrees to make the first payment to AITC with amount of 15,000 U.S dollars within the same day of signing the contract.**

**b)** 甲方开始调查所有的适合乙方的壳公司，在甲方将这些预选的公司资料以及相关的意见与建议发送给乙方之后，乙方支付甲方第二笔资金 15000 美金

**b) AITC starts to make the research on the stock market seeking for the TARGET CORPORATION, selects the best ones for the CLIENT and sends the materials to the CLIENT, CLIENT agrees to pay AITC the second payment with amount of 15,000 U.S dollars after CLIENT receive these materials from AITC.**

**c)** 根据乙方的意见，甲方开始调查乙方认可的公司的背景，确保没有任何的经济法律纠纷，并将所有的资料和意见/建议发送给乙方，乙方确认几个终极目标，并给甲方支付第三笔资金 15000 美金。

**c) AITC starts to check the background of the TARGET CORPORATION as CLIENT's request, to guarantee the TARGET CORPORATION's title is clean. CLIENT agrees to pay AITC the third**

payment with amount of 15,000 U.S dollars after CLIENT receive these materials and advices from AITC.

d) 根据乙方的要求，甲方开始向目标公司发函，商谈价格/购买细节/购买方式等等，乙方支付 甲方第四笔资金 15000 美金

**d) AITC starts to send the letter to the TARGET CORPORATION selected by the CLIENT to negotiate the details about price/method of the payment etc, and the CLIENT agrees to pay AITC the fourth payment with amount of 15,000 U.S dollars before AITC starts to do it.**

e) 在乙方与目标壳公司最终认可了所有的条款了以后，甲方开始发邀请函请乙方到美国前来签订合同，乙方支付甲方第五笔资金 15000 美金。

**e) After the CLIENT negotiates the details with the TARGET CORPORATION and makes the deal for all of the details, the CLIENT agrees to pay AITC the fifth payment with amount of 15,000 U.S dollars before CLIENT receive the invitation letter from AITC to come to U.S to sign the contract with the TARGET CORPORATION.**

f) 甲方帮助乙方开始向美国证监会提出申请，乙方支付甲方第六笔资金 15000 美金。

**f) The CLIENT agrees to pay AITC the sixth payment with amount of 15,000 U.S dollars before AITC starts to help the CLIENT to send the application to U.S. Securities and Exchange Commission.**

g) 美国证监会批准了以后，双方公司的购买程序完全结束了以后的 10 个工作日之内，乙方支付 甲方所有的余款 7 万美金。

**g) The CLIENT agrees to pay AITC the balance of the payment with amount of 70,000 U.S dollars in 10 business days after approved by U.S. Securities and Exchange Commission.**

## 2, 甲方其他责任与义务

### 1. Additional Responsibility of AITC

a). 甲方收到上述 1\_3\_a) 乙方所付给的第一笔款项 10 个工作日之内，甲方将开始此项业务。

**a). AITC will start to the job in 3 business days after AITC receive the first fee paid by the CLIENT as mentioned as 1\_3\_a) above.**

b). 甲方除了向准备购买的目标公司/律师/美国证监会提供乙方的个人/公司资料以外，将保证 不对任何的第三方泄露乙方的个人/公司资料。任何的需要泄露给第三方的资料，甲方须事先取得甲方的认可。

**b). AITC agrees to keep obligation of confidence and non-disclosure to any third party about the CLIENT's private or corporation information, except to the TARGET CORPORATION/attorney/ U.S. Securities and Exchange Commission. AITC will get the permit from the CLIENT to disclose the information to any third party.**

c). 甲方保证将所有的已经知情的以及所有搜索到的被购买公司的全部资料无任何隐瞒的递交给乙方。

**c). AITC agrees to deliver all of the materials and information about the TARGET CORPORATION to target CLIENT searched or knew by AITC.**

2. 乙方其他责任与义务  
**2. Additional Responsibility of CLIENT**

**a).** 乙方同意并保证所提供的文件和所填写的资料为真实  
**a). CLIENT agrees and guarantees that all of the materials and information supplied by the CLIENT will be true.**

**b).** 乙方同意按照上述要求及时交付每一次的款项并及时提供甲方和壳公司以及美国证监会所要求的资料与信息。  
**b). CLIENT agrees to make the payment as scheduled above and deliver the materials and information requested by AITC/TARGET CORPORATION/ U.S. Securities and Exchange Commission on time.**

甲方银行账号：  
**CLIENT agrees to wire the fund to:**

公司名称(Company Name): 全球制造商系统有限公司  
 地址(Address): 北京市海淀区中关村南大街2号数码大厦A座2111室  
 电话(Tel): 010-51727559  
 传真(Fax): 010-51727559  
 开户名(Account Name): 中国银行总行营业部  
 账号(Account Number): 01188708094014  
 SWIFT 号码(SWIFT CODE): BKCHCNBJ

甲方: 全球制造商系统有限公司  
**Global manufacturers Systems Ltd.**  
 地址(Address): 北京市海淀区中关村南大街2号数码大厦A座2111室  
 电话(Tel): 010-51727559  
 传真(Fax): 010-51727559

乙方:  
**CLIENT:**  
 地址(Address):  
 电话(Tel):  
 传真(Fax):