

**Articles of Association of [REDACTED]**

**Chapter I: General Provisions**

**Article 1** China (Region) [REDACTED] These Articles of Association are formulated in accordance with the Law of the People's Republic of China on Foreign-funded Enterprises, the Company Law of the People's Republic of China (hereinafter referred to as the Company Law) and other relevant laws and regulations.

**Article 2** In case of any inconsistency with the relevant provisions of the Articles of Association and Chinese laws, regulations and rules, the provisions of Chinese laws, regulations and rules shall prevail.

**Article 3** A company shall apply for the registration of change to the registration authority within 30 days from the date of making the resolution or decision on the change or the occurrence of the statutory change. If the registered items of the company change are subject to approval according to law, the applicant shall apply for the registration of change to the registration authority within the validity period of the approval documents.

**Chapter II Company Name and Address**

**Article 4** The name of a foreign-capital enterprise is [REDACTED] (hereinafter referred to as the company).

**Article 5** Address of the company: [REDACTED]

**Chapter III Business Scope of the Company**

**Article 6** The company business scope: Primary Items: import and export of goods, sales of metal materials, sales of metal ore, domestic trade agent, import and export agents, domestic goods transportation agent, procurement agency services, bidding agent services, sales of building materials, sales of refractory materials, sales of machinery equipment, sales of chemical products (excluding licensed chemical products), sales of graphite and carbon products, sales of non-ferrous metal alloy, sales of metallurgical equipment, sales of non-metallic ore and products, sales of petroleum products (excluding dangerous chemicals), sales of metal silk and their products. Where the business scope of a company is subject to approval before registration as stipulated by laws, administrative regulations or decisions of the State Council, it shall be reported to the relevant state department for approval before applying for registration.

**Article 7** The company may amend its articles of association and change its business scope, and shall handle the registration of the alteration with the registration authority.

**Chapter IV Registered capital of the Company**

**Article 8** The registered capital of the company is RMB 500,000, which is the amount of capital contribution subscribed by all shareholders registered in the company registration authority, and the shareholders shall be liable to the company within the limit of the amount of capital contribution subscribed by them.

**Article 9** Where a company changes its registered capital, it shall register the alteration. If the company increases its registered capital, the capital contribution

For Yashvi Translation



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**Article 44** The articles of Association are written in Chinese.

**Article 45** The articles of Association shall come into force on the date of seal and signature by all the shareholders.

**Article 46** In case of any conflict between the articles of association and the agreement signed by all shareholders, the articles of association shall prevail. If the articles of association do not stipulate the relevant provisions, and the relevant provisions are agreed in the agreement signed by all shareholders, the agreement signed by all shareholders shall prevail.

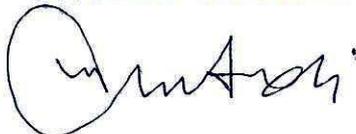
**Article 47** The articles of association are made in four copies, with one shareholder, one for the company and one for the company registration authority for record.

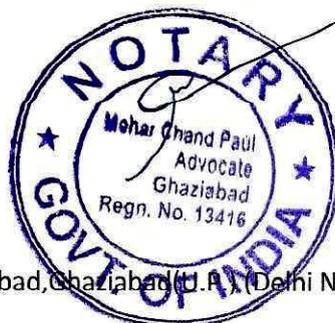
The investor undertakes that there is no conflict between other commercial agreements signed by the parties and the Articles of Association, comply with the laws, regulations and relevant provisions of the People's Republic of China, and assumes the corresponding legal liabilities.

Signature of all shareholders:

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## 信格（营口）

### 第一章 总 则

第一条 中国（地区）信格、《中华人民共和国公司法》（以下简称《公司法》）及有关法律、法规的规定，特制定本章程。

第二条 本章程有关条款如发生与中国法律、法规及规章规定不一致的情况，以中国法律、法规规章的及规章的规定为准。

第三条 公司变更登记、备案事项，应当自作出变更决议、决定或者法定变更事项发生之日起 30 日内向登记机关申请变更登记。

公司变更登记事项属于依法须经批准的，申请人应当在批准文件有效期内向登记机关申请变更登记。

### 第二章 公司名称和住所

第四条 外资企业名称为：

第五条 公司住所：

### 第三章 公司经营范围

第六条 公司经营范围：一般项目：货物进出口、金属材料销售、金属矿石销售、国内贸易代理、进出口代理、国内货物运输代理、采购代理服务、投标代理服务、建筑材料销售、耐火材料销售、机械设备销售、化工产品销售（不含许可类化工产品）、石墨及碳素制品销售、有色金属合金销售、冶金专用设备销售、非金属矿及制品销售、石油制品销售（不含危险化学品）、金属丝绳及其制品销售。

公司经营范围中属于法律、行政法规或者国务院决定规定在登记前须经批准的项目的，应当在申请登记前报经国家有关部门批准。

第七条 公司可以修改公司章程，改变经营范围，并应当向登记机关办理变更登记。

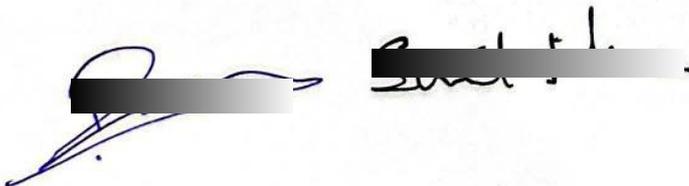
### 第四章 公司注册资本

第八条 公司注册资本：50 万元人民币，为在公司登记机关登记的全体股东认缴的出资额，股东以其认缴的出资额为限对公司承担责任。

第九条 公司变更注册资本的，应当办理变更登记。

公司增加注册资本，股东认缴新增资本的出资应当按照《公司法》设立有限责任公司缴纳出资的规定执行。

公司减少注册资本，应当在报纸上或通过国家企业信用信息公示系统公告，公告期 45 日，应当于公告期届满后申请变更登记。法律、行政法规或者国务院决定对公司注册资本有最低限额规定的，减少后的注册资本应当不少于最低限额。



(6) 处理公司清偿债务后的剩余财产;

(7) 代表公司参加民事诉讼活动。

第四十二条 清算组成员应当忠于职守,依法履行清算义务,不得利用职权收受贿赂或者其他非法收入,不得侵占公司财产,因故意或者重大过失给公司或者债权人造成损失的,应当承担赔偿责任。

(1) 清算组自成立之日起十日内通知债权人,并于六十日内在报纸上公告。债权人自接到通知之日起三十日内,未接到通知书的自公告之日起四十五日内,向清算组申报其债权。

(2) 清算组在清理公司财产、编制资产负债表和财产清单后,应当制定清算方案,并报股东或有关主管机关确认。

(3) 公司财产在分别支付清算费用、职工的工资、社会保险费用和法定补偿金,缴纳所欠税款,清偿公司债务后的剩余财产,公司按照股东的出资比例分配。

(4) 公司清算结束后,清算组应当制作清算报告,报股东会或有关机关确认,并报公司登记机关,申请注销公司登记,公告公司终止。

#### 第十一章 股东认为需要规定的其他事项

第四十三条 本章程的订立、效力、解散、履行和争议的解决,均适用中华人民共和国法律。

第四十四条 本章程用中文书写。

第四十五条 本章程自全体股东盖章、签字之日起生效。

第四十六条 本章程与全体股东签订协议发生冲突的,以章程为准。如章程未约定相关条款的,而全体股东签订的协议中约定相关条款的,以全体股东签订的协议为准。

第四十七条 本章程一式4份,股东一人一份,公司留存1份,并报公司登记机关备案1份。

投资方承诺各方签署的其他商务协议与本章程不存在冲突,符合中华人民共和国法律、法规及相关规定,并承担相应法律责任。

全体股东签字:

法人签字:

信格(营口)实业商贸有限公司

2024年11月04日

