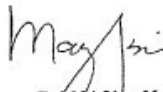


For reference only. In case there is any discrepancy in the contents between the English and the Chinese versions, the Chinese version shall prevail. Redundant and non-material pages have been omitted.

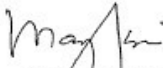
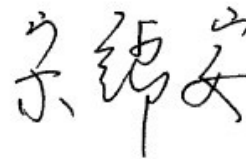
IN WITNESS whereof the parties hereto have duly executed this Agreement the day and year first above written.在此证明，各方已经在本协议上面书写的第一个日期正式签字生效。

SIGNED BY Tai Hon Leung, Henry 由戴汉良 )  
duly authorized for and on behalf of 代表 )  
CHARMING LEADER GROUP LIMITED 签字 )  
in the presence of:- 见证人: )



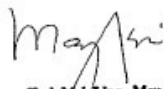
Tsui Mei Ling, May  
Solicitor, Hong Kong SAR  
Messrs. Marie Tang, Dustin Chan & Co.

SIGNED BY SONG JINAN 由宋锦安 )  
duly authorized for and on behalf of 代表 )  
SINOSMART GROUP INC. 签字 )  
in the presence of:- 见证人: )



Tsui Mei Ling, May  
Solicitor, Hong Kong SAR  
Messrs. Marie Tang, Dustin Chan & Co.

SIGNED, SEALED AND DELIVERED )  
by SONG JINAN 由宋锦安 )  
in the presence of:- 见证人: )



Tsui Mei Ling, May  
Solicitor, Hong Kong SAR  
Messrs. Marie Tang, Dustin Chan & Co.