



北京大成律师事务所
关于
徐工机械应收账款第 5 期资产支持专
项计划
之

法律意见书

大成证字[2026]第 0312 号

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北京大成律师事务所

关于徐工机械应收账款第5期资产支持专项计划 之法律意见书

致：徐工集团工程机械股份有限公司

北京大成律师事务所（以下简称“本所”）是在中华人民共和国境内执业的专业法律服务机构，现就徐工集团工程机械股份有限公司（以下简称“徐工机械”或“原始权益人”）作为原始权益人、华泰证券（上海）资产管理有限公司（以下简称“华泰资管”）作为计划管理人拟设立的徐工机械应收账款第5期资产支持专项计划（“专项计划”）的相关事宜，出具本法律意见书。

根据《中华人民共和国民法典》（“《民法典》”）、《中华人民共和国公司法》（“《公司法》”）、《中华人民共和国企业破产法》《中华人民共和国证券法》（“《证券法》”）、《证券公司监督管理条例》、中国证券监督管理委员会（“中国证监会”）颁布的《证券公司及基金管理公司子公司资产证券化业务管理规定》（“《管理规定》”）、《证券公司及基金管理公司子公司资产证券化业务信息披露指引》（“《信息披露指引》”）等现行法律、行政法规、中国证监会的有关规定、中国证券投资基金业协会有关资产证券化业务的自律规则以及深圳证券交易所有关资产证券化业务的规则，本所对专项计划的合法有效性进行了审查和判断。

除上下文另有说明以外，本法律意见书中的词语以及所述的解释规则与《徐工机械应收账款第5期资产支持专项计划标准条款》中所定义的词语以及所列示的解释规则，具有相同的含义。

为出具本法律意见书，本所律师查阅了专项计划文件及徐工机械、华泰资管及其他交易相关方提交的其他必要的文件（指本所于2026年3月9日以邮件发出的“徐工机械应收账款第5期资产支持专项计划交易文件（第三稿）”、本所于2026年3月10日以邮件发出的“徐工机械应收账款第5期资产支持专项计划应收账款转让协议（初稿）”以及本所于2026年3月11日收到的华泰资管以邮件发来的《徐工机械应收账款第5期资产支持专项计划说明书》），并就申请专项

计划的相关问题向徐工机械、华泰资管及其他交易相关方的有关人员作了必要的询问和讨论。

第一部分 前言

一、假设

本所出具本法律意见书主要基于以下假设：

1、徐工机械、华泰资管及其他交易相关方提交给本所的文件和材料均为真实、准确、完整和有效，不存在隐瞒、虚假和重大遗漏，且文件材料为复印件或以传真或电子邮件或其他电子传输方式提交给本所的，该等文件材料均与其原件或正本一致，且事后提交的该等文件的原件具备真实性；相关方向本所作出的说明均具备真实性，且不存在故意隐瞒或重大遗漏；提供给本所及本所律师的文件上的有关人员的签名、印鉴都是真实的、有效的，且取得了一切必要的授权。

2、自法律尽职调查基准日（即2026年2月13日）至本法律意见书出具之日，除已经向本所提供的补充资料外，被调查对象的状况未发生任何重大变化，以致对本法律意见书的结论的准确性造成任何影响。

3、拟签署专项计划文件的各方签署其作为一方的专项计划文件，是该方的真实意思表示，并非出于非法的或欺诈的目的。

4、拟签署专项计划文件的各方之间不存在任何可能导致影响其作为一方的专项计划文件的法律效力或影响本法律意见书所述法律意见的事实情况或其他安排。

5、各方在专项计划文件中关于事实的陈述和保证（本法律意见书中对之专门发表意见的事实除外）均真实、准确、完整，不存在虚假记载、误导性陈述或者重大遗漏。

6、专项计划文件项下的义务自该等专项计划文件生效之日起均会持续地被相关方遵守及履行。

二、声明

为出具本法律意见书，本所声明如下：

1、本所及经办律师依据《证券法》《律师事务所从事证券法律业务管理办法》和《律师事务所证券法律业务执业规则（试行）》等规定及法律尽职调查基准日以前已经发生或者存在的事实，严格履行了法定职责，遵循了勤勉尽责和诚

实信用原则，进行了充分的核查验证，保证本法律意见书所认定的事实真实、准确、完整，所发表的结论性意见合法、准确，不存在虚假记载、误导性陈述或者重大遗漏，并承担相应法律责任。

2、本所系按照截至法律尽职调查基准日已经发生或存在的事实和中国（为本法律意见书之目的，不包括香港特别行政区、澳门特别行政区以及台湾地区，下同）相关法律的规定发表法律意见；本所认定专项计划文件是否合法有效是以该等事项发生之时所应适用的相关法律、行政法规规定为依据，同时也充分考虑了有关政府机构给予的有关批准、确认和备案。

3、本所仅就与本次发行有关的法律问题（以本法律意见书所发表意见事项为限）发表法律意见，并不对有关财务数据、会计、审计、税收、信用评级等专业事项发表评论；在本法律意见书中涉及财务数据、会计、审计、税收、信用评级等内容时，均为严格按照有关机构出具的专业报告引述，并不意味着本所对这些内容的真实性、准确性和完整性做出任何明示或默示的评价、意见和保证。

4、本项目项下的基础资产涉及两类债务人，第一类债务人为在中国境内除香港特别行政区、澳门特别行政区以及台湾地区以外的地区登记注册的主体（以下称“第一类债务人”）；第二类债务人为在香港特别行政区、澳门特别行政区、台湾地区以及中国境外的国家或地区登记注册的主体（以下称“第二类债务人”），就样本资产中涉及的债务人是否为“依据当地法律在当地设立且合法有效存续的主体”，本项目将委托当地律师对此发表意见。本所对当地律师出具的法律意见书或法律备忘录的引述，并不意味着本所对当地律师出具的法律意见书的主体资格以及所引述内容的真实性、准确性和完整性做出任何明示或默示的评价、意见和保证。

5、当地律师出具的法律意见书或法律备忘录如为英文文件且没有中文文件供我们审阅的，本所律师对当地律师出具的法律意见书或法律备忘录的理解受制于本所律师对英文文件中相关内容的翻译和后续理解。我们不是专业的翻译人员，且没有聘用专业的翻译公司。因此，我们对英文文件中相关内容的翻译不承担任何责任，该等法律意见书或法律备忘录的英文文件已作为本法律意见书的附件，阅读本法律意见书需一并审阅相应的英文文件。

6、本所没有对中国以外的其他国家和地区的法律进行调查，亦不就该等法律出具或者暗示任何意见；本所并假设该等国家和地区的法律规定不会对本法律

意见书中的观点构成任何影响。

7、本法律意见书仅对中国法律事项(以本法律意见书所发表意见事项为限)发表意见,对其他事项(包括但不限于涉及的其他国家和地区的法律事项及本所未发表意见的其他事项),本所均不以任何形式发表或者给予任何意义上的法律意见和评价。

8、对于出具本法律意见书至关重要而又无法得到独立证据支持的事实,本所依赖有关政府主管部门、徐工机械、华泰资管或者其他有关机构或主体出具的证明文件、说明或确认出具法律意见。

9、本所不对相关法律的变化或者调整做出任何预测,亦不会据此出具任何意见或者建议。

10、本法律意见书系基于本法律意见书出具前徐工机械、华泰资管或其他相关方提供给本所的各方拟定的专项计划文件及其他相关资料而出具,如作为本意见书出具依据的相关情况嗣后发生变化的,本法律意见书不对变化的情况作出任何预测且不适用于变化后的情况。

11、本所对本法律意见书所涉及有关事实的了解和判断,最终依赖于交易各方向本所提供的文件、资料及所作书面或口头说明的真实性、完整性、准确性。

基于上述假设及声明,本所出具法律意见如下:

第二部分 正文

一、业务参与人的主体资格、业务资质和内部授权

(一) 关于徐工机械参与本次专项计划有关交易的主体资格和内部授权

徐工机械拟作为专项计划的原始权益人（作为卖方），向计划管理人（作为买方）转让基础资产；同时拟担任专项计划的资产服务机构和流动性差额支付承诺人。

1、徐工机械的主体资格

徐工机械持有徐州市行政审批局于2023年5月22日核发的统一社会信用代码为913203001347934993的《营业执照》。

经审查，徐工机械具备担任专项计划的原始权益人、原始债权人、资产服务机构和流动性差额支付承诺人的主体资格。

2、徐工机械的内部授权

(1) 董事会决议

根据《徐工集团工程机械股份有限公司第九届董事会第二十五次会议（临时）决议公告》，徐工机械于2024年10月17日召开第九届董事会第二十五次会议（临时），会议审议通过了《关于申请发行资产证券化项目的议案》，并明确本议案尚需股东大会审议，内容详见2024年10月17日刊登在《中国证券报》《上海证券报》和巨潮资讯网编号为2024-44的公告。

(2) 议案内容公告

根据公告编号为2024-44的《徐工集团工程机械股份有限公司关于申请发行资产证券化项目的公告》，资产证券化项目发行方案主要包括以下内容：

(a) 原始权益人/发起机构：徐工集团工程机械股份有限公司。

(b) 计划管理人/主承销商/销售机构/受托机构：根据项目发行需要，选择发行经验丰富、发行价格优惠、与公司合作良好的合作机构。

(c) 基础资产：徐工机械及其分公司、子公司基于业务合同享有的应收账款债权及其附属担保权益（如有）。

(d) 发行规模：总规模不超过人民币200亿元（含），可一次发行或分期发行。包括深圳证券交易所市场资产支持专项计划100亿元和银行间市场资产支持票据100亿元。

(e) 发行期限：不超过5年（含），具体存续期限以实际发行期限为准。

(f) 产品分层：可分为优先级、次级，优先级可以进一步分档，具体分层以实际发行情况为准。

(g) 发行利率：根据发行时的指导价格及市场情况确定。

(h) 募集资金用途：补充公司营运资金、偿还金融机构借款及其他交易商协会/交易所认可的用途。

(i) 增信措施：徐工机械对资产证券化项目项下资金不足以支付相应的税金、费用、优先级产品预期收益和应付本金的差额部分承担流动性差额补足义务，具体以徐工机械签署或出具的相关文件为准。其中，如基础资产涉及以外币结算，对于汇率波动导致的基础资产实际回款现金流低于预测回款现金流（如有），由徐工机械子公司徐州工程机械集团进出口有限公司（以下简称“徐工进出口公司”）承担汇率波动流动性差额补足义务和/或以提供储备金、流动性支持等形式提供增信，具体以徐工进出口公司签署或出具的相关文件为准。

(j) 风险自留：徐工机械认购次级占比不超过资产证券化产品发行总规模的5%（含），以具体项目最终确定的交易安排为准。

(k) 交易结构：在符合法律法规规定和本议案内容的前提下，以具体项目最终确定的交易结构为准。

(l) 决议有效期：自股东大会审议通过之日起36个月。

(3) 股东大会决议

根据《徐工集团工程机械股份有限公司2024年第一次临时股东大会决议公告》，徐工机械于2024年11月1日召开2024年第一次临时股东大会，会议审议通过了《关于申请发行资产证券化项目的议案》。本次会议由北京大成（南京）律师事务所出具法律意见书，该所律师认为：“公司2024年第一次临时股东大会的召集和召开程序、召集人资格、出席会议人员资格、会议表决程序及表决结果等事宜均符合《公司法》、《上市公司股东大会规则》等法律、法规、规章和其他规范性文件以及《公司章程》的有关规定，会议通过的决议均合法有效。”

根据徐工机械出具的《徐工机械100亿元资产支持专项计划分次储架说明》，本次向深圳证券交易所申请资产支持专项计划40亿元储架额度，占用《关于申请发行资产证券化项目的议案》中“深圳证券交易所市场资产支持专项计划100亿元”中的40亿元。

经审查，徐工机械担任专项计划的原始权益人、原始债权人、资产服务机构

和流动性差额支付承诺人已获得合法有效的内部授权。

综上所述，本所认为，徐工机械具备作为专项计划原始权益人、原始债权人、资产服务机构和流动性差额支付承诺人的主体资格，并已获得合法有效的内部授权。

(二) 关于华泰资管作为专项计划的计划管理人的主体资格和内部授权

华泰资管系专项计划的计划管理人。

1、华泰资管的主体资格

(1) 华泰资管持有上海市市场监督管理局于2026年2月5日颁发的统一社会信用代码为91310000312590222J的《营业执照》。

(2) 华泰资管持有中国证券监督管理委员会于2019年7月22日核发的统一社会信用代码（境外机构编号）为91310000312590222J的《经营证券期货业务许可证》，证券期货业务范围为：证券资产管理；公开募集证券投资基金管理。

(3) 根据中国证券监督管理委员会于2014年7月7日核发的编号为证监许可〔2014〕679号的《关于核准华泰证券股份有限公司设立资产管理子公司的批复》，华泰证券股份有限公司获批设立华泰资管，业务范围为证券资产管理业务。

经审查，华泰资管具备担任专项计划的计划管理人的主体资格。

2、华泰资管的内部授权

根据华泰资管提供的证明文件，专项计划已通过内核。

3、华泰资管行政处罚的情况

根据华泰资管提供的资料，并经本所律师适当核查，华泰资管自2025年1月1日起至今不存在因重大违法违规行为受到行政处罚的情形。

综上所述，本所认为，华泰资管具备证券公司客户资产管理业务资格，并已获得合法有效的内部授权。

(三) 关于销售机构的主体资格和内部授权

专项计划的销售机构是华泰资管、中信证券股份有限公司（以下简称“中信证券”）、国泰海通证券股份有限公司（以下简称“国泰海通证券”）、平安证券股份有限公司（以下简称“平安证券”）、兴业证券股份有限公司（以下简称“兴业证券”）、中国国际金融股份有限公司（以下简称“中金公司”）和中信建投证券股份有限公司（以下简称“中信建投证券”）。

1、华泰资管

华泰资管的主体资格请见本法律意见书第二部分“一、(二)关于华泰资管作为专项计划的计划管理人的主体资格和内部授权”的相关内容。

2、中信证券

中信证券持有深圳市市场监督管理局于2016年1月25日颁发的统一社会信用代码为914403001017814402的《营业执照》。

中信证券持有中国证监会于2023年10月30日核发的统一社会信用代码(境外机构编号)为914403001017814402的《经营证券期货业务许可证》，证券期货业务范围为：证券经纪(限山东省、河南省、浙江省天台县、浙江省苍南县以外区域)；证券投资咨询；与证券交易、证券投资活动有关的财务顾问；证券承销与保荐；证券自营；证券资产管理(限于全国社会保障基金境内委托投资管理、基本养老保险基金证券投资管理、企业年金基金投资管理和职业年金基金投资管理)；融资融券；证券投资基金代销；代销金融产品；股票期权做市；上市证券做市交易。

3、国泰海通证券

国泰海通证券持有上海市市场监督管理局于2025年9月10日颁发的统一社会信用代码为9131000063159284XQ的《营业执照》。

国泰海通证券持有中国证券监督管理委员会于2025年4月3日核发的统一社会信用代码(境外机构编号)为9131000063159284XQ的《经营证券期货业务许可证》，证券期货业务范围为：证券经纪；证券投资咨询；与证券交易、证券投资活动有关的财务顾问；证券承销与保荐；证券自营；融资融券；公募证券投资基金销售；代销金融产品；股票期权做市；上市证券做市交易。

4、平安证券

平安证券持有深圳市市场监督管理局于2025年12月1日颁发的统一社会信用代码为914403001000234534的《营业执照》。

平安证券持有中国证监会于2019年11月22日核发的统一社会信用代码(境外机构编号)为914403001000234534的《经营证券期货业务许可证》，证券期货业务范围为：证券经纪；证券投资咨询；与证券交易、证券投资活动有关的财务顾问；证券承销与保荐；证券自营；证券资产管理；融资融券；证券投资基金代销；代销金融产品。

5、兴业证券

兴业证券持有福建省市场监督管理局于2025年9月12日颁发的统一社会信用代码为91350000158159898D的《营业执照》。

兴业证券持有中国证监会于2025年9月12日核发的统一社会信用代码(境外机构编号)为91350000158159898D的《经营证券期货业务许可证》，证券期货业务范围为：证券经纪；证券投资咨询；与证券交易、证券投资活动有关的财务顾问；证券承销与保荐；证券自营；融资融券；公募证券投资基金销售；代销金融产品；证券投资基金托管；上市证券做市交易；股票期权做市。

6、中金公司

中金公司持有北京市市场监督管理局于2025年12月11日颁发的统一社会信用代码为91110000625909986U的《营业执照》。

中金公司持有中国证监会于2024年2月6日核发的统一社会信用代码(境外机构编号)为91110000625909986U的《经营证券期货业务许可证》，证券期货业务范围为：证券经纪；证券投资咨询；与证券交易、证券投资活动有关的财务顾问；证券承销与保荐；证券自营；证券资产管理；融资融券；代销金融产品；证券投资基金代销；证券投资基金托管；股票期权做市；上市证券做市交易。

7、中信建投证券

中信建投证券持有北京市朝阳区市场监督管理局于2025年12月17日颁发的统一社会信用代码为91110000781703453H的《营业执照》。

中信建投证券持有中国证券监督管理委员会于2025年6月6日核发的统一社会信用代码(境外机构编号)为91110000781703453H的《经营证券期货业务许可证》，证券期货业务范围为：证券经纪；证券投资咨询；与证券投资活动有关的财务顾问；证券承销与保荐；证券自营；证券资产管理；公募证券投资基金销售；融资融券；代销金融产品；股票期权做市；证券投资基金托管；上市证券做市交易。

综上所述，本所认为，华泰资管、中信证券、国泰海通证券、平安证券、兴业证券、中金公司、中信建投证券具备担任专项计划的销售机构的主体资格。

(四) 关于建行江苏省分行作为专项计划的托管银行的主体资格

中国建设银行股份有限公司江苏省分行(以下简称“建行江苏省分行”)拟作为专项计划的托管银行。

1、建行江苏省分行的主体资格

(1) 建行江苏省分行持有江苏省市场监督管理局于2022年7月6日核发的统一社会信用代码为91320000834786679A的《营业执照》。

(2) 建行江苏省分行持有中国银行保险监督管理委员会江苏监管局于2021年10月28日核发的机构编码为B0004B232010001的《金融许可证》。

2、建行江苏省分行的托管资质

(1) 根据中国证券监督管理委员会、中国人民银行于1998年3月18日出具的编号为证监基字[1998]12号的《关于核准中国建设银行基金托管人资格的批复》，核准中国建设银行基金托管人资格。

(2) 根据《中国建设银行股份有限公司行长授权书》，授权事项包括资产支持专项计划托管业务的审批权、服务价格定价审批权以及在总行牵头管理的生态化平台范围内与合作方签订合同、备忘录等各类法律性文件的审批权，该授权书自2026年3月1日起生效，至2027年2月28日终止。

综上所述，本所认为，建行江苏省分行具备担任专项计划的托管银行的主体资格，已获得与客户签署托管协议的托管业务授权。

(五) 关于浙商银行南京分行作为专项计划监管银行的主体资格

浙商银行股份有限公司南京分行（以下简称“浙商银行南京分行”）拟作为专项计划的监管银行。

(1) 浙商银行南京分行持有南京市市场监督管理局于2024年9月19日核发的统一社会信用代码为91320000682167245K的《营业执照》。

(2) 浙商银行南京分行持有中国银行保险监督管理委员会江苏监管局于2021年12月20日核发的机构编码为B0010B232010001的《金融许可证》。

综上所述，本所认为，浙商银行南京分行具备担任专项计划的监管银行的主体资格。

(六) 关于徐工进出口公司作为专项计划汇率波动流动性差额补足义务人的主体资格和内部授权

徐工进出口公司拟作为专项计划的汇率波动流动性差额补足义务人。

1、徐工进出口公司的主体资格

徐工进出口公司持有徐州经济技术开发区市场监督管理局于2018年2月28日核发的统一社会信用代码为91320301136440574X的《营业执照》。

经审查，徐工进出口公司具备担任专项计划的汇率波动流动性差额补足义务

人的主体资格。

2、徐工进出口公司的内部授权

根据《关于为徐工集团工程机械股份有限公司发行的资产证券化项目提供增信的股东决定》，徐工进出口的股东徐工机械于2024年11月1日作出股东决定，如徐工机械发行的资产证券化项目项下的基础资产涉及以外币结算，同意徐工进出口公司对于汇率波动导致的基础资产实际回款现金流与预测回款现金流之间的差额部分（如有），承担汇率波动流动性差额补足义务和/或以提供储备金、流动性支持等形式提供增信，具体以徐工进出口公司签署或出具的相关文件为准。

经审查，徐工进出口公司担任专项计划的汇率波动流动性差额补足义务人已获得合法有效的内部授权。

综上所述，本所认为，徐工进出口公司具备作为专项计划汇率波动流动性差额补足义务人的主体资格，并已获得合法有效的内部授权。

(七) 中诚信作为专项计划评级机构的主体资格

中诚信国际信用评级有限责任公司（以下简称“中诚信”）拟作为专项计划的评级机构。

中诚信持有北京市市场监督管理局于2024年4月9日核发的统一社会信用代码为9111000071092067XR的《营业执照》。

根据中国人民银行网站发布的《中诚信国际信用评级有限责任公司完成信用评级机构备案》¹，中诚信已完成信用评级机构备案。

综上所述，本所认为，中诚信具备作为专项计划评级机构的主体资格。

(八) 中兴华作为现金流预测机构的主体资格

中兴华会计师事务所（特殊普通合伙）（以下简称“中兴华”）拟作为专项计划的现金流预测机构。

中兴华持有北京市丰台区市场监督管理局于2026年1月19日核发的统一社会信用代码为91110102082881146K的《营业执照》。

中兴华持有北京市财政局于2021年8月17日核发的《执业证书》，执业证书编号为11000167、批准执业文号为京财会许可[2013]0066号的，批准执业日期为2013年10月25日。

¹ 查询时间：2026年3月5日，网址：<https://beijing.pbc.gov.cn/beijing/132026/2025111421415997750/index.html>。

经核查中国证券监督管理委员会网上办事服务平台（试运行）公示的《【审计机构备案】从事证券服务业务会计师事务所名录（截至2026年1月9日）》²，中兴华为从事证券服务业务会计师事务所。

综上所述，本所认为，中兴华具备作为专项计划现金流预测机构的主体资格。

二、专项计划文件的合法有效性

（一）资产管理合同（即《认购协议》《标准条款》和《计划说明书》）

计划管理人将与认购人签署《认购协议》，根据《计划说明书》以及《认购协议》和《标准条款》的约定，《认购协议》《标准条款》和《计划说明书》共同构成资产管理合同。

经审查，本所认为，拟签署的资产管理合同明确约定了计划管理人和认购人的权利、义务，且条款内容不违反《民法典》等相关法律和行政法规的强制性规定。计划管理人将根据发行情况与认购人签署相应的《认购协议》，《认购协议》按照《标准条款》约定的原则确定资产支持证券的具体类别、认购份额、预期收益率以及认购资金数额等事项。拟签署的《认购协议》和《标准条款》《计划说明书》自该等文件约定的生效条件全部满足后生效并构成各方合法的、有效的和有约束力的义务，相关方可按照该等文件的条款主张权利，除非该等权利主张受到破产清算、重整、和解或其他类似法律的限制。

（二）《基础资产买卖协议》

计划管理人依据《标准条款》及其他专项计划文件的约定，就专项计划基础资产买卖事宜，拟与原始权益人签署《基础资产买卖协议》。《基础资产买卖协议》约定了计划管理人和原始权益人关于专项计划基础资产买卖的相关事宜。

经审查，本所认为，拟签署的《基础资产买卖协议》明确约定了基础资产买卖、资产赎回、回转及清仓回购、先决条件、卖方和买方的陈述、保证和承诺、交易费用、违约责任、不可抗力、保密义务、法律适用和争议解决等事项。拟签署的《基础资产买卖协议》不违反《民法典》等相关法律和行政法规的强制性规定，自该协议约定的生效条件全部满足后生效并构成相关方合法的、有效的和有约束力的义务，《基础资产买卖协议》的相关方可按照该协议的条款主张权利，除非该等权利主张受到破产清算、重整、和解或其他类似法律的限制。

（三）《托管协议》

² 查询时间：2026年3月5日，网址：<http://www.csrc.gov.cn/csrc/c105942/c7177461/content.shtml>。

计划管理人根据《标准条款》及其他专项计划文件的约定，就专项计划资金的托管事宜拟与托管银行签署《托管协议》。计划管理人根据《托管协议》的约定，委托托管银行为专项计划资金提供托管服务。

经审查，本所认为，拟签署的《托管协议》明确约定了托管银行的委任、计划管理人和托管银行的陈述和保证、计划管理人和托管银行的权利和义务、专项计划资产托管、划款指令的发送、确认和执行、认购资金的使用、专项计划资金的运用、专项计划的会计核算和账户核对、托管报告、托管银行和计划管理人之间的业务监督、托管银行的解任和计划管理人的更换、托管银行的托管费、协议终止、违约责任、不可抗力、信息披露、法律适用和争议解决等事项。拟签署的《托管协议》不违反《民法典》等相关法律和行政法规的强制性规定，自该协议约定的生效条件全部满足后生效并构成相关方合法的、有效的和有约束力的义务，《托管协议》的相关方可按照该协议的条款主张权利，除非该等权利主张受到破产清算、重整、和解或其他类似法律的限制。

(四) 《监管协议》

计划管理人根据《标准条款》及其他专项计划文件的约定，就基础资产回收款监管事宜拟与监管银行、资产服务机构签署《监管协议》。计划管理人根据《监管协议》的约定，委托监管银行为专项计划提供资金监管服务。

经审查，本所认为，拟签署的《监管协议》明确约定了监管账户的设立和管理、监管账户的资金、风险防范措施、监管费用、计划管理人、监管银行和资产服务机构的陈述和保证、业务监督、监管银行的变更和权利义务的转让、协议终止、违约责任、争议解决等事项。拟签署的《监管协议》不违反《民法典》等相关法律和行政法规的强制性规定，自该协议约定的生效条件全部满足后生效并构成相关方合法的、有效的和有约束力的义务，《监管协议》的相关方可按照该协议的条款主张权利，除非该等权利主张受到破产清算、重整、和解或其他类似法律的限制。

(五) 《服务协议》

计划管理人依据《标准条款》及其他专项计划文件的约定，就专项计划基础资产及其回收有关的管理服务事宜，拟与资产服务机构签署《服务协议》。《服务协议》约定了资产服务机构为专项计划基础资产提供服务的相关事宜。

经审查，本所认为，拟签署的《服务协议》明确约定了基础资产的管理和服

务、报告和声明、服务记录及基础资产文件的保管、资产服务机构的陈述、保证和承诺、资产服务机构发生合并或兼并情形下权利与义务的承继、转委托、资产服务机构的更换、计划管理和资产服务机构的权利与义务、违约责任、不可抗力、保密义务、法律适用和争议解决等事项。拟签署的《服务协议》不违反《民法典》等相关法律和行政法规的强制性规定,自该协议约定的生效条件全部满足后生效并构成相关方合法的、有效的和有约束力的义务,《服务协议》的相关方可按照该协议的条款主张权利,除非该等权利主张受到破产清算、重整、和解或其他类似法律的限制。

(六) 《汇率波动流动性差额补足协议》

专项计划项下部分基础资产对应的基础交易合同约定以外币结算,为缓释汇率波动风险,确保专项计划项下优先级资产支持证券持有人按照《标准条款》《计划说明书》《认购协议》等专项计划文件的约定取得优先级资产支持证券的各期预期收益和应付本金的权利能够实现,汇率波动流动性差额补足义务人拟与计划管理人(代表全体资产支持证券持有人)签署《汇率波动流动性差额补足协议》。

《汇率波动流动性差额补足协议》约定了汇率波动流动性差额补足义务人在专项计划账户资金不足以根据《标准条款》支付专项计划的应付相关税金和相关费用、返还流动性差额支付资金(如需)、返还汇率波动流动性差额补足资金(如需)的款项以及优先级资产支持证券预期收益和应付本金时承担补足义务,就任何一个计划管理人第一次核算日前的回收款转付期间内的基础资产回收款而言,汇率波动流动性差额补足义务人承担补足义务的限额为按照以下A-B+C计算所得的金额:A为当个回收款转付期间内各笔基础资产实际收到的以外币结算的回收款按照基准汇率结汇为人民币的金额;B为当个回收款转付期间内各笔基础资产实际收到的以外币结算的回收款按照实际结汇汇率结汇为人民币的金额;C为截至该计划管理人第一次核算日的汇率波动流动性差额补足资金待返还余额的金额。

经审查,本所认为,拟签署的《汇率波动流动性差额补足协议》明确记载了汇率波动流动性差额补足义务、义务承担期间、汇率波动流动性差额补足启动事件、汇率波动流动性差额补足义务的承担、费用、汇率波动流动性差额补足资金的返还与追偿、权利义务的转让、陈述和保证、通知、违约责任、法律适用和争议解决等事项。拟签署的《汇率波动流动性差额补足协议》不违反《民法典》等相关法律和行政法规的强制性规定,自该协议记载的生效条件全部满足后生效并

构成汇率波动流动性差额补足义务人合法的、有效的和有约束力的义务，计划管理人可按照该协议的条款主张权利，除非该等权利主张受到破产清算、重整、和解或其他类似法律的限制。

(七) 《流动性差额支付协议》

为确保专项计划项下优先级资产支持证券持有人按照《标准条款》《计划说明书》《认购协议》等专项计划文件的约定取得优先级资产支持证券的各期预期收益和本金的权利能够实现，流动性差额支付承诺人拟与计划管理人（代表全体资产支持证券持有人）签署《流动性差额支付协议》。《流动性差额支付协议》约定了流动性差额支付承诺人对专项计划账户资金不足以根据《标准条款》支付专项计划的应付相关税金和相关费用、返还流动性差额支付资金（如需）的款项以及优先级资产支持证券预期收益和应付本金的差额部分承担补足义务。

经审查，本所认为，拟签署的《流动性差额支付协议》明确记载了流动性差额支付义务、义务承担期间、流动性差额支付启动事件、流动性差额支付义务的承担、费用、流动性差额支付资金的返还与追偿、权利义务的转让、陈述和保证、通知、违约责任、法律适用和争议解决等事项。拟签署的《流动性差额支付协议》不违反《民法典》等相关法律和行政法规的强制性规定，自该协议记载的生效条件全部满足后生效并构成流动性差额支付承诺人合法的、有效的和有约束力的义务，计划管理人可按照该协议的条款主张权利，除非该等权利主张受到破产清算、重整、和解或其他类似法律的限制。

三、专项计划的基础资产

(一) 基础资产的界定

基础资产系指基础资产清单所列的由原始权益人在专项计划设立日转让给专项计划的、原始权益人依据基础交易合同和《应收账款转让协议》（如有，适用于原始债权人不是原始权益人的基础资产）对债务人享有的应收账款债权及其附属担保权益（如有）。

就每一笔应收账款债权而言，原始债权人作为出卖人、债务人作为客户签署产生该笔应收账款债权的《工业品买卖合同》或《销售合同》或买卖双方就设备买卖事宜而签署的其他合同或协议。出卖人内部管理系统中对《工业品买卖合同》项下的应收账款的最小管理单位是订单，《工业品买卖合同》项下的一个设备对应一个订单，一个订单项下可能对应多个设备。《工业品买卖合同》项下仅涉及

一个设备的，该《工业品买卖合同》在出卖人内部管理系统中对应一个订单，该《工业品买卖合同》项下未偿应收账款债权（质保金除外）全部作为基础资产；《工业品买卖合同》项下涉及多个设备的，该《工业品买卖合同》项下的每一个设备在出卖人内部管理系统中对应一个订单，一个订单项下可能对应多个设备，入池订单项下的未偿应收账款债权（质保金除外）全部作为基础资产。

（二） 基础资产的合格标准

本专项计划对基础资产约定了如下合格标准：就每笔基础资产而言，系指在基准日、专项计划设立日满足如下合格标准（下述各项合格标准对日期有特殊说明的，以该项合格标准所述时间为准），如任一笔基础资产于基准日之后至专项计划设立日之前被清偿完毕，则就该笔基础资产而言，仅在基准日满足如下合格标准：

(a) 基础资产对应的《工业品买卖合同》适用法律为中国法律，且在中国法律项下合法有效，并构成相关债务人合法、有效和有约束力的义务，出卖人可根据其条款向债务人主张权利；

(b) 基础资产基于真实、合法的交易活动产生，交易对价公允；

(c) 出卖人已经履行并遵守了基础资产所对应的《工业品买卖合同》项下其所应当履行的义务，基础资产不包括预付款，且债务人未提出因出卖人瑕疵履行而要求减少应收账款等主张，并且在专项计划设立日，《工业品买卖合同》约定的关于入池订单的全部付款条件均已满足；

(d) 在专项计划设立日，就原始债权人不是原始权益人的基础资产，原始权益人已经履行并遵守了该等基础资产对应的任一份《应收账款转让协议》项下其所应当履行的义务，应收账款债权转让价款已经支付完毕；

(e) 在基准日、专项计划设立日，基础资产不存在超过宽限期仍未支付应付款项的情形（宽限期为90天，自预期付款日届满之次日起开始计算）；

(f) 除法定抵销权以外，债务人履行其在《工业品买卖合同》项下的付款义务不存在抗辩事由和抵销情形，且不享有任何主张扣减或减免应付款项的权利；

(g) 基础资产权属清晰明确，不涉及诉讼、仲裁、执行或破产程序，不附带抵押、质押等担保负担或其他权利限制；

(h) 基础资产不属于负面清单中所列的基础资产；

(i) 基础资产及相关设备均不涉及国防、军工或其他国家机密；

(j) 在专项计划设立日，原始权益人在将基础资产转让给专项计划前合法拥有基础资产；

(k) 作为基础资产的应收账款可特定化，基础资产所对应的应收账款债权均有明确的应收账款的金额和付款时间（即预期付款日），且基础资产的最后一个预期付款日以及用于支付基础资产项下应收账款的银行承兑汇票/商业承兑汇票或应收账款电子凭证的到期日不得晚于次级资产支持证券的预期到期日前的最后一个回收款归集日；

(l) 在专项计划设立日，基础资产可以进行合法有效的转让，无需取得债务人或其他主体的同意或者应收账款债权转让已经满足了所约定的条件（如有），原始权益人在根据《应收账款转让协议》支付完毕应收账款转让价款后，真实、合法、有效并完整地拥有该笔基础资产；

(m) 《应收账款转让协议》及适用法律未对原始权益人受让应收账款债权后再次转让作出禁止性或限制性约定；

(n) 《工业品买卖合同》项下仅涉及一个设备的，该《工业品买卖合同》项下的未偿应收账款（质保金除外）全部入池；《工业品买卖合同》项下涉及多个设备的，该《工业品买卖合同》项下的入池订单项下的未偿应收账款（质保金除外）全部入池；

(o) 《工业品买卖合同》项下的出卖人应为依据中国法律在中国境内设立且合法存续的企业法人；

(p) 《工业品买卖合同》项下的债务人如为香港特别行政区、澳门特别行政区、台湾地区以外的境内主体，应为依据中国法律在中国境内设立且合法存续的企业法人或其他组织或者自然人；如为在香港特别行政区、澳门特别行政区、台湾地区以及中国境外的国家或地区登记注册的主体（包括中国企业在当地设立的分公司），应为依据当地法律在当地设立且合法有效存续的主体；

(q) 《工业品买卖合同》项下的债务人如为香港特别行政区、澳门特别行政区、台湾地区以外的境内主体，则在基准日未被列入全国法院失信被执行人名单，最近两年内不存在因严重违法失信行为，被有权部门认定为失信被执行人、重大税收违法案件当事人或涉金融严重失信人的情形；

(r) 《工业品买卖合同》项下的债务人在原始权益人自身积累的客户征信数据历史上不存在不良记录，不存在上述征信数据尚未结清的不良记录；

(s) 基础资产所对应的相互不存在关联关系的债务人数量不得低于10个；

(t) 基础资产所对应的单一债务人的应收账款余额占基础资产池总应收账款余额的比例不超过15%，债务人及其关联方的应收账款余额合计占比不超过20%；

(u) 在基准日，与原始权益人存在关联交易的债务人（仅指原始权益人最近一期经审计合并报表范围内的关联方）对应的基础资产占比不得超过基础资产池余额的20%。

本所认为，前述合格标准的约定不违反《民法典》等相关法律法规的强制性规定，符合前述合格标准约定的基础资产可以作为专项计划的基础资产。

(三) 基础资产的尽职调查

1、抽样方法

本项目基础资产系由包括徐工机械分公司在内的30家原始债权人总计21,983笔应收账款债权及其附属担保权益（如有）所组成。基础资产笔数众多、具有较高同质性且单笔资产占比较小，从实际操作可行性出发，我们对基础资产的法律尽职调查采用抽样审查的方式进行。结合法律尽职调查的需要，基于第一类债务人/第二类债务人、应收账款余额、原始债权人入池金额、债务人所在国家/地区、币种、主机/备件等几个维度，抽取了满足以下抽样维度的样本资产（以下简称“样本资产”）：

(1) 将第一类债务人基础资产按照应收账款余额从大到小进行降序排列，按照应收账款余额，抽取前20大基础资产中的10笔；

(2) 将第一类债务人基础资产按照原始债权人进行分类，抽取入池应收账款余额前5大原始债权人的基础资产各2笔（抽取的样本资产可与以上第(1)项重复）；

(3) 将第一类债务人基础资产按照债务人所在省份进行分类，抽取入池金额前5大省份各1笔（抽取的样本资产可与以上第(1)至(2)项重复）；

(4) 将第二类债务人基础资产按照债务人所在国家/地区进行分类，并计算出每个债务人的入池应收账款余额占其所在国家/地区的入池应收账款总额的比例，抽取入池应收账款余额超过500万元的国家/地区的第一大债务人的基础资产各1笔；

(5) 按照以上第(4)项抽取的样本资产的债务人³的入池应收账款余额占其所

³ 为避免歧义，入池应收账款余额不到500万元的地区未抽取样本资产。

在国家/地区的入池应收账款总额的比例未达到 50%的，则继续抽取该国家/地区其他债务人的基础资产，直至样本资产的债务人合计的入池应收账款余额占其在国家/地区的入池应收账款总额的比例超过 50%；

(6) 将第二类债务人基础资产按照结算币种分类，抽取人民币/美元结算的基础资产各 2 笔；

(7) 产品组为备件的资产，每个主机厂至少抽取 2 笔；

(8) 随机抽取若干笔，使得样本数量达到 50 笔，且抽样比例不低于 5%。

根据前述抽样方法，本项目共计抽取了 87 笔样本资产，样本资产的笔数符合《债权类资产证券化业务尽职调查工作细则》对于抽样笔数的要求。根据基础资产的实际情况，我们认为通过上述方法抽取的样本资产具有代表性，能够体现基础资产的法律特征。

2、样本资产涉及的债务人主体审查

本项目样本资产涉及债务人为第二类债务人情形，根据本项目合格标准，《工业品买卖合同》项下的债务人“如为在香港特别行政区、澳门特别行政区、台湾地区以及中国境外的国家或地区登记注册的主体（包括中国企业在当地设立的公司），应为依据当地法律在当地设立且合法有效存续的主体”，本项目委托当地律师对此发表意见，具体请见本法律意见书附件一“当地律师意见”。

关于样本资产项下涉及的债务人的主体情况，本所律师引用并翻译当地律师意见如下：

(1) 根据 Pinhão e Koiffman Advogados 于 2026 年 2 月 26 日出具的《关于 Timbro S.A. 公司成立和合法存在的法律意见书》（Legal opinion on the incorporation and the legal existence of Timbro S.A.），该法律意见书关于债务人 Timbro Trading S.A. 主体情况的主要法律意见如下：Timbro Trading S.A. 是根据巴西法律正式成立并注册的私营公司，圣埃斯皮里图州商业登记处和巴西联邦税务局均确认其注册状态为活跃且公司正常运营，该公司根据巴西法律有效存续。

(2) 根据 PUYAT JACINTO & SANTOS 于 2026 年 2 月 19 日出具的《关于目标公司成立和合法存在的法律意见书》（Legal Opinion on the due incorporation and valid existence of Target Companies），该法律意见书关于以下债务人主体情况的主要法律意见如下：

(a) XCMG Philippines Inc. 于 2018 年 2 月 5 日在证券交易委员会（the SEC）

依法注册成立为一家股份公司，截至该法律意见书出具之日，该公司根据菲律宾法律仍然有效存续。

(b) Primeworld Land Holdings Inc.于2010年9月6日在证券交易委员会(the SEC)依法注册成立为一家股份公司，截至该法律意见书出具之日，该公司根据菲律宾法律仍然有效存续。

(3) 根据 Dentons HPRP 于2026年2月26日出具的《关于 PT GAYA MAKMUR TRACTORS 公司查册的法律备忘录》(Legal Memorandum Regarding Corporate Research of PT Gaya Makmur Tractors)，该法律备忘录关于债务人 PT Gaya Makmur Tractors 主体情况的主要法律意见如下：PT Gaya Makmur Tractors 根据印度尼西亚法律正式注册成立，截至获取公司档案之日(2026年2月26日)，该公司根据印度尼西亚法律有效存续。

(4) 根据大成台湾律师事务所于2026年2月27日出具的《关于查核台湾标的公司合法成立及有效存续之法律备忘录》，该法律意见书关于债务人威溘有限公司(WAY ENGINEERING CO., LTD.)主体情况的主要法律意见如下：威溘有限公司(WAY ENGINEERING CO., LTD.)系于1997年3月3日合法成立，且截至2026年2月27日止，该公司仍有效存续，并未向台湾地区相关主管机关提出解散、清算或破产之声请。

(5) 根据 RAMOS, RIPOLL & SCHUSTER 于2026年3月3日出具的《关于目标公司成立和合法存在的法律意见书》(Legal Opinion on Incorporation and Legal Existence of the Target Companies)，该法律意见书关于以下债务人主体情况的主要法律意见如下：

(a) Diseños y Construcciones Civiles, S.A. de C.V.已根据墨西哥法律正式设立并有效存续。

(b) Comercializadora Hervaru de Querétaro, S.A. de C.V.已根据墨西哥法律正式设立并有效存续。

(c) Massive Electronica Home, S.A. de C.V.已根据墨西哥法律正式设立并有效存续。

(6) 根据 Eric Silwamba Jalasi & Linyama Legal Practitioners 于2026年3月5日出具的《法律意见书-关于 Hanhe Industry Zambia Limited 的法律状况确认》(Legal Opinion - Legal Status Confirmation of Hanhe Industry Zambia Limited)，

该法律意见书关于债务人 Hanhe Industry Zambia Limited 主体情况的主要法律意见如下：Hanhe Industry Zambia Limited 是一家根据赞比亚法律正式注册成立的私人有限公司，该公司根据赞比亚法律合法有效存续。

(7) 根据 Pisut & Partners 于 2026 年 3 月 2 日出具的《法律备忘录》(MEMORANDUM)，该法律备忘录关于债务人 O.C.R. Co., Ltd. 主体情况的主要法律意见如下：O.C.R. Co., Ltd. 已于 2005 年 5 月 25 日根据《民商法典》正式注册为私人有限公司，截至法律备忘录出具之日，该公司根据泰国法律仍然合法有效存续，且未向公司登记机关提交任何解散和清算的申请。

(8) 根据 Zain & Co. 于 2026 年 3 月 3 日出具的《关于马来西亚目标公司的法律意见》(Legal Advice in Relation to the Malaysian Target)，该法律意见书关于债务人 Finbond Heavy Machinery Sdn. Bhd. 主体情况的主要法律意见如下：Finbond Heavy Machinery Sdn. Bhd. 是根据《2016 年公司法》(Companies Act 2016) 有效注册成立的公司，并在马来西亚合法存续。

(9) 根据 REVERA Polska 于 2026 年 2 月 26 日出具的《关于波兰公司 FABRYKA MASZYN XCMG-EUROPA SP. Z O.O. 成立及合法存在的法律意见书》(Legal Opinion on Incorporation and Legal Existence of Polish Company: FABRYKA MASZYN XCMG-EUROPA SP. Z O.O.)，该法律意见书关于债务人 FABRYKA MASZYN XCMG-EUROPA SP. Z O.O. 主体情况的主要法律意见如下：FABRYKA MASZYN XCMG-EUROPA SP. Z O.O. 是一家有限责任公司，依据波兰共和国法律正式成立合法存续。

(10) 根据 Dentons Cardenas & Cardenas Abogados 于 2026 年 2 月 16 日出具的《法律意见书》(Legal Opinion)，该法律意见书关于债务人 Comercial Internacional de Equipos y Maquinaria S.A.S. 主体情况的主要法律意见如下：Comercial Internacional de Equipos y Maquinaria S.A.S. 根据哥伦比亚法律正式注册成立并合法存续。

(11) 根据 DENTONS DELANY 于 2026 年 3 月 2 日出具的《法律意见书》(Legal Opinion)，该法律意见书关于债务人 NM TRUCKING AUTO SALES AND AGRI Mac 主体情况的主要法律意见如下：NM TRUCKING AUTO SALES AND AGRI Mac 根据圭亚那法律正式设立并有效存续。

(12) 根据 Dentons LuatViet 于 2026 年 3 月 2 日出具的《法律备忘录》(Legal

MEMORANDUM)，该法律备忘录关于债务人 911 Group Joint Stock Company 主体情况的主要法律意见如下：截至检索日（2026 年 2 月 24 日），911 Group Joint Stock Company 根据河内市计划与投资部（即现在的财政部）签发的编号为 0105207386 的企业登记证依法注册成立，并根据越南法律合法存续，未处于清算或解散程序中。

(13) 根据 Dentons Tashkent 于 2026 年 2 月 20 日出具的《法律意见书》(LEGAL OPINION)、2026 年 2 月 23 日出具的《法律意见书》(LEGAL OPINION)，该等法律意见书关于以下债务人主体情况的主要法律意见如下：

(a) YANGI ZAMON BINO 依据乌兹别克斯坦共和国法律正式注册为私营企业，且截至该法律意见书出具之日，该公司持续合法存续，并在国家登记册中被记录为“活跃”。

(b) TEXNIKA ADVANS SERVIS 依据乌兹别克斯坦共和国法律正式注册为私营企业，且截至该法律意见书出具之日，该公司持续合法存续，并在国家登记册中被记录为“活跃”⁴。

(14) 根据 Dentons EALC East African Law Chambers 于 2026 年 3 月 2 日出具的《法律意见书》(Legal opinion)，该法律意见书关于债务人 GF Trucks & Equipment Limited 主体情况的主要法律意见如下：GF Trucks & Equipment Limited 是根据坦桑尼亚法律正式注册成立的私人股份有限公司，并根据坦桑尼亚法律合法有效存续。

(15) 根据 Dentons Advocates 于 2026 年 2 月 27 日出具的《关于 Sino Truk Motor Spare Parts Co., Ltd 成立和合法存在的法律备忘录》(Legal Opinion on Incorporation and Legal Existence of Sino Truk Motor Spare Parts Co., Ltd)，该法律意见书关于债务人 Sino Truk Motor Spare Parts Co., Ltd 主体情况的主要法律意见如下：Sino Truk Motor Spare Parts Co., Ltd 是根据乌干达法律正式注册成立的私人有限责任公司，该公司依据乌干达法律有效存续。

(16) 根据 FISCHER FBC & Co. 于 2026 年 3 月 5 日出具的《关于 M. Bar Maintenance Ltd. 公司的法律函件》(Legal Letter regarding M. Bar Maintenance Ltd.)，该法律意见书关于债务人 M. Bar Maintenance Ltd. 主体情况的主要法律意

⁴ 该《法律意见书》(LEGAL OPINION) 提及：国家登记簿上列出的公司当前法定地址为塔什干市尤努索博德区阿米尔·帖木儿街 95 号，这与公司章程中载明的地址有所不同。然而，这一差异并不影响公司的合法存在，前提是该地址已按规定在主管机构进行了登记，且公共记录对此予以确认。

见如下：M. Bar Maintenance Ltd.是一家私人有限责任公司，根据以色列法律于1996年1月2日注册成立，且该公司根据以色列法律存续，状态为“活跃”。

(17) 根据 ESTUDIO O FARRELL SOCIEDAD COLECTIVA 于2026年3月3日出具的《法律意见书- American Vial Group SRL》(Legal Opinion - American Vial Group SRL)，该法律意见书关于债务人 American Vial Group SRL 主体情况的主要法律意见如下：American Vial Group SRL (曾用名 American Tape S.R.L.) 已根据阿根廷法律正式注册成立且有效存续。

(18) 根据 Sol- Law 于2026年3月3日出具的《关于 COVEC – CR JV CO LTD 合法成立及有效存续的法律意见书》(LEGAL OPINION ON INCORPORATION AND LEGAL EXISTENCE OF COVEC – CR JV CO LTD)，该法律意见书关于债务人 COVEC – CR JV CO LTD 主体情况的主要法律意见如下：COVEC – CR JV CO LTD 是一家私营有限责任公司，根据所罗门群岛法律正式注册成立。根据公司查册结果，该公司依据所罗门群岛法律有效存续。

(19) 根据 Dentons Rodyk & Davidson LLP 于2026年3月2日出具的《法律备忘录》(MEMORANDUM)，该法律备忘录关于债务人 THL Foundation Equipment Pte. Ltd. 主体情况的主要法律意见如下：THL Foundation Equipment Pte. Ltd. 是根据新加坡法律正式注册成立的私人有限公司，在新加坡有效存在并具有独立法律实体的地位。

(20) 根据 Hamilton Harrison & Mathews 于2026年3月2日出具的《法律意见书》(LEGAL OPINION)，该法律意见书关于债务人 TISCO CONSTRUCTION LIMITED 主体情况的主要法律意见如下：截至该法律意见书出具之日，TISCO CONSTRUCTION LIMITED 已根据肯尼亚法律有效设立，且在肯尼亚合法存续。

(21) 根据 Fernanda Lopes & Associados - Advogados 于2026年2月26日出具的《关于 SIMBA GROUP, LIMITADA 有效成立及合法存续的法律意见书》(Legal Opinion on Incorporation and Legal Existence of SIMBA GROUP, LIMITADA)，该法律意见书关于债务人 SIMBA GROUP, LIMITADA 主体情况的主要法律意见如下：SIMBA GROUP, LIMITADA 依据莫桑比克共和国法律有效注册成立并有效存续。

(22) 根据 KINGLOM Co., Ltd 于2026年3月3日出具的《关于 XIN YANG TRADING EXPORT-IMPORT SOLE CO, LTD 成立和合法存在的法律意见书》

(Legal Opinion on Incorporation and Legal Existence of XIN YANG TRADING EXPORT-IMPORT SOLE CO,LTD), 该法律意见书关于债务人 XIN YANG TRADING EXPORT-IMPORT SOLE CO,LTD 主体情况的主要法律意见如下: XIN YANG TRADING EXPORT-IMPORT SOLE CO,LTD 是一家个人独资有限责任公司, 截至该法律意见书出具之日, 该公司已根据老挝法律正式成立并有效存续。

3、样本资产审查

本所律师要求原始债权人提供了相应的法律尽职调查文件, 包括但不限于原始债权人主体资格文件、《工业品买卖合同》及证明原始债权人在《工业品买卖合同》项下义务履行情况的单据或其他相关资料等, 并根据法律尽职调查情况形成了样本资产法律尽职调查信息表, 具体请见本法律意见书附件二“样本资产法律尽职调查信息表”。

(四) 基础资产的合法合规性、基础交易真实性、交易对价公允性

1、基础资产的形成过程

本项目全部基础资产由原始债权人与债务人、担保人(如有)签署基础交易合同, 向客户销售设备, 从而依据基础交易合同而享有要求客户支付货款的应收账款债权及其附属担保权益(如有); 就原始债权人不是原始权益人的应收账款债权及其附属担保权益(如有), 原始债权人将与原始权益人签署《应收账款转让协议》, 将该等应收账款债权及其附属担保权益(如有)转让给原始权益人。

(1) 直销/经销模式

根据原始债权人和/或原始权益人徐工机械出具的《说明及承诺函》, 基础资产销售模式包括直销和经销两种:

(a) 在直销模式下, 客户为终端买受人, 原始债权人(作为出卖人)直接与终端买受人(作为买受人)就设备买卖事宜签署《工业品买卖合同》(包括《工业品买卖合同》《产品买卖合同》《销售合同》等买卖合同, 不同原始债权人、债务人签署的合同名称有所差异, 以下统称“《工业品买卖合同》”)。

(b) 在经销模式下, 客户为经销商或者终端买受人, 如客户为经销商, 则原始债权人(作为出卖人)与经销商(作为买受人)就设备买卖事宜签署《工业品买卖合同》, 将设备销售给经销商, 再由经销商将设备销售给终端买受人; 如客户为终端买受人, 则原始债权人(作为出卖人)通过经销商的销售活动直接与终端买受人(作为买受人)就设备买卖事宜签署《工业品买卖合同》。

就原始债权人为徐工进出口公司的基础资产而言,其中部分经销商存在徐工进出口公司的在职员工持有经销商股权的情形,根据徐工进出口公司和徐工机械出具的《说明及承诺函》,存在这种情形的原因是当地开展业务难度较大,为迅速打开当地市场,徐工进出口公司在进入当地市场的初期允许员工在当地设立公司,该公司作为徐工进出口公司的经销商在当地开展业务。根据徐工进出口公司和徐工机械出具的《说明及承诺函》:(1)以上情形涉及的徐工进出口公司的在职员工均不是徐工机械、徐工进出口的关联自然人;(2)以上情形均不影响徐工进出口公司向该等经销商销售货物的定价规则,徐工进出口公司向当地市场销售货物均按照统一的定价规则确定销售价格;(3)涉及以上情形的相关设备销售交易不是关联交易,交易背景真实,交易对价公允。

就原始债权人为徐工集团工程机械股份有限公司科技分公司(以下简称“徐工科技”)和徐州徐工挖掘机械有限公司(以下简称“徐工挖掘机”)单独销售的备件而言,客户均为经销商,原始债权人与客户就备件销售事宜签署经销协议,客户根据经销协议通过原始债权人提供的管理系统向原始债权人提出单次采购备件的应用,原始债权人审核后在内部管理系统中对单次采购备件的应用进行确认,经销协议、单次采购应用和单次采购确认共同构成原始债权人和客户之间单次采购备件的《工业品买卖合同》。

基于上述,在直销和经销两种销售模式下,基础资产对应的基础交易合同均为徐工进出口公司(作为出卖人)与客户签署的《工业品买卖合同》。

(2) 寄售销售、样机销售或先试后卖

根据原始债权人和/或原始权益人徐工机械出具的《说明及承诺函》,除常规销售外,基础资产还涉及寄售销售、样机销售或先试后卖的情形:

(a) 寄售销售指原始债权人与经销商签署《寄售合同》或《样机合同》,将设备放在经销商处用于试用或者展示,由经销商负责保管,在《寄售合同》或《样机合同》项下,原始债权人与经销商之间不构成买卖关系,该等寄售在经销商处的设备可以由原始债权人直销、经销商经销或者原始债权人调拨用于其他用途或收回。涉及寄售销售的设备,其出厂时间或发货时间可能早于《工业品买卖合同》的签署时间。

(b) 样机销售指由原始债权人分支机构(代表处)或经销商进行样机应用,原始债权人逐笔审批通过后发货,有终端客户时再签署《工业品买卖合同》。涉

及样机销售的设备，其《接车登记表》记载的签收日期可能早于《工业品买卖合同》签署日期。

(c) 先试后卖是指潜在买受人表达购买意向后，原始债权人先将设备发送给潜在买受人试用，买受人签收设备并进行试用，试用没问题之后双方再签署《工业品买卖合同》并在系统中生成《发运通知单》。根据实际开展业务的需要，原始债权人可能与买受人签署《用户试用协议》，对试用相关安排进行约定。

(3) 《工业品买卖合同》的签署及履行情况

根据原始债权人和/或原始权益人徐工机械出具的《说明及承诺函》，销售流程包括达成销售意向、系统下单、工厂排产/分配货物、签署合同、支付定金/首付款（如有）、发货、验收、支付剩余货款等环节。其中：

(a) 关于《工业品买卖合同》：《工业品买卖合同》包括纸质合同和电子合同两种形式，如签署纸质合同，则出卖人和买受人按照《工业品买卖合同》约定的方式签字、盖章，形成纸质合同；如签署电子合同，则出卖人和买受人通过出卖人或买受人指定的电子合同平台，根据电子合同平台的规则查阅、确认并签署《工业品买卖合同》，形成电子合同。

部分《工业品买卖合同》约定“合同经双方签字盖章后生效”“合同经双方签字或盖章后生效”，同时该等合同只有双方盖章但没有授权签字人签字，根据原始债权人和徐工机械出具的《说明及承诺函》：该等合同项下的买受人均为与原始债权人长期合作的客户，双方已就合同签署方式形成交易习惯，且原始债权人作为出卖人已履行交货义务，买受人均已接收货物。

(b) 关于货物交接：设备交接时由买受人亲自接收，或出卖人和买受人在《工业品买卖合同》中约定接货人/提货人身份信息和联系方式，或由买受人出具对接货人/提货人的授权委托书，或经出卖人销售经理/服务部门现场确认接收人身份。设备实际交接时，如果实际接货人/提货人非买受人或非《工业品买卖合同》及授权委托书中的指定接货人，则出卖人采用与买受人及其授权人、常用联系人电话确认等方式确认接货人身份，并由经确认身份的接货人在验收合格后签署设备验收文件。

(c) 关于交货方式：对于买受人为第一类债务人的基础资产，买受人可选择出卖人送货、买受人自提、委托出卖人代办运输等方式进行交货，特别地，部分由寄售转销售的设备由于已由经销商占有，出卖人和买受人直接在《工业品买卖

合同》中约定设备已交付并验收合格；对于买受人为第二类债务人的基础资产，出卖人以销售订单为单位发货，一个合同项下的设备可分为一个或多个销售订单，一个销售订单对应一个发货通知单，一个发货通知单对应一个提运单，但一个提运单项下可能包括多个发货通知单中的设备，一个提运单可能对应一个或多个报关单，一个报关单也可能对应一个或多个提运单。买受人可选择 CIF、FOB、CFR 等国际贸易常用运输方式进行交货，并履行境内外的海关报关及清关手续。

就原始债权人为徐工进出口公司的基础资产而言，部分基础资产项下的设备的提运单没有任何签章，根据原始债权人徐工进出口公司和徐工机械出具的《说明及承诺函》：部分设备办理运输的运输公司已全面实现电子化，不再向托运人提供盖章的提运单，运输公司仅向托运人提供电子提运单副本（其中包括提运单的关键信息）以及电放凭证（如有），收货人凭借电子提运单副本、电放凭证（如有）以及收货人身份证明材料向运输公司提取货物。

(d) 关于款项支付和分配：买受人应按照《工业品买卖合同》约定的时间和金额支付合同项下的款项。对于买受人购买多个设备或经销商批量回款的情况，出卖人根据与客户的约定或者客户的指定将回款分配至具体的订单或设备。如果出卖人与客户未明确约定且客户未明确指定回款分配顺序，则出卖人采用以下方式将回款分配至具体设备：a. 买受人自行在 CRM 系统中匹配回款至具体设备；b. 由买受人出具付款说明/用款报告/领款单等文件，出卖人相应制作《销售货款交接单》将回款匹配至具体设备；c. 由销售管理部根据应收账款到期日在 CRM 系统提交回款分配单，CRM 系统根据买受人购买的各台设备账面余额逐笔分配到期款项；d. 买受人就每一台设备使用单独的银行卡“管家卡”支付，CRM 系统自动识别卡号并生成回款单，对于不使用管家卡的客户，则由财务部打印流水单据人工识别，逐一录入；e. 对于买受人为第二类债务人的基础资产，出卖人将回收款分配至销售订单，该销售订单项下各台设备依据销售金额占该销售订单总金额的比例分配回收款。特别地，如单一客户购买的设备数量较少且每次分期款项均足额回款，或同一合同下所有设备每次分期款项均足额回款，则视为该客户当期所有应付款项/该合同项下当期所有应付款项均足额支付，不需进行回款分配操作，如该客户未足额回款，则出卖人将要求该客户出具付款说明，指定当次回款对应的设备及付款金额。

(e) 关于首付款：对于与原始债权人存在长期良好合作关系的客户，原始债

权人可给予该等客户零首付或者较长账期的到期一次性付款的优惠付款条件,该等优惠付款条件符合原始债权人的销售政策。

(4) 关于备件协同管理平台

就原始债权人为徐工科技和徐工挖掘机的单独销售的备件,根据原始债权人和/或原始权益人徐工机械出具的《说明及承诺函》,客户均为经销商,原始债权人和客户根据原始债权人提供的备件协同管理平台完成备件的采购、发货、收货确认等事宜。具体如下:

(a) 徐工机械报表管理系统中的销售报表中记载了采购单号、销售单号、发货通知单号、SAP 订单号、SAP 外向发货号、物料号、调整后单价、本次发货数量、出库金额、签收日期和签收状态等全部或部分信息,其中采购单号和销售单号为一一对应关系,发货通知单号、SAP 订单号、SAP 外向发货号为一一对应关系,一个采购单号(销售单号)可能对应一个或多个发货通知单号(SAP 订单号、SAP 外向发货号)。就原始债权人为徐工科技的单独销售的备件而言,经销商按照经销协议的约定以月度确认函的形式对上个月的收货情况进行确认;就原始债权人为徐工挖掘机的单独销售的备件而言,销售报表中的签收状态为“已签收”,即代表经销商已经按照经销协议的约定在收到货物后完成货物的签收。

(b) 经销商通过徐工机械销售管理系统提出采购申请,采购申请中记载了采购方式、采购金额、发运方式等信息,一个采购订单对应一个采购单号,即为销售报表中的采购单号。

(c) 原始债权人通过徐工机械销售管理系统对采购申请进行审核,审核通过后形成销售订单,销售订单中记载了对应的采购单号、发运方式、发货通知状态、出库状态等信息,一个销售订单对应一个意向单号,即为销售报表中的销售单号。

(d) 原始债权人通过徐工机械物流管理系统安排发货,通过销售报表中的发货通知单号可以检索到对应的发运交接单,其中记载了物流状态等信息。但就原始债权人为徐工科技的单独销售的备件而言,如果为轮胎类备件,由于该产品将在特定的仓库出货,该仓库未接入徐工机械物流管理系统,该仓库发货的轮胎类备件的物流状态为“未发货”,实际可通过经销商盖章的月度确认函判断是否发货。

(e) 就原始债权人为徐工科技的单独销售的备件而言,资产池信息表中填写的系统合同号/订单号为销售报表中的 SAP 外向发货单号;就原始债权人为徐工

挖掘机的单独销售的备件而言，资产池信息表中填写的系统合同号/订单号为销售订单中的 SAP 订单号。

(5) 关于关联交易

(a) 关联交易审批及披露情况

根据徐工机械于2026年2月28日出具的《关于ABS发行入池资产所涉关联交易相关情况的说明》，本项目基础资产中，债务人为徐工租赁（天津）有限公司（以下简称“天津徐工租赁”）和江苏苏港徐工智能科技有限公司（以下简称“徐工智慧科技”）的基础资产涉及关联交易，其中天津徐工租赁为徐工机械关联方江苏徐工工程机械租赁有限公司（以下简称“徐工租赁”）的全资子公司，徐工智慧科技为徐工租赁的49%参股子公司。根据徐工机械2024年年度股东大会审议通过的《关于预计2025年度日常关联交易的公告》（公告编号：2025-24），徐工租赁在2025年度的日常关联交易预计总额为人民币8亿元（不含税金额，含税销售合同金额预计为9.04亿元）。徐工机械及其子公司向天津徐工租赁及徐工智慧科技销售的金额，合并计入徐工租赁的关联交易预计额度内进行统一核算与管理。

根据《关于ABS发行入池资产所涉关联交易相关情况的说明》，截至2025年12月22日，徐工机械与关联方徐工租赁及其控制下的关联方（包括天津徐工租赁及徐工智慧科技）2025年度实际发生的日常关联交易总额约7.44亿元（不含税金额，含税销售合同金额约为8.41亿元），未超过2025年度预计金额，其中包括本项目拟入池的、买方为天津徐工租赁及徐工智慧科技全部基础资产对应的交易。

(b) 关联交易定价情况

关于关联交易价格公允性，根据原始债权人和徐工机械出具的《说明及承诺函》：

第一，产品定价逻辑：在产品存在活跃市场的情况下，关联交易原则上不偏离正常交易的市场价格。对于难以比较市场价格或定价受到限制的关联交易，通过“成本+合理利润”的形式来确定产品的价格，其中合理利润主要是通过成本及平均毛利率来计算。

第二，产品定价过程：由财务价格核算专员计算产品的初步报价，报给商务人员，允许商务人员在一定幅度范围内进行灵活调整，即价格区间。商务人员结

合买方的信用资质、付款条件、账期等，与买方进行商务谈判，拟定合理的价格水平，报送公司审批，经公司有权审批人（包括财务部门、营销部门、营销部门负责人、总经理等）审批后执行。

徐工机械承诺本项目拟入池的、买方为天津徐工租赁及徐工智慧科技全部基础资产对应的关联交易严格遵守上述定价逻辑和定价过程，严格执行徐工机械《关联交易制度》的规定，交易价格公允。

2、基础资产的有效性及其权属

基于本所律师对本项目样本资产的审查，当地律师对债务人主体存续情况的审查，并结合徐工机械和原始债权人出具的相关《说明及承诺函》，本所律师认为，截至基准日（2026年2月8日零点），本项目样本资产均为原始债权人合法享有的应收账款债权及其附属担保权益（如有）。

3、基础资产的权利负担

经查询中国人民银行征信中心-动产融资统一登记公示系统⁵，截至查询日，本项目样本资产未办理应收账款质押或转让登记。

(五) 基础资产未被列入负面清单的相关意见

经审查，样本资产不属于中国证券投资基金业协会已经颁布的《资产证券化业务基础资产负面清单指引》（以下简称“负面清单”）所列的基础资产，具体如下：

1、本项目样本资产项下的债务人均为在香港特别行政区、澳门特别行政区、台湾地区以及中国境外的国家或地区登记注册的主体，不属于不符合地方政府性债务管理有关规定或者新增地方政府性债务的基础资产，不属于被有权部门认定的失信被执行人、失信生产经营单位、其他失信单位。

2、本项目基础资产为应收账款债权及其附属担保权益（如有），不属于产生现金流的能力具有较大不确定性的资产；不属于因空置、在建等原因不能产生稳定现金流的不动产、不动产租金债权或者相关收益权；不属于不能直接产生现金流、仅依托处置资产才能产生现金流的基础资产；不属于法律界定及业务形态属于不同类型且缺乏相关性的资产组合；不属于违反相关法律法规或者政策规定的资产；不属于以上述资产作为底层资产或者现金流来源的基础资产。

基于本所律师对样本资产的审查，并结合原始权益人和原始债权人出具的相

⁵ 查询日期：2026年2月11日至3月5日期间，网址：<https://www.zhongdengwang.org.cn/>。

关《说明及承诺函》，可以合理推论：基础资产不属于负面清单所列的基础资产。

根据原始权益人和原始债权人出具的相关《说明及承诺函》，《工业品买卖合同》项下的债务人在原始权益人自身积累的客户征信数据历史上不存在不良记录，不存在上述征信数据尚未结清的不良记录。

(六) 基础资产不存在违反地方政府性债务管理相关规定的相关意见

本项目样本资产项下的债务人均未被列入截至基准日监管部门已经下发的最新《地方政府融资平台全口径融资统计表》等文件列示的“仍按平台管理类”地方政府融资平台公司。基于本所律师对样本资产的审查，并结合原始权益人和原始债权人出具的相关《说明及承诺函》，可以合理推论：基础资产不存在违反地方政府性债务管理相关规定的情形。

(七) 基础资产的权利归属和特定化情况、权利限制情况

根据本项目交易文件约定，基础资产是基础资产清单所列的由原始权益人在专项计划设立日转让给专项计划的应收账款债权及其附属担保权益（如有），该等应收账款债权系原始权益人依据基础交易合同和《应收账款转让协议》（如有）对债务人享有的应收账款债权及其附属担保权益（如有）。

专项计划的下列安排提高了基础资产的特定化程度：《基础资产买卖协议》具体限定了购买基础资产的范围，且该协议附件一中对于基础资产的要素进行了明确，同时约定将基础资产清单作为《交割确认函》的附件以明确基础资产的范围。基础资产具有特定性，且完整包括了原始权益人对基础资产享有的债权。

基于本所律师对本项目样本资产的审查、当地律师对第二类债务人主体存续情况的审查，并结合徐工机械和原始债权人出具的相关《说明及承诺函》，可以合理推论：若基础资产严格根据合格标准筛选，符合合格标准的全部要求，则基础资产均为原始权益人合法所有，可以被特定化，且基础资产不附带抵押、质押等担保负担或其他权利限制，可以依法进行转让。截至基准日（2026年2月8日零点），由于《应收账款转让协议》尚未签署，应收账款债权转让价款尚未支付完毕，合格标准第(d)项“在专项计划设立日，就原始债权人不是原始权益人的基础资产，原始权益人已经履行并遵守了该等基础资产对应的任一份《应收账款转让协议》项下其所应当履行的义务，应收账款债权转让价款已经支付完毕”尚未达成；由于本项目采用抽样审查的方式进行尽职调查，没有对全部债务人进行尽职调查，本所律师无法对合格标准第(t)项“基础资产所对应的单一债务人的应

收账款余额占基础资产池总应收账款余额的比例不超过15%，债务人及其关联方的应收账款余额合计占比不超过20%”以及第(u)项“在基准日，与原始权益人存在关联交易的债务人(仅指原始权益人最近一期经审计合并报表范围内的关联方)对应的基础资产占比不得超过基础资产池余额的20%”审查并发表意见，除合格标准上述第(d)项、第(t)项和第(u)项以外，基础资产符合合格标准其他全部要求。

四、基础资产转让行为的合法有效性

(一) 基础资产转让的真实性、合法合规性、有效性、完整性

根据《应收账款转让协议》的约定，转让方同意，在转让价款支付日，且受让方按该协议支付了相应标的债权资产转让价款后，转让方将自基准日起（1）转让方对于标的债权资产的现时的和未来的、现实的和或有的全部权利、权益、利益和收益；（2）标的债权资产所产生的到期或将到期的全部回收款项；（3）标的债权资产被转让、被出售、被拍卖、被变卖或者被以其他方式处置所获得的全部款项；（4）请求、起诉、收回、接受与标的债权资产相关的全部应偿付款项的权利；（5）来自与标的债权资产相关的承诺的利益以及强制执行标的债权资产的全部权利和法律救济权利，均转让给受让方。

根据《基础资产买卖协议》的约定，在专项计划设立日，且买方按该协议约定向卖方支付了相应基础资产购买价款之日，卖方将自基准日（含该日）起（1）卖方对于基础资产的现时的和未来的、现实的和或有的全部所有权和相关权益；（2）基础资产所产生的到期或将到期的全部回收款；（3）基础资产被清收、被出售、或者被以其他方式处置所产生的回收款；（4）请求、起诉、收回、接受与基础资产相关的全部应偿付款项（不论其是否应由基础交易合同项下的债务人偿付）的权利；（5）来自与基础资产相关的承诺的利益以及强制执行基础资产的全部权利和法律救济权利，均转让给买方。

(二) 基础资产转让对价的公允性

基础资产转让对价系原始权益人作为债权人，将其享有的应收账款债权及其附属担保权益（如有）转让予计划管理人（代表专项计划）的对价。根据《基础资产买卖协议》的约定：

基础资产的购买价款为各笔基础资产的购买价款之和。就各笔基础资产而言，购买价款=该笔基础资产在基准日的应收账款余额（就基础交易合同约定以外币结算的基础资产而言，该笔基础资产在基准日的应收账款余额指按照基准汇率计

算的人民币金额，如该笔应收账款由于分多期支付而适用不同的基准汇率，则分别计算后累计相加)×折算比例，尾数计算到小数点后2位，分以下四舍五入。

就各笔基础资产而言，折算比例系指在计算基础资产的购买价款适用的比例。

根据《计划说明书》，本项目折算比例受融资期限、基础资产特征以及期限等因素影响，主要包括专项计划的发行利率和专项计划费用。专项计划的发行利率和专项计划费用为按照以下方式确定的市场公允价格：

(1) 专项计划发行利率是通过在一定范围内公开、公平及合理竞价方式确定的，最终确定的专项计划发行利率应为市场公允价格。

(2) 专项计划费用主要包括因其买卖、管理和处分专项计划资产而承担的税收(但计划管理人就其营业活动或收入而应承担的税收除外)和政府收费、计划管理人的管理费、资产服务机构的基本服务费和超额奖励服务费(如有)、托管银行的托管费、监管银行的监管费(如有)、验资费、开(销)户费用和账户管理费(如有)、资金划转费用(如有)、资产支持证券的注册登记费、上市初费、对专项计划进行审计或对资产服务机构进行复核的审计费(如有)、应收账款转让给专项计划时的转让登记公示费、持有人名册申请费(如有)、交易所费用、兑付兑息费、资金汇划费、执行费用、信息披露费、召开资产支持证券持有人大会的会务费、专项计划清算相关费用、汇率波动流动性差额补足义务人的汇率波动流动性差额补足承诺费(如有)、流动性差额支付义务人的流动性差额支付承诺费(如有)等。其中，除计划管理人的管理费、资产服务机构的基本服务费和超额奖励服务费(如有)、托管银行的托管费、监管银行的监管费(如有)、验资费、对专项计划进行审计或对资产服务机构进行复核的审计费(如有)、执行费用、召开资产支持证券持有人大会的会务费、专项计划清算相关费用、汇率波动流动性差额补足义务人的汇率波动流动性差额补足承诺费(如有)、流动性差额支付义务人的流动性差额支付承诺费(如有)(以下合称“自主定价费用”)外，其他涉及的税收和政府收费等基本为政府定价或政府指导价格，而前述自主定价费用亦应由各方参照市场上公允价格确定。

综上所述，本所律师认为，专项计划确定基础资产转让对价的方式合理，严格按照该等方式确定的基础资产转让对价应属于市场公允价格。

(三) 附属担保权益转让情况

根据《民法典》第547条的规定，债权人转让债权的，受让人取得与债权有

关的从权利，但是该从权利专属于债权人自身的除外。因此，原始债权人作为转让方将标的债权资产转让给受让方（如原始债权人不是原始权益人，下同），原始权益人将基础资产转让给计划管理人（代表专项计划）的同时，标的债权资产/基础资产项下的保证担保权益（如有）、质权（如有）在应收账款债权转移时一并转让给受让方/原始权益人，但根据《民法典》第696条的规定，债权人转让全部或者部分债权，未通知保证人的，该转让对保证人不发生效力。

(四) 基础资产是否存在禁止或限制转让的情形

经本所律师审查，样本资产项下的应收账款债权不存在禁止或限制转让的情形。基于本所律师对样本资产的审查，并结合原始权益人和原始债权人出具的相关《说明及承诺函》，可以合理推论：基础资产不存在禁止或限制转让的情形。

(五) 基础资产的转让通知和权利完善措施

根据《应收账款转让协议》和《基础资产买卖协议》的约定，当发生约定的权利完善事件时，《应收账款转让协议》项下的转让方以及《基础资产买卖协议》项下的原始权益人应采取相应的措施完善受让方、计划管理人取得的权利。权利完善事件，系指以下任何事件：

- (a) 发生资产服务机构解任事件，导致资产服务机构被解任；
- (b) 评级机构给予优先级资产支持证券的债项评级低于 AA⁺sf 级；
- (c) 发生与原始权益人有关的丧失清偿能力事件；
- (d) 原始权益人或资产服务机构发生重大不利变化以至对其履行专项计划文件项下义务的能力产生重大不利影响；
- (e) 监管账户被司法冻结，且在 10 个工作日内，未能解除冻结。

如基础资产以人民币结算，在发生任一权利完善事件后的 5 个工作日内，卖方应向债务人、担保人（如有）发出权利完善通知，将基础资产已转让给计划管理人（代表专项计划）的事实，通知每一笔基础资产的债务人、担保人（如有），并指示各方将应收账款、担保人（如有）履行担保责任而支付的金额（如有）或其他应属于专项计划资产的款项直接支付至计划管理人指定的专项计划账户。即使尚未发生任何权利完善事件，为了基础资产回收或处置或资金安全的需要并经计划管理人和资产服务机构协商一致确认需向债务人发出权利完善通知的，卖方应予以配合。权利完善通知应抄送计划管理人。卖方还应将已收回未归集的属于专项计划的资金在权利完善事件发生之日当日全额转付至专项计划账户，并督促

原始债权人在权利完善事件发生之日当日将已收回未归集的属于专项计划的资金直接支付至专项计划账户。

如基础资产以外币结算，在发生任一权利完善事件后的10个工作日内，卖方应协调该等基础资产对应的原始债权人与管理人签署监管协议并开立监管账户（以下称“计划管理人指定的监管账户”）；在发生任一权利完善事件后的15个工作日内，卖方应向债务人发出权利完善通知，将基础资产已转让给计划管理人（代表专项计划）的事实，通知每一笔基础资产的债务人，并指示债务人将应收账款或其他应属于专项计划资产的款项支付至计划管理人指定的监管账户，并由该原始债权人在计划管理人指定的监管账户收到该等款项之日起3个工作日内将该等款项结汇为人民币后直接支付至专项计划账户。权利完善通知应抄送计划管理人。卖方还应将已收回未归集的属于专项计划的资金在权利完善事件发生之日当日全额转付至专项计划账户，并督促原始债权人在权利完善事件发生之日起3个工作日内将已收回未归集的属于专项计划的资金结汇为人民币后直接支付至专项计划账户。

转让方、卖方应于专项计划设立日或之前向计划管理人出具授权书，授权计划管理人以转让方、卖方的名义，在发生任一权利完善事件且转让方、卖方不履行前述通知义务时，代为履行该等通知义务。

原始债权人作为转让方将标的债权转让给受让方、原始权益人作为卖方将基础资产转让给计划管理人（代表专项计划），计划管理人（代表专项计划）的权利可能受到债务人对原始债权人、原始权益人的抵销权的影响。根据《民法典》的规定，债务人接到原始债权人、原始权益人的债权转让通知时，如债务人对原始债权人、原始权益人享有债权，并且该债权先于转让的债权到期或者同时到期或者该债权与转让的债权是基于同一合同产生，债务人可以向计划管理人（代表专项计划）主张抵销权。

为缓释上述抵销风险，原始权益人（作为卖方）和计划管理人（作为买方）在《基础资产买卖协议》中约定：“如果债务人依据中国法律规定行使抵销权且被抵销的债权属于卖方已转让给专项计划的基础资产，则卖方应不晚于债务人行使抵销权后的第一个回收款归集日将相当于被抵销款项的资金全额支付至监管账户或专项计划账户，作为债务人支付的相应数额的回收款，并同时书面通知计划管理人。”同时，原始债权人（作为转让方）和原始权益人（作为受让方）在

《应收账款转让协议》中约定：“如果债务人依据中国法律规定行使抵销权且被抵销的债权属于转让方已转让给受让方的标的债权资产，则转让方应不晚于债务人行使抵销权后的第一个回收款归集日将相当于被抵销款项的资金全额支付至监管账户或专项计划账户，作为债务人支付的相应数额的回收款，并同时通知受让方。”

(六) 基础资产的转让登记安排

根据《应收账款转让协议》的约定，受让方应在转让价款支付日后15个工作日内，在中国人民银行征信中心-动产融资统一登记公示系统办理应收账款转让登记，将标的债权资产权属状况进行公示；根据《基础资产买卖协议》的约定，就专项计划购买的基础资产，买方应在专项计划设立日后30个工作日内在中国人民银行征信中心-动产融资统一登记公示系统办理应收账款转让登记，将购买的基础资产权属状况进行公示。

(七) 原始权益人与基础资产的破产隔离效果

1、基础资产的转让和交割

(1) 基础资产购买价款的支付

根据《基础资产买卖协议》的约定，买方应在专项计划设立日15:00之前向托管银行发出付款指令，指示托管银行将专项计划募集资金由专项计划账户全额划付至原始权益人指定账户用于购买基础资产。

(2) 基础资产的交割方式

买方根据《基础资产买卖协议》的约定向卖方支付购买价款的同时，卖方应与买方签订《交割确认函》。《交割确认函》的签订视为双方就基础资产买卖的交割的确认，该《交割确认函》于双方法定代表人或其授权代表人签字/签章并加盖单位公章或合同专用章后立即生效，对双方均具有法律约束力。

自买方将购买价款按照《基础资产买卖协议》的约定划付至卖方指定银行账户，且双方根据前述约定签署《交割确认函》时，基础资产交割完成，基础资产的所有权及相关权益按照《基础资产买卖协议》约定转让给买方。

(3) 封包期回收款转付

根据《基础资产买卖协议》的约定，买方同意，基础资产自基准日起至专项计划设立日（不含该日）产生的回收款由资产服务机构于专项计划设立后的第一个回收款转付日按照《服务协议》的有关约定转付至专项计划账户。

2、基础资产的回收款归集

根据《基础资产买卖协议》《服务协议》的约定，专项计划聘请徐工机械担任资产服务机构并代为收取基础资产产生的回收款，在徐工机械担任资产服务机构期间，如果人民法院受理关于徐工机械的破产申请，而徐工机械的自有财产与其代为收取的回收款已相互混合而无法识别，则徐工机械代为收取的回收款可能会被人民法院认定为徐工机械的破产财产。

为缓解前述风险，专项计划文件约定，在每一个回收款转付日 16:30 前，徐工机械应根据《服务协议》的相关约定将监管账户在前一个回收款转付期间收到的所有回收款转入专项计划账户；如发生权利完善事件，卖方应向债务人发出权利完善通知，将基础资产转让的情况通知债务人，并应指示债务人将应收账款或其他应属于专项计划资产的款项直接支付至计划管理人指定的专项计划账户或计划管理人指定的监管账户。

基于上述内容，本所认为，拟签署的《应收账款转让协议》以及《基础资产买卖协议》关于标的债权资产、基础资产转让的约定未违反法律、行政法规的强制性规定，未损害社会公共利益及国家、集体或者第三人利益，该等约定内容合法、有效；在拟签署的《应收账款转让协议》约定的生效条件全部满足且受让方足额向转让方支付标的债权资产的购买价款后，转让方对标的债权资产的转让即在转让方和受让方之间发生法律效力；在拟签署的《基础资产买卖协议》约定的生效条件全部满足且计划管理人足额向原始权益人支付基础资产购买价款后，原始权益人对基础资产的转让即在原始权益人和计划管理人之间发生法律效力。上述关于权利完善事件的约定未违反法律、行政法规的强制性规定，未损害社会公共利益及国家、集体或者第三人利益，该等约定内容合法、有效，在转让方、原始权益人或计划管理人以权利完善通知的形式将该等债权转让的事实通知给债务人后，该等债权的转让即对债务人发生法律效力。经审查拟签署的《服务协议》《基础资产买卖协议》等专项计划文件，专项计划聘请徐工机械担任资产服务机构并代为收取基础资产产生的回收款，在徐工机械担任资产服务机构期间，如果人民法院受理关于徐工机械的破产申请，而徐工机械的自有财产与其代为收取的回收款已相互混合而无法识别，则徐工机械代为收取的回收款可能会被人民法院认定为徐工机械的破产财产。针对该等风险，专项计划文件对回收款的归集和转付安排进行了约定，并设置了权利完善措施，该等约定和措施，可以降低徐工机

械担任资产服务机构并代为收取基础资产产生的回收款导致的资金混同风险。

五、信用增级安排及其合法有效性

本法律意见书所称的信用增级安排系指下列交易安排：

(一) 汇率波动流动性差额补足义务人的汇率波动流动性差额补足

汇率波动流动性差额补足义务人将按照《汇率波动流动性差额补足协议》的条款与条件，在专项计划账户资金不足以根据《标准条款》支付专项计划的应付相关税金和相关费用、返还流动性差额支付资金（如需）、返还汇率波动流动性差额补足资金（如需）的款项以及优先级资产支持证券预期收益和应付本金时承担补足义务，就任何一个计划管理人第一次核算日前的回收款转付期间内的基础资产回收款而言，汇率波动流动性差额补足义务人承担补足义务的限额为按照以下 A-B+C 计算所得的金额：A 为当个回收款转付期间内各笔基础资产实际收到的以外币结算的回收款按照基准汇率结汇为人民币的金额；B 为当个回收款转付期间内各笔基础资产实际收到的以外币结算的回收款按照实际结汇汇率结汇为人民币的金额；C 为截至该计划管理人第一次核算日的汇率波动流动性差额补足资金待返还余额的金额。

关于汇率波动流动性差额补足义务人的主体资格和内部授权请见本法律意见书第二部分正文第一条第(六)款的相关内容。

(二) 流动性差额支付承诺人的流动性差额支付

流动性差额支付承诺人将按照《流动性差额支付协议》的条款与条件，对专项计划资金不足以根据《标准条款》支付专项计划的应付相关税金和相关费用、返还流动性差额支付资金（如需）的款项以及优先级资产支持证券预期收益和应付本金的差额部分承担补足义务。

关于流动性差额支付承诺人的主体资格和内部授权请见本法律意见书第二部分正文第一条第(一)款的相关内容。

(三) 资产支持证券的结构化分层

本专项计划项下的资产支持证券分为优先级资产支持证券和次级资产支持证券。基础资产回收款将会按照《标准条款》约定的现金流支付顺序支付，排序在现金流支付顺序最后一级的资产支持证券将承担最初的损失，因此，在现金流支付顺序中排名在后的资产支持证券就向高一级别的资产支持证券提供了信用增级。具体而言，次级资产支持证券为优先级资产支持证券提供信用增级。

经审查，本所认为，上述信用增级安排不违反《民法典》及其他中国法律和行政法规的强制性规定，是合法、有效的。

六、业务参与人开展业务的合法合规性

(一) 原始权益人

1、经营资质

徐工机械持有徐州市行政审批局于2023年5月22日核发的统一社会信用代码为913203001347934993的《营业执照》，经营范围：工程机械及成套设备、专用汽车、建筑工程机械、物料搬运设备及配件、矿山机械、环卫机械、商用车、载货汽车、工程机械发动机、通用基础零部件、仪器、仪表、衡器制造、加工、销售、维修；环保工程施工；二手车机械再制造、收购、销售、租赁。（依法须经批准的项目，经相关部门批准后方可开展经营活动）许可项目：特种设备设计；特种设备制造；特种设备安装改造修理（依法须经批准的项目，经相关部门批准后方可开展经营活动，具体经营项目以审批结果为准）一般项目：机械设备研发；机械设备租赁；普通机械设备安装服务；技术服务、技术开发、技术咨询、技术交流、技术转让、技术推广；特种设备销售；特种设备出租；工程和技术研究和试验发展；环境保护专用设备制造；环境保护专用设备销售；货物进出口；技术进出口；工业机器人制造；特殊作业机器人制造；工业机器人销售；智能机器人的研发；智能机器人销售；农业机械制造；农业机械销售；机械零件、零部件加工；机械零件、零部件销售；智能港口装卸设备销售；港口设施设备和机械租赁维修业务；安防设备制造；消防器材销售；石油制品销售（不含危险化学品）；海洋工程装备研发；海洋工程装备制造；海洋工程装备销售；船用配套设备制造（除依法须经批准的项目外，凭营业执照依法自主开展经营活动）。

经检索国家市场监督管理总局政务服务平台-全国特种设备公示信息查询平台⁶，徐工机械持有以下《特种设备生产许可证》：江苏省市场监督管理局于2025年6月9日核发的编号为TS2432606-2029的《特种设备生产许可证》，许可项目为起重机械制造（含安装、修理、改造）：起重机械制造（含安装、修理、改造）流动式起重机（A）限制造、改造、修改，覆盖B级，具体产品范围见型式试验证书；起重机械制造（含安装、修理、改造）桅杆式起重机，具体产品范围见型式试验证书，有效期至2029年8月5日。

⁶ 查询日期：2026年1月30日，网址：<https://cnse.e-cqs.cn/info-pub/pub>。

2、徐工机械作为特定原始权益人的适格性

经审查《基础资产买卖协议》《服务协议》等专项计划文件，徐工机械担任资产服务机构并代为收取基础资产产生的回收款，因此徐工机械业务经营可能对专项计划及资产支持证券投资者利益产生重大影响，属于专项计划的特定原始权益人。

根据徐工机械出具的《说明及承诺函》并经本所律师适当核查，截至该《说明及承诺函》出具之日（含该日），徐工机械符合下列条件：（1）生产经营符合法律、行政法规、特定原始权益人公司章程的规定；（2）内部控制制度健全；（3）具有持续经营能力，无重大经营风险、财务风险和法律风险；（4）最近三年未发生重大违约、虚假信息披露或者其他重大违法违规行；（5）最近三年不存在因严重违法失信行为，被有权部门认定为失信被执行人、失信生产经营单位或者其他失信单位，并被暂停或限制进行融资的情形。

3、资信情况

(1) 企业信用报告

根据徐工机械提供的《企业信用报告》（自主查询版，报告日期：2026年1月23日），徐工机械存在62笔历史次级类被追偿业务，具体情况如下：

单位：万元

序号	债权机构	业务种类	借款金额	余额	关闭日期	信息报告日期	五级分类
1	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
2	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-27	2012-02-27	次级
3	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
4	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	10.50	0	2012-02-23	2012-02-23	次级
5	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
6	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
7	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	10.50	0	2012-02-23	2012-02-23	次级
8	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
9	中国银行股份有限公司	承兑汇	7.00	0	2012-02-23	2012-02-23	次级

序号	债权机构	业务种类	借款金额	余额	关闭日期	信息报告日期	五级分类
	司徐州分行营业部	票垫款			3	3	
10	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
11	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	14.00	0	2012-02-23	2012-02-23	次级
12	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	10.50	0	2012-02-23	2012-02-23	次级
13	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	10.50	0	2012-02-23	2012-02-23	次级
14	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
15	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	10.50	0	2012-02-23	2012-02-23	次级
16	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
17	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	10.50	0	2012-02-23	2012-02-23	次级
18	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
19	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
20	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	10.50	0	2012-02-23	2012-02-23	次级
21	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
22	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
23	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
24	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	10.50	0	2012-02-23	2012-02-23	次级
25	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
26	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	24.50	0	2012-02-23	2012-02-23	次级
27	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
28	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
29	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级

序号	债权机构	业务种类	借款金额	余额	关闭日期	信息报告日期	五级分类
30	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
31	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
32	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
33	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
34	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
35	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
36	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
37	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
38	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
39	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
40	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
41	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
42	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
43	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
44	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
45	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	14.00	0	2012-02-23	2012-02-23	次级
46	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
47	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
48	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
49	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
50	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级

序号	债权机构	业务种类	借款金额	余额	关闭日期	信息报告日期	五级分类
51	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
52	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
53	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
54	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
55	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	14.00	0	2012-02-23	2012-02-23	次级
56	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
57	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
58	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
59	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级
60	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
61	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	3.50	0	2012-02-23	2012-02-23	次级
62	中国银行股份有限公司徐州分行营业部	承兑汇票垫款	7.00	0	2012-02-23	2012-02-23	次级

原始权益人徐工机械于2026年3月11日出具《说明及承诺函》，说明并承诺：上述被追偿业务以及被列为次级类，是中国银行股份有限公司徐州分行营业部系统升级造成的，实际未发生违约。

(2) 被执行人信息查询系统

经查询中国执行信息公开网综合查询被执行人系统⁷、全国法院被执行人信息查询系统⁸，原始权益人徐工机械不是失信被执行人。

(3) 最高人民法院的“全国法院失信被执行人名单信息公布与查询系统”

经查询全国法院失信被执行人名单信息公布与查询系统⁹，原始权益人徐工机械不是失信被执行人。

4、失信记录

⁷ 查询日期：2026年1月30日，网址：<http://zxgk.court.gov.cn/zhzxgk/>。

⁸ 查询日期：2026年1月30日，网址：<http://zxgk.court.gov.cn/zhixing/>。

⁹ 查询日期：2026年1月30日，网址：<http://zxgk.court.gov.cn/shixin/>。

(1) 失信记录查询情况

(a) 经查询中华人民共和国应急管理部网站¹⁰、“信用中国”网站¹¹、“国家企业信用信息公示系统”¹²、江苏省应急管理厅网站¹³、徐州市应急管理局网站¹⁴，在检索日（不含），原始权益人徐工机械不存在安全生产领域失信记录。

(b) 经查询中华人民共和国生态环境部网站¹⁵、“信用中国”网站、“国家企业信用信息公示系统”、江苏省生态环境厅网站¹⁶、徐州市生态环境局网站¹⁷，在检索日（不含），原始权益人徐工机械不存在环境保护领域失信记录。

(c) 经查询中国市场监管行政处罚文书网¹⁸、“信用中国”网站、“国家企业信用信息公示系统”、江苏省市场监督管理局网站¹⁹、徐州市市场监督管理局网站²⁰，在检索日（不含），原始权益人徐工机械不存在产品质量领域失信记录。

(d) 经查询中华人民共和国财政部网站²¹、“信用中国”网站、“国家企业信用信息公示系统”、江苏省财政厅网站²²、徐州市财政局网站²³，在检索日（不含），原始权益人徐工机械不存在财政性资金管理使用领域失信记录。

(e) 经查询国家税务总局网站²⁴、“信用中国”网站、“国家企业信用信息公示系统”、国家税务总局江苏省税务局网站²⁵，“信用江苏”网站²⁶、徐州市地方税务局网站²⁷，在检索日（不含），原始权益人徐工机械不存在被认定为重大税收违法案件当事人的情形。

(f) 经查询中华人民共和国工业和信息化部网站²⁸、“信用中国”网站、“国家企业信用信息公示系统”、江苏省工业和信息化厅网站²⁹、徐州市工业和信息化局

¹⁰ 检索日期：2026年1月28日，网址：<https://www.mem.gov.cn/>。

¹¹ 检索日期：2026年1月28日，网址：<http://www.creditchina.gov.cn/>。下同。

¹² 检索日期：2026年1月28日，网址：<https://www.gsxt.gov.cn/>。下同。

¹³ 检索日期：2026年1月28日，网址：<http://yjgl.jiangsu.gov.cn/>。

¹⁴ 检索日期：2026年1月28日，网址：<https://yjgl.xz.gov.cn/>。

¹⁵ 检索日期：2026年1月28日，网址：<http://www.mee.gov.cn/>。

¹⁶ 检索日期：2026年1月28日，网址：<https://sthjt.jiangsu.gov.cn/>。

¹⁷ 检索日期：2026年1月28日，网址：<https://sthj.xz.gov.cn/>。

¹⁸ 检索日期：2026年2月2日，网址：<https://cfws.samr.gov.cn/>。

¹⁹ 检索日期：2026年1月29日，网址：<https://scjgj.jiangsu.gov.cn/>。

²⁰ 检索日期：2026年1月29日，网址：<https://scjgj.xz.gov.cn/>。

²¹ 检索日期：2026年1月29日，网址：<http://www.mof.gov.cn/>。

²² 检索日期：2026年1月29日，网址：<https://czt.jiangsu.gov.cn/>。

²³ 检索日期：2026年1月29日，网址：<https://czj.xz.gov.cn/>。

²⁴ 检索日期：2026年1月29日，网址：<http://www.chinatax.gov.cn/>。

²⁵ 检索日期：2026年1月29日，网址：<https://jiangsu.chinatax.gov.cn/fggspt/main.html>。

²⁶ 检索日期：2026年1月28日，网址：<https://credit.jiangsu.gov.cn/>。

²⁷ 检索日期：2026年1月29日，网址：<https://jiangsu.chinatax.gov.cn/col/col8556/>。

²⁸ 检索日期：2026年1月29日，网址：<http://www.miit.gov.cn/>。

²⁹ 检索日期：2026年1月29日，网址：<https://gxt.jiangsu.gov.cn/>。

网站³⁰，在检索日（不含），原始权益人徐工机械不属于电子认证服务行业失信机构。

(g) 经查询中华人民共和国国家发展和改革委员会网站³¹、“信用中国”网站、“国家企业信用信息公示系统”、江苏省发展和改革委员会网站³²、徐州市发展和改革委员会网站³³，截至检索日（不含），原始权益人徐工机械不存在被认定为涉金融严重失信人的情形。

(h) 经查询中华人民共和国国家统计局网站³⁴、“信用中国”网站、“国家企业信用信息公示系统”、江苏省统计局网站³⁵、徐州市统计局网站³⁶，在检索日（不含），原始权益人徐工机械不属于统计领域严重失信企业。

(i) 经查询中华人民共和国农业农村部网站³⁷、“信用中国”网站、“国家企业信用信息公示系统”、江苏省农业农村厅网站³⁸、徐州市农业农村局网站³⁹，在检索日（不含），原始权益人徐工机械不属于农资领域严重失信生产经营单位。

(j) 经查询国家药品监督管理局网站⁴⁰、“信用中国”网站、“国家企业信用信息公示系统”、江苏省药品监督管理局网站⁴¹，在检索日（不含），原始权益人徐工机械不属于食品药品生产经营严重失信者。

(k) 经查询中华人民共和国海关总署网站⁴²、“信用中国”网站、“国家企业信用信息公示系统”、“信用江苏”网站、中华人民共和国南京海关网站⁴³，在检索日（不含），原始权益人徐工机械不属于海关失信企业。

(l) 经查询“国家企业信用信息公示系统”、“信用中国”网站、“信用江苏”网站、中国执行信息公开网综合查询被执行人系统、全国法院被执行人信息查询系统、全国法院失信被执行人名单信息公布与查询系统、中国证券监督管理委员会网站⁴⁴、上海证券交易所网站⁴⁵、深圳证券交易所网站⁴⁶，在检索日（不含），原

³⁰ 检索日期：2026年1月29日，网址：<https://gxj.xz.gov.cn/>。

³¹ 检索日期：2026年1月29日，网址：<http://www.ndrc.gov.cn/>。

³² 检索日期：2026年1月29日，网址：<https://fzggw.jiangsu.gov.cn/>。

³³ 检索日期：2026年1月29日，网址：<https://dpc.xz.gov.cn/>。

³⁴ 检索日期：2026年1月29日，网址：<http://www.stats.gov.cn/>。

³⁵ 检索日期：2026年1月29日，网址：<https://tj.jiangsu.gov.cn/>。

³⁶ 检索日期：2026年1月29日，网址：<https://tj.xz.gov.cn/>。

³⁷ 检索日期：2026年1月29日，网址：<http://www.moa.gov.cn/>。

³⁸ 检索日期：2026年1月29日，网址：<https://nynct.jiangsu.gov.cn/col/col80242/index.html>。

³⁹ 检索日期：2026年1月29日，网址：<https://nyncj.xz.gov.cn/>。

⁴⁰ 检索日期：2026年1月29日，网址：<https://www.nmpa.gov.cn/>。

⁴¹ 检索日期：2026年1月29日，网址：<https://da.jiangsu.gov.cn/>。

⁴² 检索日期：2026年1月29日，网址：<http://www.customs.gov.cn/>。

⁴³ 检索日期：2026年1月29日，网址：http://nanjing.customs.gov.cn/nanjing_customs/sy202034/index.html。

⁴⁴ 检索日期：2026年1月30日，网址：<https://neris.csrc.gov.cn/shixinchaxun/>。

始权益人徐工机械不存在其他因严重违法失信行为，不存在被有权机关认定为失信被执行人、失信生产经营单位，并被暂停或限制进行融资的情形。

(2) 说明及承诺

原始权益人徐工机械于2026年3月11日出具《说明及承诺函》，说明并承诺：自2023年1月1日起至该说明函出具之日（含该日），原始权益人徐工机械未被列为失信被执行人，不存在安全生产领域、环境保护领域、产品质量领域、财政性资金管理使用领域失信记录，不存在被认定为重大税收违法案件当事人的情形，不属于电子认证服务行业失信机构，不存在被认定为涉金融严重失信人的情形，不属于统计领域严重失信企业，不属于海关失信企业。

(二) 汇率波动流动性差额补足义务人

专项计划项下的汇率波动流动性差额补足义务人为徐工进出口公司。

1、资信情况

(1) 企业信用报告

根据徐工进出口公司提供的《企业信用报告》（自主查询版，报告日期：2026年2月2日），徐工进出口公司存在2笔历史次级类短期借款、1笔关注类短期借款，具体情况如下：

单位：万元

序号	债权机构	业务种类	借款金额	币种	最后一次还款形式	最后一次还款日期	关闭日期	五级分类
1	交通银行股份有限公司徐州解放北路支行	其他贷款	110	人民币	正常还款	2003-08-08	2003-08-08	次级
2	交通银行股份有限公司徐州解放北路支行	其他贷款	133	人民币	正常还款	2002-09-05	2002-09-05	次级
3	江苏银行股份有限公司徐州分行营业部	流动资金贷款	43	美元	正常还款	2002-05-21	2002-05-21	关注

汇率波动流动性差额补足义务人徐工进出口公司于2026年3月11日出具《说明及承诺函》，说明并承诺：上述短期借款被列为次级类、关注类，由于距今时间久远，无从得知被列为不良类、关注类的原因，实际未发生违约。

(2) 被执行人信息查询系统

⁴⁵ 检索日期：2026年1月30日，网址：<http://www.sse.com.cn/>。

⁴⁶ 检索日期：2026年1月30日，网址：<https://www.szse.cn/index/index.html>。

经查询中国执行信息公开网综合查询被执行人系统⁴⁷、全国法院被执行人信息查询系统⁴⁸，汇率波动流动性差额补足义务人徐工进出口公司不是失信被执行人。

中国执行信息公开网综合查询被执行人显示徐工进出口公司涉及两条被执行信息，案号均为（2025）琼0271执8464号，徐工进出口公司于2026年3月11日出具《说明及承诺函》，说明并承诺：徐工进出口公司已收到三亚市城郊人民法院的通知并确认电子送达，但截至该说明及承诺函出具之日，徐工进出口公司尚未收到该执行案件的电子送达材料。经与三亚市城郊人民法院执行法官初步沟通，该执行案件执行依据为海南省三亚市中级人民法院于2024年6月14日出具（2024）琼02民终904号《民事判决书》。该判决是徐工进出口公司与紫金国际控股有限公司（以下简称“紫金控股公司”）买卖合同纠纷一案的《民事判决书》，由三亚市城郊人民法院出具（2023）琼0271民初148号《民事判决书》，判决徐工进出口公司与紫金控股公司继续履行案涉《买卖合同》及附随的《备用机合同》，徐工进出口公司于判决生效后150日内为紫金控股公司更换全新的2台设备（《买卖合同》约定单价1490万元）并承担运输费用，并判决徐工进出口公司于判决生效后10日内向紫金控股公司支付违约金298万元。徐工进出口公司不服该判决并提起上诉，海南省三亚市中级人民法院于2024年6月14日出具（2024）琼02民终904号《民事判决书》，判决驳回上诉，维持原判。就上述案件，徐工进出口公司已申请再审。

(3) 最高人民法院的“全国法院失信被执行人名单信息公布与查询系统”

经查询全国法院失信被执行人名单信息公布与查询系统⁴⁹，汇率波动流动性差额补足义务人徐工进出口公司不是失信被执行人。

2、失信记录

(1) 失信记录查询情况

(a) 经查询中华人民共和国应急管理部网站⁵⁰、“信用中国”网站⁵¹、“国家企业信用信息公示系统”⁵²、江苏省应急管理厅网站⁵³、徐州市应急管理局网站⁵⁴，

⁴⁷ 查询日期：2026年1月30日，网址：<http://zxgk.court.gov.cn/zhzxgk/>。

⁴⁸ 查询日期：2026年1月30日，网址：<http://zxgk.court.gov.cn/zhixing/>。

⁴⁹ 查询日期：2026年1月30日，网址：<http://zxgk.court.gov.cn/shixin/>。

⁵⁰ 检索日期：2026年1月28日，网址：<https://www.mem.gov.cn/>。

⁵¹ 检索日期：2026年1月28日，网址：<http://www.creditchina.gov.cn/>。下同。

⁵² 检索日期：2026年1月28日，网址：<https://www.gsxt.gov.cn/>。下同。

⁵³ 检索日期：2026年1月28日，网址：<http://yjgl.jiangsu.gov.cn/>。

在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不存在安全生产领域失信记录。

(b) 经查询中华人民共和国生态环境部网站⁵⁵、“信用中国”网站、“国家企业信用信息公示系统”、江苏省生态环境厅网站⁵⁶、徐州市生态环境局网站⁵⁷，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不存在环境保护领域失信记录。

(c) 经查询中国市场监管行政处罚文书网⁵⁸、“信用中国”网站、“国家企业信用信息公示系统”、江苏省市场监督管理局网站⁵⁹、徐州市市场监督管理局网站⁶⁰，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不存在产品质量领域失信记录。

(d) 经查询中华人民共和国财政部网站⁶¹、“信用中国”网站、“国家企业信用信息公示系统”、江苏省财政厅网站⁶²、徐州市财政局网站⁶³，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不存在财政性资金管理使用领域失信记录。

(e) 经查询国家税务总局网站⁶⁴、“信用中国”网站、“国家企业信用信息公示系统”、国家税务总局江苏省税务局网站⁶⁵，“信用江苏”网站⁶⁶、徐州市地方税务局网站⁶⁷，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不存在被认定为重大税收违法案件当事人的情形。

(f) 经查询中华人民共和国工业和信息化部网站⁶⁸、“信用中国”网站、“国家企业信用信息公示系统”、江苏省工业和信息化厅网站⁶⁹、徐州市工业和信息化局网站⁷⁰，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不

⁵⁴ 检索日期：2026年1月28日，网址：<https://yjgl.xz.gov.cn/>。

⁵⁵ 检索日期：2026年1月28日，网址：<http://www.mee.gov.cn/>。

⁵⁶ 检索日期：2026年1月28日，网址：<https://sthjt.jiangsu.gov.cn/>。

⁵⁷ 检索日期：2026年1月28日，网址：<https://sthj.xz.gov.cn/>。

⁵⁸ 检索日期：2026年1月28日，网址：<https://cfws.samr.gov.cn/>。

⁵⁹ 检索日期：2026年1月28日，网址：<https://scjgj.jiangsu.gov.cn/>。

⁶⁰ 检索日期：2026年1月28日，网址：<https://scjgj.xz.gov.cn/>。

⁶¹ 检索日期：2026年2月2日，网址：<http://www.mof.gov.cn/>。

⁶² 检索日期：2026年1月29日，网址：<https://czt.jiangsu.gov.cn/>。

⁶³ 检索日期：2026年1月29日，网址：<https://czj.xz.gov.cn/>。

⁶⁴ 检索日期：2026年1月29日，网址：<http://www.chinatax.gov.cn/>。

⁶⁵ 检索日期：2026年1月29日，网址：<https://jiangsu.chinatax.gov.cn/fggspt/main.html>。

⁶⁶ 检索日期：2026年1月28日，网址：<https://credit.jiangsu.gov.cn/>。

⁶⁷ 检索日期：2026年1月29日，网址：<https://jiangsu.chinatax.gov.cn/col/col8556/>。

⁶⁸ 检索日期：2026年1月29日，网址：<http://www.miit.gov.cn/>。

⁶⁹ 检索日期：2026年1月29日，网址：<https://gxt.jiangsu.gov.cn/>。

⁷⁰ 检索日期：2026年1月29日，网址：<https://gxj.xz.gov.cn/>。

属于电子认证服务行业失信机构。

(g) 经查询中华人民共和国国家发展和改革委员会网站⁷¹、“信用中国”网站、“国家企业信用信息公示系统”、江苏省发展和改革委员会网站⁷²、徐州市发展和改革委员会网站⁷³，截至检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不存在被认定为涉金融严重失信人的情形。

(h) 经查询中华人民共和国国家统计局网站⁷⁴、“信用中国”网站、“国家企业信用信息公示系统”、江苏省统计局网站⁷⁵、徐州市统计局网站⁷⁶，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不属于统计领域严重失信企业。

(i) 经查询中华人民共和国农业农村部网站⁷⁷、“信用中国”网站、“国家企业信用信息公示系统”、江苏省农业农村厅网站⁷⁸、徐州市农业农村局网站⁷⁹，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不属于农资领域严重失信生产经营单位。

(j) 经查询国家药品监督管理局网站⁸⁰、“信用中国”网站、“国家企业信用信息公示系统”、江苏省药品监督管理局网站⁸¹，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不属于食品药品生产经营严重失信者。

(k) 经查询中华人民共和国海关总署网站⁸²、“信用中国”网站、“国家企业信用信息公示系统”、“信用江苏”网站、中华人民共和国南京海关网站⁸³，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不属于海关失信企业。

(l) 经查询“国家企业信用信息公示系统”、“信用中国”网站、“信用江苏”网站、中国执行信息公开网综合查询被执行人系统、全国法院被执行人信息查询系统、全国法院失信被执行人名单信息公布与查询系统、中国证券监督管理委员会

⁷¹ 检索日期：2026年1月29日，网址：<http://www.ndrc.gov.cn/>。

⁷² 检索日期：2026年1月29日，网址：<https://fzggw.jiangsu.gov.cn/>。

⁷³ 检索日期：2026年1月29日，网址：<https://dpc.xz.gov.cn/>。

⁷⁴ 检索日期：2026年1月29日，网址：<http://www.stats.gov.cn/>。

⁷⁵ 检索日期：2026年1月29日，网址：<https://tj.jiangsu.gov.cn/>。

⁷⁶ 检索日期：2026年1月29日，网址：<https://tj.xz.gov.cn/>。

⁷⁷ 检索日期：2026年1月29日，网址：<http://www.moa.gov.cn/>。

⁷⁸ 检索日期：2026年1月29日，网址：<https://nyncj.jiangsu.gov.cn/col/col180242/index.html>。

⁷⁹ 检索日期：2026年1月29日，网址：<https://nyncj.xz.gov.cn/>。

⁸⁰ 检索日期：2026年1月29日，网址：<https://www.nmpa.gov.cn/>。

⁸¹ 检索日期：2026年1月29日，网址：<https://da.jiangsu.gov.cn/>。

⁸² 检索日期：2026年1月29日，网址：<http://www.customs.gov.cn/>。

⁸³ 检索日期：2026年1月29日，网址：http://nanjing.customs.gov.cn/nanjing_customs/sy202034/index.html。

网站⁸⁴、上海证券交易所网站⁸⁵、深圳证券交易所网站⁸⁶，在检索日（不含），汇率波动流动性差额补足义务人徐工进出口公司不存在其他因严重违法失信行为被有权机关认定为失信被执行人、重大税收违法案件当事人或者涉金融严重失信人的情形。

(2) 说明及承诺

汇率波动流动性差额补足义务人徐工进出口公司于2026年3月11日出具《说明及承诺函》，说明并承诺：自2023年1月1日起至该说明函出具之日（含该日），汇率波动流动性差额补足义务人徐工进出口公司不存在被有权部门认定为失信被执行人，不存在被认定为重大税收违法案件当事人，不存在被认定为涉金融严重失信人的情形。

(三) 流动性差额支付承诺人

专项计划项下的流动性差额支付承诺人为徐工机械，关于徐工机械的资信情况，具体请见本法律意见书第二部分正文第六条第(一)款的相关内容。

(四) 原始权益人开展资产证券化业务符合地方政府债务相关规定

徐工机械为上市公司，不属于地方政府或政府融资平台，其开展资产证券化业务不涉及地方政府债务管理的相关规定，不存在通过发行资产支持证券增加地方政府隐性债务的情形。

七、关于原始权益人及其相关人员、中介机构及其相关人员涉贿情况的专项核查意见

本所律师于2026年1月28日至2026年3月9日期间对本项目原始权益人及其相关人员、中介机构及其相关人员的涉贿情况进行了专项核查：

(一) 原始权益人及其相关人员

经查询裁判文书网⁸⁷、12309中国检察网⁸⁸、江苏检察网⁸⁹、徐州市人民检察院⁹⁰、中共中央纪律检查委员会、中华人民共和国国家监察委员会⁹¹、中共江苏省纪律检查委员会、江苏省监察委员会⁹²、中共徐州市纪律检查委员会、徐州市

⁸⁴ 检索日期：2026年1月30日，网址：<https://neris.csrc.gov.cn/shixinchaxun/>。

⁸⁵ 检索日期：2026年1月30日，网址：<http://www.sse.com.cn/>。

⁸⁶ 检索日期：2026年1月30日，网址：<https://www.szse.cn/index/index.html>。

⁸⁷ 网址：<https://wenshu.court.gov.cn/>。

⁸⁸ 网址：<https://www.12309.gov.cn/>。

⁸⁹ 网址：<https://www.jsjc.gov.cn/>。

⁹⁰ 网址：<https://xz.jsjc.gov.cn/>。

⁹¹ 网址：<https://www.ccdi.gov.cn/>。

⁹² 网址：<https://www.jssjw.gov.cn/>。

监察委员会⁹³、中华人民共和国最高人民法院⁹⁴、江苏法院网⁹⁵、徐州市中级人民法院网⁹⁶、徐州经济技术开发区人民法院⁹⁷，并根据徐工机械出具的《徐工集团工程机械股份有限公司关于不涉及行贿情况的说明》，截至查询日，原始权益人、原始权益人的实际控制人徐州工程机械集团有限公司以及原始权益人的董事、监事、高级管理人员不存在在本次项目审核阶段以行贿行为干扰资产支持证券挂牌审核的情形；不存在涉嫌行贿被立案调查或者被司法机关侦查，尚未结案的情形；近三年内不存在以下行贿行为：（1）经人民法院生效裁判认定实施行贿犯罪；（2）纪检监察机关未移送或者移送后人民检察院作出相对不起诉决定，人民法院作出无罪判决，但被人民法院生效裁判认定系受贿犯罪的行贿行为（被索贿的行贿行为除外）；（3）纪检监察机关通报的行贿行为。

（二）中介机构及其相关人员

1、计划管理人

经查询裁判文书网⁹⁸、12309 中国检察网⁹⁹、上海检察¹⁰⁰、上海市浦东新区人民检察院¹⁰¹、中共中央纪律检查委员会、中华人民共和国国家监察委员会¹⁰²、中共上海市纪律检查委员会、上海市监察委员会¹⁰³、中共浦东新区纪律检查委员会、浦东新区监察委员会¹⁰⁴、中华人民共和国最高人民法院¹⁰⁵、上海市高级人民法院¹⁰⁶、上海市第一中级人民法院网¹⁰⁷，并根据华泰资管出具的《华泰证券（上海）资产管理有限公司关于不涉及行贿情况的说明》，截至查询日，华泰资管及其相关人员（指现任法定代表人和本项目参与人员）不存在在本次项目审核阶段以行贿行为干扰资产支持证券挂牌审核的情形；不存在涉嫌行贿被立案调查或者被司法机关侦查，尚未结案的情形；近三年内不存在以下行贿行为：（1）经人民法院生效裁判认定实施行贿犯罪；（2）纪检监察机关未移送或者移送后人民检察

⁹³ 网址：<https://xzjj.gov.cn/>。

⁹⁴ 网址：<https://www.court.gov.cn/index.html>。

⁹⁵ 网址：<http://www.jsfy.gov.cn/main/index.html>。

⁹⁶ 网址：<https://xzzy.xzfy.gov.cn/index.shtml>。

⁹⁷ 网址：<http://xz.kfqfy.gov.cn/index.shtml>。

⁹⁸ 网址：<https://wenshu.court.gov.cn/>。

⁹⁹ 网址：<https://www.12309.gov.cn/>。

¹⁰⁰ 网址：<https://www.sh.jcy.gov.cn/>。

¹⁰¹ 网址：<http://www.shpudong.jcy.gov.cn/>。

¹⁰² 网址：<https://www.ccdi.gov.cn/>。

¹⁰³ 网址：<https://www.shjjc.gov.cn/>。

¹⁰⁴ 网址：<https://shanghai.12388.gov.cn/pudongxinqu/m/>。

¹⁰⁵ 网址：<https://www.court.gov.cn/index.html>。

¹⁰⁶ 网址：<https://www.hshfy.sh.cn/shfy/web/sfgk.jsp>。

¹⁰⁷ 网址：https://www.a-court.gov.cn/xxfb/no1court_412/sy_40602/index.html。

院作出相对不起诉决定，人民法院作出无罪判决，但被人民法院生效裁判认定系受贿犯罪的行贿行为（被索贿的行贿行为除外）；（3）纪检监察机关通报的行贿行为。

2、现金流预测机构

经查询裁判文书网¹⁰⁸、12309中国检察网¹⁰⁹、北京市人民检察院¹¹⁰、北京市丰台区人民检察院¹¹¹、中共中央纪律检查委员会、中华人民共和国国家监察委员会¹¹²、中共北京市纪律检查委员会、北京市监察委员会¹¹³、中共北京市丰台区纪律检查委员会、北京市丰台区监察委员会¹¹⁴、中华人民共和国最高人民法院¹¹⁵、北京法院网¹¹⁶、北京法院审判信息网¹¹⁷、北京市第二中级人民法院¹¹⁸、北京市丰台区人民法院¹¹⁹，并根据中兴华出具的《中兴华会计师事务所（特殊普通合伙）关于不涉及行贿情况的说明》，截至查询日，中兴华及其相关人员（指执行事务合伙和本项目参与人员）不存在在本次项目审核阶段以行贿行为干扰资产支持证券挂牌审核的情形；不存在涉嫌行贿被立案调查或者被司法机关侦查，尚未结案的情形；近三年内不存在以下行贿行为：（1）经人民法院生效裁判认定实施行贿犯罪；（2）纪检监察机关未移送或者移送后人民检察院作出相对不起诉决定，人民法院作出无罪判决，但被人民法院生效裁判认定系受贿犯罪的行贿行为（被索贿的行贿行为除外）；（3）纪检监察机关通报的行贿行为。

3、评级机构

经查询裁判文书网¹²⁰、12309中国检察网¹²¹、北京市人民检察院¹²²、北京市东城区人民检察院¹²³、中共中央纪律检查委员会、中华人民共和国国家监察委员会¹²⁴、中共北京市纪律检查委员会、北京市监察委员会¹²⁵、中共北京市东城区纪

¹⁰⁸ 网址：<https://wenshu.court.gov.cn/>。

¹⁰⁹ 网址：<https://www.12309.gov.cn/>。

¹¹⁰ 网址：<https://www.bjjc.gov.cn/p1/index.html>。

¹¹¹ 网址：<https://www.bjjc.gov.cn/p228/index.html>。

¹¹² 网址：<https://www.ccdi.gov.cn/>。

¹¹³ 网址：<http://www.bjsupervision.gov.cn/>。

¹¹⁴ 网址：<http://www.ftjj.gov.cn/ftjj/>。

¹¹⁵ 网址：<https://www.court.gov.cn/index.html>。

¹¹⁶ 网址：<https://bjgy.bjcourt.gov.cn/article/essearch.shtml>。

¹¹⁷ 网址：<https://www.bjcourt.gov.cn/>。

¹¹⁸ 网址：<https://bj2zy.bjcourt.gov.cn/index.shtml>。

¹¹⁹ 网址：<https://ftqfy.bjcourt.gov.cn/index.shtml>。

¹²⁰ 网址：<https://wenshu.court.gov.cn/>。

¹²¹ 网址：<https://www.12309.gov.cn/>。

¹²² 网址：<https://www.bjjc.gov.cn/p1/index.html>。

¹²³ 网址：<https://www.bjjc.gov.cn/c/dongcheng/>。

¹²⁴ 网址：<https://www.ccdi.gov.cn/>。

律检查委员会、北京市东城区监察委员会¹²⁶、中华人民共和国最高人民法院¹²⁷、北京法院网¹²⁸、北京法院审判信息网¹²⁹、北京市第二中级人民法院¹³⁰、北京市东城区人民法院¹³¹，并根据中诚信出具的《中诚信国际信用评级有限责任公司关于不涉及行贿情况的说明》，截至查询日，中诚信及其相关人员（指法定代表人）不存在在本次项目审核阶段以行贿行为干扰本次资产支持证券挂牌上市审核的情形；不存在涉嫌行贿被立案调查或者被司法机关侦查，尚未结案的情形；近三年内不存在以下行贿行为：（1）经人民法院生效裁判认定实施行贿犯罪；（2）纪检监察机关未移送或者移送后人民检察院作出相对不起诉决定，人民法院作出无罪判决，但被人民法院生效裁判认定系受贿犯罪的行贿行为（被索贿的行贿行为除外）；（3）纪检监察机关通报的行贿行为。

4、法律顾问

经查询裁判文书网¹³²、12309中国检察网¹³³、北京市人民检察院¹³⁴、北京市朝阳区人民检察院¹³⁵、中共中央纪律检查委员会、中华人民共和国国家监察委员会¹³⁶、中共北京市纪律检查委员会、北京市监察委员会¹³⁷、中共北京市朝阳区纪律检查委员会、北京市朝阳区监察委员会¹³⁸、中华人民共和国最高人民法院¹³⁹、北京法院网¹⁴⁰、北京法院审判信息网¹⁴¹、北京市第三中级人民法院¹⁴²、北京市朝阳区人民法院¹⁴³，截至查询日，北京大成律师事务所及其相关人员（指负责人和签字律师）不存在在本次项目审核阶段以行贿行为干扰资产支持证券挂牌审核的情形；不存在涉嫌行贿被立案调查或者被司法机关侦查，尚未结案的情形；近三年内不存在以下行贿行为：（1）经人民法院生效裁判认定实施行贿犯罪；（2）

¹²⁵ 网址：<http://www.bjsupervision.gov.cn/>。

¹²⁶ 网址：<https://www.dcqjw.gov.cn/>。

¹²⁷ 网址：<https://www.court.gov.cn/index.html>。

¹²⁸ 网址：<https://bjgy.bjcourt.gov.cn/index.shtml>。

¹²⁹ 网址：<https://www.bjcourt.gov.cn/>。

¹³⁰ 网址：<https://bj2zy.bjcourt.gov.cn/index.shtml>。

¹³¹ 网址：<https://dcqfy.bjcourt.gov.cn/index.shtml>。

¹³² 网址：<https://wenshu.court.gov.cn/>。

¹³³ 网址：<https://www.12309.gov.cn/>。

¹³⁴ 网址：<https://www.bjjc.gov.cn/p1/index.html>。

¹³⁵ 网址：https://www.bjjc.gov.cn/c/chaoyang/?zh_choose=n。

¹³⁶ 网址：<https://www.ccdi.gov.cn/>。

¹³⁷ 网址：<http://www.bjsupervision.gov.cn/>。

¹³⁸ 网址：https://qfcy.bjchy.gov.cn/jw/index_123.htm。

¹³⁹ 网址：<https://www.court.gov.cn/index.html>。

¹⁴⁰ 网址：<https://bjgy.bjcourt.gov.cn/article/essearch.shtml>。

¹⁴¹ 网址：<https://www.bjcourt.gov.cn/>。

¹⁴² 网址：<https://bj3zy.bjcourt.gov.cn/index.shtml>。

¹⁴³ 网址：<https://cyqfy.bjcourt.gov.cn/index.shtml>。

纪检监察机关未移送或者移送后人民检察院作出相对不起诉决定，人民法院作出无罪判决，但被人民法院生效裁判认定系受贿犯罪的行贿行为（被索贿的行贿行为除外）；（3）纪检监察机关通报的行贿行为。

八、结论

经适当核查，本所律师认为：

（一）计划管理人、原始权益人/资产服务机构/流动性差额支付承诺人具备必备的主体资格并取得了合法有效的内部授权。

（二）专项计划文件的约定不违反现行有效的法律和行政法规的强制性规定，在专项计划文件约定的相关生效条件全部满足后，专项计划文件构成相关当事人的合法的、有效的和有约束力的义务，专项计划文件的相关当事人可按照该等文件的条款主张权利，除非该等权利主张受到破产清算、重整、和解或其他类似法律的限制。

（三）计划管理人根据《认购协议》《标准条款》和《计划说明书》及其他专项计划文件拟设立的专项计划符合中国法律的有关规定，每期专项计划在满足该期专项计划规定的设立条件后可以有效设立，但应当根据《管理规定》的规定在专项计划设立日起五个工作日内向中国基金业协会备案并抄送计划管理人住所地中国证监会派出机构（如监管机构要求）。

九、承诺

本所根据《民法典》《管理规定》等规定，按照律师行业公认的业务标准、道德规范和勤勉尽责的精神，对有关文件和事实进行了核查，出具了以上法律意见，本所承诺该等法律意见真实、准确、完整。

本法律意见书仅供徐工机械作为原始权益人、华泰资管作为计划管理人设立专项计划之目的使用，不得用作任何其他目的。

本所同意将本法律意见书作为申请专项计划必备的法定文件，并依法对所出具的法律意见承担责任。

（以下无正文）

(此页无正文，为《北京大成律师事务所关于徐工机械应收账款第5期资产支持
专项计划之法律意见书》的签署页)

北京大成律师事务所(公章)

负责人: 袁华之

袁华之

经办律师: 张丽娜

张丽娜

经办律师: 胡继东

胡继东

2026年3月12日

附件一：当地律师意见（另附）

February 26th, 2026

To

XCMG Construction Machinery Co., Ltd.

Via e-mail

C/O Lina Zhang

zhang.lina@dentons.cn

Re: Legal opinion on the incorporation and the legal existence of Timbro S.A.

Dear all,

In response to your inquiry, we hereby submit our legal opinion concerning the validity of incorporation and legal existence of **Timbro Trading S.A. ("Company")** under the laws of the Federative Republic of Brazil.

1. Introduction

1.1. Basis of Instructions

We have been requested to provide this opinion with respect to the validity of incorporation and legal existence of the Company under Brazilian law ("**Opinion**").

1.2. Documents covered by this Opinion

1.2.1. For the purposes of issuing this Opinion, we have reviewed each of the documents listed in Appendix 1.

1.2.2. On February 25th, 2026, we carried out online searches at the Brazilian Federal Revenue Service (*Receita Federal do Brasil*) and at the Commercial Registry of the State of Espírito Santo (*Junta Comercial do Estado do Espírito Santo*) (together, the "**Company Searches**"). The Company Searches did not reveal:

- (a) Any order or resolution for the winding up of the Company;
- (b) Any order for the administration of the Company; or
- (c) Any notice of appointment in respect of the Company of a liquidator or judicial administrator.

1.3. Scope of the Opinion

1.3.1. This Opinion is strictly limited to matters governed by Brazilian law as interpreted and applied by Brazilian courts as of the date hereof. We undertake no obligation to update this Opinion to reflect changes in the law or in factual circumstances occurring after the date of issuance.

1.3.2. We register that, pursuant to Brazilian law, companies may submit to extrajudicial reorganization proceedings, which may not be subject to public disclosure as judicial reorganization cases. Accordingly, and without the benefit of a comprehensive legal due diligence specifically conducted for such purpose, we are not able to conclusively confirm that the company is not subject to an extrajudicial reorganization proceeding.

1.3.3. Beijing Dacheng Law Offices, LLP may, to the extent relevant, refer to this Legal Opinion in the statements they will make regarding Timbro Trading S.A. in the legal opinion to be prepared for XCMG Construction Machinery Co., Ltd.

2. Opinion

2.1. Status

2.1.1. The Company is a privately held corporation duly incorporated and registered under the laws of Brazil. The Company was incorporated on October 10, 2010, and it is registered with the Commercial Registry of the State of Espírito Santo under the company registration identification number (*NIRE – Número de Identificação do Registro de Empresas*) No. 32.300.042.520 and under the taxpayer identification number, provided by the Brazilian Federal Revenue Service (*CNPJ – Cadastro Nacional de Pessoas Jurídicas*), No. 12.116.971/0001-80. Both the Commercial Registry of the State of Espírito Santo and the Brazilian Federal Revenue Service state that the registrations are active and that the Company is regularly operating.

2.1.2. The Company is validly existing under the laws of the Federative Republic of Brazil.

2.1.3. As of the date of the Company Searches, the Company is not subject of any judicial liquidation, administration, reorganization, or administrative reorganization proceedings.

2.2. Shares ownership

2.2.1. Company's corporate type is translated as prescribed by Brazilian Legislation as "Anonymous Corporation" (*Sociedade Anônima*) meaning shares ownership information are restricted to Company's share ownership books.

2.3. Representation

2.3.1. The registered Directors of the Company are:

- (i) Jorge Jose Ribeiro Coutinho Guinle;
- (ii) Bruno Colonna Romano Russo.

2.4. Capital Stock

2.4.1. As the date of the Company Searches, the subscribed and fully paid-in capital stock of the Company amounts to R\$ 200.000.000,00.

3. Authenticity Provision

The scanned copy of this legal opinion transmitted electronically shall be deemed valid, and shall have equal force as the original instrument. In case of any discrepancy between the electronic version and the original, the electronically scanned copy shall prevail.

4. Caveat

This Opinion has been prepared by us in our capacity as attorneys licensed to practice law in Brazil and reflects our interpretation of Brazilian law in force on the date hereof. We do not express any opinion regarding the laws of any jurisdiction other than Brazil.

We remain at your disposal for any further clarifications to this Opinion.

Yours truly,



Pinhão e Koiffman Advogados

Nelson Koiffman

Felipe Carneiro Ribeiro de Assis

Appendix 1

1.1. Taxpayer Identification Number ("CNPJ – Cadastro Nacional de Pessoas Jurídicas") Card

REPÚBLICA FEDERATIVA DO BRASIL		
CADASTRO NACIONAL DA PESSOA JURÍDICA		
<small>NUMERO DE INSCRIÇÃO</small> 12.116.971/0001-80 <small>MATRIZ</small>	<small>COMPROVANTE DE INSCRIÇÃO E DE SITUAÇÃO</small> CADASTRAL	<small>DATA DE ABERTURA</small> 10/06/2010
<small>NOME EMPRESARIAL</small> TIMBRO TRADING S.A.		
<small>CODIGO E DESCRIÇÃO DAS ATIVIDADES ECONÔMICAS SECUNDARIAS</small> 46.46-0-01 - Comércio atacadista de cosméticos e produtos de perfumaria 46.46-0-02 - Comércio atacadista de produtos de higiene pessoal 46.49-4-03 - Comércio atacadista de produtos de higiene, limpeza e conservação domiciliar 46.49-4-99 - Comércio atacadista de outros equipamentos e artigos de uso pessoal e doméstico não especificados anteriormente 46.61-3-00 - Comércio atacadista de máquinas, aparelhos e equipamentos para uso agropecuário; partes e peças 46.62-1-00 - Comércio atacadista de máquinas, equipamentos para terraplenagem, mineração e construção; partes e peças 46.63-0-00 - Comércio atacadista de Máquinas e equipamentos para uso industrial; partes e peças 46.64-8-00 - Comércio atacadista de máquinas, aparelhos e equipamentos para uso odonto-médico-hospitalar; partes e peças 46.69-9-99 - Comércio atacadista de outras máquinas e equipamentos não especificados anteriormente; partes e peças 46.81-8-01 - Comércio atacadista de álcool carburante, biodiesel, gasolina e demais derivados de petróleo, exceto lubrificantes, não realizado por transportador retalhista (T.R.R.) 46.81-8-05 - Comércio atacadista de lubrificantes 46.84-2-99 - Comércio atacadista de outros produtos químicos e petroquímicos não especificados anteriormente 46.86-9-02 - Comércio atacadista de embalagens 46.89-3-01 - Comércio atacadista de produtos da extração mineral, exceto combustíveis 46.91-5-00 - Comércio atacadista de mercadorias em geral, com predominância de produtos alimentícios 52.11-7-99 - Depósitos de mercadorias para terceiros, exceto armazéns gerais e guarda-móveis 52.50-8-01 - Comissária de despachos 52.50-8-04 - Organização logística do transporte de carga 64.63-8-00 - Outras sociedades de participação, exceto holdings 70.20-4-00 - Atividades de consultoria em gestão empresarial, exceto consultoria técnica específica		
<small>CODIGO E DESCRIÇÃO DA NATUREZA JURÍDICA</small> 205-4 - Sociedade Anônima Fechada		
<small>LOGRADOURO</small> R JOSE ALEXANDRE BUAIZ	<small>NUMERO</small> 300	<small>COMPLEMENTO</small> SALA: 1001; EDIF: WORK CENTER OFFICE;
<small>CEP</small> 29.050-545	<small>MUNICIPIO/ESTADO</small> ENSEADA DO SUA	<small>MUNICIPIO</small> VITORIA
<small>ENDEREÇO ELETRÔNICO</small> FISCAL@TIMBROTRADING.COM	<small>TELEFONE</small> (11) 4302-2100	
<small>ENTE FEDERATIVO RESPONSÁVEL (EFR)</small> *****		
<small>SITUAÇÃO CADASTRAL</small> ATIVA	<small>DATA DA SITUAÇÃO CADASTRAL</small> 10/06/2010	
<small>MOTIVO DE SITUAÇÃO CADASTRAL</small> *****		
<small>SITUAÇÃO ESPECIAL</small> *****	<small>DATA DA SITUAÇÃO ESPECIAL</small> *****	

Este documento foi assinado eletronicamente por Felipe Carneiro Ribeiro de Assis e Nelson Koiffman. Para verificar as assinaturas vá ao site <http://assinaturas.certisign.com.br> e utilize o código AE76-4B34-E013-A899.

1.2. Public registration of the Company with the Commercial Registry of the State of Espírito Santo.



Dados Cadastrais

ATENÇÃO,

A Entidade de Registro está realizando o recadastramento de todas as empresas em sua base de dados. Antes de prosseguir com a sua solicitação, verifique se os dados apresentados abaixo estão de acordo com a última alteração contratual.

Dados da matriz registrados na Junta Comercial

Situação Empresarial:

ATIVA

Último Arquivamento:

19/02/2026

Início das Atividades:

10/06/2010

Data Constituição:

10/06/2010

Termino das Atividades:

Identificação

Razão Social:

TIMBRO TRADING S.A.

Porte

Demais

NIRE:

32300042520

Capital Social:

200.000.000,00

CNPJ:

12.116.971/0001-80

Capital Integralizado:

200.000.000,00

Natureza Jurídica:

Sociedade Anônima Fechada

Endereço e Contato

CEP:

29050-545

Complemento:

SL1001;EDIF WORK CENTER OFFICE

Município:

Vitória

Número:

300

Bairro:

ENSEADA DO SUA

Email:

Isouza@asapdocumentos.com.br

Tipo Logradouro:

RUA

Este documento foi assinado eletronicamente por Felipe Carneiro Ribeiro de Assis e Nelson Koiffman.
Para verificar as assinaturas vá ao site <http://assinaturas.certisign.com.br> e utilize o código AE76-4B34-E013-A899.



PROTOCOLO DE ASSINATURA(S)

O documento acima foi proposto para assinatura digital na plataforma Certisign Assinaturas. Para verificar as assinaturas clique no link: <http://assinaturas.certisign.com.br/Verificar/AE76-4B34-E013-A899> ou vá até o site <http://assinaturas.certisign.com.br> e utilize o código abaixo para verificar se este documento é válido.

Código para verificação: AE76-4B34-E013-A899



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- Felipe Carneiro Ribeiro de Assis (Signatário) - 153.788.567-79 em 06/03/2026 16:36 UTC-03:00

Tipo: Assinatura Eletrônica

Evidências

Client Timestamp Fri Mar 06 2026 16:37:51 GMT-0300 (Horário Padrão de Brasília)

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Assinatura:

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- Nelson Koiffman (Signatário) - 205.377.178-03 em 06/03/2026 16:28 UTC-03:00

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Evidências

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IP 177.98.70.208

Identificação: Por email: nkoiffman@pk.adv.br

Assinatura:

Nelson K.

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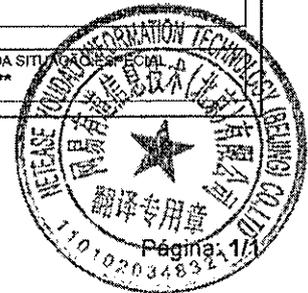
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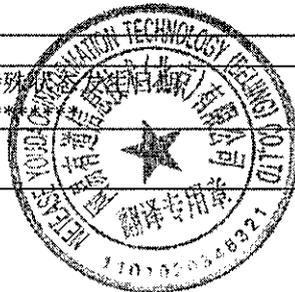
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NOME EMPRESARIAL PINHAO E KOIFFMAN ADVOGADOS		
TÍTULO DO ESTABELECIMENTO (NOME DE FANTASIA) *****		FORTE DEMAIS
CÓDIGO E DESCRIÇÃO DA ATIVIDADE ECONÔMICA PRINCIPAL 69.11-7-01 - Serviços advocatícios		
CÓDIGO E DESCRIÇÃO DAS ATIVIDADES ECONÔMICAS SECUNDÁRIAS Não informada		
CÓDIGO E DESCRIÇÃO DA NATUREZA JURÍDICA 223-2 - Sociedade Simples Pura		
LOGRADOURO AV DR CARDOSO DE MELO	NÚMERO 1340	COMPLEMENTO ANDAR 4 E 12 CONJ 41
CEP 04.548-004	BAIRRO/DISTRITO VILA OLÍMPIA	MUNICÍPIO SÃO PAULO
		UF SP
ENDEREÇO ELETRÔNICO DFNASCIMENTO@PK.ADV.BR		TELEFONE (11) 3054-1020/ (11) 3115-0080
ENTE FEDERATIVO RESPONSÁVEL (EFR) *****		
SITUAÇÃO CADASTRAL ATIVA		DATA DA SITUAÇÃO CADASTRAL 03/11/2005
MOTIVO DE SITUAÇÃO CADASTRAL		
SITUAÇÃO ESPECIAL *****		DATA DA SITUAÇÃO ESPECIAL *****

Aprovado pela Instrução Normativa RFB nº 2.119, de 06 de dezembro de 2022.

Emitido no dia 28/04/2025 às 05:46:53 (data e hora de Brasília).



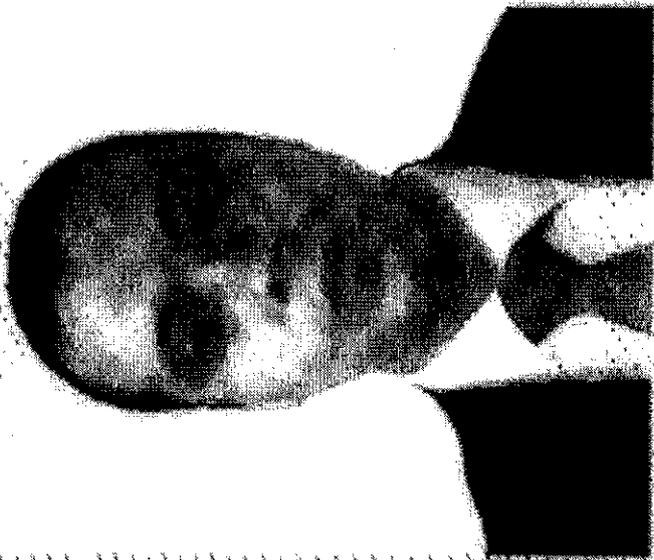
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注册号码 00.609.783/0001-05 总部	注册证明和注册状态	成立日期 1995年04月04日
公司名称 皮尼奥和科伊夫曼律师事务所		
商业别称 (虚构名称) *****		企业规模 其他类型
主要经济活动代码及描述 69.11-7-01 - 法律服务		
次要经济活动代码及描述 未申报		
法律性质代码及描述 223-2 - 普通合伙制企业		
经营地址 卡多索·德梅洛博士大道	编号 1340	附加信息 41 单元 4 层和 12 层
邮政编码 04.548-004	街区/区域 奥林匹亚区	市 圣保罗
		州 圣保罗州
电子邮件地址 DFNASCIMENTO@PK.ADV.BR		电话 (11) 3054-1020/ (11) 3115-0080
负责联邦实体 (EFR) *****		
登记状态 激活	登记状态日期 2005年11月03日	
登记状态原因		
特殊状态 *****	特殊 *****	



根据 2022 年 12 月 06 日颁布的 RFB 第 2.119 号规范指令批准。
 于 2025 年 04 月 28 日 05:46:53 (巴西利亚时间) 发出。

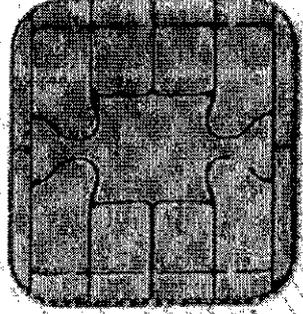
TEM FÉ PÚBLICA EM TODO O TERRITÓRIO NACIONAL 16773086

USO OBRIGATÓRIO
IDENTIDADE CIVIL PARA TODOS OS FINS LEGAIS
(Art. 13 da Lei nº 8.906/94)



ASSINATURA DO PORTADOR

[Handwritten signature]



OBSERVAÇÕES

ORDEM DOS ADVOGADOS DO BRASIL
CONSELHO SECCIONAL DO RIO DE JANEIRO
IDENTIDADE DE ADVOGADO

NOME
FELIPE CARNEIRO RIBEIRO DE ASSIS

FILIAÇÃO
JOSÉ EDUARDO RIBEIRO DE ASSIS
PRISCILA VIEGAS CARNEIRO RIBEIRO

NATURALIDADE
RIO DE JANEIRO-RJ

DATA DE NASCIMENTO
25/08/1997

RG
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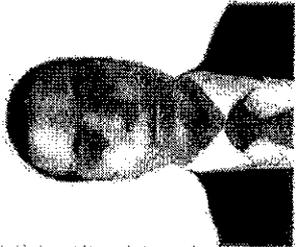
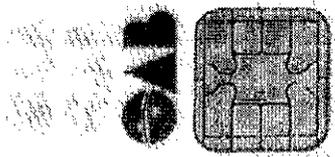
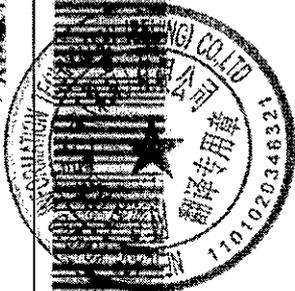
CPE
153.788.567-79

VIA
EXPEDIDO EM
01 24/09/2021



Carla de Assis
CARLA DE ASSIS
BONFIM DE ARAUJO BANDEIRA ARANTES
PRESIDENTE

INSCRIÇÃO:
236967

	<p>在全国范围内具有公共信任</p>	<p>16773086</p>
<p>强制性使用 具有完全法律效力的民事身份证明 (依据 1994 年第 8.906 号法律第 13 条)</p>	 <p>持有人签名</p> 	 <p>备注</p>
 		

巴西律师协会
里约热内卢分会
律师执业身份证

姓名
费利佩·卡内罗·里贝罗·德·阿西斯

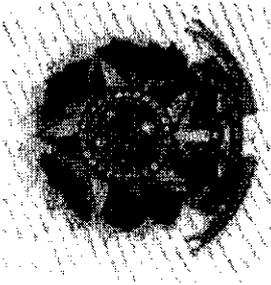
父母
何塞·爱德华多·里贝罗·德·阿西斯
普里西拉·维埃加斯·卡内罗·里贝罗

出生日期:
1997年08月25日
巴西个人税号
153.788.567-79
版本
01 2021年09月24日
签发日期

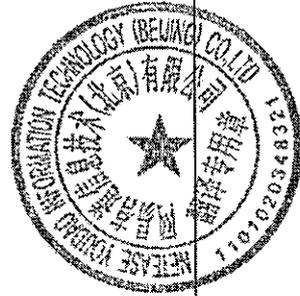
籍贯
里约热内卢州-里约热内卢市
身份证号
29.680.632-6-DETRAN-RJ

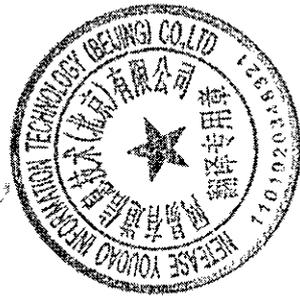


卢西亚诺·班代拉·阿兰特斯主席



注册号:
236967

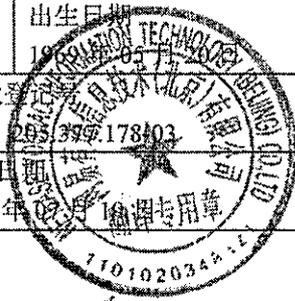




备注	<p>签发人签名</p>  <p>签名/</p>	 <p>巴西律师协会 圣保罗分会 (印章)</p>  
----	--	--

巴西律师协会
 圣保罗分会
 律师执业身份证

注册号 125801	注册日期 1994年07月19日	有效期 永久有效
姓名 纳尔逊·科伊夫曼		
父母 杰米·诺伊夫曼 法尼·科伊夫特曼		
国籍 巴西		出生日期 1953年11月17日
身份证号 17.587.410-SSP-SP	自由执业登记 205399178403	
证件编号 127001	版本 第一正本	签发日期 1994年07月19日



依据第 421563 号法律设立

持有人签名

Nelson Kuhlmann

纳尔逊·科伊夫曼 /签名/

19 February 2026

XCMG Construction Machinery Co., Ltd.
26 Tuolan Road, Xuzhou Economic and
Technological Development Zone,
Jiangsu Province, China

Gentlemen:

RE: Legal Opinion on the due incorporation and valid existence of Target Companies

This opinion has been prepared for XCMG Construction Machinery Co., Ltd. (the "**Company**") regarding their Asset Backed Securitization of Accounts Receivables (the "**Transaction**"). We have been appointed to review and opine on the due incorporation and valid existence in the Philippines of the following Target Companies:

1. **XCMG Philippines Inc.**
2. **Primeworld Land Holdings Inc.**

In preparing this Opinion, we have only examined the following:

1. Relevant Philippine laws and regulations;
2. SEC CRMD Order In the Matter of: Suspension of Corporations for Non-Filing of Reportorial Requirements dated 16 February 2024;
3. Copies of the Certificate of Incorporation, Articles of Incorporation and By-Laws of XCMG Philippines Inc.
4. Copy of the Certificate of Filing of Amended Articles of Incorporation of XCMG Philippines Inc. dated 9 June 2025, amending the principal office address;
5. Copy of the 2024 General Information Sheet of XCMG Philippines Inc.;
6. Copies of the Certificate of Incorporation, Articles of Incorporation and By-Laws of Primeworld Land Holdings Inc. (formerly, Primeworld Construction and Development Corporation); and
7. Copy of the Certificate of Filing of Amended Articles of Incorporation of Primeworld Land Holdings Inc. dated 27 December 2018, amending Article VII; and
8. Copy of the 2025 General Information Sheet of Primeworld Land Holdings Inc.

For purposes of this Opinion, we have assumed that all of the documents reviewed are authentic and complete and all signatures appearing thereon are genuine and that copies of the documents reviewed are true and complete copies of the originals.

By this letter, we, PJS LAW, hereby confirm that:

1. **XCMG Philippines Inc.** was duly incorporated as a stock corporation with the SEC on 5 February 2018 with the company registration number CS201800524; and

MEMBER OF DENTONS

2. **Primeworld Land Holdings Inc.** was duly incorporated as a stock corporation with the SEC on 6 September 2010 with the company registration number CS201014279 under the corporate name Primeworld Construction and Development Corporation

We hereby further confirm that, as of the date hereof, the aforesaid Target Companies are still validly existing under Philippine laws. Further details of the Target Companies as currently shown in the public records are as described in the copies of their respective General Information Sheets filed with the SEC and attached herewith for your reference:

1. **Annex A** – 2024 General Information Sheet of XCMG Philippines Inc.;
2. **Annex B** – 2025 General Information Sheet of Primeworld Land Holdings Inc.

This Opinion is confined to matters of Philippine law and no opinion is expressed as to the laws of any other jurisdiction. In addition, this Opinion is based upon the law, documents and circumstances prevailing and known to us at the time of its issuance. We do not undertake to advise of any changes to the statements expressed herein resulting from (a) a change in law, regulations, or interpretation thereof, (b) matters that hereafter arise or be brought to our attention, if any of such facts or circumstances should change, or (c) any additional facts or circumstances made known to us subsequent to the issuance of this Opinion.

This Opinion is furnished by us solely at the Company's request in connection with the Transaction. Consequently, the Company may only rely on this Opinion for matters connected with the Transaction. This Opinion shall not be transmitted to any other party, nor may it be relied upon by anyone else for any other purpose.

The scanned copy of this legal opinion sent by electronic mail shall be the legal opinion in force, and the original legal opinion shall be consistent with the electronically scanned copy. In case of any discrepancy, the scanned copy of the legal opinion sent by electronic mail shall prevail.

Yours faithfully,

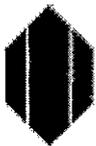
PUYAT JACINTO & SANTOS

By:



MARIA RAQUEL S. CHAVEZ

Partner



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/messages@sec.gov.ph



ANNEX "A"

The following document has been received:

Receiving: ARIEL FETALVO

Receipt Date and Time: February 11, 2025 05:39:22 PM

Company Information

SEC Registration No.: CS201800524

Company Name: XCMG PHILIPPINES INC.

Industry Classification: G466

Company Type: Stock Corporation

Document Information

Document ID: OST10211202583060969

Document Type: GENERAL_INFORMATION_SHEET

Document Code: GIS

Period Covered: October 18, 2024

Submission Type: Annual Meeting

Remarks: None

Acceptance of this document is subject to review of forms and contents

GENERAL INFORMATION SHEET (GIS)
FOR THE YEAR 2024
STOCK CORPORATION

GENERAL INSTRUCTIONS:

1. FOR USER CORPORATION: THIS GIS SHOULD BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS FROM THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING. DO NOT LEAVE ANY ITEM BLANK. WRITE "N.A." IF THE INFORMATION REQUIRED IS NOT APPLICABLE TO THE CORPORATION OR "NONE" IF THE INFORMATION IS NON-EXISTENT. IF THE ANNUAL STOCKHOLDERS' MEETING IS HELD ON A DATE OTHER THAN THAT STATED IN THE BY-LAWS, THE GIS SHALL BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS AFTER THE ELECTION OF THE DIRECTORS, TRUSTEES AND OFFICERS OF THE CORPORATION AT THE ANNUAL MEMBERS' MEETING.
2. IF NO MEETING IS HELD, THE CORPORATION SHALL SUBMIT THE GIS NOT LATER THAN JANUARY 30 OF THE FOLLOWING YEAR. HOWEVER, SHOULD AN ANNUAL STOCKHOLDERS' MEETING BE HELD THEREAFTER, A NEW GIS SHALL BE SUBMITTED/FILED.
3. THIS GIS SHALL BE ACCOMPLISHED IN ENGLISH AND CERTIFIED AND SWORN TO BY THE CORPORATE SECRETARY OF THE CORPORATION.
4. THE SEC SHOULD BE TIMELY APPRISED OF RELEVANT CHANGES IN THE SUBMITTED INFORMATION AS THEY ARISE. FOR CHANGES RESULTING FROM ACTIONS THAT AROSE BETWEEN THE ANNUAL MEETINGS, THE CORPORATION SHALL SUBMIT AMENDED GIS CONTAINING THE NEW INFORMATION TOGETHER WITH A COVER LETTER SIGNED THE CORPORATE SECRETARY OF THE CORPORATION. THE AMENDED GIS AND COVER LETTER SHALL BE SUBMITTED WITHIN SEVEN (7) DAYS AFTER SUCH CHANGE OCCURED OR BECAME EFFECTIVE.
5. SUBMIT FOUR (4) COPIES OF THE GIS TO THE RECEIVING SECTION AT THE SEC MAIN OFFICE, OR TO SEC SATELLITE OFFICES OR EXTENSION OFFICES. ALL COPIES SHALL UNIFORMLY BE ON A4 OR LETTER-SIZED PAPER. THE PAGES OF ALL COPIES SHALL USE ONLY ONE SIDE
6. ONLY THE GIS ACCOMPLISHED IN ACCORDANCE WITH THESE INSTRUCTIONS SHALL BE CONSIDERED AS HAVING BEEN FILED.
7. THIS GIS MAY BE USED AS EVIDENCE AGAINST THE CORPORATION AND ITS RESPONSIBLE DIRECTORS/OFFICERS FOR ANY VIOLATION OF EXISTING LAWS, RULES AND REGULATIONS

***** PLEASE PRINT LEGIBLY *****

CORPORATE NAME: XCMG PHILIPPINES INC.		DATE REGISTERED: February 5, 2018	
BUSINESS/TRADE NAME: XCMG PHILIPPINES INC.		FISCAL YEAR END: December 31	
SEC REGISTRATION NUMBER: CS201800524		CORPORATE TAX IDENTIFICATION NUMBER (TIN): 009-949-699-000	
DATE OF ANNUAL MEETING PER BY-LAWS: OCTOBER 18 OF EACH YEAR		WEBSITE/URL ADDRESS: N/A	
ACTUAL DATE OF ANNUAL MEETING: October 18, 2024		E-MAIL ADDRESS: xcmgph.ac@gmail.com	
COMPLETE PRINCIPAL OFFICE ADDRESS: 18A TRAFALGAR PLAZA, NO. 105 H.V DELA COSTA ST., SALCEDO VILLAGE, MAKATI CITY		FAX NUMBER:	
COMPLETE BUSINESS ADDRESS: 18A TRAFALGAR PLAZA, NO. 105 H.V DELA COSTA ST., SALCEDO VILLAGE, MAKATI CITY		OFFICIAL E-MAIL ADDRESS	ALTERNATE MOBILE NUMBER
OFFICIAL E-MAIL ADDRESS xcmgph.ac@gmail.com	ALTERNATE E-MAIL ADDRESS xcmgph@gmail.com	OFFICIAL MOBILE NUMBER 0915-309-2998	ALTERNATE MOBILE NUMBER 0956-156-1980
NAME OF EXTERNAL AUDITOR & ITS SIGNING PARTNER: GERARDO J. OROSCO, CPA		SEC ACCREDITATION NUMBER (if applicable): N/A	TELEPHONE NUMBER(S): N/A
PRIMARY PURPOSE/ACTIVITY/INDUSTRY PRESENTLY ENGAGED IN: To engage in buying, selling, distributing, importing, exporting, marketing at wholesale, leasing, insofar as may be permitted by law, all kinds of construction machineries and its parts and accessories		INDUSTRY CLASSIFICATION: WHOLESALE OF MACHINERY, EQUIPMENT AND SUPPLIES	GEOGRAPHICAL CODE:
***** INTERCOMPANY AFFILIATIONS *****			
PARENT COMPANY	SEC REGISTRATION NO.	ADDRESS	
N/A	N/A	N/A	
SUBSIDIARY/AFFILIATE	SEC REGISTRATION NO.	ADDRESS	
N/A	N/A	N/A	

NOTE: USE ADDITIONAL SHEET IF NECESSARY



**GENERAL INFORMATION SHEET
STOCK CORPORATION**

===== PLEASE PRINT LEGIBLY =====

Corporate Name:

XCMG PHILIPPINES INC.

A. Is the Corporation a covered person under the Anti Money Laundering Act (AMLA), as amended? (Rep. Acts. 9160/9164/10167/10365) Yes No

Please check the appropriate box:

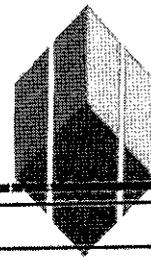
<p>1.</p> <p><input type="checkbox"/> a. Banks</p> <p><input type="checkbox"/> b. Offshore Banking Units</p> <p><input type="checkbox"/> c. Quasi-Banks</p> <p><input type="checkbox"/> d. Trust Entities</p> <p><input type="checkbox"/> e. Non-Stock Savings and Loan Associations</p> <p><input type="checkbox"/> f. Pawnshops</p> <p><input type="checkbox"/> g. Foreign Exchange Dealers</p> <p><input type="checkbox"/> h. Money Changers</p> <p><input type="checkbox"/> i. Remittance Agents</p> <p><input type="checkbox"/> j. Electronic Money Issuers</p> <p><input type="checkbox"/> k. Financial Institutions which Under Special Laws are subject to Bangko Sentral ng Pilipinas' (BSP) supervision and/or regulation, including their subsidiaries and affiliates.</p>	<p>4. <input type="checkbox"/> Jewelry dealers in precious metals, who, as a business, trade in precious metals</p>
<p>2.</p> <p><input type="checkbox"/> a. Insurance Companies</p> <p><input type="checkbox"/> b. Insurance Agents</p> <p><input type="checkbox"/> c. Insurance Brokers</p> <p><input type="checkbox"/> d. Professional Reinsurers</p> <p><input type="checkbox"/> e. Reinsurance Brokers</p> <p><input type="checkbox"/> f. Holding Companies</p> <p><input type="checkbox"/> g. Holding Company Systems</p> <p><input type="checkbox"/> h. Pre-need Companies</p> <p><input type="checkbox"/> i. Mutual Benefit Association</p> <p><input type="checkbox"/> j. All Other Persons and entities supervised and/or regulated by the Insurance Commission (IC)</p>	<p>5. <input type="checkbox"/> Jewelry dealers in precious stones, who, as a business, trade in precious stone</p>
<p>3.</p> <p><input type="checkbox"/> a. Securities Dealers</p> <p><input type="checkbox"/> b. Securities Brokers</p> <p><input type="checkbox"/> c. Securities Salesman</p> <p><input type="checkbox"/> d. Investment Houses</p> <p><input type="checkbox"/> e. Investment Agents and Consultants</p> <p><input type="checkbox"/> f. Trading Advisors</p> <p><input type="checkbox"/> g. Other entities managing Securities or rendering similar services</p> <p><input type="checkbox"/> h. Mutual Funds or Open-end Investment Companies</p> <p><input type="checkbox"/> i. Close-end Investment Companies</p> <p><input type="checkbox"/> j. Common Trust Funds or Issuers and other similar entities</p> <p><input type="checkbox"/> k. Transfer Companies and other similar entities</p> <p><input type="checkbox"/> l. Other entities administering or otherwise dealing in currency, commodities or financial derivatives based there on</p> <p><input type="checkbox"/> m. Entities administering or otherwise dealing in valuable objects</p> <p><input type="checkbox"/> n. Entities administering or otherwise dealing in cash Substitutes and other similar monetary instruments or property supervised and/or regulated by the Securities and Exchange Commission (SEC)</p>	<p>6. Company service providers which, as a business, provide any of the following services to third parties:</p> <p><input type="checkbox"/> a. acting as a formation agent of juridical persons</p> <p><input type="checkbox"/> b. acting as (or arranging for another person to act as) a director or corporate secretary of a company, a partner of a partnership, or a similar position in relation to other juridical persons</p> <p><input type="checkbox"/> c. providing a registered office, business address or accommodation, correspondence or administrative address for a company, a partnership or any other legal person or arrangement</p> <p><input type="checkbox"/> d. acting as (or arranging for another person to act as) a nominee shareholder for another person</p>
<p>7. Persons who provide any of the following services:</p> <p><input type="checkbox"/> a. managing of client money, securities or other assets</p> <p><input type="checkbox"/> b. management of bank, savings or securities accounts</p> <p><input type="checkbox"/> c. organization of contributions for the creation, operation or management of companies</p> <p><input type="checkbox"/> d. creation, operation or management of juridical persons or arrangements, and buying and selling business entities</p>	<p>8. <input checked="" type="checkbox"/> None of the above</p>
<p>B. Has the Corporation complied with the requirements on Customer Due Diligence (CDD) or Know Your Customer (KYC), record-keeping, and submission of reports under the AMLA, as amended, since the last filing of its GIS?</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>Describe nature of business: WHOLESALE OF MACHINERY, EQUIPMENT AND SUPPLIES</p>	

GENERAL INFORMATION SHEET
STOCK CORPORATION



PLEASE PRINT LEGIBLY

CORPORATE NAME: XCMG PHILIPPINES INC.							
CAPITAL STRUCTURE							
AUTHORIZED CAPITAL STOCK							
	TYPE OF SHARES *	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (PhP) (No. of shares X Par/Stated Value)			
	COMMON	10,500,000	1.00	10,500,000.00			
TOTAL		10,500,000	TOTAL P	10,500,000.00			
SUBSCRIBED CAPITAL							
FILIPINO	NO. OF STOCK-HOLDERS	TYPE OF SHARES *	NUMBER OF SHARES	NUMBER OF SHARES IN THE HANDS OF THE PUBLIC **	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP
TOTAL			TOTAL	TOTAL P			
FOREIGN (INDICATE BY NATIONALITY)	NO. OF STOCK-HOLDERS	TYPE OF SHARES *	NUMBER OF SHARES	NUMBER OF SHARES IN THE HANDS OF THE PUBLIC **	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP
CHINESE	3	COMMON	10,500,000		1.00	10,500,000.00	100%
TOTAL			TOTAL	TOTAL P			
Percentage of Foreign Equity:		TOTAL	10,500,000	TOTAL	TOTAL P	10,500,000.00	100%
				TOTAL SUBSCRIBED P	10,500,000.00		
PAID-UP CAPITAL							
FILIPINO	NO. OF STOCK-HOLDERS	TYPE OF SHARES *	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP	
TOTAL			TOTAL	TOTAL P			
FOREIGN (INDICATE BY NATIONALITY)	NO. OF STOCK-HOLDERS	TYPE OF SHARES *	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP	
CHINESE	3	COMMON	10,500,000	1.00	10,500,000.00	100%	
TOTAL			TOTAL	TOTAL P			
100.00 %		TOTAL	10,500,000	TOTAL P	10,500,000.00		
				TOTAL PAID-UP P	10,500,000.00		
NOTE: USE ADDITIONAL SHEET IF NECESSARY							
* Common, Preferred or other classification							
** Other than Directors, Officers, Shareholders owning 10% of outstanding shares.							



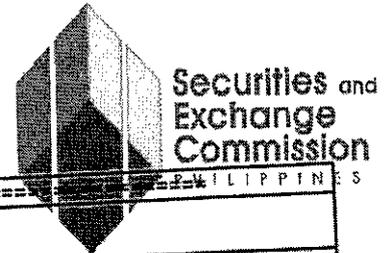
GENERAL INFORMATION SHEET
STOCK CORPORATION
PLEASE PRINT LEGIBLY

CORPORATE NAME: XCMG PHILIPPINES INC.

DIRECTORS / OFFICERS								
NAME/CURRENT RESIDENTIAL ADDRESS	NATIONALITY	INC'R	BOARD	GENDER	STOCK HOLDER	OFFICER	EXEC. COMM.	TAX IDENTIFICATION NUMBER
1. DU YU JIA BLK 9 LOT 5 WEST WING VILLAS, TALIPAPA, QUEZON CITY	CHINESE	Y	C	M	Y	PRESIDENT	N/A	395-275-299-000
2. ZHEN ZONGMIAO LOT 19 BLK 8 PH 2 DIAMOND HEIGHTS, BRGY 1-A (POB), DAVAO CITY	CHINESE	N	M	M	Y	VICE PRESIDENT	N/A	730-848-682-000
3. ZHAO YUNYUN BLK 9 LOT 5 WEST WING VILLAS, TALIPAPA, QUEZON CITY	CHINESE	N	M	M	Y	TREASURER	N/A	512-282-097-000
4. KATHERINE ANN CUA HO QUIJADA STREET ST JOSEPH CMPD GUADALUPE CBBU CITY	FILIPINO	N	M	F	N	CORP. SECRETARY	N/A	216-810-759-000
5. - NOTHING FOLLOWS -								
6.								
7.								
8.								
9.								
10.								
11.								
12.								
13.								
14.								
15.								

INSTRUCTION:
 FOR SEX COLUMN, PUT "F" FOR FEMALE, "M" FOR MALE.
 FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR.
 FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT.
 FOR STOCKHOLDER COLUMN, PUT "Y" IF A STOCKHOLDER, "N" IF NOT.
 FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON.
 FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE; "A" FOR AUDIT COMMITTEE; "N" FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER.

**GENERAL INFORMATION SHEET
STOCK CORPORATION**



===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME: XCMG PHILIPPINES INC.	
TOTAL NUMBER OF STOCKHOLDERS: 3	NO. OF STOCKHOLDERS WITH 100 OR MORE SH.
TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS: 59,469,115.00	

STOCKHOLDER'S INFORMATION

NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	SHARES SUBSCRIBED			AMOUNT PAID (PhP)	TAX IDENTIFICATION NUMBER	
	TYPE	NUMBER	AMOUNT (PhP)			
1 DU YU JIA CHINESE BLK 9 LOT 5 WEST WING VILLAS, TALIPAPA, QUEZON CITY	COMMON	6,500,000	6,500,000.00	61.90%	6,500,000.00	395-275-299-000
	TOTAL	6,500,000	6,500,000.00			
2. ZHEN ZONGMIAO CHINESE LOT 19 BLK 8 PH 2 DIAMOND HEIGHTS, BRGY 1-A (POB), DAVAO CITY	COMMON	2,000,000	2,000,000.00	19.05%	2,000,000.00	730-848-682-000
	TOTAL	2,000,000	2,000,000.00			
3. ZHAO YUNYUN CHINESE BLK 9 LOT 5 WEST WING VILLAS, TALIPAPA, QUEZON CITY	COMMON	2,000,000	2,000,000.00	19.05%	2,000,000.00	512-282-097-000
	TOTAL	2,000,000	2,000,000.00			
4. - NOTHING FOLLOWS -						
	TOTAL					
5.						
	TOTAL					
6.						
	TOTAL					
7.						
	TOTAL					
TOTAL AMOUNT OF SUBSCRIBED CAPITAL			10,500,000.00	100%	10,500,000.00	
TOTAL AMOUNT OF PAID-UP CAPITAL						

INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.

**GENERAL INFORMATION SHEET
STOCK CORPORATION**



===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME:	XCMG PHILIPPINES INC.	
TOTAL NUMBER OF STOCKHOLDERS:	3	NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH:
TOTAL ASSETS BASED ON LATEST AUDITED FS:	59,469,115.00	

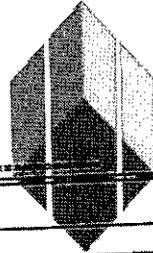
STOCKHOLDER'S INFORMATION						
NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	SHARES SUBSCRIBED				AMOUNT PAID (PhP)	TAX IDENTIFICATION NUMBER
	TYPE	NUMBER	AMOUNT (PhP)	% OF OWNERSHIP		
8.						
		TOTAL				
9.						
		TOTAL				
10.						
		TOTAL				
11.						
		TOTAL				
12.						
		TOTAL				
13.						
		TOTAL				
14.						
		TOTAL				
TOTAL AMOUNT OF SUBSCRIBED CAPITAL					0.00%	0.00
TOTAL AMOUNT OF PAID-UP CAPITAL						

INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.

GENERAL INFORMATION SHEET
STOCK CORPORATION

PLEASE PRINT LEGIBLY



Securities and
Exchange
Commission
PHILIPPINES

CORPORATE NAME: XCMG PHILIPPINES INC.						
TOTAL NUMBER OF STOCKHOLDERS: 3			NO. OF STOCKHOLDERS WITH LONG TERM SHARES: 59,469,115.00			
TOTAL ASSETS BASED ON LATEST AUDITED FS:						
STOCKHOLDER'S INFORMATION						
NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	SHARES SUBSCRIBED			% OF OWNERSHIP	AMOUNT PAID (PhP)	TAX IDENTIFICATION NUMBER
	TYPE	NUMBER	AMOUNT (PhP)			
15.						
		TOTAL				
16.						
		TOTAL				
17.						
		TOTAL				
18.						
		TOTAL				
19.						
		TOTAL				
20.						
		TOTAL				
21. OTHERS (Indicate the number of the remaining stockholders)						
		TOTAL				
TOTAL AMOUNT OF SUBSCRIBED CAPITAL				0.00%	0.00	
TOTAL AMOUNT OF PAID-UP CAPITAL						
INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS						
Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.						

**GENERAL INFORMATION SHEET
STOCK CORPORATION**



PLEASE PRINT LEGIBLY			
CORPORATE NAME: XCMG PHILIPPINES INC.			
1. INVESTMENT OF CORPORATE FUNDS IN ANOTHER CORPORATION	AMOUNT (PhP)	DATE OF BOARD RESOLUTION	
1.1 STOCKS	N/A	N/A	
1.2 BONDS/COMMERCIAL PAPER (Issued by Private Corporations)	N/A	N/A	
1.3 LOANS/ CREDITS/ ADVANCES	N/A	N/A	
1.4 GOVERNMENT TREASURY BILLS	N/A	N/A	
1.5 OTHERS	N/A	N/A	
2. INVESTMENT OF CORPORATE FUNDS IN ACTIVITIES UNDER ITS SECONDARY PURPOSES (PLEASE SPECIFY:)	DATE OF BOARD RESOLUTION	DATE OF STOCKHOLDERS RATIFICATION	
N/A	N/A	N/A	
3. TREASURY SHARES	NO. OF SHARES	% AS TO THE TOTAL NO. OF SHARES ISSUED	
	N/A		
4. UNRESTRICTED/UNAPPROPRIATED RETAINED EARNINGS AS OF END OF LAST FISCAL YEAR			
5. DIVIDENDS DECLARED DURING THE IMMEDIATELY PRECEDING YEAR:			
TYPE OF DIVIDEND	AMOUNT (PhP)	DATE DECLARED	
5.1 CASH	N/A	N/A	
5.2 STOCK	N/A	N/A	
5.3 PROPERTY	N/A	N/A	
TOTAL	P		
6. ADDITIONAL SHARES ISSUED DURING THE PERIOD:			
DATE	NO. OF SHARES	AMOUNT	
N/A	N/A	N/A	
SECONDARY LICENSE/REGISTRATION WITH SEC AND OTHER GOV'T AGENCY:			
NAME OF AGENCY:	SEC	BSP	IC
TYPE OF LICENSE/REGN.	N/A	N/A	N/A
DATE ISSUED:	N/A	N/A	N/A
DATE STARTED OPERATIONS:	N/A	N/A	N/A
TOTAL ANNUAL COMPENSATION OF DIRECTORS DURING THE PRECEDING FISCAL YEAR (in PhP)	TOTAL NO. OF OFFICERS	TOTAL NO. OF RANK & FILE EMPLOYEES	TOTAL MANPOWER COMPLEMENT

NOTE: USE ADDITIONAL SHEET IF NECESSARY



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/message@sec.gov.ph



ANNEX "B"

The following document has been received:

Receiving: Aldrin Pagal

Receipt Date and Time: July 03, 2025 10:53:25 AM

Company Information

SEC Registration No.: CS201014279

Company Name: PRIMEWORLD LAND HOLDINGS INC.

Industry Classification: F45000

Company Type: Stock Corporation

Document Information

Document ID: OST10703202583570034

Document Type: GENERAL_INFORMATION_SHEET

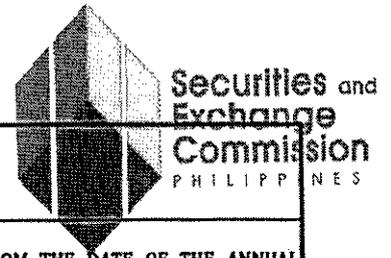
Document Code: GIS

Period Covered: June 30, 2025

Submission Type: Annual Meeting

Remarks: None

Acceptance of this document is subject to review of forms and contents



**GENERAL INFORMATION SHEET (GIS)
FOR THE YEAR 2025
STOCK CORPORATION**

GENERAL INSTRUCTIONS:

1. FOR USER CORPORATION: THIS GIS SHOULD BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS FROM THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING. DO NOT LEAVE ANY ITEM BLANK. WRITE "N.A." IF THE INFORMATION REQUIRED IS NOT APPLICABLE TO THE CORPORATION OR "NONE" IF THE INFORMATION IS NON-EXISTENT. IF THE ANNUAL STOCKHOLDERS' MEETING IS HELD ON A DATE OTHER THAN THAT STATED IN THE BY-LAWS, THE GIS SHALL BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS AFTER THE ELECTION OF THE DIRECTORS, TRUSTEES AND OFFICERS OF THE CORPORATION AT THE ANNUAL MEMBERS' MEETING.
2. IF NO MEETING IS HELD, THE CORPORATION SHALL SUBMIT THE GIS NOT LATER THAN JANUARY 30 OF THE FOLLOWING YEAR. HOWEVER, SHOULD AN ANNUAL STOCKHOLDERS' MEETING BE HELD THEREAFTER, A NEW GIS SHALL BE SUBMITTED/FILED.
3. THIS GIS SHALL BE ACCOMPLISHED IN ENGLISH AND CERTIFIED AND SWORN TO BY THE CORPORATE SECRETARY OF THE CORPORATION.
4. THE SEC SHOULD BE TIMELY APPRISED OF RELEVANT CHANGES IN THE SUBMITTED INFORMATION AS THEY ARISE. FOR CHANGES RESULTING FROM ACTIONS THAT AROSE BETWEEN THE ANNUAL MEETINGS, THE CORPORATION SHALL SUBMIT AMENDED GIS CONTAINING THE NEW INFORMATION TOGETHER WITH A COVER LETTER SIGNED THE CORPORATE SECRETARY OF THE CORPORATION. THE AMENDED GIS AND COVER LETTER SHALL BE SUBMITTED WITHIN SEVEN (7) DAYS AFTER SUCH CHANGE OCCURED OR BECAME EFFECTIVE.
5. SUBMIT FOUR (4) COPIES OF THE GIS TO THE RECEIVING SECTION AT THE SEC MAIN OFFICE, OR TO SEC SATELLITE OFFICES OR EXTENSION OFFICES. ALL COPIES SHALL UNIFORMLY BE ON A4 OR LETTER-SIZED PAPER. THE PAGES OF ALL COPIES SHALL USE ONLY ONE SIDE
6. ONLY THE GIS ACCOMPLISHED IN ACCORDANCE WITH THESE INSTRUCTIONS SHALL BE CONSIDERED AS HAVING BEEN FILED.
7. THIS GIS MAY BE USED AS EVIDENCE AGAINST THE CORPORATION AND ITS RESPONSIBLE DIRECTORS/OFFICERS FOR ANY VIOLATION OF EXISTING LAWS, RULES AND REGULATIONS

***** PLEASE PRINT LEGIBLY *****

CORPORATE NAME: PRIMEWORLD LAND HOLDINGS INC.		DATE REGISTERED: 9/6/2010	
BUSINESS/TRADE NAME: PRIMEWORLD LAND HOLDINGS INC.		FISCAL YEAR END: 31-Dec	
SEC REGISTRATION NUMBER: CS201014279		CORPORATE TAX IDENTIFICATION NUMBER (TIN): 007-865-904-000	
DATE OF ANNUAL MEETING PER BY-LAWS: June 30		WEBSITE/URL ADDRESS:	
ACTUAL DATE OF ANNUAL MEETING: June 30, 2025		E-MAIL ADDRESS: primeworld_const@yahoo.com	
COMPLETE PRINCIPAL OFFICE ADDRESS: 481 A. BONIFACIO AVE., BGY. SAN JOSE, QUEZON CITY 1115		TAX NUMBER:	
COMPLETE BUSINESS ADDRESS: 481 A. BONIFACIO AVE., BGY. SAN JOSE, QUEZON CITY 1115			
OFFICIAL E-MAIL ADDRESS	ALTERNATE E-MAIL ADDRESS	OFFICIAL MOBILE NUMBER	ALTERNATE MOBILE NUMBER
primeworld_const@yahoo.com	janeaguisanda.phil@gmail.com	0925-8282651	0917-3215674
NAME OF EXTERNAL AUDITOR & ITS SIGNING PARTNER: REYES TACANDONG & CO.		SEC ACCREDITATION NUMBER (if applicable):	TELEPHONE NUMBER(S): 8-9619902
PRIMARY PURPOSE/ACTIVITY/INDUSTRY PRESENTLY ENGAGED IN: To engage in general construction and other allied businesses and to own, use, improve, develop, subdivide, sell, exchange, lease and hold for investment or otherwise, construct real estate of all kinds.		INDUSTRY CLASSIFICATION: REAL ESTATE BUYING, DEVELOPING, SUBDIVIDING, SELLING, RENTING, LEASING	GEOGRAPHICAL CODE:
***** INTERCOMPANY AFFILIATIONS *****			
PARENT COMPANY	SEC REGISTRATION NO.	ADDRESS	
JLU HOLDINGS, INC.	CS201300025	NO. 69 N. ROXAS ST., BGY. LOURDES, QUEZON CITY	
SUBSIDIARY/AFFILIATE	SEC REGISTRATION NO.	ADDRESS	
NONE	N/A	N/A	

NOTE: USE ADDITIONAL SHEET IF NECESSARY

**GENERAL INFORMATION SHEET
STOCK CORPORATION**



**Securities and
Exchange
Commission**
PHILIPPINES

Corporate Name: **PRIMEWORLD LAND HOLDINGS INC.**

PLEASE PRINT LEGIBLY

A. Is the Corporation a covered person under the Anti Money Laundering Act (AMLA), as amended? (Rep. Acts. 9160/9164/10167/10365) Yes

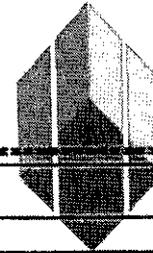
Please check the appropriate box:

<p>1.</p> <ul style="list-style-type: none"> <input type="checkbox"/> a. Banks <input type="checkbox"/> b. Offshore Banking Units <input type="checkbox"/> c. Quasi-Banks <input type="checkbox"/> d. Trust Entities <input type="checkbox"/> e. Non-Stock Savings and Loan Associations <input type="checkbox"/> f. Pawnshops <input type="checkbox"/> g. Foreign Exchange Dealers <input type="checkbox"/> h. Money Changers <input type="checkbox"/> i. Remittance Agents <input type="checkbox"/> j. Electronic Money Issuers <input type="checkbox"/> k. Financial Institutions which Under Special Laws are subject to Bangko Sentral ng Pilipinas' (BSP) supervision and/or regulation, including their subsidiaries and affiliates. 	<p>4. <input type="checkbox"/> Jewelry dealers in precious metals, who, as a business, trade in precious metals</p>
<p>2.</p> <ul style="list-style-type: none"> <input type="checkbox"/> a. Insurance Companies <input type="checkbox"/> b. Insurance Agents <input type="checkbox"/> c. Insurance Brokers <input type="checkbox"/> d. Professional Reinsurers <input type="checkbox"/> e. Reinsurance Brokers <input type="checkbox"/> f. Holding Companies <input type="checkbox"/> g. Holding Company Systems <input type="checkbox"/> h. Pre-need Companies <input type="checkbox"/> i. Mutual Benefit Association <input type="checkbox"/> j. All Other Persons and entities supervised and/or regulated by the Insurance Commission (IC) 	<p>5. <input type="checkbox"/> Jewelry dealers in precious stones, who, as a business, trade in precious stone</p>
<p>3.</p> <ul style="list-style-type: none"> <input type="checkbox"/> a. Securities Dealers <input type="checkbox"/> b. Securities Brokers <input type="checkbox"/> c. Securities Salesman <input type="checkbox"/> d. Investment Houses <input type="checkbox"/> e. Investment Agents and Consultants <input type="checkbox"/> f. Trading Advisors <input type="checkbox"/> g. Other entities managing Securities or rendering similar services <input type="checkbox"/> h. Mutual Funds or Open-end Investment Companies <input type="checkbox"/> i. Close-end Investment Companies <input type="checkbox"/> j. Common Trust Funds or Issuers and other similar entities <input type="checkbox"/> k. Transfer Companies and other similar entities <input type="checkbox"/> l. Other entities administering or otherwise dealing in currency, commodities or financial derivatives based there on <input type="checkbox"/> m. Entities administering of otherwise dealing in valuable objects <input type="checkbox"/> n. Entities administering or otherwise dealing in cash Substitutes and other similar monetary instruments or property supervised and/or regulated by the Securities and Exchange Commission (SEC) 	<p>6. Company service providers which, as a business, provide any of the following services to third parties:</p> <ul style="list-style-type: none"> <input type="checkbox"/> a. acting as a formation agent of juridical persons <input type="checkbox"/> b. acting as (or arranging for another person to act as) a director or corporate secretary of a company, a partner of a partnership, or a similar position in relation to other juridical persons <input type="checkbox"/> c. providing a registered office, business address or accommodation, correspondence or administrative address for a company, a partnership or any other legal person or arrangement <input type="checkbox"/> d. acting as (or arranging for another person to act as) a nominee shareholder for another person
<p>7. Persons who provide any of the following services:</p> <ul style="list-style-type: none"> <input type="checkbox"/> a. managing of client money, securities or other assets <input type="checkbox"/> b. management of bank, savings or securities accounts <input type="checkbox"/> c. organization of contributions for the creation, operation or management of companies <input type="checkbox"/> d. creation, operation or management of juridical persons or arrangements, and buying and selling business entities 	<p>8. <input checked="" type="checkbox"/> None of the above</p>
<p>Describe nature of business:</p> <p align="center">REAL ESTATE BUYING, DEVELOPING, SUBDIVIDING, SELLING, RENTING, LEASING</p>	

B. Has the Corporation complied with the requirements on Customer Due Diligence (CDD) or Know Your Customer (KYC), record-keeping, and submission of reports under the AMLA, as amended, since the last filing of its GIS? Yes No

**GENERAL INFORMATION SHEET
STOCK CORPORATION**

***** PLEASE PRINT LEGIBLY *****



**Securities and
Exchange
Commission**
PHILIPPINES

CORPORATE NAME: PRIMEWORLD LAND HOLDINGS INC.

CAPITAL STRUCTURE

AUTHORIZED CAPITAL STOCK

	TYPE OF SHARES *	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (PhP) (No. of shares X Par/Stated Value)
	COMMON	9,900,000	100.00	990,000,000.00
	-----	-----	-----	-----
	-----	-----	-----	-----
TOTAL		9,900,000	TOTAL P	990,000,000.00

SUBSCRIBED CAPITAL

FILIPINO	NO. OF STOCK-HOLDERS	TYPE OF SHARES *	NUMBER OF SHARES	NUMBER OF SHARES IN THE HANDS OF THE PUBLIC **	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP
	8	COMMON	7,642,200		100.00	764,220,000.00	100%
	-----	-----	-----	-----	-----	-----	-----
	-----	-----	-----	-----	-----	-----	-----
TOTAL		7,642,200	TOTAL	TOTAL P	764,220,000.00		

FOREIGN (INDICATE BY NATIONALITY)	NO. OF STOCK-HOLDERS	TYPE OF SHARES *	NUMBER OF SHARES	NUMBER OF SHARES IN THE HANDS OF THE PUBLIC **	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP
-----	-----	-----	-----	-----	-----	-----	-----
-----	-----	-----	-----	-----	-----	-----	-----
TOTAL		-----	-----	-----	-----	-----	-----

Percentage of Foreign Equity: **TOTAL** **TOTAL** **TOTAL P** **TOTAL SUBSCRIBED P** **764,220,000.00**

PAID-UP CAPITAL

FILIPINO	NO. OF STOCK-HOLDERS	TYPE OF SHARES *	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP
	8	COMMON	7,642,200	100.00	764,220,000.00	100%
	-----	-----	-----	-----	-----	-----
	-----	-----	-----	-----	-----	-----
TOTAL		7,642,200	TOTAL P	764,220,000.00		

FOREIGN (INDICATE BY NATIONALITY)	NO. OF STOCK-HOLDERS	TYPE OF SHARES *	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP
-----	-----	-----	-----	-----	-----	-----
-----	-----	-----	-----	-----	-----	-----
0.00 %		TOTAL	TOTAL P	TOTAL PAID-UP P	764,220,000.00	

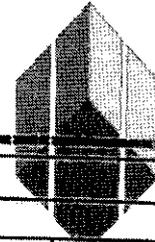
NOTE: USE ADDITIONAL SHEET IF NECESSARY

* Common, Preferred or other classification
** Other than Directors, Officers, Shareholders owning 10% of outstanding shares.

GENERAL INFORMATION SHEET

STOCK CORPORATION

PLEASE PRINT LEGIBLY



**Securities and
Exchange
Commission**
PHILIPPINES

CORPORATE NAME:

PRIMEWORLD LAND HOLDINGS INC.

DIRECTORS / OFFICERS

NAME/CURRENT RESIDENTIAL ADDRESS	NATIONALITY	INC'R	BOARD	GENDER	STOCK HOLDER	OFFICER	EXEC. COMM.	TAX IDENTIFICATION NUMBER
1. MYRNA L. UY 174 6th St., bet. 11th & 12th Ave. Grace Park, Caloocan City	FILIPINO	Y	M	F	Y	CORPORATE SECRETARY		115-716-608
2. JOHNNY L. UY 174 6th St., bet. 11th & 12th Ave. Grace Park, Caloocan City	FILIPINO	Y	C	M	Y	PRESIDENT		902-867-590
3. JOSEPHINE R. LIM 174-B 6th St., bet. 11th & 12th Ave. Grace Park, Caloocan City	FILIPINO	N	M	F	Y	TREASURER		164-130-688
4. SHERWIN JOHN L. UY 174 6th St., bet. 11th & 12th Ave. Grace Park, Caloocan City	FILIPINO	N	M	M	Y	EXECUTIVE VICE PRESIDENT		488-904-156
5. ALMIRA BEATRICE L. UY 174 6th St., bet. 11th & 12th Ave. Grace Park, Caloocan City	FILIPINO	N	M	F	Y	STRATEGY MANAGER		491-536-872
6.								
7.								
8.								
9.								
10.								
11.								
12.								
13.								
14.								
15.								

INSTRUCTION:

FOR SEX COLUMN, PUT "F" FOR FEMALE, "M" FOR MALE.
 FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR.
 FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT.
 FOR STOCKHOLDER COLUMN, PUT "Y" IF A STOCKHOLDER, "N" IF NOT.
 FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON.
 FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE; "A" FOR AUDIT COMMITTEE; "N" FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER.

**GENERAL INFORMATION SHEET
STOCK CORPORATION**



PLEASE PRINT LEGIBLY	
CORPORATE NAME:	PRIMEWORLD LAND HOLDINGS INC.
TOTAL NUMBER OF STOCKHOLDERS:	8
NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH:	5
TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS:	6,809,038,241.00

STOCKHOLDER'S INFORMATION						
NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	SHARES SUBSCRIBED				AMOUNT PAID (PhP)	TAX IDENTIFICATION NUMBER
	TYPE	NUMBER	AMOUNT (PhP)	% OF OWNERSHIP		
1. MYRNA L. UY Filipino 174 6th St., Bet. 11th & 12th Ave. Grace Park, Caloocan City	COMMON	89,997	8,999,700.00	1.18%	8,999,700.00	115-716-608
	TOTAL	89,997	8,999,700.00			
2. JOHNNY L. UY Filipino 174 6th St., Bet. 11th & 12th Ave. Grace Park, Caloocan City	COMMON	60,000	6,000,000.00	0.79%	6,000,000.00	902-867-590
	TOTAL	60,000	6,000,000.00			
3. JOSEPHINE R. LIM Filipino 174-B 6th St., Bet. 11th & 12th Ave. Grace Park, Caloocan City	COMMON	1	100.00	0.00%	100.00	164-130-688
	TOTAL	1	100.00			
4. NORA R. LIM Filipino 174-B 6th St., Bet. 11th & 12th Ave. Grace Park, Caloocan City	COMMON	1	100.00	0.00%	100.00	103-034-447
	TOTAL	1	100.00			
5. HENRY R. LIM Filipino 174-B 6th St., Bet. 11th & 12th Ave. Grace Park, Caloocan City	COMMON	1	100.00	0.00%	100.00	110-673-003
	TOTAL	1	100.00			
6. JLU HOLDINGS, INC. Filipino Room 201 Merrit Building, 69 N. Roxas St., Bgy. Lourdes, Quezon City	COMMON	7,492,000	749,200,000.00	98.03%	749,200,000.00	008-440-757
	TOTAL	7,492,000	749,200,000.00			
7. SHERWIN JOHN L. UY Filipino 174 6th St., Bet. 11th & 12th Ave. Grace Park, Caloocan City	COMMON	100	10,000.00	0.00%	10,000.00	488-904-156
	TOTAL	100	10,000.00			
TOTAL AMOUNT OF SUBSCRIBED CAPITAL						
TOTAL AMOUNT OF PAID-UP CAPITAL						

INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

Note: For PDTC Nominee included in the Nat, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.



**GENERAL INFORMATION SHEET
STOCK CORPORATION**

***** PLEASE PRINT LEGIBLY *****

CORPORATE NAME: PRIMEWORLD LAND HOLDINGS INC.	
TOTAL NUMBER OF STOCKHOLDERS: 8	NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH: 5
TOTAL ASSETS BASED ON LATEST AUDITED FS: 6,809,038,241.00	

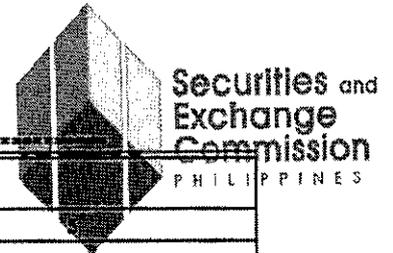
STOCKHOLDER'S INFORMATION

NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	SHARES SUBSCRIBED				AMOUNT PAID (Php)	TAX IDENTIFICATION NUMBER
	TYPE	NUMBER	AMOUNT (Php)	% OF OWNERSHIP		
8. ALMIRA BEATRICE L. UY Filipino 174 6th St, Bet. 11th & 12th Ave. Grace Park, Caloocan City	COMMON	100	10,000.00	0.00%	10,000.00	491-536-872
	TOTAL	100	10,000.00			
9.						
	TOTAL					
10.						
	TOTAL					
11.						
	TOTAL					
12.						
	TOTAL					
13.						
	TOTAL					
14.						
	TOTAL					
TOTAL AMOUNT OF SUBSCRIBED CAPITAL			764,220,000.00	100.00%	764,220,000.00	
TOTAL AMOUNT OF PAID-UP CAPITAL						

INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.

**GENERAL INFORMATION SHEET
STOCK CORPORATION**



***** PLEASE PRINT LEGIBLY *****

CORPORATE NAME:	PRIMEWORLD LAND HOLDINGS INC.	
TOTAL NUMBER OF STOCKHOLDERS:	8	<small>NO. OF STOCKHOLDERS WITH 1% OR MORE SHARE EACH</small>
TOTAL ASSETS BASED ON LATEST AUDITED FS:	6,809,038,241.00	

STOCKHOLDER'S INFORMATION						
NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	SHARES SUBSCRIBED				AMOUNT PAID (PhP)	TAX IDENTIFICATION NUMBER
	TYPE	NUMBER	AMOUNT (PhP)	% OF OWNERSHIP		
15.						
	TOTAL					
16.						
	TOTAL					
17.						
	TOTAL					
18.						
	TOTAL					
19.						
	TOTAL					
20.						
	TOTAL					
21. OTHERS (Indicate the number of the remaining stockholders)						
	TOTAL					
TOTAL AMOUNT OF SUBSCRIBED CAPITAL				0.00%	0.00	
TOTAL AMOUNT OF PAID-UP CAPITAL						

INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

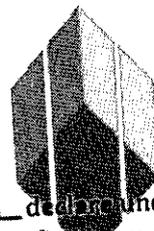
Note: For PDTN Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.

GENERAL INFORMATION SHEET
STOCK CORPORATION



PLEASE PRINT LEGIBLY			
CORPORATE NAME: PRIMEWORLD LAND HOLDINGS INC.			
1. INVESTMENT OF CORPORATE FUNDS IN ANOTHER CORPORATION	AMOUNT (PhP)	DATE OF BOARD RESOLUTION	
1.1 STOCKS		N/A	
1.2 BONDS/COMMERCIAL PAPER (Issued by Private Corporations)		N/A	
1.3 LOANS/ CREDITS/ ADVANCES		N/A	
1.4 GOVERNMENT TREASURY BILLS		N/A	
1.5 OTHERS		N/A	
2. INVESTMENT OF CORPORATE FUNDS IN ACTIVITIES UNDER ITS SECONDARY PURPOSES (PLEASE SPECIFY:)	DATE OF BOARD RESOLUTION	DATE OF STOCKHOLDERS RATIFICATION	
3. TREASURY SHARES	NO. OF SHARES	% AS TO THE TOTAL NO. OF SHARES ISSUED	
4. UNRESTRICTED/UNAPPROPRIATED RETAINED EARNINGS AS OF END OF LAST FISCAL YEAR			
5. DIVIDENDS DECLARED DURING THE IMMEDIATELY PRECEDING YEAR:			
TYPE OF DIVIDEND	AMOUNT (PhP)	DATE DECLARED	
5.1 CASH	NONE	NONE	
5.2 STOCK	NONE	NONE	
5.3 PROPERTY	NONE	NONE	
TOTAL	P	NONE	
6. ADDITIONAL SHARES ISSUED DURING THE PERIOD:			
DATE	NO. OF SHARES	AMOUNT	
	NONE	NONE	
SECONDARY LICENSE/REGISTRATION WITH SEC AND OTHER GOV'T AGENCY:			
NAME OF AGENCY:	SEC	BSP	IC
TYPE OF LICENSE/REGN.	NONE	NONE	NONE
DATE ISSUED:	NONE	NONE	NONE
DATE STARTED OPERATIONS:	NONE	NONE	NONE
TOTAL ANNUAL COMPENSATION OF DIRECTORS DURING THE PRECEDING FISCAL YEAR (In PhP)	TOTAL NO. OF OFFICERS	TOTAL NO. OF RANK & FILE EMPLOYEES	TOTAL MANPOWER COMPLEMENT
810,000.00	5	53	

NOTE: USE ADDITIONAL SHEET IF NECESSARY



Securities and Exchange Commission PHILIPPINES

I, MYRNA L. UY, Corporate Secretary of PRIMEWORLD LAND HOLDINGS INC. declare under penalty of perjury that all matters set forth in this GIS have been made in good faith, duly verified by me and to the best of my knowledge and belief are true and correct.

I hereby attest that all the information in this GIS are being submitted in compliance with the rules and regulations of the Securities and Exchange Commission (SEC) the collection, processing, storage and sharing of said information being necessary to carry out the functions of public authority for the performance of the constitutionally and statutorily mandated functions of the SEC as a regulatory agency.

I further attest that I have been authorized by the Board of Directors/Trustees to file this GIS with the SEC.

I understand that the Commission may place the corporation under delinquent status for failure to submit the reportorial requirements three (3) times, consecutively or intermittently, within a period of five (5) years (Section 177, RA No. 11232).

Done this 02 JUL 2025 day of _____, 20 ____ in QUEZON CITY.

Myrna L. Uy
MYRNA L. UY

(Signature over printed name)

SUBSCRIBED AND SWORN TO before me in QUEZON CITY on 02 JUL 2025 by affiant who personally appeared before me and exhibited to me his/her competent evidence of identity consisting of _____ issued at _____ on _____.

NOTARY PUBLIC

WEDY CONCEPCION VILLAREÑA
WEDY CONCEPCION VILLAREÑA
Notary Public for Quezon City
Until December 31, 2025
PTR No. 6989624 / January 2, 2025 Q.C
IBP No. 461667 / October 29, 2024 Q.C
Roll No. 30457/05-09-1980
MCLE VII-0006994/09-21-2021
ADM. MATTER No. NP-021(2024-2025)
TIN No. 131-942-754

Doc No.: 488
Page No.: 18
Book No.: XXX
Series of 2025

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SIGNATURE NOT REQUIRED



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. A199801383

KNOW ALL PERSONS BY THESE PRESENTS:

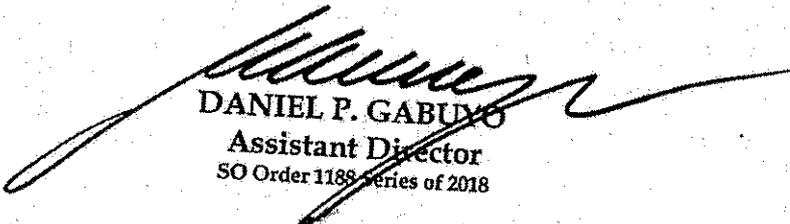
This is to certify that the annexed

Amended Articles of Partnership of

PUYAT JACINTO & SANTOS
also doing business under the name "PJS LAW"

has been presented to the Commission at 2:44 o'clock in the afternoon of the 6th day of December, 2022, according to Entry No. 207075 of Volume XXII of the Day Book and duly recorded in Folio 92 Leaf No. 64608 Inscription No. (13) Volume No. 1296 of the Book of Partnership of the Securities and Exchange Commission.

IN TESTIMONY WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 15th day of December, Twenty Twenty Two.


DANIEL P. GABUNO
Assistant Director
SO Order 1188 Series of 2018

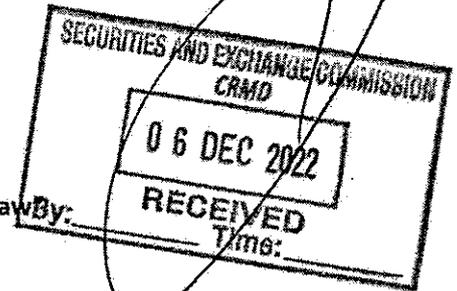
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AMENDED ARTICLES OF PARTNERSHIP

OF

PUYAT JACINTO & SANTOS

Also Doing Business Under The Name "PJS LawBy:
(formerly Puyat Jacinto & Santos)



This Amended Articles of Partnership of Puyat Jacinto & Santos is made and executed this 10th day of November 2022 at Makati City, Philippines, by and among:

REGINA STELLA JACINTO-BARRIENTOS, Filipino, of legal age, and with residence address at 103 Amapola Street, Bel-Air Village, Makati City;

ROY ENRICO C. SANTOS, Filipino, of legal age, and with residence address at 6A San Luis Street, Kapitolyo, Pasig City;

MARIA RAQUEL S. CHAVEZ, Filipino, of legal age, and with residence address at 957 Apacible St., Ermita Manila;

VIRGINIA B. VIRAY, Filipino, of legal age, and with residence address at 102-B Rockford Building, Lakeview Manors, Ususan, Taguig City;

RAMIL E. BUGAYONG, Filipino, of legal age, and with residence address at 351 Lirio Street, Palm Village, Makati City;

JOSHUA GILBERT F. PARAISO, Filipino, of legal age, and with residence address at No. 2 Bignay Street, Ayala Westgrove Heights, Silang, Cavite;

NAJHA KATRINA J. ESTRELLA, Filipino, of legal age, and with residence address at 974 Kapitan Tikong Street, Malate, Manila;

FIDEL T. VALEROS JR., Filipino, of legal age, and with residence address at 34 Notre Dame Street, Cubao, Quezon City;

RACHELLE D. TAN, Filipino, of legal age, and with residence address at 237 Carnation Street, F&E De Castro Village, Brgy. Niog, Bacoor, Cavite;

PEARL GRACE G. CABALI, Filipino, of legal age, and with residence address at 21 Juliana Drive, Casimiro Village, Las Piñas City;

ROWENA FATIMA M. SALONGA, Filipino, of legal age, and with residence address at Unit 6F 8 Wack Wack Road Condominium, Wack Wack Road, Mandaluyong City;

SHIRLEY G. VELASQUEZ-VIRAY, Filipino, of legal age, and with residence address at Lot 5-A-2, Block 2 Coconut Street, Phase 2F, Area 9, Greenwoods Executive Village, Cainta Rizal;

GWEN GRECIA DE-VERA, Filipino, of legal age, and with residence address at 89A Melchor St., Loyola Heights, Quezon City;

ELAINE MARIE G. LACEDA, Filipino, of legal age, and with residence at Unit 34K, The Columns Legaspi Tower 2, Arnaiz Ave., Makati City;

ROBERTO MIGUEL D. RAMIRO, Filipino, of legal age, and with residence at 2209 One Meridien 9th Avenue cor. 27th Street, Bonifacio Global City, Taguig;

JERIC ANGELO B. GALON, Filipino, of legal, and with address at Tivoli Garden Residences 69 Coronado St., Mandaluyong City;

MIGUEL ANTONIO L. MENDOZA, Filipino, of legal age, and with residence at Unit 8k-West, Amorsolo Square, Amorsolo Drive, Rockwell Center, Makati City;

RACHELLE S. LIM-MAGTANGGOL, Filipino, of legal age, and with residence at Lot 11B Blk 2 Peach Street, Phase 2K Greenwood Executive Village, Cainta Rizal;

-and-

SERGIO ILDEFONSO FELIPE O. PINLAC, Filipino, of legal age, and with residence at 4B Magnolia St. Town & Country Executive Village, Antipolo City

RECITALS:

WHEREAS, on 13 January 1998, David Emmanuel B. Puyat, Regina Stella Jacinto-Barrientos, and Roy Enrico C. Santos executed the Articles of Partnership of Puyat Jacinto & Santos, which was duly registered with the Securities and Exchange Commission ("SEC") on 28 January 1998 under Registration No. A199801383;

WHEREAS, the Articles of Partnership was amended on 23 June 2006 to reflect the admission of Maria Raquel S. Chavez, Gwen Grecia De Vera, Virginia B. Viray, Monalisa C. Dimalanta and Job Adrian M. Ambrosio into the Partnership, which amendment was registered with the SEC on 26 June 2006;

WHEREAS, the Articles of Partnership was amended on 31 July 2009 to reflect the admission of Ramil E. Bugayong into the Partnership, which amendment was registered with the SEC on 3 August 2009;

WHEREAS, the Articles of Partnership was amended on 27 January 2010 to reflect the admission of Joseph Omar A. Castillo and Joshua Gilbert F. Paraiso into the Partnership, which amendment was registered with the SEC on 3 February 2010;

WHEREAS, the Amended Articles of Partnership was further amended on 3 December 2010 to reflect the admission of Luther D. Ramos to the Partnership, the death of David Emmanuel B. Puyat who then ceased to be a partner, and further amendments to the

Articles of Partnership, which amendment was registered with the SEC on 13 December 2010;

WHEREAS, the Amended Articles of Partnership was further amended on 15 September 2015 to reflect the admission of Najha Katrina J. Estrella, Fidel T. Valeros, Jr., and Rachelle D. Tan to the partnership, and the change in the principal office address of the Partnership, which amendment was registered with the SEC on 24 September 2015;

WHEREAS, the Amended Articles of Partnership was further amended and restated on 30 June 2017 to reflect (a) the updated composition of the partnership with the admission of Pearl Grace G. Cabali, Rowena Fatima M. Salonga, and Shirley G. Velasquez-Viray to the Partnership, (b) the adoption of the business name "PJS Law," and (c) further amend certain provisions of the Amended Articles of Partnership, which amendment was registered with the SEC on 15 September 2017;

WHEREAS, the Amended Articles of Partnership was further amended on 2 May 2019 to reflect (a) the admission of Gwen Grecia-De Vera to the Partnership and (b) further amend certain provisions of the Amended Articles of Partnership, which amendment was registered with the SEC on 3 June 2019;

WHEREAS, the Amended Articles of Partnership was further amended on 9 August 2019 for the purpose of reflecting the withdrawal of Joseph Omar A. Castillo from the Partnership, which amendment was registered with the SEC 10 September 2019;

WHEREAS, the Parties hereto have agreed to enter into this Amended Articles of Partnership of Puyat Jacinto & Santos to amend the Amended Articles of Partnership to reflect (a) the admission of Elaine Marie G. Laceda and Roberto Miguel D. Ramiro to the Partnership, b) the withdrawal of Monalisa C. Dimalanta from the Partnership, and (c) previous amendments to the Articles of Partnership on 23 June 2006 and 31 July 2009.

WHEREAS, the Parties hereto have agreed to enter into this Amended Articles of Partnership of Puyat Jacinto & Santos to amend the Amended Articles of Partnership to reflect the admission of Jeric Angelo B. Galon, Miguel Antonio L. Mendoza, Rachelle S. Lim-Magtanggol, and Sergio Idefonso Felipe O. Pinlac to the Partnership.

NOW, THEREFORE, the Parties hereto agree as follows:

ARTICLE I: Partnership Name. (a) The name of the Partnership shall be PUYAT JACINTO & SANTOS. The Partnership may also conduct business under the name "PJS Law."

(b) Should any of the partners whose name appears in the name of the Partnership die or retire from the practice of law, or withdraw from the Partnership, the remaining partners may continue to use the name of the deceased, retired or withdrawing partner as part of the name of the Partnership.

Each partner whose name is now part, or hereafter becomes part, of the name of the Partnership hereby irrevocably consents to the continued use of his name as part of the name of the Partnership after his death, retirement from the practice of law, or withdrawal from the Partnership.

(c) Notwithstanding the foregoing, the Partnership name may be changed at any time upon the approval of three-fourths (3/4) of the total number of partners then existing.

ARTICLE II: Principal Office. The principal office of the Partnership shall be located at the 10th Floor 8 Rockwell, Hidalgo corner Plaza Drive, Rockwell Center, Makati City 1210.

ARTICLE III: Partners. The Partnership is continued and will continue with the following as partners:

Name	Citizenship	Residence
Regina Stella Jacinto-Barrientos	Filipino	103 Amapola Street, Bel-Air Village, Makati City
Roy Enrico C. Santos	Filipino	6A San Luis Street, Kapitolyo, Pasig City
Maria Raquel S. Chavez	Filipino	957 Apacible St., Ermita Manila
Virginia B. Viray	Filipino	102-B Rockford Building, Lakeview Manors, Ususan, Taguig City
Ramil E. Bugayong	Filipino	351 Lirio Street, Palm Village, Makati City
Joshua Gilbert F. Paraiso	Filipino	No. 2 Bignay Street, Ayala Westgrove Heights, Silang, Cavite
Najha Katrina J. Estrella	Filipino	974 Kapitan Tikong Street, Malate, Manila
Fidel T. Valeros, Jr.	Filipino	34 Notre Dame Street, Cubao, Quezon City
Rachelle D. Tan	Filipino	237 Carnation Street, F&E De Castro Village, Brgy. Niog, Bacoor, Cavite
Pearl Grace G. Cabali	Filipino	21 Juliana Drive, Casimiro Village, Las Piñas City
Rowena Fatima M. Salonga	Filipino	Unit 6F 8 Wack Wack Road Cond., Wack Wack Road, Mandaluyong City
Shirley G. Velasquez-Viray	Filipino	Lot 5-A-2, Block 2 Coconut Street, Phase 2F, Area 9, Greenwoods Executive Village, Cainta Rizal
Gwen Grecia-De Vera	Filipino	89A Melchor St., Loyola Heights, Quezon City
Elaine Marie G. Laceda		Unit 34K, The Columns Legaspi Tower 2, Arnaiz Ave., Makati City

<u>Roberto Miguel D. Ramiro</u>	<u>Filipino</u>	<u>2209 One Meridien 9th Avenue cor. 27th Street, Bonifacio Global City, Taguig</u>
<u>Jeric Angelo B. Galon</u>	<u>Filipino</u>	<u>Tivoli Garden Residences 69 Coronado St., Mandaluyong City</u>
<u>Miguel Antonio L. Mendoza</u>	<u>Filipino</u>	<u>Unit 8k-West, Amorsolo Square, Amorsolo Drive, Rockwell Center, Makati City</u>
<u>Rachelle S. Lim-Magtanggol</u>	<u>Filipino</u>	<u>Lot 11B Blk 2 Peach Street, Phase 2K Greenwood Executive Village, Cainta Rizal</u>
<u>Sergio Ildelfonso Felipe O. Pinlac</u>	<u>Filipino</u>	<u>4B Magnolia St. Town & Country Executive Village, Antipolo City</u>

ARTICLE IV: Term. (a) The Partnership shall continue to be in existence for a period of fifty (50) years from registration of the Amended Articles of Partnership with the Securities and Exchange Commission or until all partners elect in writing to dissolve the Partnership, whichever is earlier.

(b) The Partnership shall not be dissolved by the death, retirement or withdrawal of any partner from the Partnership, or by the admission of a new partner to the Partnership. In the event of such death, retirement or withdrawal, the Partnership shall be continued by the remaining partners, without prejudice to the payment to the withdrawing or retiring partner, or to his heirs in case of death, of his capital contribution in the Partnership; provided, however, that if a partner withdraws from the Partnership without the unanimous consent of the remaining partners, he shall forfeit his capital contribution to the Partnership.

ARTICLE V: Purpose. The purpose for which this Partnership is formed is to engage in the practice of the legal profession.

ARTICLE VI: Capital. The capital of the Partnership shall be **NINE HUNDRED FIFTY THOUSAND PESOS (Php950,000.00)**, Philippine Currency, contributed in cash by the partners as follows:

<u>Name</u>	<u>Amount Contributed</u>
<u>Regina Stella Jacinto-Barrientos</u>	<u>Php 75,000</u>
<u>Roy Enrico C. Santos</u>	<u>Php 75,000</u>
<u>Virginia B. Viray</u>	<u>Php 75,000</u>
<u>Maria Raquel S. Chavez</u>	<u>Php 75,000</u>
<u>Gwen Grecia-De Vera</u>	<u>Php 75,000</u>
<u>Ramil E. Bugayong</u>	<u>Php 75,000</u>
<u>Najha Katrina J. Estrella</u>	<u>Php 50,000</u>
<u>Joshua Gilbert F. Paraiso</u>	<u>Php 50,000</u>
<u>Fidel T. Valeros, Jr.</u>	<u>Php 50,000</u>
<u>Rachelle D. Tan</u>	<u>Php 50,000</u>
<u>Pearl Grace G. Cabali</u>	<u>Php 50,000</u>
<u>Rowena Fatima M. Salonga</u>	<u>Php 50,000</u>

Shirley G. Velasquez-Viray	Php 50,000
Elaine Marie G. Laceda	Php 25,000
Roberto Miguel D. Ramiro	Php 25,000
<u>Jeric Angelo B. Galon</u>	<u>Php 25,000</u>
<u>Miguel Antonio L. Mendoza</u>	<u>Php 25,000</u>
<u>Rachelle S. Lim-Magtanggol</u>	<u>Php 25,000</u>
<u>Sergio Idefonso Felipe O. Pinlac</u>	<u>Php 25,000</u>
TOTAL	Php950,000.00

or such amount as shown in the Partnership's audited balance sheet from time to time.

ARTICLE VII: Profits. (a) The profits of the Partnership shall be determined on the cash basis of accounting, and shall consist of the excess of revenues after the payment of the expenses of the Partnership.

(b) The profits and losses of the Partnership shall be divided pro-rata among the partners based on the original capital contribution stated in Article VI. Notwithstanding the foregoing, however, the partners may by three-fourths (3/4) vote of the total number of partners then existing agree on a new proportion of sharing profits and losses from time to time, and such agreement shall be binding on the partners effective upon the date of such agreement.

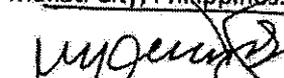
ARTICLE VIII: Management Committee. (a) The Partnership shall be under the management of the Management Committee. The Management Committee shall have charge of the management of the affairs of the Partnership, shall have the power to use the Partnership's name to bind the Partnership in making such contracts with the approval of at least a majority of the partners then existing, and to perform such acts as are necessary in the management of the Partnership.

(b) The Management Committee shall be composed of such number of partners as may be agreed upon by the majority vote of all the partners then existing at the beginning of each year, provided that the number of partners in the Management Committee shall not be less than three (3). The members of the Management Committee shall be elected by the partners at the beginning of each year.

ARTICLE IX. Amendments and Other Agreements. These Amended Articles of Partnership may be amended by the three-fourths (3/4) vote of all the partners then existing. All such Partnership matters agreed upon with the required vote shall be immediately binding on the Partnership notwithstanding that the said agreements have not yet been incorporated in an amendment to these Amended Articles of Partnership.

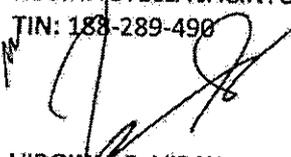
[Signature Page Follows]

IN WITNESS WHEREOF, we have hereunto set our hands this NOV 10 2022 2022, at Makati City, Philippines.


ROY ENRICO C. SANTOS
TIN: 186-884-350

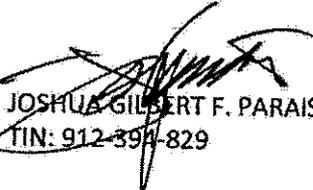

REGINA STELLA JACINTO-BARRIENTOS
TIN: 188-289-490

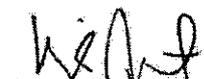

MARIA RAQUEL S. CHAVEZ
TIN: 135-545-056


VIRGINIA B. VIRAY
TIN: 149-499-350

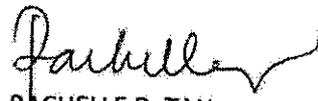

GWEN GRECIA-DE VERA
TIN: 188-333-569

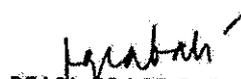

RAMIL E. BUGAYONG
TIN: 906-123-121


JOSHUA GILBERT F. PARAISO
TIN: 912-394-829


NAJMA KATRINA J. ESTRELLA
TIN: 214-202-105


FIDEL T. VALEROS, JR.
TIN: 236-042-141


RACHELLE D. TAN
TIN: 219-599-090

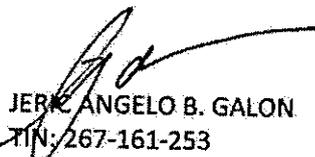

PEARL GRACE G. CABALI
TIN: 217-397-333

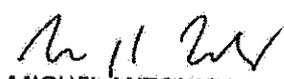

ROWENA FATIMA M. SALONGA
TIN: 216-652-885


SHIRLEY G. VELASQUEZ-VIRAY
TIN: 267-047-069

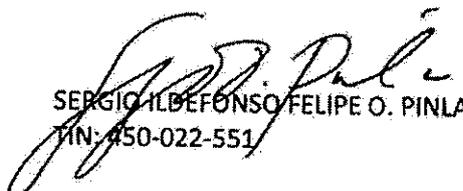

ELAINE MARIE G. LACEDA
TIN: 239-439-528


ROBERTO MIGUEL D. RAMIRO
TIN: 237-812-781


JERIC ANGELO B. GALON
TIN: 267-161-253


MIGUEL ANTONIO L. MENDOZA
TIN: 223-645-894


RACHELLE S. LIM-MAGTANGGOL
TIN: 203-979-822


SERGIO ILDEFONSO FELIPE O. PINLAC
TIN: 450-022-551

ACKNOWLEDGMENT

Republic of the Philippines)
Makati City) S.S.

NOV 10 2022

BEFORE ME, a Notary Public for and in Makati, Metro Manila, Philippines, this _____ day of _____ 2022, personally came and appeared the following persons with their government issued identification, as follows:

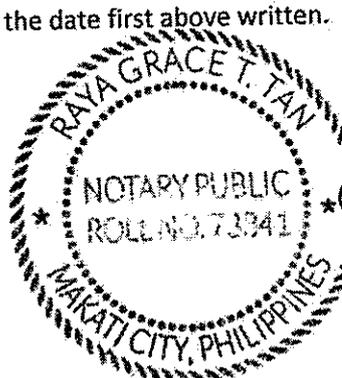
Name	Government Issued ID No.	Date/Place Issued
Regina Stella Jacinto-Barrientos	Passport No. P2595307B	18 July 2019/DFA Manila
Roy Enrico C. Santos	Passport No. P6859448A	21 April 2018/DFA, Manila
Maria Raquel S. Chavez	Passport No. P5680834B	23 October 2020/DFA, Manila
Virginia B. Viray	Passport No. P5559125A	9 January 2018/DFA, Manila
Gwen Grecia-De Vera	Passport No. P2993682A	12 May 2017/DFA, Manila
Ramil E. Bugayong	UMID CRN 0111-8431633-4	
Joshua Gilbert F. Paraiso	Passport No. P5276121A	8 Dec. 2017/ DFA, NCR South
Najha Katrina J. Estrella	UMID CRN 0111-8431578-8	
Rachelle D. Tan	Passport No. P4074599B	19 December 2019/DFA NCR East
Fidel T. Valeros, Jr.	Passport No. P2649218B	26 July 2019/DFA, NCR Northeast
Pearl Grace G. Caball	Passport No. P1341777B	3 April 2019/DFA NCR East
Rowena Fatima M. Salonga	Passport No. P0054358B	28 Dec. 2018/DFA NCR East, Manila
Shirley G. Velasquez-Viray	DL No. N01-14-040764	Valid until 23 June 2023
Elaine Marie G. Laceda	Passport No. P8592206B	29 December 2021/DFA Manila
Roberto Miguel D. Ramiro	Passport No. P2058556B	29 April 2019/DFA NCR East
Jeric Angelo B. Galon	Passport No. P9810051A	4 December 2018/DFA Bacolod
Miguel Antonio L. Mendoza	Passport No. P4439204B	18 January 2020/DFA NCR East
Rachele S. Lim-Magtanggol	Passport No. P0180180C	21 May 2022/DFA Manila
Sergio Ildefonso Felipe O. Pinlac	Passport No. P3093661B	6 September 2019/DFA Manila

known to me and to me known to be the same persons who executed the foregoing Amended Articles of Partnership and they acknowledged to me that the same is their voluntary act and deed.

WITNESS MY HAND AND SEAL on the date first above written.

Doc No. 218
Page No. 45
Book No. VIII
Series of 2022.

PJS Law Amended Articles of Partnership
September 2022



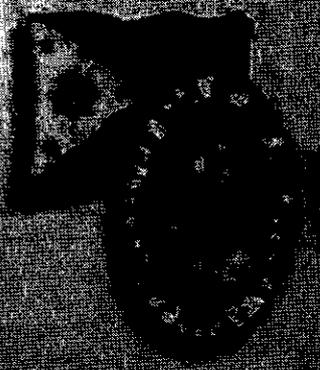
[Signature]
RAYA GRACE T. TAN
Notary Public For Makati City
Appointment No. M-203
Commission Expires on December 31, 2022
(per SC En Banc Resolution dated 05 July 2022)
Series: 73341
IBP No. 17181000-04-2022/Makati City
PTR No. 8855127/01-04-2022/Makati City
MCLE Compliance No. VII-0006076/11-23-2021
10F & Rockwell, Hidalgo corner Plaza Drive
Rockwell Center, Makati

INTEGRATED BAR OF THE PHILIPPINES

MARIA RAQUEL S. CHAVEZ

ROLL OF ATTORNEYS NO.
42384

IBP CHAPTER
MAKATI



Jose P. ...
Jose P. ...
of ...

Maria Raquel S. Chavez
Signature of Member

THIS CARD IS THE PROPERTY OF THE INTEGRATED BAR OF THE PHILIPPINES. IT IS TO BE USED ONLY FOR THE PURPOSES FOR WHICH IT WAS ISSUED. IT IS NOT TO BE LOANED, REPRODUCED, COPIED, OR IN ANY MANNER MISUSED. IT IS TO BE RETURNED TO THE INTEGRATED BAR OF THE PHILIPPINES UPON REQUEST.



DENTONS HPRP

PRIVILEGED & CONFIDENTIAL

**LEGAL MEMORANDUM REGARDING
CORPORATE RESEARCH OF
PT GAYA MAKMUR TRACTORS**

February 2026

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INTRODUCTION AND SCOPE OF REVIEW

We, **Hanafiah Ponggawa & Partners** ("we", "us", "our" or "**Dentons HPRP**"), have conducted corporate research of PT Gaya Makmur Tractors ("**PT GMT**") upon the request of XCMG Construction Machinery Co., Ltd. (徐工集团工程机械股份有限公司) through the Dacheng (as defined below) (the "**Client**").

This legal memorandum regarding corporate research of PT GMT ("**Legal Memorandum**") has been prepared for the Client carried out by Dentons HPRP to obtain relevant information on the existence and legal establishment of Indonesian companies ("**Scope of Work**").

This Legal Memorandum has been prepared exclusively for and on the instructions of the Client and is addressed to the Client conditionally on the Client's acceptance of the terms set out in this Legal Memorandum. This Legal Memorandum is confidential and except as provided below is for discussion with and use by the Client only.

Except with our prior written agreement (or as required by applicable law or regulation), you may not disclose it, in whole or in part, to any other person except those of your affiliates who need to receive this Legal Memorandum and those of your and your affiliates' officers, employees, agents, and professional advisers who need to receive this Legal Memorandum for the interest of the Client, and, in each case, on the basis that no such person may disclose it in whole or part to any other person and even then only on the basis that it is treated as strictly confidential, that they may not rely on it, that we accept no duty, responsibility or liability to them in respect of the Legal Memorandum and that they may not provide copies of it to any other person.

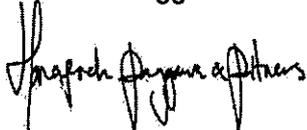
This Legal Memorandum is delivered with the following assumptions and qualifications:

1. In carrying out the scope of work, we have examined all documents made available to us through research on data publicly available according to the prevailing laws and regulations.
2. Our Legal Memorandum is limited to the information provided by the documents available to us in the manner mentioned in point 1 above and there may be facts or documents that have not been disclosed to us that may affect the outcome of the Legal Memorandum.
3. All information supplied to us by the Client remains true, accurate, and is not misleading as of the date of this Legal Memorandum.
4. Judges in the Republic of Indonesia are independent in examining cases and making judgments, and therefore may have different analysis and judgments and not agree with this Legal Memorandum.
5. This Legal Memorandum has been prepared having regard to the laws of Indonesia which are in force as of the date of this Legal Memorandum. For the avoidance of doubt, Dentons HPRP is under no obligation to update this Legal Memorandum or advise any recipient of this Legal Memorandum about any changes in law after the date of this Legal Memorandum.
6. The scanned copy of the Legal Memorandum sent by email shall be the Legal Memorandum in force, and the original Legal Memorandum shall be consistent with the electronically scanned copy. In case of any discrepancy, the scanned copy of the Legal Memorandum sent by email shall prevail.

This Legal Memorandum is intended solely for the benefit of the Client and may be used only in connection with the Scope of Work. It may not be relied upon by any other person or for any other purpose and is not to be used, circulated, quoted, or otherwise referred to for any other purpose without our prior written consent.

Jakarta, 26 February 2026

Hanafiah Ponggawa & Partners



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GLOSSARY

Unless the context otherwise requires, the following definitions shall apply throughout this Legal Memorandum:

TERM	DEFINITION
BOD	Board of Directors.
BOC	Board of Commissioners.
Deed PT GMT 12/2005	Deed of Establishment of PT GMT No. 12 dated 29 August 2005, made before Hengky Antolis, S.H., M.Kn., Notary in Jakarta which has been ratified by MOL under Decree No. C-29832 HT.01.01.TH.2005 dated 28 October 2005.
Deed PT GMT 4/2024	Deed of PT GMT No. 4 dated 12 December 2024, made before Wiwik Widyaningrum S.H., M.Kn., Notary in Bekasi, which: (i) has been approved by MOL under Decree AHU-0082693.AH.01.02.Tahun 2024 dated 18 December 2024; (ii) has been notified to MOL by Receipt of Notification for the Change of Company's Articles of Association No. AHU-AH.01.03-0223747 dated 18 December 2024; and (iii) has been notified to MOL by Receipt of Notification for the Change of Company's Data No. AHU-AH.01.09-0289811 dated 18 December 2024.
Dacheng	Beijing Dacheng Law Offices, LLP, located in 16-21F, Tower B, ZT International Center, No.10, Chaoyangmen Nandajie, Chaoyang District, Beijing, China.
KBLI 2020	Head of Statistical Centre Regulation No. 2 of 2020 concerning KBLI.
KBLI	Indonesian Standard Industrial Classifications (<i>Klasifikasi Baku Lapangan Usaha Indonesia</i>).
MOL	Ministry of Law of the Republic of Indonesia (previously known as Ministry of Law and Human Rights of the Republic of Indonesia).
PMDN	Domestic Investment Company (<i>Penanaman Modal Dalam Negeri</i>).
PT GMT	PT Gaya Makmur Tractors.

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RESULT

By this Legal Memorandum, we, Dentons HPRP, hereby confirm that **PT GAYA MAKMUR TRACTORS** was duly incorporated under the Deed of Establishment of PT GMT No. 12 dated 29 August 2005, made before Hengky Antolis, S.H., M.Kn., Notary in Jakarta, which has been ratified by MOL under Decree No. C-29832 HT.01.01.TH.2005 dated 28 October 2005.

We hereby further confirm, as of the date of the issuance of the Company Profile by the Directorate General of General Legal Administration of MOL obtained by Dentons HPRP on 26 February 2026, PT GMT is still validly existing under the Indonesian laws. The details PT GMT are as stated below.

PT GAYA MAKMUR TRACTORS

General Information

Legal Establishment Information			
Deed of Establishment	Date of the Deed of Establishment	Notary	Ministry of Law and Human Rights Ratification Number and the Date of Approval
Deed PT GMT 12/2005	29 August 2005	Hengky Antolis, S.H., M.Kn., Notary in Jakarta	Decree No. C-29832 HT.01.01.TH.2005 dated 28 October 2005

The general information of PT GMT is as follows:

Name	PT Gaya Makmur Tractors
Corporate Form	Limited Liability Company (<i>Perseroan Terbatas/PT</i>)
Type of Company	Non-Facility PMDN
Registered Address	Jl Krekot Jaya Blok AB No. 11, Pasar Baru, Sawah Besar, Central Jakarta, DKI Jakarta, 10710
Registered Office	Central Jakarta
Capitalization	Authorized Capital: IDR10,000,000,000 Issued and Paid-up Capital: IDR3,000,000,000

Business Activities

The purpose and objectives of the company under the KBLI 2020 referring to Deed PT GMT 4/2024, are as follows:

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No.	KBLI Code	KBLI Title	Description
1.	29101	Industry of Four or More Wheeled Motor Vehicle	This group includes businesses engaged in the manufacturing or assembly of motor vehicles for passengers or goods, such as sedans, jeeps, trucks, pickups, buses, station wagons, and similar vehicles. These vehicles use internal combustion piston engines with spark ignition or rotary engines, reciprocating piston engines with compression ignition (diesel or semi-diesel), or electric motors for propulsion. It also includes the manufacturing of specialized vehicles, such as fire trucks, mobile shops, street sweepers, ambulances, snowmobiles, golf carts, amphibious vehicles, mobile libraries (traveling libraries), armored vehicles, concrete mixer trucks, ATVs, go-karts, racing cars, and similar vehicles. Additionally, this group covers the manufacturing of motor vehicle engines, chassis, and the rebuilding of motor vehicle engines.
2.	29200	Industry of Motor Vehicle Body Industry for Four or More Wheels and Industry of Trailer & Semi-Trailer	This group includes businesses engaged in the manufacturing of motor vehicle parts or bodies, such as truck beds, bus bodies, pickup bodies, passenger vehicle bodies, and bodies for special-purpose motor vehicles, such as containers, caravans, and tank trucks. It also includes the manufacturing of trailers, semi-trailers, and their components.
3.	33122	Machine Repair for Special Purposes	This group includes repair and maintenance of special purpose machines included in class 282, such as repair and maintenance of agricultural tractors, agricultural and forestry and logging machines, metal cutting and forming machine tools and their accessories, other machine tools, metallurgical machines, mining machines, and quarrying including oil and gas field machinery, construction machinery, food and beverage processing machinery, tobacco processing machinery, textile machinery, clothing, and leather garment manufacturing machinery, hardware manufacturing machinery, and other special-purpose machinery.
4.	43905	Rental of Construction Equipment with Operators	This group includes businesses engaged in the rental of construction equipment or machinery and its accessories with an operator. It also includes the rental of production and operational equipment for oil, gas, petrochemicals, geothermal energy, and communications, such as SCADA (Supervisory Control and Data

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No.	KBLI Code	KBLI Title	Description
			Acquisition), as well as crane rentals. The rental of construction machinery and equipment without an operator is classified under group 77393.
5.	45101	Wholesale Trade of New Cars	This group includes businesses engaged in the wholesale trade of new cars, including special-purpose vehicles (such as ambulances, caravans, minibuses, fire trucks, etc.), lorries, trailers, semi-trailers, and various other motorized transport vehicles.
6.	46530	Wholesale Trade of Agricultural Machinery, Equipment, and Supplies	This group includes businesses engaged in the wholesale trade of agricultural machinery, equipment, and supplies, such as plows, fertilizer spreaders, seed planters, harvesting tools, threshing equipment, milking machines, poultry farming machines, beekeeping machines, and tractors used in agriculture and forestry. It also includes lawn mowers.
7.	46593	Wholesale Trade of Land Transportation Equipment (Excluding Cars, Motorcycles, and Similar Vehicles), Spare Parts, and Accessories	This group includes businesses engaged in the wholesale trade of various types of land transportation equipment, both motorized and non-motorized (excluding cars, motorcycles, and similar vehicles), as well as the wholesale trade of various spare parts and accessories.
8.	46599	Wholesale Trade of Machines Equipment, Spare Parts and Other Equipment	This group includes the wholesale trading business of machinery and equipment and supplies that have not been classified in groups 46591 until 46594, such as wholesale trade of cables and switches and other equipment installations for industry needs, machine tools of various types and for various materials, computer-controlled machine tools and equipment and measurement equipment.
9.	46620	Wholesale Trade of Metals and Metal Ores	This group includes businesses engaged in the wholesale trade of metal ores and basic metals, such as iron ore and non-ferrous metal ores in raw form, including nickel ore, copper ore, aluminum, iron, and steel. It also covers the wholesale trade of semi-finished ferrous and non-ferrous metal products and other related products. Additionally, it includes the wholesale trade of gold and other precious metals (such as silver and platinum).
10.	46693	Wholesale Trade of Rubber and Plastic in Raw Form	This group includes wholesale trade for rubber and plastic materials in raw form.

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No.	KBLI Code	KBLI Title	Description
11.	46696	Wholesale Trade of Used Goods and Scrap Materials	This group includes businesses engaged in the wholesale trade of used goods and scrap materials, including metal and non-metal waste for recycling. Activities include collecting, sorting, separating, and removing usable parts from items such as vehicles, as well as packing, repacking, storage, and distribution, without significant processing or transformation. The purchase and sale of residual materials are conducted based on their remaining value.
12.	52101	Warehousing and Storage	This group includes businesses engaged in the temporary storage of goods before they are shipped to their destination for commercial purposes.
13.	77393	Rental and Leasing Activities of Construction and Civil Engineering Machinery and Equipment Without Purchase Option	This group includes activities related to the rental and operational leasing (without purchase option) of construction and civil engineering machinery and equipment, including accessories, without an operator. Examples include crane lorries, ladders, and work platforms (scaffolding and work platforms), excluding installation and piling. The rental of construction and civil engineering machinery and equipment with an operator is classified under 43905.

The latest composition of the BOD and BOC of PT GMT referring to Deed PT GMT 4/2024, is as follows:

Name	Title
Rachmansyah	President Director
Surateman	Director
Yulius Sikku	Director
Bun Fong	Director
Cahyadi Lie	President Commissioner
Edward Cahyadi	Commissioner
Inawati	Commissioner
Lie Fen Sin	Commissioner

**PRIVILEGED AND CONFIDENTIAL
ATTORNEY – CLIENT PRIVILEGE
ATTORNEY WORK PRODUCT**

Shareholding Composition and Capital Structure

The latest shareholding composition and capital structure of PT GMT referring to Deed PT GMT 4/2024, are as follows:

No.	Shareholders	Total Share Ownership	Nominal Value	Ownership Percentage (%)
1.	Cahyadi Lie	4,020	IDR2,010,000,000	67
2.	Alwi	300	IDR150,000,000	5
3.	Suwandi, S.E	300	IDR150,000,000	5
4.	Haryanto	300	IDR150,000,000	5
5.	Darmadi	300	IDR150,000,000	5
6.	Sim Idrus Munandar	180	IDR90,000,000	3
7.	Ir. Eviana Kumalasari	600	IDR300,000,000	10

**PRIVILEGED AND CONFIDENTIAL
ATTORNEY – CLIENT PRIVILEGE
ATTORNEY WORK PRODUCT**

LIST OF REVIEWED DOCUMENTS

Company Profile of PT GMT issued by the Directorate General of General Legal Administration of MOL dated 26 February 2026.

[Unofficial English Translation]

THE GOVERNMENT OF THE REPUBLIC OF INDONESIA

**BUSINESS IDENTITY NUMBER (NIB)
0240000922848**

Pursuant to Article 24 paragraph (1) of Government Regulation Number 24 of 2018 concerning Electronically Integrated Business Licensing Services, the OSS Institution hereby issues an NIB to:

Company Name: Civil Partnership HANAFIAH PONGGAWA & PARTNERS
Office/Correspondence Address: Wisma 46 – Kota BNI Lantai 41, Jenderal Sudirman Kav. 1,
Kel. Karet Tengsin, Kec. Tanah Abang, Kota Adm. Jakarta
Pusat, Prov. DKI Jakarta
NPWP: 02.393.236.1-073.000
Telephone Number: 0215701837
Fax Number: 0215701835
Email: dentons.hprp@dentons.com
KBLI Name and Code: See annex
Capital Investment Status: PMDN

1. This NIB constitutes the Business's identity in the implementation of its business activities and is valid for as long as it performs business activities in accordance with the provisions of legislation.
2. This NIB is evidence of Capital/Business Investment Registration and also constitutes ratification of the Company Registration Certificate.
3. The OSS Institution is authorised to carry out evaluations and changes of business licences (commercial/operational licences) in accordance with the provisions of legislative regulations.
4. All data stated in the NIB may be changed in accordance with developments in business activities.
5. If at a later date any error is found in this Decree, it will be corrected as necessary.

Issued on: 24 September 2020

By: The Capital Investment Coordination Board

QR Code

This document is issued through the OSS System on the basis of the data from the business. The accuracy and validity of the data shown in this document and the data saved in the OSS System remain the full responsibility of the business.

Printed 24 September 2020

THE GOVERNMENT OF THE REPUBLIC OF INDONESIA

BUSINESS IDENTITY NUMBER (NIB)

0240000922848

No.	KBLI Code	KBLI Name
1	69102	LEGAL CONSULTANT ACTIVITIES
2	69101	LAWYER ACTIVITIES
3	69103	INTELLECTUAL PROPERTY CONSULTANT ACTIVITIES

With the proviso that this NIB only applies to the KBLI Name and KBLI Code stated in this Annex.



PEMERINTAH REPUBLIK INDONESIA

NOMOR INDUK BERUSAHA (NIB) 0240000922848

Berdasarkan ketentuan Pasal 24 ayat (1) Peraturan Pemerintah Nomor 24 Tahun 2018 tentang Pelayanan Perizinan Berusaha Terintegrasi Secara Elektronik, Lembaga OSS menerbitkan NIB kepada:

Nama Perusahaan : Persekutuan Perdata HANAFIAH PONGGAWA & PARTNERS
Alamat Kantor/Korespondensi : Wisma 46 - Kota BNI Lantai 41, Jl Jenderal Sudirman Kav 1, Kel. Karet Tengsin, Kec. Tanah Abang, Kota Adm. Jakarta Pusat, Prov. DKI Jakarta
NPWP : 02.393.236.1-073.000
Nomor Telepon : 0215701837
Nomor Fax : 0215701835
Email : dentons.hrp@dentons.com
Kode dan Nama KBLI : Lihat Lampiran
Status Penanaman Modal : PMDN

1. NIB merupakan identitas Pelaku Usaha dalam rangka pelaksanaan kegiatan berusaha dan berlaku selama menjalankan kegiatan usaha sesuai ketentuan peraturan perundang-undangan.
2. NIB adalah bukti Pendaftaran Penanaman Modal/Berusaha yang sekaligus merupakan pengesahan Tanda Daftar Perusahaan.
3. Lembaga OSS berwenang untuk melakukan evaluasi dan/atau perubahan atas izin usaha (izin komersial/operasional) sesuai ketentuan perundang-undangan.
4. Seluruh data yang tercantum dalam NIB dapat berubah sesuai dengan perkembangan kegiatan berusaha
5. Apabila di kemudian hari ternyata terdapat kekeliruan dalam Keputusan ini, maka akan dilakukan perbaikan sebagaimana mestinya.

Diterbitkan tanggal : 24 September 2020

Oleh : Badan Koordinasi Penanaman Modal



Dokumen ini diterbitkan melalui Sistem OSS atas dasar data dari pelaku usaha. Kebenaran dan keabsahan atas data yang ditampilkan dalam dokumen ini dan data yang tersimpan dalam Sistem OSS menjadi tanggung jawab pelaku usaha sepenuhnya.



PEMERINTAH REPUBLIK INDONESIA

**NOMOR INDUK BERUSAHA (NIB)
0240000922848**

No.	Kode KBLI	Nama KBLI
1	69102	AKTIVITAS KONSULTAN HUKUM
2	69101	AKTIVITAS PENGACARA
3	69103	AKTIVITAS KONSULTAN KEKAYAAN INTELEKTUAL

Dengan ketentuan bahwa NIB tersebut hanya berlaku untuk Nama KBLI dan Kode KBLI yang tercantum dalam lampiran ini

PERADI
 ASSOCIATION

Michael Antonius Kaihatu, S.H., M.M.

NIA 07 11194
 DPC Jakarta Pusat




KTPA
 Kartu Tanda Pengenal Adhokat

www.peradi.or.id

Dewan Pimpinan Nasional
 Perhimpunan Adhokat Indonesia

Attorney
 Prof. Dr. ONS Hoesbein, S.H.
 Ketua Umum

Secretary
 H. Hermansyah Djalil, S.H., M.H.
 Sekretaris Jenderal

PERADI Tower, 8. Jendral Arief, Gedung Yord No. 11A, Jakarta Timur 13136, T: +62 21 2926 4888, © www.peradi.or.id

关于查核台湾标的公司合法 成立及有效存续

之

法律备忘录

2026年2月27日

大成 DENTONS

大成 is Dentons' Preferred Law Firm in China.

大成台湾律师事务所

www.dachenglaw.com.tw

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Tel: +886 2 27020208 Fax: +886 2 27026005

I 引言

本法律备忘录系由徐工集团工程机械股份有限公司(以下简称“委托人”),委托大成台湾律师事务所制作,就台湾标的公司即威澹有限公司之合法成立及有效存续进行尽职调查,并依据台湾地法律规定提供法律查核意见。

以邮件发送的法律备忘录扫描件即为生效的法律备忘录,法律备忘录原件应与电子扫描件一致,如不一致,应以邮件发送的法律备忘录扫描件为准。

壹、简称与定义

在本法律备忘录中,除非根据上下文应另作解释,否则下列简称和术语具有以下含义:

1. 本法律备忘录 或 本备忘录 指大成台湾律师事务所于2026年2月27日受委托人委托所出具之法律备忘录。
2. 本项目 或 台湾标的公司 指本所律师受委托人委托对台湾标的公司即威澹有限公司之合法成立及有效存续进行尽职调查。上述公司称台湾标的公司。
3. 本所 或 大成所 指大成台湾律师事务所。
4. 本所律师 指大成台湾律师事务所参与本项目之律师。
5. 委托人 指徐工集团工程机械股份有限公司。
6. 台湾主管机关 或 台湾中央 指就本项目可能之台湾主管

目的事业主管机关

7. 台湾法律

机关。

指本法律备忘录出具之日公布并有效之台湾地区法律，不包括中华人民共和国法律、香港特别行政区及澳门特别行政区法律。

贰、权利来源与工作事项

- 一、 本所律师系受委托人及北京大成律师事务所委托，就台湾标的公司之合法成立和有效存续进行法律尽职查核。
- 二、 对截至 2026 年 2 月 27 日止，本所基于核查事实，并依据台湾地区相关主管机关之网站及公告文件，经本所律师反复讨论后就台湾标的公司之合法成立和有效存续出具本法律备忘录。

参、本所律师声明与本备忘录使用方法和用途

- 一、 为出具本备忘录，本所律师特做出如下声明

本备忘录系依据截至 2026 年 2 月 27 日本所律师获悉之信息而出具，本备忘录并不对该日以后台湾标的公司可能发生之法律状况变化做出任何预测或暗示。

- 二、 本备忘录使用方法和用途

本备忘录仅为委托人即徐工集团工程机械股份有限公司作为发起机构设立徐工集团工程机械股份有限公司定向资产支持票据信托和/或作为原始权益人设立徐工机械应收账款资产支持专项计划之目的而出具，并仅限于上述目的使用。非经本所书面同意，不得断章取义对本备忘录中之内容做出与其实际含义不一致之解释，不得以任何形式对本备忘录加以修改。

肆、免责声明

本备忘录系依据以下假设：

- 一、 本备忘录仅为委托人之利益制作。
- 二、 本备忘录仅在为委托人所询本项目事项提供法律尽职查核，并非为本项目提出任何保证性之解决方案。
- 三、 本备忘录所提供之意见仅限于法律事项之审阅，不包含会计及税务等其他相关事项。
- 四、 本备忘录内容系依台湾地区现行有效之法律、当局主管机关之网站及公告文件所做成，并不考虑未来台湾标的公司可能发生之法律状况变化，如台湾标的公司发生法律状况变化，应另行依据变更后之权属状态进行法律查核，故就任何将来台湾标的公司发生的法律状况变化、或本所知悉任何可能影响本法律备忘录事实之变更，本所亦不负补充本法律备忘录之责。如因受限于法令、合约、人力或机密性致无法取得之信息，纵令与本项目有关，或可能与现有信息不符，均不在本备忘录范围内。此外，就台湾以外其他国家或地区之法令或事实，本备忘录并未表示任何意见，且假设其他国家或地区之法令或事实并不对本备忘录产生任何影响。
- 五、 本备忘录自台湾地区主管机关网站所查询有关台湾标的公司商工登记之公开信息，本备忘录相信其为合法、真实之信息。任何不实之情形，非本备忘录所能知悉。
- 六、 本备忘录内容及提及之文件与信息，以及为本项目所提出之一切电子邮件、附件与附表，均适用本节之假设与免责事由。

伍、本备忘录之架构

本备忘录按如下架构编写：

第一部分，引言。包括：简称与定义；权利来源与工作事项；本所律师声明与本备忘录使用方法和用途；免责事由；本备忘录之架构等。

第二部分，正文。

II 正文

壹、本备忘录之目的及委托人所询事项

本备忘录系就委托人所询有关台湾标的公司之合法成立及有效存续进行尽职调查。

一、具体查核对象为威溘有限公司。

二、截至 2026 年 2 月 27 日止，本所基于核查事实，并依据台湾地区相关主管机关之网站及公告文件，就台湾标的公司之合法成立和有效存续进行法律尽职调查。本所基于核查事实，并依据台湾地区相关主管机关之网站及公告文件，经本所律师反复讨论后出具本法律备忘录。

貳、法律查核

本所律师经查阅台湾“经济部商工登记公示资料查询”检索系统有关台湾标的公司公开状态，出具法律查核如下。

一、威溘有限公司(WAY ENGINEERING CO., LTD.)(详参附件 1)

统一编号	97327214
公司状况	核准设立
资本总额(元)	新台币 17,500,000 元
实收资本额(元)	新台币 17,500,000 元
代表人姓名	陈国基
公司所在地	台北市内湖区成功路 2 段 320 巷 50 号 5 楼
登记机关	台北市政府
核准设立日期	1997 年 3 月 3 日

最后核准变更日期	2025年1月21日
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参、 结论

本所基于核查事实，并依据台湾地区相关主管机关之网站及公告文件，包括但不限于查核台湾“经济部商工登记工示资料查询”检索系统的公开状态，本所律师确信台湾标的公司即威澹有限公司(WAY ENGINEERING CO., LTD.)系于1997年3月3日合法成立，且截至2026年2月27日止，该公司仍有效存续，并未向台湾地区相关主管机关提出解散、清算或破产之声请。

综上，截至2026年2月27日止，本所基于核查事实，并依据台湾地区相关主管机关之网站及公告文件，本所律师确信前开台湾标的公司合法成立、仍有效存续，且未向台湾地区相关主管机关提出解散、清算或破产之声请，详如本备忘录前述第贰段之法律查核，并请参见附件本所于台湾“经济部商工登记工示资料查询”检索系统下载有关前开台湾标的公司之公开状态。

本法律备忘录正本一份。以下无正文。

【签署页】

大成台湾律师事务所



何谨言律师

2026年2月27日



王政凯律师

2026年2月27日

列印日期:115-02-27

經濟部商工登記公示資料查詢服務

公司基本資料

統一編號	97327214
登記現況	核准設立
公司名稱	威溥有限公司 (出進口廠商英文名稱：WAY ENGINEERING CO., LTD.)
章程所訂外文公司名稱	
資本總額(元)	17,500,000
代表人姓名	陳國基
公司所在地	臺北市內湖區成功路2段320巷50號5樓 <u>同地址登記現況為核准設立之公司家數:1</u>
登記機關	臺北市政府
核准設立日期	086年03月03日
最後核准變更日期	114年01月21日
所營事業資料	吊車、鑽機、打樁機、抓斗機之出租、買賣及維修業務。 重機械之出租、買賣及維修業務。 五金及建築材料之買賣業務。 建築機械—挖土機地下連續壁機械—之買賣維修及出租業務。 前各項產品之進出口貿易業務。 起重工程承包業務。—營造業除外—

董監事資料(序號依據公司基本資料內容顯示)

序號	職稱	姓名	所代表法人	出資額(元)
0001	董事	陳國基		6,500,000

經理人資料

序號	姓名	到職日期
依您的查詢條件，查無符合結果。		

分公司資料

序號	統一編號	分公司名稱	登記現況	分公司核准設立日期	最後核准變更日期
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依您的查詢條件，查無符合結果。

扣繳單位設立(變更)登記申請書 (統一編號編配通知書)

扣繳單位統一編號
25649068

收件日期 年 月 日
編號

受理申請稽徵機關	機關代號	檔案日期	日期	108年11月	扣繳單位組織別	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	X	Y	Z	AA	AB	AC	AD	AE	AF	AG	AH	AI	AJ	AK	AL	AM	AN	AO	AP	AQ	AR	AS	AT	AU	AV	AW	AX	AY	AZ	BA	BB	BC	BD	BE	BF	BG	BH	BI	BJ	BK	BL	BM	BN	BO	BP	BQ	BR	BS	BT	BU	BV	BW	BX	BY	BZ	CA	CB	CC	CD	CE	CF	CG	CH	CI	CJ	CK	CL	CM	CN	CO	CP	CQ	CR	CS	CT	CU	CV	CW	CX	CY	CZ	DA	DB	DC	DD	DE	DF	DG	DH	DI	DJ	DK	DL	DM	DN	DO	DP	DQ	DR	DS	DT	DU	DV	DW	DX	DY	DZ	EA	EB	EC	ED	EE	EF	EG	EH	EI	EJ	EK	EL	EM	EN	EO	EP	EQ	ER	ES	ET	EU	EV	EW	EX	EY	EZ	FA	FB	FC	FD	FE	FF	FG	FH	FI	FJ	FK	FL	FM	FN	FO	FP	FQ	FR	FS	FT	FU	FV	FW	FX	FY	FZ	GA	GB	GC	GD	GE	GF	GG	GH	GI	GJ	GK	GL	GM	GN	GO	GP	GQ	GR	GS	GT	GU	GV	GW	GX	GY	GZ	HA	HB	HC	HD	HE	HF	HG	HH	HI	HJ	HK	HL	HM	HN	HO	HP	HQ	HR	HS	HT	HU	HV	HW	HX	HY	HZ	IA	IB	IC	ID	IE	IF	IG	IH	II	IJ	IK	IL	IM	IN	IO	IP	IQ	IR	IS	IT	IU	IV	IW	IX	IY	IZ	JA	JB	JC	JD	JE	JF	JG	JH	JI	JJ	JK	JL	JM	JN	JO	JP	JQ	JR	JS	JT	JU	JV	JW	JX	JY	JZ	KA	KB	KC	KD	KE	KF	KG	KH	KI	KJ	KK	KL	KM	KN	KO	KP	KQ	KR	KS	KT	KU	KV	KW	KX	KY	KZ	LA	LB	LC	LD	LE	LF	LG	LH	LI	LJ	LK	LL	LM	LN	LO	LP	LQ	LR	LS	LT	LU	LV	LW	LX	LY	LZ	MA	MB	MC	MD	ME	MF	MG	MH	MI	MJ	MK	ML	MM	MN	MO	MP	MQ	MR	MS	MT	MU	MV	MW	MX	MY	MZ	NA	NB	NC	ND	NE	NF	NG	NH	NI	NJ	NK	NL	NM	NN	NO	NP	NQ	NR	NS	NT	NU	NV	NW	NX	NY	NZ	OA	OB	OC	OD	OE	OF	OG	OH	OI	OJ	OK	OL	OM	ON	OO	OP	OQ	OR	OS	OT	OU	OV	OW	OX	OY	OZ	PA	PB	PC	PD	PE	PF	PG	PH	PI	PJ	PK	PL	PM	PN	PO	PP	PQ	PR	PS	PT	PU	PV	PW	PX	PY	PZ	QA	QB	QC	QD	QE	QF	QG	QH	QI	QJ	QK	QL	QM	QN	QO	QP	QQ	QR	QS	QT	QU	QV	QW	QX	QY	QZ	RA	RB	RC	RD	RE	RF	RG	RH	RI	RJ	RK	RL	RM	RN	RO	RP	RQ	RR	RS	RT	RU	RV	RW	RX	RY	RZ	SA	SB	SC	SD	SE	SF	SG	SH	SI	SJ	SK	SL	SM	SN	SO	SP	SQ	SR	SS	ST	SU	SV	SW	SX	SY	SZ	TA	TB	TC	TD	TE	TF	TG	TH	TI	TJ	TK	TL	TM	TN	TO	TP	TQ	TR	TS	TT	TU	TV	TW	TX	TY	TZ	UA	UB	UC	UD	UE	UF	UG	UH	UI	UJ	UK	UL	UM	UN	UO	UP	UQ	UR	US	UT	UU	UV	UW	UX	UY	UZ	VA	VB	VC	VD	VE	VF	VG	VH	VI	VJ	VK	VL	VM	VN	VO	VP	VQ	VR	VS	VT	VU	VV	VW	VX	VY	VZ	WA	WB	WC	WD	WE	WF	WG	WH	WI	WJ	WK	WL	WM	WN	WO	WP	WQ	WR	WS	WT	WU	WV	WW	WX	WY	WZ	XA	XB	XC	XD	XE	XF	XG	XH	XI	XJ	XK	XL	XM	XN	XO	XP	XQ	XR	XS	XT	XU	XV	XW	XX	XY	XZ	YA	YB	YC	YD	YE	YF	YG	YH	YI	YJ	YK	YL	YM	YN	YO	YP	YQ	YR	YS	YT	YU	YV	YW	YX	YY	YZ	ZA	ZB	ZC	ZD	ZE	ZF	ZG	ZH	ZI	ZJ	ZK	ZL	ZM	ZN	ZO	ZP	ZQ	ZR	ZS	ZT	ZU	ZV	ZW	ZX	ZY	ZZ
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打V處	登記原因	打V處	登記原因	附 件	打V處	登記原因	打V處	登記原因
	01 設立登記		03 變更扣繳單位名稱	1. 主管機關核准文件影本 份 2. 負責人及扣繳義務人國民身分證影本 份 3. 所在地房屋稅單影本，如為承租房屋請加附租賃合約影本 份	20 變更扣繳單位統一編號		16 補建檔	
	02 變更負責人及扣繳義務人		04 地址變更(遷入)	4. 執行業務及其他所得者註銷時請檢附業務狀況調查紀錄表乙份。	17 撤銷登記		49 資料更正	
	11 註銷登記				18 擅自他遷			

項 目		填 載 內 容		變更者打V
扣繳單位名稱		大成台灣律師事務所		
扣繳單位所在地址		臺北市 大安區 敦化南路二段 巷 弄 77 號之 10 樓之 (室)		
		房屋稅籍編號	縣市 鄉鎮區市 村里別 淡水號(樓號戶號)	
		(請依房屋稅單管理代號填寫)		
		A 0 2 3 0 0 5 7 9 0 3 9		
負責人	姓名	李恩愷	國民身分證統一編號	Q 1 2 0 1 5 1 3 4 2
	地址	臺北市 大安區 敦化南路二段 21 巷 弄 75 號之 18 樓之 (室)		✓
扣繳義務人	姓名	李恩愷	國民身分證統一編號	Q 1 2 0 1 5 1 3 4 2
	地址	臺北市 大安區 敦化南路二段 21 巷 弄 75 號之 18 樓之 (室)		✓
外國法人在臺代理人	姓名		國民身分證統一編號	
	地址	縣市 鄉鎮區市 街路 段 巷 弄 號之 樓之 (室)		
設立日期	日期	98 年 10 月 2 日	作廢之原扣繳單位統一編號	
主要捐贈者名稱			主要捐贈者統一編號	
會計期間	自 年 月 日至 年 月 日		聯絡電話: Tel: (02) 2702-0200	
總機構/營利事業	名稱/地址		統一編號	
登記資產總額			主管機關核准文號	

說明
 一、有關稅務營業類別扣繳單位統一編號者，敬請確實依照該號碼填用。
 二、本通知單請妥為保存，俾便隨時查用。
 三、特此通知。



統一編號 收件日期 復業日期 社政單位

扣繳單位檔案編號 應行申報註記 應申報 異動原因

49 資料修正

扣繳單位組織別 執行業務暨其他所得業者合夥各補習班幼稚園托兒所

稅籍機關 大安分局 執行業務事務所

扣繳單位名稱全銜 (簡稱)

房屋稅籍編號 作廢之統一編號 會計年度別

扣繳單位所在住址 (縣市) (鄉鎮市區) (村里)

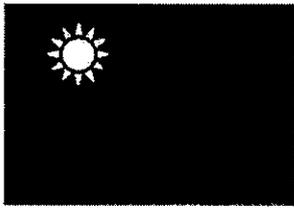
扣繳義務人IDN IDN註記 符合邏輯 姓名 姓名超位 正常

總機構/營業人統一編號 機構代號 登記財產總額 (千元) 電話號碼

負責人(IDN/BAN) IDN註記 符合邏輯 姓名超位 正常

主管機關核准文號

- F1新增
- F2修改
- F3刪除
- F4查詢
- F5設定
- F6列印
- F8執行
- F9清除
- F10結束



台北律師公會會員證書

北律會字第 8924 號

何 謹 言 律師

業經本會理事會議審查通過

依法加入本會為會員 此證



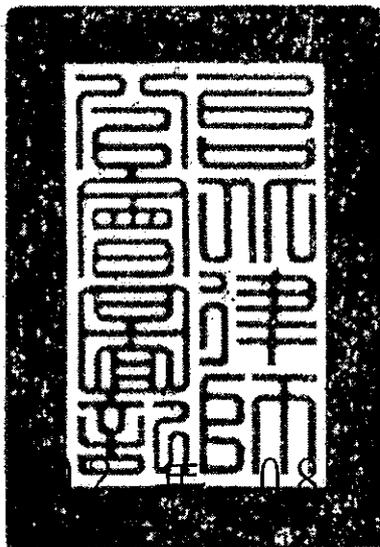
律師證書頒發機關：法 務 部

律師證書字號：(102) 台檢證 第 10502 號

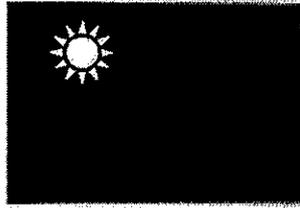
律師證書頒發日期：中華民國 102 年 05 月 30 日

入 會 日 期：中華民國 102 年 07 月 30 日

理事長 陳 彥 希



中華民國 108 年 08 月 14 日



台北律師公會會員證書

北律會字第 8944 號

王政凱 律師

業經本會理事會議審查通過

依法加入本會為會員 此證



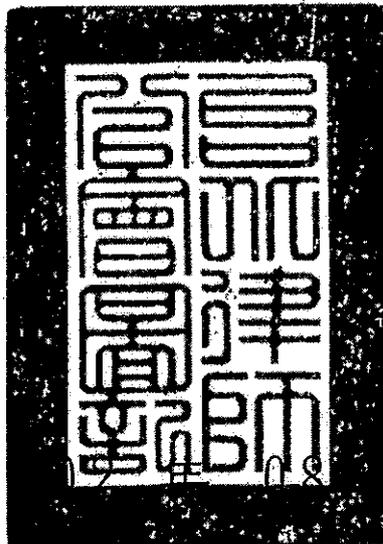
律師證書頒發機關：法 務 部

律師證書字號：(102) 台檢證 第 10654 號

律師證書頒發日期：中華民國 102 年 07 月 19 日

入 會 日 期：中華民國 102 年 08 月 07 日

理事長 陳彥希



中華民國 102 年 08 月 14 日

大成 DENTONS

大成 is Dentons' Preferred Law Firm in China.



RAMOS, RIPOLL & SCHUSTER
A B O G A D O S

Beijing Dacheng Law Offices, LLP ("Dentons")

**LEGAL OPINION ON INCORPORATION AND LEGAL
EXISTENCE OF THE TARGET COMPANIES.**

XCMG Construction Machinery Co., Ltd. ("XCMG")

Ramos, Ripoll & Schuster
México City, March 3, 2026.

I. Introduction

Ramos, Ripoll & Schuster ("RRS") has been hired by Dentons to issue a legal opinion (the "Legal Opinion") regarding the legality and validity of the following target companies incorporated in Mexico: (i) **Diseños y Construcciones Civiles, S.A. de C.V.**; (ii) **Comercializadora Herveru de Querétaro, S.A. de C.V.**; and (iii) **Massive Electronica Home, S.A. de C.V.** (the "Target Companies"), pursuant to the instructions of XCMG Construction Machinery Co., Ltd. (the "Client" or "XCMG").

II. Scope of the Legal Opinion

Our legal opinion will be based on the corporate records and public accessible information obtained from the following registries (the "Registries"):

- Public Registry of Commerce of the corporate domicile of each company.
- Publication Website of Mercantile Corporations of the Ministry of Economy ("PSM").
- Federal Courts and Tribunals.

It is understood that this information may not be fully up to date, as there are aspects of the Target Companies' data that are not necessarily registrable in these public records. Furthermore, should additional information be required regarding the Target Companies' compliance with labor, social security, or tax obligations, RRS will need further details from the Client, as this information is not publicly accessible.

For the preparation of this Legal Opinion, we understand that all information and documentation obtained through the Registries is genuine, authentic, and complete.

Additionally, in the preparation of this Legal Opinion, we have assumed and considered the following:

- a. The information contained herein, as well as our responses and suggestions, is based on documents obtained from the Registries regarding the Target Companies.
- b. That all copies obtained electronically are true, correct, and complete copies of the original documents in the possession of the relevant authorities.
- c. That the obtaining of the documents and other materials and information does not constitute a breach of any confidentiality obligation by RRS regarding such documents and materials; and
- d. That there has been no omission to the delivery of relevant information by Dentons.

The information referred to here is presented as up to date as of the date established on the cover page of this Legal Opinion and is therefore subject to the conditions and circumstances that justify its review, update, or effect due to the passage of time, as well as changes in the criteria of governmental authorities regarding the interpretation and application of Mexican legislation.

This Legal Opinion has been prepared for the exclusive use and benefit of XCMG Construction Machinery Co., Ltd. and Beijing Dacheng Law Offices, LLP according to the Client's instructions, so no third party or individual may rely on it for decision-making regarding the legal status of the Target Companies. This Legal

Opinion may not be disseminated, distributed, or reproduced without the prior written consent of RRS. Furthermore, this document is not, and should not be interpreted as, a recommendation or opinion to carry out or refrain from carrying out any operation or series of operations related to the Client's projects.

This legal opinion does not consider the law of any jurisdiction other than the United Mexican States and is strictly limited to Mexican law and does not include any analysis or opinion regarding foreign legislation.

Finally, we understand that this is a general review prior to a potential due diligence process that may be conducted at the Client's request.

III. Documents covered by this Legal Opinion

In Exhibit A attached to this report, we list the documents obtained from the Registries mentioned in section II above, which were provided by the relevant authorities regarding the Target Companies and which served as the basis for the preparation of our Legal Opinion.

IV. Legal Analysis: Records and Litigation

Below, you will find a summary of the information obtained from the Records, which includes key details such as the Target Companies' incorporation information, comments about variations in the capital stock of each company, appointments of board members or sole administrators, and other relevant corporate changes.

Additionally, we have included the results of the investigation into whether any of the Target Companies are involved in a legal proceeding, either as a plaintiff or defendant, including a summary explaining the relevant details of each case.

a) **Diseños y Construcciones Civiles, S.A. de C.V. ("DCC")**

I. General information.

DCC was incorporated through public deed 17,868 dated January 24, 2006, executed before the notary public Oviedo Baca García, holder of Notary Public 15 in Chihuahua, Chihuahua, and registered in the Public Registry of Commerce of Chihuahua under electronic commercial folio 22807 on April 6, 2006, as evidenced by the registration certificate attached to this report as Exhibit 1.1.

Corporate address:	Chihuahua, Chihuahua.
Incorporation date:	January 24, 2006.
Term:	99 years.
Corporate purpose:	The manufacture and assembly of all types of steel structures, installation of sheet metal roofing, projects and designs of civil and electromechanical works, technical and specialized assistance in commercial

and industrial constructions, execution of all types of civil or industrial works, earthmoving, pavement construction, construction of hydraulic, sanitary and sewage installations, promoting, incorporating, organizing, exploiting and participating in the capital and equity of all types of commercial, civil, associations, or industrial, commercial, service or any other type of companies, both domestic and foreign, as well as participating in their administration or liquidation.

Nationality: Mexican.

II. Shareholding structure.

At the time of incorporation, DCC's capital stock was structured as follows:

Shareholders	Fixed capital shares Series A	Value
José Luis Rodríguez Hernández	50	\$25,000.00
Jacobo Heriberto Marquez Balderrama	50	\$25,000.00
Total	100	\$50,000.00

Subsequently, the shareholders approved several capital increases in the variable portion, as evidenced by the following registration certificates: (i) registration certificate of public deed 12,883 dated August 26, 2011; (ii) registration certificate of public deed 13,225 dated June 21, 2012; and (iii) registration certificate of public deed 5,463 dated December 27, 2024, which are attached to this report as Exhibit 1.2.; Exhibit 1.3.; and Exhibit 1.7., respectively. Therefore, the current capital stock of DCC is as follows:

Shareholders	Fixed capital shares Series A	Variable capital shares Series B	Value
José Luis Rodríguez Hernández	50	104,996	\$52,523,000.00
Jacobo Heriberto Marquez Balderrama	50	104,996	\$52,523,000.00
Total	100	209,992	\$105,046,000.00

Please note that, based on the most recent search we conducted before the Public Registry of Commerce, there are no recorded changes to the company's share capital structure. However, there is no legal obligation to register increases or decreases in the variable portion of the share capital before the Public Registry of Commerce. Consequently, we cannot verify whether there have been any additional increases in the variable capital or any share transfers that are not reflected in these records.

III. Administrative body.

Currently, DCC is managed by a board of directors. Pursuant to the ordinary general shareholders' meeting held on April 18, 2018, which was formalized by public deed 13,175 dated April 24, 2018, as evidenced by the registration certificate attached hereto as Exhibit 1.5., the shareholders appointed José Luis Rodríguez Hernández and Jacobo Heriberto Márquez Balderrama as chairman and secretary of the board of directors, respectively and Viviana Ordoñez Venzor and Laura García Gutiérrez as member A and B, respectively.

Based on our most recent search conducted before the Public Registry of Commerce, there are no records evidencing the revocation of such appointments or the designation of any substitute officers.

IV. Amendments to the Bylaws.

Pursuant to the registry certificate of public deed 10,193 dated November 24, 2016, granted before Mr. Fernando Rodríguez García, Notary Public 2 of Chihuahua, Chihuahua, which contains the formalization of the minutes of the extraordinary general shareholders' meeting held on November 10, 2016, attached hereto as Exhibit 1.4., the shareholders approved the amendment to the Company's corporate purpose and, consequently, the amendment to clause third of the company's bylaws. Additionally, the shareholders approved the modification to the clause relating to the powers of the management body and the corresponding amendment to clause seventh of the bylaws.

Furthermore, pursuant to the registry certificate of public deed No. 18,324 dated September 10, 2020, granted before the same Notary Public, which contains the formalization of the minutes of the extraordinary general shareholders' meeting held on August 19, 2020, attached hereto as Exhibit 1.6., the shareholders once again approved an amendment to the company's corporate purpose and, consequently, the corresponding amendment to clause third of the company's bylaws.

V. Legal search results.

Based on the results obtained from the national search for judicial processes over a 10-year period through the Buho Legal platform, regarding DCC, attached herewith as Exhibit 1.8., here is a summary of the information available in these public records:

- i. Commercial executive proceeding 586/2024 of the First Civil Court of Morelos, filed by DCC against Andrés Lara Ramírez and Jorge Primo Velázquez. The only entries available relate to an incident (without specifying the type of incident), which has not yet been resolved. The latest entry is dated July 15, 2025.
- ii. Amparo Indirecto 816/2024, from the Tenth District Court in the State of Chihuahua, against the resolution confirming the inadmissibility of the precautionary measure in ordinary civil case 26/2024, in which DCC is the complainant. However, the amparo proceeding concluded on June 23, 2025.
- iii. Labor proceeding 258/2022 of Special Board Number Five of Toluca, filed by Josué Castillo Jiménez against DCC. On February 3, 2026, the authority ordered DCC to be required to pay the outstanding labor claim.

- iv. Boundary demarcation proceeding number 1169/2022 of the Eleventh Civil Court by Hearings of Morelos, filed by María de Lourdes Macías Fierro against DCC and Armando Corte Chávez. On May 17, 2024, a judgment dismissing the claims was issued. An appeal was subsequently filed. The most recent published court order is dated July 3, 2024. No further information is available regarding the current status of the proceeding.
- v. Labor Trial 469/2018, filed in Special Board Number Four in the State of Mexico – Toluca Board. The role of DCC (whether plaintiff or defendant) is not specified. In April 2021, a date was set for the conciliation hearing, demand, and exceptions, where there was a possibility for the parties to reach a settlement. Although the proceeding has not been formally recorded as concluded, it has shown no activity for more than five years, which may suggest that it has most likely been concluded.
- vi. Commercial executive proceeding 732/2017 of the Second Civil Court of Morelos, filed by DCC against Andrés Lara Ramírez and Jorge Primo Velázquez. The available extracts do not indicate that a judgment has been rendered or that the proceeding has concluded. The latest order is dated August 16, 2024, appointing authorized representatives, and the search does not provide further details regarding the status of the case.

b) Comercializadora Herveru de Querétaro, S.A. de C.V. (“CHQ”)

I. General information.

CHQ was incorporated through public deed 89,892 dated March 18, 2010, executed before the notary public Bernardo González Courtade, holder of notary public 11 in San Luis Potosí, San Luis Potosi, and registered in the Public Registry of Commerce of San Luis Potosí, under electronic commercial folio 27202 on May 24, 2010, as evidenced by the registration certificate attached to this report as Exhibit 2.1.

Corporate address:	Carretera Río Verde 320, Bugambillas, San Luis Potosí.
Incorporation date:	March 18, 2010.
Term:	99 years.
Corporate purpose:	The leasing of machinery for construction, mining and forestry activities, as well as the acquisition, sale, exchange, lease, gratuitous loan (commodatum), commercialization, transportation, importation and exportation of all types of heavy and light machinery, equipment, machine tools, accessories and construction-related machinery in general.
Nationality:	Mexican.

II. Shareholding structure.

At the time of incorporation, CHQ's capital stock was structured as follows. We have no record of any subsequent modifications; therefore, this is the only known capital structure of the corporation, and we are unaware of any changes to date:

Shareholders	Fixed capital shares Series A	Value
Héctor Vázquez Ruiz	15,000	\$15,000.00
Héctor Vázquez Ordaz	15,000	\$15,000.00
Mauricio Vázquez Ruiz	20,000	\$20,000.00
Total	50,000	\$50,000.00

Please note that, based on the most recent search we conducted before the Public Registry of Commerce, there are no recorded changes to the company's share capital structure. However, there is no legal obligation to register increases or decreases in the variable portion of the share capital before the Public Registry of Commerce. Consequently, we cannot verify whether there have been any additional increases in the variable capital or any share transfers that are not reflected in these records.

III. Administrative body.

According to the registration certificate of CHQ's articles of incorporation attached hereto as Exhibit 2.1, Mauricio Vázquez Ruiz was appointed as sole administrator.

Based on our most recent search conducted before the Public Registry of Commerce, there are no records evidencing the revocation of such appointment or the designation of any substitute officer.

IV. Amendments to the Bylaws.

Pursuant to the registry certificate of public deed 137,164 dated November 21, 2024, granted before Mr. Josué Martínez Ariztegui, Notary Public 1 of San Luis Potosí, San Luis Potosí, which contains the formalization of the minutes of the extraordinary general shareholders' meeting held on November 13, 2024, attached hereto as Exhibit 2.2, a partial amendment to the company's bylaws was approved in order to modify the corporate purpose and the clause concerning nationality.

As a result, any foreign individual or entity is expressly excluded and shall under no circumstances be allowed to participate in the company. Consequently, should any foreign entity seek to acquire shares in the company, the aforementioned clause must first be amended accordingly.

According to our latest search carried out before the Public Registry of Commerce, the registry certificate of public deed No. 81,560 dated November 10, 2025, granted before Mr. Luis Felipe Ordaz González, Notary Public No. 5 of Querétaro, evidences that at the extraordinary general shareholders' meeting held on November 3, 2025 attached hereto as Exhibit 2.3, the shareholders approved the extension and amendment of the company's corporate purpose and the consequent amendment to article second of its bylaws.

V. Legal search results.

Based on the results obtained from the national search for judicial processes over a 10-year period through the Buho Legal platform regarding CHQ, attached herewith as Exhibit 2.4., although the search yielded various results related to different lawsuits or legal proceedings, no active or pending judicial proceedings involving CHQ have been identified. As of February 18th, a renewed search was conducted, and no new results were found.

c) Massive Electronica Home, S.A. de C.V. (“MEH”)

I. General information.

MEH was incorporated through public deed 20,623 dated April 2, 2019, executed before the notary public Ricardo Cuevas Miguel, holder of Notary Public 210 in Mexico City, and registered in the Public Registry of Commerce of Mexico City under electronic commercial folio N-2019045046 on June 11, 2019, as evidenced by the registration certificate attached to this report as Exhibit 3.1.

Corporate address:	Mexico City.
Incorporation date:	April 2, 2019.
Term:	Indefinite.
Corporate purpose:	The production, manufacture, acquisition, sale, purchase, sale, distribution, marketing, exhibition, promotion, representation, representation, assembly, consignment, commission, import and export of glassware, leather goods, liquor, bakery, pastry, haberdashery, clothing and lingerie, hardware, ironmongery, hardware, plumbing, locksmithing, dry cleaning, shoes, flowers, upholstery, bookstore, stationery, perfumery, cosmetology, optometry, toys, jewelry, watches and costume jewelry.
Nationality:	Mexican.

II. Shareholding structure.

At the time of incorporation, MEH's capital stock was structured as follows:

Shareholders	Fixed capital shares	Value
María Del Carmen Pineda Gutiérrez	95	\$47,500.00
Roberto Carlos Cuadriello Cerqueda	5	\$2,500.00
Total	100	\$50,000.00

Please note that, based on the most recent search we conducted before the Public Registry of Commerce, there are no recorded changes to the company's share capital structure. However, there is no legal obligation to

register increases or decreases in the variable portion of the share capital before the Public Registry of Commerce. Consequently, we cannot verify whether there have been any additional increases in the variable capital or any share transfers that are not reflected in these records.

III. Administrative body.

According to the registration certificate of MEH's articles of incorporation attached hereto as Exhibit 3.1.; Maria del Carmen Pineda Gutiérrez was appointed as sole administrator.

Based on our most recent search conducted before the Public Registry of Commerce, there are no records evidencing the revocation of such appointment or the designation of any substitute officer.

IV. Legal search results.

Based on the results obtained from the national search for judicial processes over a 10-year period through the Buho Legal platform, regarding MEH, attached herewith as Exhibit 3.2., here is a summary of the information available in these public records:

- i. Oral commercial proceeding 857/2024 of the 40th Civil Oral Trial Court of Mexico City, filed by ESTAFETA MEXICANA S.A. DE C.V. against MEH. No summaries of the resolutions issued in this proceeding are published, so no further details of the case are available. However, it remains active, and the latest entry is dated January 19, 2026, without further specification.
- ii. Labor proceeding 38/2024 of the Tenth Labor Court in Jalisco, filed by Sonia Rosalía Arenas Pérez against MEH and the Workplace Located at Avenida Chapalita 1218. According to our latest search conducted on February 18, the results showed that the parties entered into a settlement agreement, thereby concluding the matter.

V. Legal Opinion.

All the Target Companies are duly incorporated before a notary public in accordance with Mexican legislation and are properly registered with the Public Registry of Commerce of their legal domicile.

Registration with the Public Registry of Commerce is a mandatory legal requirement for companies to obtain legal personality before third parties and to lawfully conduct commercial activities, ensuring their official recognition as legally incorporated entities.

A search conducted in the Publication Website of Mercantile Corporations of the Ministry of Economy ("PSM") did not yield any results indicating changes in the Target Companies' shareholder structures, nor were any records identified suggesting that the Target Companies are undergoing dissolution or liquidation proceedings.

Based on the national search of lawsuits involving the Target Companies, this report includes only those proceedings that remain active and/or that have not been formally declared concluded or dismissed. Should a more detailed analysis of each individual proceeding be required, the legal background search records for each listed company are attached hereto as exhibits.

Based on the foregoing, we confirm that the Target Companies have been duly incorporated and are validly existing under Mexican law. Their legal existence is supported by the corresponding corporate records and registrations before the relevant authorities. Furthermore, there are no indications of dissolution, liquidation, or other legal impediments affecting their capacity to operate in accordance with applicable regulations.

Please note that the information contained in this report is derived from publicly available sources. Details regarding any legal proceedings involving the Target Companies, as well as any shareholder agreements, are not considered public information unless voluntarily disclosed by the parties involved.

The scanned copy of the legal memorandum transmitted via email shall constitute a valid and binding representation of the original document. Both the original memorandum and its electronic counterpart are identical in content. In the event of any discrepancies between the two versions, the scanned copy transmitted via email shall take precedence.

This Legal Opinion does not include a recommendation on whether to proceed with the Client's ongoing negotiations.

As a law firm duly established in Mexico, we issue this opinion with the necessary legal capacity to do so, in full compliance with the applicable legislation in force. We are authorized to practice law within the jurisdiction of Mexico and to provide legal opinions on matters governed by Mexican law.

We hope you find this information of assistance. In case of any doubt or comment, or should you require additional information regarding the Target Companies please do not hesitate to contact us.

Sincerely,



Flor García Rivera
Partner
Corporate & Business
RAMOS, RIPOLL & SCHUSTER®



CIUDAD DE MÉXICO
TORRE REFORMA 115
AV. PASEO DE LA REFORMA
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T. +52 (55) 1518 0445

GUADALAJARA
TORRE MIL500
AV. AMÉRICAS 1500
PISOS 12 Y 14
COUNTRY CLUB
GUADALAJARA
JALISCO, 44610
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MONTERREY
TORRE EQUUS 335
AV. RICARDO MARGAIN
ZOZOYA 335, PISO 5
VALLE DEL CAMPESTRE
SAN PEDRO GARZA GARCÍA
NUEVO LEÓN, 66265
T. +52 (33) 3627 5035

EXHIBIT A

DOCUMENTS COVERED BY THE LEGAL OPINION

Below is a brief description of the documents obtained from the following records: i) Public Registry of Commerce; ii) Publication Website of Mercantile Corporations of the Ministry of Economy; and iii) Federal Courts and Tribunals which were reviewed as part of the analysis prior to preparing our Legal Opinion.

Diseños y Construcciones Civiles, S.A. de C.V.

- i. Simple copy of the registration certificate of public deed 17,868 that contains the incorporation of Diseños y Construcciones Civiles, S.A. de C.V., as Exhibit 1.1.
- ii. Simple copy of the registration certificate of public deed 12,883 that contains the protocolization of the minutes of the ordinary general shareholders' meeting held on December 29, 2010, as Exhibit 1.2.
- iii. Simple copy of the registration certificate of public deed 13,225 that contains the protocolization of the minutes of the ordinary general shareholders' meeting held on May 8, 2012, as Exhibit 1.3.
- iv. Simple copy of the registration certificate of public deed 10,193 that contains the protocolization of the minutes of the extraordinary general shareholders' meeting held on November 10, 2016, as Exhibit 1.4.
- v. Simple copy of the registration certificate of public deed 13,175 that contains the protocolization of the minutes of the ordinary general shareholders' meeting held on April 18, 2018, as Exhibit 1.5.
- vi. Simple copy of the registration certificate of public deed 18,324 that contains the protocolization of the minutes of the extraordinary general shareholders' meeting held on August 19, 2020, as Exhibit 1.6.
- vii. Simple copy of the registration certificate of public deed 5,463 that contains the protocolization of the minutes of the extraordinary general shareholders' meeting held on June 7, 2024, as Exhibit 1.7.
- viii. Simple copy of the document containing the historical nationwide legal search for the ten-year period ending on February 18, 2026, obtained through Buho Legal, attached hereto as Exhibit 1.8.

Comercializadora Herveru de Querétaro, S.A. de C.V.

- i. Simple copy of the registration certificate of public deed 89,892 that contains the incorporation of Comercializadora Herveru de Querétaro, S.A. de C.V., as Exhibit 2.1.
- ii. Simple copy of the registration certificate of public deed 137,164 that contains the formalization of the minutes of the ordinary and extraordinary general shareholders' meeting held on November 13, 2024, as Exhibit 2.2.



CIUDAD DE MÉXICO

TORRE REFORMA 115
AV. PASEO DE LA REFORMA
115, PISO 14
LOMAS DE CHAPULTEPEC
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CIUDAD DE MÉXICO, 11000
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GUADALAJARA

TORRE MIL500
AV. AMÉRICAS 1500
PISOS 12 Y 14
COUNTRY CLUB
GUADALAJARA
JALISCO, 44610
T. +52 (33) 3627 5035

MONTERREY

TORRE EQUUS 335
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ZOOYA 335, PISO 5
VALLE DEL CAMPESTRE
SAN PEDRO GARZA GARCÍA
NUEVO LEÓN, 66265
T. +52 (33) 3627 5035

- iii. Simple copy of the registration certificate of public deed 81,560 that contains the formalization of the minutes of the ordinary and extraordinary general shareholders' meeting held on November 3, 2025, as Exhibit 2.3.
- iv. Simple copy of the document containing the historical nationwide legal search for the ten-year period ending on February 18, 2026, obtained through Buho Legal, attached hereto as Exhibit 2.4.

Massive Electronica Home, S.A. de C.V.

- i. Simple copy of the registration certificate of public deed 20,623 that contains the incorporation of Massive Electronica Home, S.A. de C.V. as Exhibit 3.1.
- ii. Simple copy of the document containing the historical nationwide legal search for the ten-year period ending on February 18, 2026, obtained through Buho Legal, attached hereto as Exhibit 3.2.

CÉDULA DE IDENTIFICACIÓN FISCAL**Hacienda**
Secretaría de Hacienda y Crédito Público**SAT**
SERVICIO DE ADMINISTRACIÓN TRIBUTARIARAB0809224L5
Registro Federal de ContribuyentesRRS ABOGADOS
Nombre, denominación o razón socialIdCIF: 14090793049
VALIDA TU INFORMACIÓN FISCAL**CONSTANCIA DE SITUACIÓN FISCAL**Lugar y Fecha de Emisión
GUADALAJARA , JALISCO A 04 DE FEBRERO DE 2025

RAB0809224L5

Datos de Identificación del Contribuyente:

RFC:	RAB0809224L5
Denominación/Razón Social:	RRS ABOGADOS
Régimen Capital:	SOCIEDAD CIVIL
Nombre Comercial:	RAMOS RIPOLL & SCHUSTER
Fecha inicio de operaciones:	22 DE SEPTIEMBRE DE 2008
Estatus en el padrón:	ACTIVO
Fecha de último cambio de estado:	07 DE OCTUBRE DE 2008

Datos del domicilio registrado

Código Postal:44610	Tipo de Vialidad: AVENIDA (AV.)
Nombre de Vialidad: AMERICAS	Número Exterior: 1500
Número Interior:PISO 14	Nombre de la Colonia: COUNTRY CLUB
Nombre de la Localidad: GUADALAJARA	Nombre del Municipio o Demarcación Territorial: GUADALAJARA
Nombre de la Entidad Federativa: JALISCO	Entre Calle: CALLE MAR ROJO
Y Calle: CALLE MAR BALTICO	

Actividades Económicas:**Hacienda**
Secretaría de Hacienda y Crédito Público**SAT**
SERVICIO DE ADMINISTRACIÓN TRIBUTARIA**Contacto**Av. Hidalgo 77, col. Guerrero, C.P. 06300, Ciudad de México.
Atención telefónica desde cualquier parte del país:
MarcaSAT 55 627 22 728 y para el exterior del país
(+52) 55 627 22 728

Orden	Actividad Económica	Porcentaje	Fecha Inicio	Fecha Fin
1	Bufetes jurídicos	100	22/09/2008	

Regímenes:

Régimen	Fecha Inicio	Fecha Fin
Régimen General de Ley Personas Morales	22/09/2008	

Obligaciones:

Descripción de la Obligación	Descripción Vencimiento	Fecha Inicio	Fecha Fin
Declaración anual de ISR del ejercicio Personas morales.	Dentro de los tres meses siguientes al cierre del ejercicio.	22/09/2008	
Declaración de proveedores de IVA	A más tardar el último día del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero de retención de ISR por servicios profesionales. MENSUAL	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero de retenciones de ISR por intereses. MENSUAL	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero de retenciones de IVA Mensual	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero mensual de retenciones de ISR de ingresos por arrendamiento.	Conjuntamente con la retención por salarios o asimilados a salarios (17 de cada mes en su defecto)	22/09/2008	
Declaración informativa de IVA con la anual de ISR	Conjuntamente con la declaración anual del ejercicio.	22/09/2008	
Declaración informativa anual de intereses pagados a las personas físicas. Impuesto sobre la renta.	A más tardar el 15 de febrero del año siguiente	22/09/2008	
Declaración informativa anual de pagos y retenciones de servicios profesionales. Personas Morales. Impuesto Sobre la Renta	A más tardar el 15 de febrero del año siguiente	22/09/2008	
Declaración informativa anual de retenciones de ISR por arrendamiento de inmuebles	A más tardar el 15 de febrero del año siguiente	22/09/2008	
Pago definitivo mensual de IVA.	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero de retenciones mensuales de ISR por ingresos asimilados a salarios	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Pago provisional mensual de ISR personas morales régimen general	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	01/04/2009	

Sus datos personales son incorporados y protegidos en los sistemas del SAT, de conformidad con los Lineamientos de Protección de Datos Personales y con diversas disposiciones fiscales y legales sobre confidencialidad y protección de datos, a fin de ejercer las facultades conferidas a la autoridad fiscal.

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de: www.sat.gob.mx, denuncias@sat.gob.mx, desde México: (55) 8852 2222, desde el extranjero: + 55 8852 2222, SAT móvil o www.gob.mx/sfo".

Cadena Original Sello:

||2025/02/04|RAB0809224L5|CONSTANCIA DE SITUACIÓN FISCAL|20000108888880000031||

Sello Digital:

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Contacto

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CÉDULA DE IDENTIFICACIÓN FISCAL



Hacienda
Secretaría de Hacienda y Crédito Pública



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SERVICIO DE ADMINISTRACIÓN TRIBUTARIA



RAB0809224L5
Registro Federal de Contribuyentes

RRS ABOGADOS
Nombre, denominación o razón social

IdCIF: 14090793049
VALIDA TU INFORMACIÓN FISCAL

CONSTANCIA DE SITUACIÓN FISCAL

Lugar y Fecha de Emisión
GUADALAJARA, JALISCO A 03 DE MARZO DE 2026



RAB0809224L5

Datos de Identificación del Contribuyente:

RFC:	RAB0809224L5
Denominación/Razón Social:	RRS ABOGADOS
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Estatus en el padrón:	ACTIVO
Fecha de último cambio de estado:	07 DE OCTUBRE DE 2008

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Código Postal: 44610	Tipo de Vialidad: AVENIDA (AV.)
Nombre de Vialidad: AMERICAS	Número Exterior: 1500
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Nombre de la Localidad: GUADALAJARA	Nombre del Municipio o Demarcación Territorial: GUADALAJARA
Nombre de la Entidad Federativa: JALISCO	Entre Calle: CALLE MAR ROJO
Y Calle: CALLE MAR BALTICO	

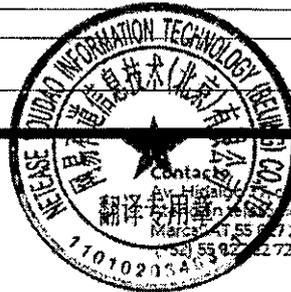
Actividades Económicas:



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Se puede solicitar desde cualquier parte del país:
México: 55 53 72 728 y para el exterior del país:
+52 55 53 72 728

Orden	Actividad Económica	Porcentaje	Fecha Inicio	Fecha Fin
1	Bufetes Jurídicos	100	22/09/2008	

Regímenes:

Régimen	Fecha Inicio	Fecha Fin
Régimen General de Ley Personas Morales	22/09/2008	

Obligaciones:

Descripción de la Obligación	Descripción Vencimiento	Fecha Inicio	Fecha Fin
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Declaración de proveedores de IVA	A más tardar el último día del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero de retención de ISR por servicios profesionales. MENSUAL	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero de retenciones de ISR por intereses. MENSUAL	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero de retenciones de IVA Mensual	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero mensual de retenciones de ISR de ingresos por arrendamiento.	Conjuntamente con la retención por salarios o asimilados a salarios (17 de cada mes en su defecto)	22/09/2008	
Declaración informativa de IVA con la anual de ISR	Conjuntamente con la declaración anual del ejercicio.	22/09/2008	
Declaración Informativa anual de intereses pagados a las personas físicas. Impuesto sobre la renta.	A más tardar el 15 de febrero del año siguiente	22/09/2008	
Declaración informativa anual de pagos y retenciones de servicios profesionales. Personas Morales. Impuesto Sobre la Renta	A más tardar el 15 de febrero del año siguiente	22/09/2008	
declaración informativa anual de retenciones de ISR por arrendamiento de inmuebles	A más tardar el 15 de febrero del año siguiente	22/09/2008	
Pago definitivo mensual de IVA.	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Entero de retenciones mensuales de ISR por ingresos asimilados a salarios	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	22/09/2008	
Pago provisional mensual de ISR personas morales régimen general	A más tardar el día 17 del mes inmediato posterior al periodo que corresponda.	01/04/2009	

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税务识别证

墨西哥合众国（徽章）
财政部
财政和公共信贷部

SAT
税务管理服务局

RAB0809224L5
联邦纳税人登记号

/二维码/

RRS ABOGADOS
名称、公司名称或商号

纳税人身份证号：
14090793049
请核验您的税务信息

税务状况证明

签发地点及日期
哈利斯科州瓜达拉哈拉市，2026年3月3日

/条形码/
RAB0809224L5

纳税人识别信息：

联邦纳税人登记号：

RAB0809224L5

名称/公司名称：

RRS ABOGADOS

资本制度：

民事合伙

商业名称：

RAMOS RIPOLL & SCHUSTER

开始经营日期：

2008年9月22日

登记状态：

活跃

最后变更状态日期：

2008年10月7日

登记地址信息

邮政编码：44610

道路名称：美洲

内部号码：14层

城市名称：瓜达拉哈拉

州名称：哈利斯科州

与：马尔巴尔蒂科街之间

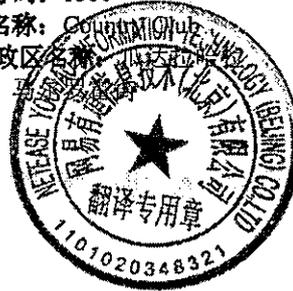
道路类型：大道

外部号码：1500

社区名称：Guerrero

市/行政区名称：瓜达拉哈拉

介于：马



经济活动：

墨西哥合众国（徽章）

财政部
财政和公共信贷部

SAT
税务管理服务局

联系方式

墨西哥城Guerrero区Hidalgo大道77号，邮编06300。

全国范围内电话咨询：

MarcaSAT：55 627 22 728以及从国外拨打。

(+52) 55 627 22 728

序号	经济活动	百分比	开始日期	结束日期
1	律师事务所	100	2008年9月22日	

税收制度:

制度	开始日期	结束日期
法人一般税收制度	2008年9月22日	

义务:

义务说明	到期说明	开始日期	结束日期
年度法人所得税申报。	财年结束后三个月内。	2008年9月22日	
增值税提供商申报。	最迟于相应期次后一个月的最后一天。	2008年9月22日	
因专业服务而产生的所得税预扣税缴纳。每月。	最迟于相应期次后一个月的第17天。	2008年9月22日	
利息所得税预扣税缴纳。每月。	最迟于相应期次后一个月的第17天。	2008年9月22日	
月度增值税预扣税缴纳。	最迟于相应期次后一个月的第17天。	2008年9月22日	
因租赁收入而产生的月度所得税预扣税缴纳。	与工资或类似工资的预扣税一起缴纳（每月17日缴纳）	2008年9月22日	
与年度所得税一并提交的增值税信息申报。	与年度申报一并提交。	2008年9月22日	
支付给个人的利息年度信息申报。所得税。	最迟于次年2月15日前提交。	2008年9月22日	
专业服务付款和预扣税年度信息申报。法人。所得税。	最迟于次年2月15日前提交。	2008年9月22日	
不动产租赁所得税预扣款年度信息申报。	最迟于次年2月15日前提交。	2008年9月22日	
月度增值税最终缴纳。	最迟于相应期次后一个月的第17天。	2008年9月22日	
月度视为工资薪金收入的所得税预扣款缴纳。	最迟于相应期次后一个月的第17天。	2008年9月22日	
法人普通制度月度所得税临时缴纳。	最迟于相应期次后一个月的第17天。	2009年4月1日	

您的个人数据已根据《个人数据保护指引》以及有关保密和数据保护的各項稅收和法律规定，被纳入并受到税务管理服务局系统的保护，以便行使税务机关依法赋予的职权。

如果您需要修改或更正您的个人数据，您可以前往任一税务服务模块或通过网络<http://sat.gob.mx>办理。

“腐败是有后果的，请举报！”如果您发现任何可能的腐败行为或违法行为，可以通过以下方式提出投诉或举报。



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墨西哥合众国（章）

墨西哥合众国
公共教育秘书处
职业总局
电子职业证书

职业资格证书号码

12490593



单一人员登记名称

GARF811026MDFRVL00



联邦登记实体

墨西哥城

册	页	编号	类型
1249	33	18	C1

签发予:

职业人员信息

弗洛拉·加西亚·里维拉 (FLOR GARCIA RIVERA)

姓名

第一姓氏

第二姓氏

其符合《宪法》第 5 条所规定的关于在墨西哥城从事专业活动的《组织法》及其《条例》的相关要求，获得具有证明效力的证书，可在以下级别从事相关专业活动：

律师学士学位

612303

项目名称

代码

教育机构信息

自由法学院

090016

名称

代码

签发信息和电子签名

2021 年 9 月 22 日

17:00:14

日期

时间

本电子证书是根据《宪法》第 5 条规定的关于在墨西哥城从事专业活动的法律《条例》第 32 条以及其他有关和适用的相关规定内容而签发的。

本行政文书带有主管公共服务器的高级电子签名，由一份自其起草之日起有效的证书所保护，并根据《高级电子签名法》的规定而有效。

电子签名

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DERECHO|6865|612303|LICENCIATURA COMO ABOGADO||

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(签名)

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斯(JUSTINO EDUARDO ANDRADE
SANCHEZ)博士
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1249	33	18	C1

Se expide a:

Datos del profesionista

FLOR GARCIA RIVERA
 Nombre(s) Primer apellido Segundo apellido

Quien cumplió con los requisitos establecidos en la Ley Reglamentaria del Artículo 5o. Constitucional, relativo al ejercicio de las profesiones en la Ciudad de México y su Reglamento, la cédula con efectos de patente para ejercer profesionalmente en el nivel de:

LICENCIATURA COMO ABOGADO 612303
 Nombre del programa Clave

Datos de la institución educativa

ESCUELA LIBRE DE DERECHO 090016
 Nombre o denominación Clave

Datos de expedición y firma electrónica

22/09/2021 17:00:14
 Fecha Hora

Se expide la presente cédula electrónica de conformidad con el artículo 32 del Reglamento de la Ley Reglamentaria del Artículo 5o. Constitucional, relativo al Ejercicio de las Profesiones en la Ciudad de México y demás relativos y aplicables.
 El presente acto administrativo cuenta con la firma electrónica avanzada del servidor público competente, amparada por un certificado vigente a la fecha de su elaboración y es válido de conformidad con lo dispuesto en la Ley de Firma Electrónica Avanzada.

Firma electrónica

Cadena original
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Firma electrónica avanzada del servidor público facultado
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DR. JUSTINO EDUARDO ANDRADE SANCHEZ
 DIRECTOR GENERAL DE PROFESIONES

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Plot No. 12, at William Burton Place
Chilekwa Mwamba Road
Off Lubu/Saise Roads
Longacres, Post Net Box 571, P/Bag E891
Lusaka-Zambia

Info-zambia@dentons.com

5th March, 2026

Beijing Dacheng Law Offices, LLP
16-21F, Tower B, ZT International Center
No.10, Chaoyangmen Nandajie
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Jonathan Chileshe
Ntasi Silwamba
Chama Simbeye
Wana Chinyemba

Consultant
Doris Katali Katebe Mwinga
dentons.co.zm

Dear Sir/Madam

RE: LEGAL OPINION – LEGAL STATUS CONFIRMATION OF HANHE INDUSTRY ZAMBIA LIMITED

1.1. Basis of instructions

We have been requested to provide this opinion with respect to the validity of incorporation and legal existence of Hanhe Industry Zambia Limited ("the Company") under Zambian Law.

1.2. Documents covered by this Opinion

1.2.1. For the purpose of this opinion, we have examined the document listed in Appendix 1.

1.2.2. On the 27th day of February, 2026, we carried out an online search at the Patents and Companies Registration Agency in Zambia in respect of the Company (the "Company Search"). The Company Search did not reveal:

- a) any order or resolution for the winding up of the Company;
- b) any order for the administration of the Company; or
- c) any notice of appointment in respect of the Company of a liquidator, receiver, administrative receiver or administrator.

1.3. Scope of the Opinion

1.3.1. This opinion is limited to Zambian Law as it would be applied by Zambian courts on the date of this opinion. We do not undertake to advise you of any changes in our opinions expressed in this letter resulting from matters that may arise after the date of this opinion or hereafter may be brought to our attention. This opinion is given on the basis that it will be governed by and construed in accordance with Zambian law.

2. Opinion

2.1. Status

2.1.1. The Company is a private limited company, duly incorporated under the Laws of Zambia. The Company was incorporated on the 12th day of August, 2011 under the laws of the Republic of Zambia with company registration number 120110094658.

2.1.2. The Company is validly existing under the laws of the Republic of Zambia.

2.1.3. As at the date of the Company Search, the Company is not the subject of any liquidation, administration, receivership, or administrative proceedings.

2.2. Shareholding

2.2.1. As of the date of the Company Search, the shareholding structure of the Company's issued shares is as follows:

- a) XU XIONG – 45,000 shares; and
- b) WANG JIANI – 5,000 shares.

3. Delivery of Opinion

The scanned copy of the legal opinion sent by email in force, and the original legal opinion shall be consistent with the electronically scanned copy. In case of any discrepancy, the scanned copy of the legal opinion sent by email shall prevail.

4. Caveat

We have issued this opinion in our capacity as a firm of Advocates authorised to practice law in the jurisdiction of Zambia. In rendering this opinion, we do not express or imply any opinions with respect to any laws, rules, or regulations or other than the laws, regulations of Zambia in force as of the date of this opinion.

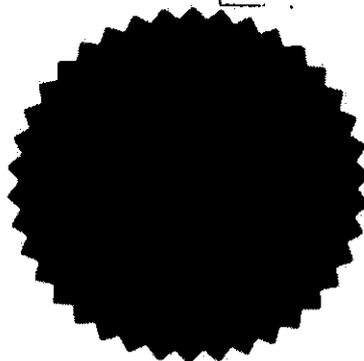
Yours faithfully,

ERIC SILWAMBA JALASI AND LINYAMA
LEGAL PRACTITIONERS



PER: JOSEPH ALEXANDER JALASI

Messrs Eric Silwamba, Jalasi & Linyama
At William Burton Place
12 Chilekwa Mwamba Road
Off Lulu / Saise Road
Post Net Box 571, Private Bag E891
Longacres, Lusaka
Tel No. +260-211 256 530
Fax No +260-211 256 372
Email: info@ericasilwambaandco.com



Form V

Certificate No. 208612

(Regulation 4)

Serial No. 2203174



Republic Of Zambia

THE REGISTRATION OF BUSINESS NAMES ACT, 2011

(Act No. 16 of 2011)

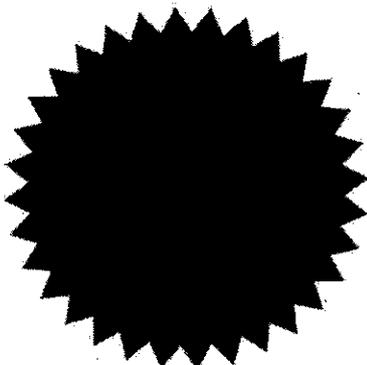
CERTIFICATE OF REGISTRATION

I HEREBY CERTIFY that: ERIC SILWAMBA, JALASI & LINYAMA LEGAL PRACTITIONERS

have (has) been registered in accordance with section 7 of the Registration of Business Names Act, 2011 and have (has) been entered in the Register under Number 208612 of the Register.

This Certificate of Registration is valid until transferred or cancelled.

Issued at Lusaka this 8th day of April, 2013



W. Banda

Assistant Registrar

[Note that this certificate is not valid unless the official seal of the Registrar of Business Names has been affixed]

0072380



Justice, Honour and Integrity

Practising Certificate issued for the year 2026

Pursuant to the Legal Practitioners' Act CAP30 of the Law of Zambia, it is hereby certified that

Joseph Alexander Jalasi

a Practitioner as defined by the Legal Practitioners' Act whose place(s) of Business is at

Eric Silwamba Jalasi & Linyama Legal Practitioners.

*P.O Box: 871
Lusaka*

has left with the said Association a declaration in writing Pursuant to the said Act and it is here by certified that the said Practitioner is duly enrolled as a practitioner and is entitled to practice as an advocate

Hon. Secretary
Legal Practitioners' Committee
Law Association of Zambia

Commencement date January 1, 2026 - December 31, 2026

PC#: 75



MEMORANDUM
STRICTLY CONFIDENTIAL
Attorney-Client Privileged

TO: Lina Zhang
Partner, Beijing Dacheng Law Offices, LLP

FROM: Dentons Pisut Limited

DATE: 2 March 2026

FILE No: M0974

RE: Legal Status of O.C.R. Co., Ltd.

We, Dentons Pisut Limited, have been requested by Beijing Dacheng Law Offices, LLP to provide our legal opinions and confirmation on the legal status of O.C.R. Co., Ltd. based on publicly available information.

We hereby confirm that O.C.R. Co., Ltd. was duly incorporated as a private limited company under the Civil and Commercial Code on 25 May 2005 with the company registration number 0905548001215.

We hereby further confirm that, as of the date hereof, the aforesaid company is still validly existing under Thai laws and that no application has been submitted to the company registrar to dissolve and liquidate the aforesaid company.

Further details of the company as currently shown in the public records are as described in a copy of the Company Affidavit issued by the company registrar on 2 March 2026 and a copy of the latest list of shareholders filed by the company itself to reflect its shareholding structure as of 29 April 2025, both of which are attached herewith for your reference.

The scanned copy of the legal opinion sent by email shall be the legal opinion in force, and the original legal opinion shall be consistent with the electronically scanned copy. In case of any discrepancy, the scanned copy of the legal opinion sent by email shall prevail.

Sincerely yours,

Dentons Pisut Limited



Wayu Suthisarnsuntorn
Senior Partner

Reg.No.9010/2559



หนังสือรับรอง

CERTIFICATE

หนังสือรับรองฉบับนี้ให้ไว้เพื่อแสดงว่า

THIS IS TO CERTIFY THAT

บริษัท เด็นตันส์ พิสุทธ์ จำกัด

DENTONS PISUT LIMITED

3 อาคารรัตนการ ชั้น 19 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120
3 Rajanakarn Building 19th Floor, South Sathorn Rd., Yannawa, Sathon, Bangkok 10120

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Mr.Pisut Rakwong License No. 287/2543 is the Head of Law office

ตามระเบียบสภาทนายความ ว่าด้วยการจดทะเบียนสำนักงาน (แก้ไขเพิ่มเติม ฉบับที่ 1) พ.ศ. 2566
ฉบับลงวันที่ 1 พฤษภาคม 2566

Issued under Regulations of the Lawyers Council of Thailand under the Royal Patronage
Regarding the Registration of Law Firm (Amendment No.1) B.E. 2566 dated 1 May 2023.

ให้ไว้ ณ วันที่ 4 กุมภาพันธ์ 2569

Given on 4 February 2026



ดร.ธนพล คงเจียง

นายกสภาทนายความ

Dr.Thanaphon Kongjieng

President, Lawyers Council under the Royal Patronage

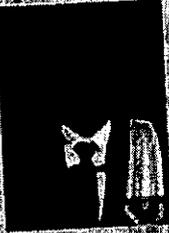
นายชัยวัฒน์ บุญเกื้อ

นายทะเบียนสภาทนายความ

Chaiwat Boonguar Esq.

Registrar, Lawyers Council under the Royal Patronage

ATTORNEY-AT-LAW LICENSE 756/2554
ID No: 1-1007-00073-57-1
 Name: WAYU SUTHISARN SUTORN, Esq.
 Date of Birth: 23-Jun-84
 Address: 389/414 Soi Sunpho,
 Thung Maha Mek Sub-District,
 Sathorn District, Bangkok 10120
 Tel: 091-7517753
 Licensee's Signature
 21 Nov 2025



Certified True Copy

รับรองสำเนาถูกต้อง

Signed
ลงชื่อ



Lawyers Council Under the Royal Patronage
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 Yan Nawa Sub-District, Sathorn District,
 Bangkok 10420
 Date 8-Jan-24 Issuing date
 Date 28-Apr-25 Expiration date
 Chaiwat Boonguar Esq. Registrar
 Wichien Chubthaisong Esq. President



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MEMBER OF DENTONS

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Vatsala Ratnasabapathy
Zain Azrin Zain Azahari
Kok Su Ann
Rebecca Jeyanthi Selvaraj
Pauline Nglam
Sharmini Natalie Dural
Dennis Khong Heng Kai
Raneesha Thayalan
Consultants
Tan Sri Datuk Zainun Ali
J. Wilfred Dural

Our ref: 22400392/PN/GJR/CSY

Your ref:

To: **Beijing Dacheng Law Offices, LLP** on behalf of
XCMG Construction Machinery Co., Ltd.
16-21F, Tower B, Zhaotai International Center
10 Chaoyangmen Nandajie
Chaoyang District
Beijing 100020
China

Date: 3 March 2026

Dear Sir / Madam,

LEGAL ADVICE IN RELATION TO THE MALAYSIAN TARGETS:

(a) FINBOND HEAVY MACHINERY SDN. BHD.

(I) Introduction

1. We refer to the above matter and to our fee proposal to you dated 13 February 2026 in relation to the matter referred below ("**Fee Proposal**").
2. Based on the Fee Proposal, we have been requested by Beijing Dacheng Law Offices, LLP ("**Beijing Dacheng**") on behalf of XCMG Construction Machinery Co., Ltd. ("**XCMG**") to provide our legal opinion on the validity and existence of the following companies in Malaysia:

(a) Finbond Heavy Machinery Sdn. Bhd. ("**Finbond Heavy Machinery**").

(II) General Qualifications

3. This opinion is qualified as stated herein and is qualified by the following:

(a) This opinion has been prepared based on the following documents:

In respect of Finbond Heavy Machinery:

- (i) A copy of the company profile of Finbond Heavy Machinery, which was extracted from the Companies Commission of Malaysia ("**CCM**") on 13 February 2026;

LuatViet ▶ Fernanda Lopes & Associados ▶ Guevara & Gutierrez ▶ Paz Horowitz Abogados ▶ Sirote ▶ Adepetun Caxton-Martins Agbor & Segun Davis Brown ▶ East African Law Chambers ▶ Eric Silwamba, Jalasi & Linyama ▶ Durham Jones & Pinegar ▶ LEAD Advogados ▶ For more information on the firms that have come together to form Dentons, go to [dentons.com/legacyfirms](https://www.dentons.com/legacyfirms)

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- (ii) A copy of the winding up search on Finbond Heavy Machinery, which was extracted from the Malaysian Department of Insolvency ("MDI") on 25 February 2026;
 - (iii) A copy of the Certificate of Incorporation of Finbond Heavy Machinery (issued under its previous name, "MALAYSIAN CHINA ADVANCE INDUSTRIES SDN. BHD."), which was extracted from the CCM on 25 February 2026;
 - (iv) A copy of Form 13 dated 14 July 1997 in relation to the change of name of company from "MALAYSIAN CHINA ADVANCE INDUSTRIES SDN. BHD." to "FINBOND MACHINERY (SELANGOR) SDN. BHD.", which was extracted from the CCM on 27 April 2023; and
 - (v) A copy of Form 13 dated 6 January 1999 in relation to the change of name of company from "FINBOND MACHINERY (SELANGOR) SDN. BHD." to "FINBOND HEAVY MACHINERY SDN. BHD.", which was extracted from the CCM on 27 April 2023.
 - (vi) A copy of the Attestation of Company Good Standing of Finbond Heavy Machinery based on the documents registered with the CCM as at 19 February 2026, which was extracted from the CCM on 25 February 2026.
- (b) Our views are limited to the scope as stated in Paragraph 2 above. We have not been provided with any legal documents (including but not limited to any key material contracts and/or company constitution), and are not privy to the same.
 - (c) Our views are based on the provisions of the laws of Malaysia in effect as of the date hereof and as they presently apply. We disavow any obligation to update this opinion or advise you of any changes in our opinion in the event of changes in applicable laws or facts or if additional or newly discovered information is brought to our attention. This opinion is provided to you as a legal opinion only and not as a guarantee or warranty of the matters discussed herein or in the documents referred to herein.
 - (d) Our views are given for the sole benefit of Beijing Dacheng and its underlying client, XCMG and strictly in relation to the issues expressly stated in this opinion. They may not, save where expressed otherwise, be relied upon by any other person. Our views are limited to the matters stated herein and do not apply by implication to any other matter. No portion of this opinion may be quoted or in any other way published without the prior written consent of Zain & Co. We hereby provide consent to Beijing Dacheng to quote our views in this legal opinion in their legal opinion, limited to the scope as stated in Paragraph 2 above.
 - (e) Our views on liability are subject to, amongst others, the discretion of the court or arbitrator, the evidence adduced in court or in arbitration and the factual matrix of the relevant matter before the court or arbitrator. Accordingly, we do not make any representation as to the actual outcome of any matter.
 - (f) Our views are limited to matters stated above. Where our views are expressed in respect of matters not stated above, such views are supplemental in nature and shall not by implication extend the scope of our view to include any matter not falling within the scope.

- (g) Our views are also subject to the clarification and/or officers obtained from officers of the relevant regulatory body or ministry, if any, which were represented to us by way of verbal/informal communication. We make no representation as to the accuracy of our views to the extent that they are not expressly contained in any legislation or written guidelines or to the extent that they are based on clarification / confirmation from officers of the relevant regulatory body or ministry upon verbal/informal enquiries.
- (h) The electronic copy of this legal opinion sent by email shall be the legal opinion in force, and this original legal opinion shall be consistent with the electronic copy. In case of any discrepancy, the electronic copy of this legal opinion sent by email shall prevail.

LEGAL OPINION**(III) Finbond Heavy Machinery**

4. The key particulars of Finbond Heavy Machinery are as follows:

Company Name	Finbond Heavy Machinery Sdn. Bhd.
Former name (if any)	(i) Finbond Machinery (Selangor) Sdn. Bhd. (ii) Malaysian China Advance Industries Sdn. Bhd.
Company Registration No.	199301026847 (281585-P)
Date of Incorporation	16 November 1993
Place of Incorporation	Malaysia
Registered address	No. 7 (Lot 66231), PT 50778, Kampung Batu 13 1/2, Jalan Klang, 47100 Puchong, Selangor, Malaysia
Business address	No. 7 (Lot 66231), PT 50778, Kampung Batu 13 1/2, Jalan Klang, 47100 Puchong, Selangor, Malaysia
Company Type	Limited by Shares Private Limited
Nature of Business	Principally engaged in reconditioning and dealing in heavy equipment, industrial and commercial plant and machinery.
Status	Existing
<i>(Source: CCM search of Finbond Heavy Machinery; Winding Up search of Finbond Heavy Machinery; Certificate of Incorporation of Finbond Heavy Machinery; Certificate of Change of Name of Finbond Heavy Machinery; Form 13 - Change of Name of Company of Finbond Heavy Machinery dated 6 January 1999; and Form 13 - Change of Name of Company of Finbond Heavy Machinery dated 14 July 1997)</i>	

5. A winding up search with MDI conducted on 25 February 2026 indicates that Finbond Heavy Machinery is not wound up.
6. The Attestation of Company Good Standing of Finbond Heavy Machinery extracted from CCM on 25 February 2026 confirms the following:
- (a) Finbond Heavy Machinery is not in the process of being wound up or dissolved;

- (b) Finbond Heavy Machinery has lodged its latest annual return and financial statements or certificate relating to an exempt private company accordingly; and
- (c) The registration address of Finbond Heavy Machinery is No. 7 (Lot 66231), PT 50778, Kampung Batu 13 1/2, Jalan Klang, 47100, Puchong, Selangor.
7. The above particulars are extracted from the documents registered with CCM as at 19 February 2026.
8. Based on the above, we are of the view that Finbond Heavy Machinery is a company validly incorporated under the Companies Act 2016 and that it has legal existence in Malaysia.

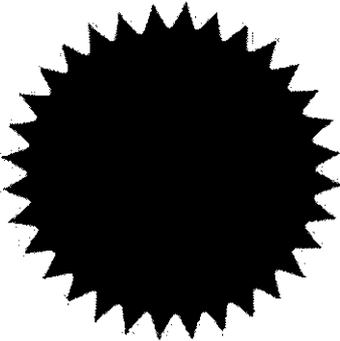
We trust that the above suffices for your present purpose. Should you require any further assistance, please do not hesitate to contact us.

Thank you.

Yours faithfully,

Zain & Co.

Pauline Ngiam
Partner
Zain & Co.



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Malaysian Bar

Certificate of Registration of Law Firm

Section 85(1) of the Legal Profession Act 1976

This is to certify that:

ZAIN & CO.

(Registration Number: 000020000480)

is registered with the Malaysian Bar.

This registration is valid subject to the law firm's compliance with the provisions of the Legal Profession Act 1976.

For the current status and other particulars relating to this law firm, kindly scan the QR code provided below.

Dated this 25th of June 2021

President, Malaysian Bar



Scan QR code or call 03-2050 2191
000480

The issuance of the Certificate of Registration is a practice that began in 2021, and the date of this Certificate does not necessarily denote the year of incorporation of the firm.



**Badan Peguam Malaysia
Malaysian Bar**

www.malaysianbar.org.my

Wisma Badan Peguam Malaysia
2 Leboh Pasar Besar
50050 Kuala Lumpur, Malaysia
Tel : +603-2050 2050
Fax : +603-2050 2019
Email : council@malaysianbar.org.my

15 January 2026

TO WHOM IT MAY CONCERN

Kindly be informed that based on our records, ZAIN & CO. [Firm Registration No.: 000020000480] is a registered legal firm with the Malaysian Bar since 1977 (*due to passage of time we are unable to provide the exact establishment date of the firm*). ZAIN & CO. is active and operating at 6TH & 7TH FLOORS, AKADEMI ETIQA, 23 JALAN MELAKA, 50100 KUALA LUMPUR [Tel: 03-26986255; Fax: 03-26986969/26922400/26936488].

The current partners of ZAIN & CO. are as follows: -

1. Mr. ZAINAL AZLAN BIN ABDUL KADIR (Membership No.: BC/Z/74)
2. Mr. ZAIN AZRIN BIN ZAIN AZAHARI (Membership No.: BC/Z/236)
3. Ms. MARIZA AZEN BTE MAT RASIP (Membership No.: BC/M/579)
4. Ms. REBECCA JEYANTHI A/P SELVARAJ (Membership No.: BC/R/806)
5. Ms. SHARMINI NATALIE DURAI (Membership No.: BC/S/1912)
6. Ms. VATSALA A/P RATNASABAPATHY (Membership No.: BC/V/97)
7. Ms. KOK SU ANN (Membership No.: BC/K/676)
8. Mr. RAJIV VIJAYANATHAN (Membership No.: BC/R/276)
9. Ms. SALWAH BINTI ABDUL SHUKOR (Membership No.: BC/S/556)
10. Ms. ANITA A/P M SOCKALINGAM (Membership No.: BC/A/411)
11. Ms. PAULINE NGIAM POI SZE (Membership No.: BC/P/391)
12. Mr. KHONG HENG KAI (Membership No.: BC/K/965)
13. Ms. RANEESHA BINTI THAYALAN (Membership No.: BC/R/1134)

Each of them is a registered advocate & solicitor with the Malaysian Bar and has a valid Practising Certificate for the year 2026.

Thank you.

Yours faithfully,

Norida Binti Ahmad
Officer
Membership Department

BCM/EM/EE62026/(z&c)/1.dta(0)

PC No. E-11242/2026
BC/P/391

**AKTA PROFESION UNDANG-UNDANG, 1976
LEGAL PROFESSION ACT, 1976**

Dengan ini saya memperakui bahawa Ms.
I do hereby certify that Ms.

**PAULINE NGIAM POI SZE
(K/P: 820510-14-5298)**

seorang Peguam bela dan Peguam cara Mahkamah Tinggi di Malaya
an Advocate and Solicitor, High Court in Malaya

menurut perakuan ini adalah bebas menjalankan amalan sebagai
by virtue of this certificate is at liberty to practice as

seorang Peguam bela dan Peguam cara di Mahkamah Persekutuan, Mahkamah Rayuan,
Mahkamah Tinggi di Malaya, Mahkamah Sesyen dan Mahkamah Majistret di Semenanjung
Malaysia
*an Advocate and Solicitor in the Federal Court, Court of Appeal, High Court in Malaya,
Sessions Court and Magistrates' Court in Peninsular Malaysia*

mulai dari tarikh **01-JAN-2026** sehingga 31hb. Disember, 2026
from the date until 31st December, 2026

termasuk kedua-dua tarikh.
both dates inclusive.

Diperbuat dan ditandatangani oleh saya pada 26
Given under my hand this 26th

haribulan November, 2025.
day of November, 2025.



SITI NORAZLINI BT. NIK MOHAMED FAIZ
Timbalan Pendaftar
..Mahkamah.Tinggi.Malaya.....
Pendaftar
Registrar

S/N p2VyyGkGG0OLt0q3e2finw

**Note : Serial number will be used to verify the originality of this document via eFILING portal

BAR COUNCIL (MALAYSIAN BAR)

SIJIL ANNUAL FOR THE YEAR 2026
ISSUED BY THE BAR COUNCIL
UNDER THE LEGAL PROFESSION ACT
(LAWS OF MALAYSIA, ACT 166)

Pursuant to Section 32 Part III of the Legal Profession Act 1976 (the Act) it is hereby certified that

Ms. Pauline Ngiam Poi Sze

is an Advocate and Solicitor and member of the Malaysian Bar and is not prohibited from holding a practising certificate under Section 30 of the Act and

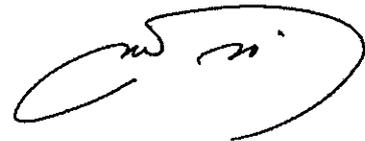
- i) has complied with the provisions of Section 32 (1) (a) of the Act;
- ii) has delivered an Accountant's report in accordance with Section 79 of the Act;
- iii) is not in arrears in respect of any contribution to the Compensation Fund or subscription or levy lawfully due to the Malaysian Bar or any State Bar Committee under the Act;
- iv) intends to practise under an approved name.

Given under my hand this *26th* day of *November, 2025*.

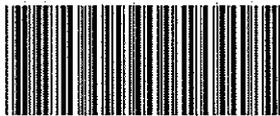
REMINDER

All members are reminded that pursuant to Section 31(2) of the Legal Profession Act 1976, you are under a statutory duty to inform the Bar Council if you cease practice at any time during the year.

WILAYAH PERSEKUTUAN KUALA LUMPUR/2026-12548/Annamary Soosay



PRESIDENT
MALAYSIAN BAR



* P 3 9 1 2 0 2 6 *

Warsaw (Poland), 26 February 2026

From: REVERA Polska
Aleje Jerozolimskie 123A, 02-017 Warsaw (Poland)
part of REVERA Law Group

To: Beijing Dacheng Law Offices, LLP
16-21F, Tower B, ZT International Center, No.10,
Beijing (China)

**LEGAL OPINION ON INCORPORATION AND LEGAL EXISTENCE
of Polish company: FABRYKA MASZYN XCMG-EUROPA SP. Z O.O.**

1. INTRODUCTION

1.1. Basis of Instructions

We have been instructed to issue this legal opinion regarding the valid incorporation and legal existence of the Polish company operating under the business name **FABRYKA MASZYN XCMG-EUROPA SP. Z O.O.** (the "Company"), in accordance with the laws of the Republic of Poland.

1.2. Documents and Searches

For the purpose of this opinion, we have examined public information and documents queried and extracted from company registration departments or courts (the "Company Searches").

Based on the Company Searches, we confirm that no information has been disclosed regarding:

- a) any petition, order, or resolution for the liquidation or dissolution of the Company;
- b) any pending bankruptcy proceedings (upadłość) or restructuring proceedings (restrukturyzacja);
- c) any appointment of a liquidator, receiver, administrator, or similar officer with respect to the Company;
- d) any entries indicating suspension of the Company's business activities.

An actual excerpt from the National Court Register (KRS extract) is attached as Appendix No. 1 to this opinion.

1.3. Scope of the Opinion

This opinion is limited to substantive laws of Poland, as interpreted by Polish courts as of the date of this document.

We do not undertake to update this opinion for any changes in law or fact arising after its date. This opinion is governed exclusively by Polish law.

2. OPINION

2.1. Legal Status

Based on the Company Searches:

15

- a) The Company is a limited liability company (spółka z ograniczoną odpowiedzialnością), duly incorporated under the laws of the Republic of Poland.
- b) The Company was incorporated on 18th march 2015 and registered in the National Court Register (the "KRS") on 18th march 2015 under KRS number 0000549201.
- c) The Company validly exists under Polish law.
- d) There is no information indicating that the Company is subject to liquidation, bankruptcy, restructuring, receivership, or similar proceedings.

2.2. Shareholders

As of the Company Searches, the Company's shareholder capital amounts to PLN 5,000.00 and the shareholder structure of the Company is as follows:

- a) Iwona Elżbieta Sarna, holding 25 shares with the total nominal value of PLN 1.250,00.
- b) Anna Izabela Bodzioch, holding 25 shares with the total nominal value of PLN 1.250,00.
- c) Aleksandra Barbara Utrata, holding 50 shares with the total nominal value of PLN 2.500,00.

All shareholders of the Company are visible in the KRS, as each of them holds more than 10% of the share capital.

**Please note that under Polish law, shareholder details are disclosed in the KRS register and are publicly accessible and shows shareholders that has above 10% of shares.*

3. DELIVERY OF THE OPINION

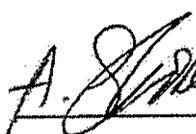
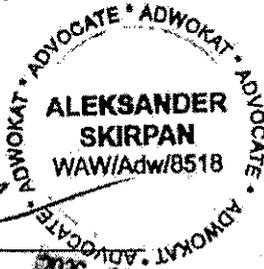
The electronically scanned copy of this legal opinion sent by email shall constitute the authoritative and binding version of this opinion. The original hard-copy opinion, once delivered, shall conform to the electronically transmitted version. In the event of any discrepancy between the original and the scanned copy, the scanned electronic version shall prevail.

4. COVEAT

This opinion is issued solely for the benefit of Beijing Dacheng Law Offices, LLP and its client XCMG Construction Machinery Co., Ltd. and may not be relied upon by any other person without our prior written consent. This opinion may, however, be disclosed on a no-reliance basis to your auditors, professional advisers or any competent court or authority for information purposes only.

This opinion addresses exclusively the laws of the Republic of Poland in force on the date hereof. We do not express any opinion on laws of any other jurisdiction, nor on any regulatory, tax, accounting or financial matters unless expressly stated. We undertake no obligation to update or supplement this opinion after the date hereof.

Yours faithfully,



Aleksander Skirpan
2026-02-28

Advocate, licensed to practice law in the Republic of Poland
Member of the Warsaw Bar Association



Stowarzyszenie Adwokatów
w Polsce



Adwokat
Aleksander Artur Skirpan
Istotyzon 11, by Adwokackiej w Warszawie
NR WRISU WAW/Adw/6518

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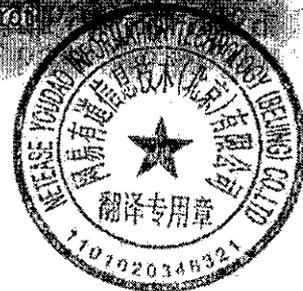


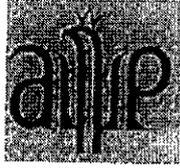

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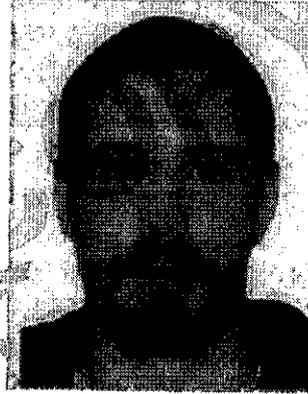
podpis: *Dziastana*

Znalezca legitymacji, prosimy jest o jej zwrot
na adres podany na stronie www.nia.pl





华沙律师协会



律师

Aleksander Artur Skirpan

为华沙律师协会会员

登记编号: WAW/Adw/8518

副本

证件号码

1901023997



波兰律师协会

法律 · 祖国 · 荣誉

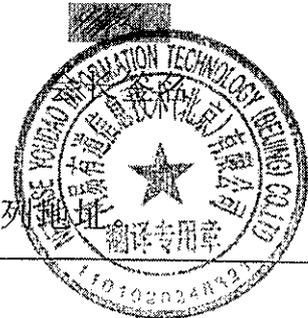
签发日期

2019年6月26日

有效期至

2020年6月26日

副本



拾获此证件者请将其归还至 www.nra.pl 网站上所列地址

Wydruk informacji pobranej w trybie art. 4 ust. 4aa ustawy z dnia 20 sierpnia 1997 r. o Krajowym Rejestrze Sądowym, posiada moc dokumentu wydawanego przez Centralną Informację, nie wymaga podpisu i pieczęci.

CENTRALNA INFORMACJA KRAJOWEGO REJESTRU SĄDOWEGO

KRAJOWY REJESTR SĄDOWY

Stan na dzień 21.11.2025 godz. 13:38:29

Numer KRS: 0000998843

**Informacja odpowiadająca odpisowi aktualnemu
Z REJESTRU PRZEDSIĘBIORCÓW**

Data rejestracji w Krajowym Rejestrze Sądowym	22.10.2022			
Ostatni wpis	Numer wpisu	15	Data dokonania wpisu	07.05.2025
	Sygnatura akt	WA.XII NS-REJ.KRS/26863/25/394		
	Oznaczenie sądu	SĄD REJONOWY DLA M.ST. WARSZAWY W WARSZAWIE, XII WYDZIAŁ GOSPODARCZY KRAJOWEGO REJESTRU SĄDOWEGO		

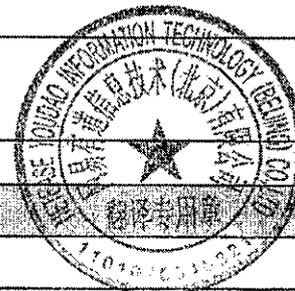
Dział 1

Rubryka 1 - Dane podmiotu	
1. Oznaczenie formy prawnej	SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ
2. Numer REGON/NIP	REGON: 523477600, NIP: 5273024901
3. Firma, pod którą spółka działa	REVERA POLSKA SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ
4. Dane o wcześniejszej rejestracji	-----
5. Czy przedsiębiorca prowadzi działalność gospodarczą z innymi podmiotami na podstawie umowy spółki cywilnej?	NIE
6. Czy podmiot posiada status organizacji pożytku publicznego?	NIE

Rubryka 2 - Siedziba i adres podmiotu	
1. Siedziba	kraj POLSKA, woj. MAZOWIECKIE, powiat WARSZAWA, gmina WARSZAWA, miejsc. WARSZAWA
2. Adres	ul. AL. ALEJE JEROZOLIMSKIE, nr 123A, lok. ---, miejsc. WARSZAWA, kod 02-017, poczta WARSZAWA, kraj POLSKA
3. Adres poczty elektronicznej	POLAND@REVERA.LEGAL
4. Adres strony internetowej	-----
5. Adres do doręczeń elektronicznych wpisany do Bazy Adresów Elektronicznych	AE:PL-94842-46905-RSDCT-18

Rubryka 3 - Oddziały	
Brak wpisów	

Rubryka 4 - Informacje o umowie	

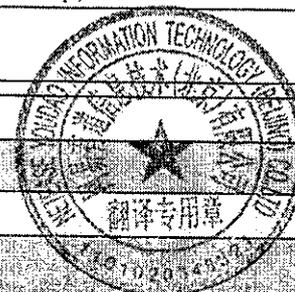


1. Informacja o zawarciu lub zmianach umowy spółki	1	13.10.2022 KANCELARIA NOTARIALNA EMILIA BORUC REPERTORIUM A NR 2558/2022
	2	12.01.2024, 35/2024, NOTARIUSZ W WARSZAWIE DZIENIS KINGA, KANCELARIA NOTARIALNA KINGA DZIENIS, ZMIANA PARAGRAF 7

Rubryka 5	
1. Czas, na jaki została utworzona spółka	NIEOZNACZONY
2. Oznaczenie pisma innego niż Monitor Sądowy i Gospodarczy, przeznaczonego do ogłoszeń spółki	----
3. Wspólnik może mieć:	WIĘKSZĄ LICZBĘ UDZIAŁÓW
4. Czy statut przyznaje uprawnienia osobiste określonym akcjonariuszom lub tytuły uczestnictwa w dochodach lub majątku spółki nie wynikających z akcji?	*****
5. Czy obligatariusze mają prawo do udziału w zysku?	*****

Rubryka 6 - Sposób powstania spółki	
Brak wpisów	

Rubryka 7 - Dane wspólników		
1	1. Nazwisko / Nazwa lub firma	ARKHIPENKO
	2. Imiona	DMITRY
	3. Numer PESEL/REGON lub data urodzenia	-----, -----
	4. Numer KRS	*****
	5. Posiadane przez wspólnika udziały	65 UDZIAŁÓW O WARTOŚCI NOMINALNEJ PIĘĆDZIESIĄT ZŁ KAŻDY O ŁĄCZNEJ WARTOŚCI NOMINALNEJ 3.250,00 (TRZY TYSIĄCE DWIEŚCIE PIĘĆDZIESIĄT) ZŁOTYCH
	6. Czy wspólnik posiada całość udziałów spółki?	NIE
2	1. Nazwisko / Nazwa lub firma	MOURASHKO
	2. Imiona	HELEN
	3. Numer PESEL/REGON lub data urodzenia	-----, -----
	4. Numer KRS	*****
	5. Posiadane przez wspólnika udziały	35 UDZIAŁÓW O WARTOŚCI NOMINALNEJ PIĘĆDZIESIĄT ZŁOTYCH KAŻDY O ŁĄCZNEJ WARTOŚCI NOMINALNEJ 1.750,00 (JEDEN TYSIĄC SIEDZEMSET PIĘĆDZIESIĄT) ZŁOTYCH
	6. Czy wspólnik posiada całość udziałów spółki?	NIE



Rubryka 8 - Kapitał spółki	
1. Wysokość kapitału zakładowego	5 000,00 ZŁ
Podrubryka 1 Informacja o wniesieniu aportu	
Brak wpisów	

根据1997年8月20日《国家法院登记法》第4条第4aa款的规定下载的打印信息，与中央信息办公室签发文件的效力相同，无需签名或盖章。

国家法院登记中央信息办公室

国家法院登记册

截至2025年11月21日13:38:29

KRS编号: 0000998843

与《企业登记册》中最新摘录相对应的信息

在国家法院登记册中的登记日期		2022年10月22日	
最后登记事项	登记编号	15	登记办理日期
	档案编号	WA.XII NS-REJ.KRS/26863/25/394	
	法院名称	华沙市地区法院（华沙），国家法院登记册第十二商事庭	

第1部分

第1栏-公司信息

1. 法律形式	有限责任公司
2. 企业登记/税务编号	企业登记编号: 523477600, 税务编号: 5273024901
3. 公司经营名称	REVERA POLSKA 有限责任公司
4. 先前注册信息	-----
5. 公司是否根据民事合伙合同与其他实体共同从事经济活动?	否
6. 公司是否具有公益组织资格?	否

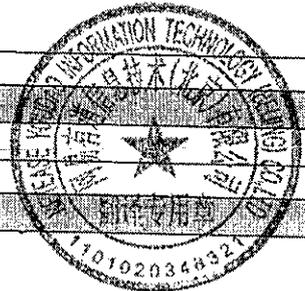
第2栏-公司总部及地址

1. 总部	波兰, 马佐夫舍省, 华沙市, 华沙区, 华沙县
2. 地址	波兰, 华沙 AL. ALEJE JEROZOLIMSKIE 大道123A号 ____ 室, 邮编: 02-017, 邮局: 华沙
3. 电子邮件地址	POLAND@REVERA.LEGAL
4. 网站地址	-----
5. 已录入电子地址数据库的电子送达地址	电子送达地址: PL-94842-46905-RSDCT-18

第3栏-分支机构

无记录

第4栏-合同信息



1. 公司章程订立或修改信息	1	2022年10月13日, EMILIA BORUC公证处, 文书簿册A第2558/2022号
	2	2024年1月12日, 35/2024, 华沙公证人DZIENIS KINGA, KINGA DZIENIS公证处, 第7条修改

第5栏

1. 公司设立期限	未标明
2. 指定用于发布公司公告的、非《法院与商业公报》的其他刊物名称	-----
3. 股东可拥有:	更多股份
4. 公司章程是否授予特定股东个人权利, 或参与公司非股份所得收益或资产的权利?	*****
5. 债券持有人是否享有利润分配权?	*****

第6栏-公司设立方式

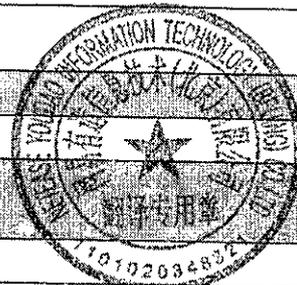
无记录

第7栏-股东信息

1	1. 姓氏/名称或公司名称	ARKHIPENKO
	2. 名字	DMITRY
	3. 身份证号码/企业登记号码或出生日期	-----, -----
	4. KRS编号	*****
	5. 该股东持有的股份	65股, 每股面值50兹罗提, 总面值3,250.00 (叁仟贰佰伍拾) 兹罗提
	6. 该股东是否持有公司全部股份?	否
2	1. 姓氏/名称或公司名称	MOURASHKO
	2. 名字	HELEN
	3. 身份证号码/企业登记号码或出生日期	-----, -----
	4. KRS编号	*****
	5. 该股东持有的股份	35股, 每股面值50兹罗提, 总面值1,750.00 (壹仟柒佰伍拾) 兹罗提
	6. 该股东是否持有公司全部股份?	否

第8栏-公司资本

1. 注册资本	5,000.00兹罗提
无记录	
实物出资信息	
无记录	



LEGAL OPINION

To: Beijing Dacheng Law Offices, LLP

From: Dentons Cardenas & Cardenas Abogados

Date: February 16, 2026

Subject: Legal Opinion on the Incorporation and Legal Existence of Comercial Internacional de Equipos y Maquinaria S.A.S.

Dear Beijing Dacheng Law Offices, LLP,

As requested, please find below the legal opinion (the "Opinion") regarding the incorporation and legal existence of the Colombian company Comercial Internacional de Equipos y Maquinaria S.A.S.

1. Introduction

1.1 Basis of Instructions

We have been requested to provide this opinion with respect to the validity of the incorporation and legal existence of Comercial Internacional de Equipos y Maquinaria S.A.S. (the "Company") under Colombian law.

1.2 Documents covered by this Opinion

For the purposes of this Opinion, we have examined the certificate of incorporation and legal representation of the Company, issued by the Chamber of Commerce of Medellín, Colombia, dated as of February 16, 2026 (the "Certificate"), attached as an appendix to this Opinion. The Certificate did not reveal:

- 1.2.1 *any order or resolution for the winding up of the Company;*
- 1.2.2 *any order for the administration of the Company; or*
- 1.2.3 *any notice of appointment in respect of the Company of a liquidator or administrator.*

1.3 Scope of the Opinion

- 1.3.1 This Opinion is limited to the laws of Colombia as applied by Colombian courts as of the date hereof. We do not undertake to advise you of any changes to the opinions expressed in this letter resulting from matters arising after the date of this Opinion or that may hereafter be brought to our attention. This Opinion is given on the basis that it shall be governed by and construed in accordance with the laws of Colombia.

Eric Silwamba, Jalasi & Linyama ▶ Durham Jones & Plieger ▶ LEAD Advogados ▶ Rattagan Macchivello Arocena ▶ Jiménez de Aréchaga Viana & Brause ▶ Lee International ▶ Kensington Swan ▶ Bingham Greenebaum ▶ Cohen & Grigsby ▶ Sayarh & Menjra ▶ Larrain Rencoret ▶ For more information on the firms that have come together to form Dentons, go to [dentons.com/legacyfirms](https://www.dentons.com/legacyfirms)

2. Opinion**2.1 Status**

2.1.1 The Company is a simplified stock corporation (*Sociedad por Acciones Simplificada*), duly incorporated under the laws of Colombia on December 9, 1958, and registered before the Chamber of Commerce of Medellin, Colombia on December 11, 1958, with company registration number (*número de identificación tributaria - NIT*) 890.903.024-1.

2.1.2 The Company is duly incorporated and validly existing under the laws of Colombia.

2.1.3 The Company is not under any liquidation proceedings.

2.1.4 The Company is not subject to any bankruptcy proceedings.

3. Delivery of the Opinion

The scanned copy of the legal opinion sent by email shall be the legal opinion in force, and the original legal opinion shall be consistent with the electronically scanned copy. In the event of any discrepancy, the scanned copy of the legal opinion sent by email shall prevail.

Sincerely,



Dentons Cardenas & Cardenas Abogados
Bernardo Parmenio Cárdenas Martínez
Citizenship card number 79.306.465
Professional license number 60909

CERTIFICADO DE EXISTENCIA Y REPRESENTACIÓN LEGAL

Fecha Expedición: 13 de febrero de 2026 Hora: 10:30:35
Recibo No. AA26204039
Valor: \$ 12,100

CÓDIGO DE VERIFICACIÓN A26204039FFD66

Verifique el contenido y confiabilidad de este certificado, ingresando a www.ccb.org.co/certificadoselectronicos y digite el respectivo código, para que visualice la imagen generada al momento de su expedición. La verificación se puede realizar de manera ilimitada, durante 60 días calendario contados a partir de la fecha de su expedición.

CON FUNDAMENTO EN LA MATRÍCULA E INSCRIPCIONES EFECTUADAS EN EL REGISTRO MERCANTIL, LA CÁMARA DE COMERCIO CERTIFICA:

NOMBRE, IDENTIFICACIÓN Y DOMICILIO

Razón social: DENTONS CARDENAS & CARDENAS ABOGADOS S.A.S.
Nit: 860038933 1
Domicilio principal: Bogotá D.C.

MATRÍCULA

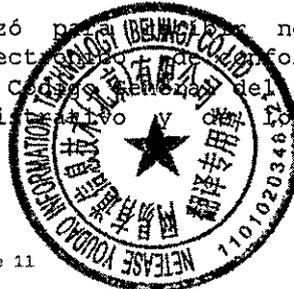
Matrícula No. 00862729
Fecha de matrícula: 14 de abril de 1998
Último año renovado: 2025
Fecha de renovación: 28 de marzo de 2025

UBICACIÓN

Dirección del domicilio principal: Cr 7 N 71 52 To B P 9
Municipio: Bogotá D.C.
Correo electrónico: general.colombia@dentons.com
Teléfono comercial 1: 7467000
Teléfono comercial 2: No reportó.
Teléfono comercial 3: No reportó.

Dirección para notificación judicial: Cr 7 No. 71 52 To B P 9
Municipio: Bogotá D.C.
Correo electrónico de notificación: general.colombia@dentons.com
Teléfono para notificación 1: 7467000
Teléfono para notificación 2: No reportó.
Teléfono para notificación 3: No reportó.

La persona jurídica NO autorizó por medio de este certificado las notificaciones personales a través de correo electrónico de conformidad con lo establecido en los artículos 291 del Código de Procedimiento Administrativo y 67 del Código de Procedimiento Administrativo y Contencioso Administrativo.



波哥大商会

波哥大商会
虚拟总部

存在及法定代表证明书

签发日期: 2026年2月13日, 时间: 10:30:35

收据号: AA26204039

金额: 12,100 比索

验证码: A26204039FFD66

请访问 www.ccb.org.co/certificadoselectronicos 并输入上述验证码, 以核实本证书的内容及真实性, 从而查看签发时生成的电子影像。自签发之日起 60 个日历日内, 该验证可无限次进行。

基于在商事登记簿中完成的登记和注册, 商会证明:

名称、身份识别及住所

公司名称: DENTONS CARDENAS & CARDENAS ABOGADOS S.A.S.

税号: 860038933-1

主要注册地址: 波哥大特区

登记信息

登记号	00862729
登记日期:	1998年4月14日
最后更新年份:	2025
更新日期:	2025年3月28日

所在地

主要营业地址:	Cr 7 N 71 52 To B P 9
城市:	波哥大特区
电子邮箱:	general.colombia@dentons.com
商业电话 1:	7467000
商业电话 2:	未报告
商业电话 3:	未报告

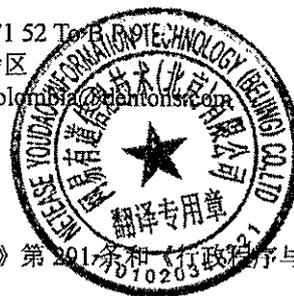
司法送达地址:	Cr 7 No.71 52 To B P 9
城市:	波哥大特区
司法通知电子邮箱:	general.colombia@dentons.com
司法通知电话 1:	7467000
司法通知电话 2:	未报告
司法通知电话 3:	未报告

该法人未授权通过电子邮件接收个人通知, 依据《通用诉讼法》第 291 条和《行政程序与行政诉讼管理法典》第 67 条的规定。

第 1 页, 共 11 页

/签名/

Mario Fernando Avila Cristancho



109131 REPUBLICA DE COLOMBIA
RAMA JUDICIAL
CONSEJO SUPERIOR DE LA JUDICATURA
TARJETA PROFESIONAL DE ABOGADO

60909 92/07/02 88/08/18
Cedula No. Fecha de Expedición Fecha de Caducidad

BERNARDO PARMENIO
CARDENAS MARTINEZ
79306465 CUNDINAMARCA
Consejo Seccional

DEL ROSARIO
Unidad Judicial



Bernardo Cardenas Martinez
Presidente Consejo Seccional
de la Judicatura



[1093]

哥伦比亚共和国
司法机关
最高司法委员会
律师执业证

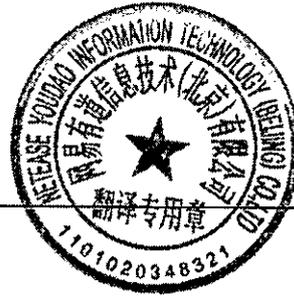
60909 92/07/02 88/08/18
卡号 发证日期 学位授予日期 /照片/

BERNARDO PARMENID
CARDENAS MARTINEZ /签名/

79306465 昆迪纳马卡
身份证号 司法委员会

DEL ROSARIO
大学

/签名/
最高司法委员会主席



By Email

March 2, 2026

Zhang Lina
Partner
Beijing Dacheng Law Offices, LLP
16-21F, Tower B, ZT International Center
No.10, Chaoyangmen Nandajie
Chaoyang District, Beijing
China

Legal Opinion

Dear Ms. Zhang Lina:

We have acted as Guyanese counsel to Dacheng Law Offices in connection with a limited due diligence review of NM TRUCKING AUTO SALES AND AGRI Mac (the "NM Trucking").

In rendering the opinions set forth below, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Opinion Documents. We have further examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, and such certificates or comparable documents of public officials (as defined above) and such matters of law as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In rendering the opinions expressed below, we have taken into account the laws, decrees, resolutions and other regulations in force in Guyana applicable to the subject matter of these opinions. We express no opinion as to laws other than the laws of Guyana in force on the date hereof and we have assumed that there is nothing in any other law that affects our opinion.

In our examination of the documents, we have assumed, except as it relates to Guyanese laws:

- (i) the authenticity of all such documents submitted to us as originals;
- (ii) the genuineness of all signatures and conformity of all copies submitted to us to their originals;
- (iii) the conformity to authentic original documents of all documents submitted to us as certified, conformed or photo-static copies and the authenticity of the originals of such latter documents; and
- (iv) that none of the parties to or described in the Opinion Documents, is insolvent, bankrupt or unable to pay its debts and that no petition or, in respect to any of the parties to the Opinion Documents, no resolution has been filed or made by any of the parties, any creditor, court or official to wind up or liquidate any such party and no liquidator or court official has been appointed in connection with the insolvency or bankruptcy of any of the parties or any of its assets and revenues.

On the basis of the foregoing, and having regard for all considerations that we deem relevant under the laws of Guyana, we are of the opinion that:

1. NM Trucking has been duly established in Guyana and is validly existing under the laws of Guyana.
2. NM Trucking is formed from a business registration by Nazrudeen Mohamed of Lot 289 Section 'C' Bushlot Village, West Coast Berbice, Guyana and Nasrudeen Junior Mohamed of Lot 92 Smyth Street, Werk-en-Rust, Georgetown, Guyana pursuant to Section 5 of the Business Names (Registration) Act, Cap 90:05 and registered as 218555.
3. NM TRUCKING has corporate power and authority to own, lease and operate its properties and to conduct its business as specifically described in the Pricing Disclosure Package and the Final Offering Memorandum. However, since NM Trucking is a sole trader business and not a company with individual legal capacity in agreements the business should be described as follows:

"Nazrudeen Mohamed and Nasrudeen Junior Mohamed trading in the name and style of NM Trucking"

4. The execution and delivery by NM TRUCKING of any joint venture agreement governed by Guyana law is enforceable in Guyana. We do not express any opinion, however, as to whether the execution, delivery or performance by NM Trucking will constitute a violation of, or a default under, any covenant, restriction or provision with respect to financial ratios or tests or any aspect of the financial condition or results of operations of NM TRUCKING.
5. No governmental approval from any court or other Guyanese governmental or regulatory authority or agency, which has not been obtained or taken and is not in full force and effect, is required to authorize, or is required for, or is required for, the execution or delivery of an agreement by NM Trucking or the consummation by the NM Trucking or NM TRUCKING of the transactions contemplated thereby.
6. Neither NM TRUCKING nor any of its properties in Guyana has any sovereign immunity or any similar right or privilege, including, without limitation, any immunity from jurisdiction from any court or from any legal process (whether through service, notice, attachment prior to judgment, attachment in aid of execution, execution or otherwise).

The opinions expressed herein are subject to the following qualifications:

- A. This opinion has been prepared solely based on the submitted information and obtained from searches conducted in the Commercial Registry of Guyana and is limited by assumptions. No independent verification of the said submitted information or the Commercial Registry searches has been made.

We are qualified to practice law in Guyana, and we express no opinion herein as to any laws of any jurisdiction other than the laws of Guyana. The foregoing opinion is limited to matters arising under the laws of Guyana as of the date hereof.

This opinion is rendered solely for your benefit and the benefit of your respective successors and assigns in connection with the transactions contemplated by the Opinion Documents and may not be relied upon by any other person (other than your counsel, your assignees and participants and their counsel) for any purpose without our prior written consent. This opinion may also be disclosed to the parties involved in

DENTONS

Dentons Delany
78 Hadfield Street, Werk-en-Rust
Georgetown
Guyana
dentons.com

XCMG Construction Machinery Co., Ltd. Accounts Receivable Special Asset-backed Plan for Tranches 5 (the "Project") for the purpose of advancing the transaction

The foregoing on the basis that (i) such disclosure is made solely to enable any such successors and assigns being aware of its terms but not for the purposes of reliance, (ii) we do not assume any duty or liability to any person to whom such disclosure is made, and (iii) in preparing this opinion we only had regard to the interests of our client.

The opinions expressed herein are being delivered to you as of the date of this opinion letter and we assume no obligation to update this opinion letter or advise you of any changes of the law or fact that may occur after the date hereof, notwithstanding that such changes may affect the legal analysis or conclusions contained herein.

The scanned copy of the legal memorandum transmitted via email shall be deemed a valid and binding representation of the original memorandum. The original memorandum and its electronic counterpart are consistent. In the event of any discrepancies between the two versions, the email-transmitted scanned copy shall prevail

Very truly yours,


Asa Stuart Shepherd
DENTONS DELANY

**DENTONS DELANY INC.
ATTORNEYS-AT-LAW
78 HADFIELD STREET,
WERK-EN-RUST, GEORGETOWN**

Bingham Greenebaum ▶ Cohen & Grigsby ▶ Sayari & Menjra ▶ Larraín Rencoret ▶ Hamilton Harrison & Mathews ▶ Mademootoo Bajgobin ▶ HPRP ▶ Zain & Co. ▶ Delany Law ▶ Dinner Martin ▶ For more on the firms that have joined Dentons, go to dentons.com/legacyfirms

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Company No. 9419

COMPANIES ACT OF GUYANA
CERTIFICATE OF INCORPORATION
DENTONS DELANY INC.

I hereby certify that the above-mentioned Company, Articles of Incorporation of which are attached, was incorporated under the Companies Act of Guyana on the 19th day of July, 2018.



Registrar of Companies (Ag)

Dated this 3rd day of August 2018

Office of the Registrar of Companies
Commercial Registry

Certified a True Copy
[Signature]
Certifying Clerk

19-4-2024





18th January, 2024

CERTIFICATE

I, SUEANNA LOVELL, Registrar of the High Court of the Supreme Court of Judicature, in whose custody the Roll of Attorneys-at-law of the said Court is kept, DO HEREBY CERTIFY that MR. ASA WENDEL TERRANCE STUART SHEPHERD was admitted to practice as an Attorney-at-law on 24th day of October, 2013 by the Supreme Court of Judicature of Guyana.

AND THAT his name is still on the Roll of Attorneys and has never been removed therefrom.

AND THAT no order has ever been made directing him to be suspended from practicing his profession.

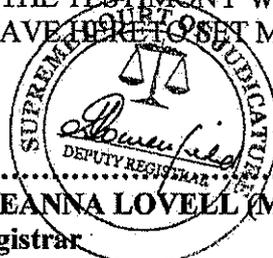
AND THAT no charge is pending against him for professional misconduct.

THEREFORE he is in good professional standing.

GEORGETOWN DEMERARA

Dated this 18th day of January, 2024.

IN THE TESTIMONY WHERE OF
I HAVE HERE TO SET MY HAND



SUEANNA LOVELL (Mrs.)
Registrar
of the Supreme Court of Judicature

LEGAL MEMORANDUM**Via Email****PRIVILEGED AND CONFIDENTIAL**

To: Dacheng Beijing Law Offices (the "Client")
From: Dentons LuatViet
Date: 02 March 2026
Matter No: HCMC-35788
Subject: *Legal Memorandum on the due establishment and legal existence of 911 Group Joint Stock Company*

Dear Lina Zhang,

As per your request, we would like to provide our findings and confirmation on the due establishment and legal existence of 911 Group Joint Stock Company ("911G") under Vietnamese Law ("Legal Memorandum") based on publicly available information.

I. STATEMENT OF FACTS AND REQUESTS

The Client is currently assisting a transaction in China for XCMG Construction Machinery Co., Ltd.'s ("**XCMG Construction Machinery**"), which presently at Phase 5 and directly or indirectly involves 911G. The Client would like Dentons LuatViet to assist in providing the Legal Memorandum based on a public search relating to corporate registry information about 911G from the governmental portals, as outlined in Section III below.

II. SOURCES OF OUR SEARCH

- 2.1. National Business Registration Portal ("NBRP"): <https://dangkykinhdoanh.gov.vn>
- 2.2. General Department of Taxation Portal ("GDT"): [General Department of Taxation - Ministry of Finance \(gdt.gov.vn\)](http://General Department of Taxation - Ministry of Finance (gdt.gov.vn))

III. FINDINGS

As per the information retrieved from the NBRP and the GDT as of 24th February 2026, 2 PM Vietnam time ("**Search Date**"), the extract of the search results attached herewith ("**Search Results**"), the findings as follows:

3.1. Due Establishment

911G is duly established under Enterprise Registration Certificate No. 0105207386, first issued by the Hanoi City Department of Planning and Investment (now the Department of Finance) on 22 March 2011, as amended from time to time, with the latest amendment (being the 12th amendment registration) on 27th January 2026.

3.2. Legal Existence

911G is legally existing, with its corporate status recorded as operating and is not subject to winding-up or dissolution proceedings under Vietnamese law.

IV. ASSUMPTIONS, QUALIFICATIONS AND RELIANCE

- 4.1. The 911G identified in the Search Results is assumed to correspond accurately to the target company, with no misidentification or duplication of records.
- 4.2. It is assumed that the NBRP and GDT operated correctly, without technical errors, omissions, or inaccuracies that could affect the Search Results.



- 4.3. The findings set out in Section III of this Legal Memorandum are based solely on the information available through the governmental portals identified in Section II. This Legal Memorandum does not address any information that may exist but is not accessible through such sources and does not constitute a comprehensive legal opinion on 911G's corporate status.
- 4.4. The findings set out in Section III are valid only as of the Search Date. The due establishment and legal existence of 911G may be subject to subsequent changes resulting from further filings, administrative updates, or legal proceedings.
- 4.5. The findings regarding the "due establishment" of 911G are based on their enterprise registration certificates, as extracted from the NBRP. Pursuant to the Law on Enterprises 2020, as amended and supplemented by Law No. 76/2025/QH15 dated 17 June 2025, the enterprise registration certificate constitutes the legal document evidencing the due establishment of a company in Vietnam.
- 4.6. The findings regarding the "legal existence" of 911G are based solely on the following: (i) the corporate status of 911G as recorded in the GDT, which is listed as "active"; and (ii) the absence of any indications of winding-up or dissolution proceedings in the records of the NBRP or GDT.
- 4.7. It is assumed that the Search Results retrieved from the relevant governmental portals are complete, accurate, and not misleading. No independent verification, audit, or inquiry has been conducted by Dentons LuatViet into the accuracy of the Search Results.
- 4.8. Dentons LuatViet makes no warranty or representation as to the completeness or accuracy of the Search Results and accepts no responsibility or liability for any inaccuracies or misleading information contained in this Legal Memorandum that arises from incorrect or incomplete Search Results.
- 4.9. This Legal Memorandum is prepared solely for the Client in its capacity as the representative of XCMG Construction Machinery. It is not intended for reliance by any third party, without the prior explicit written consent of Dentons LuatViet.
- 4.10. The scanned copy of the executed Legal Memorandum sent by Dentons LuatViet through email shall be the Legal Memorandum in force, and the original executed Legal Memorandum shall be consistent with the electronically scanned copy. In case of any discrepancy, the scanned copy of the executed Legal Memorandum sent by Dentons LuatViet email shall prevail.



Kindly contact us if you would like us to clarify any matter in this Legal Memorandum.

Respectfully yours,



Trần Duy Canh, Managing Partner CH

DENTONS LUATVIET

Attachment-Search Results

NGUYEN KHAC TINH *

Tìm kiếm >>

Find an address

REGISTER YOUR BUSINESS | LIST OF REGISTRATION FILES | PUBLIC SERVICES | PERSONAL INFORMATION MANAGEMENT

Homepage > Data Blocks > Capital Information

DATA BLOCK

- Registration form
- Address
- Business lines
- Name of the business/subsidiary unit
- Information about capital
- Share information
- Information about shareholders who are foreign investors.
- Information about the founding shareholders
- Legal representative
- Tax information
- Information about the beneficial owner
- Information about the organization's representative.
- Applicant

ATTACHED DOCUMENT

Information about the profile

Registration method : Registering changes to the business/subsidiary unit registration details.

Type of business : Joint Stock Company

Business registration number : 0105207386

Internal code within the System : 0006988124

Business name written in Vietnamese : 911 GROUP JOINT STOCK COMPANY

Abbreviated business name :

Business name written in a foreign language : 911 GROUP JOINT STOCK COMPANY

Application status : Saved

File number :

Businesses with Investment Licenses/Investment Registration Certificates : Are not

Operating under BOT/BTO/BT/BOO/BLT/BTL/O&M projects. : Are not

Capital Information

- Automatically calculate capital and ratios.
- Capital and ratios are not automatically calculated.

Registered capital

Registered capital : 240.000.000.000,000 ⁴

In words : Two hundred and forty billion dong

Registered capital in foreign currency :

In words :

Note : Display this information in print.
(Maximum 1000 characters)

Information confirming increase/decrease in charter capital

Type Increase/Decrease : Increase ³

Reason : Công ty phát hành thêm cổ phần chào bán và toàn bộ số cổ phần đã được bán thành cổ

State budget funding	0,000	0,000
Private capital	100,000	240.000.000.000,000
Foreign capital	0,000	0,000
Other	0,000	0,000
Total	100,000	240.000.000.000,000

Total amount of capital in words : Two hundred and forty billion dong

Contributed assets

Vietnamese Dong	100,000	240.000.000.000,000
Freely convertible foreign currency	0,000	0,000
Yellow	0,000	0,000
Value of land use rights	0,000	0,000
The value of intellectual property rights, technology, and technical know-how.	0,000	0,000
Other assets	0,000	0,000
Total	100,000	240.000.000.000,000

Total contributed capital in words : Two hundred and forty billion dong

Lưu | Trở về

Back to top

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Address : 28 Tran Hung Dao Street, Hoan Kiem District, Hanoi, Vietnam - Email : totro@dangkykinhdoanh.gov.vn - Mobile | Desktop Intranet



VỀ ĐĂNG KÝ DOANH NGHIỆP

NGUYEN KHAC TINH Logout

Tìm kiếm >>

REGISTER YOUR BUSINESS
LIST OF REGISTRATION FILLS
PUBLIC SERVICES
PERSONAL INFORMATION MANAGEMENT

Homepage > Data Blocks > Share Information

DATA BLOCK

- Registration form
- Address
- Business lines
- Name of the business/subsidiary unit
- Information about capital
- Share information
- Information about shareholders who are foreign investors.
- Information about the founding shareholders
- Legal representative
- Tax information
- Information about the beneficial owner
- Information about the organization's representative.
- Applicant

ATTACHED DOCUMENT 

Information about the profile

Registration method :	Registering changes to the business/subsidiary unit registration details.
Type of business :	Joint Stock Company
Business registration number :	0105207386
Internal code within the System :	0008886124
Business name written in Vietnamese :	911 GROUP JOINT STOCK COMPANY
Abbreviated business name :	
Business name written in a foreign language :	911 GROUP JOINT STOCK COMPANY
Application status :	Saved
File number :	
Businesses with Investment Licenses/Investment Registration Certificates	Are not
Operating under BOT/BTO/BY/BOO/BLT/BTL/O&M projects.	Are not

Share Information

Automatically calculate capital and ratios.
 Capital and ratios are not automatically calculated.

Par value of shares :

Type and number of shares

No	Type	Number of shares	Total value	Par value
1	Common stock	24000000	240.000.000.000,000	100,000
2	Voting preference shares	0	0,000	0,000
3	Dividend-paying preferred stock	0	0,000	0,000
4	Redeemable preferred stock	0	0,000	0,000
5	Other preferred shares	0	0,000	0,000
Total		24000000	240.000.000.000,000	100,000

Total number of shares in words : Two hundred and forty billion dong

Shares authorized for public offering

1	Common stock	0
2	Voting preference shares	0
3	Dividend-paying preferred stock	0
4	Redeemable preferred stock	0
5	Other preferred shares	0
Total		0

Lưu | Trở về

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NGUYEN KHAC TINH
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Tìm kiếm >>

VỀ ĐĂNG KÝ DOANH NGHIỆP

[REGISTER YOUR BUSINESS](#) |
 [LIST OF REGISTRATION FILES](#) |
 [PUBLIC SERVICES](#) |
 [PERSONAL INFORMATION MANAGEMENT](#)

Homepage > Data Blocks > Information on Shareholders Who Are Foreign Investors

DATA BLOCK

- [Registration form](#)
- [Address](#)
- [Business lines](#)
- [Name of the business/subsidiary unit](#)
- [Information about capital](#)
- [Share information](#)
- [Information about shareholders who are foreign investors.](#)
- [Information about the founding shareholders](#)
- [Legal representative](#)
- [Tax information](#)
- [Information about the beneficial owner](#)
- [Information about the organization's representative.](#)
- [Applicant](#)

Information about the profile	
Registration method :	Registering changes to the business/subsidiary unit registration details.
Type of business :	Joint Stock Company
Business registration number :	0105207386
Internal code within the System :	0006886124
Business name written in Vietnamese :	911 GROUP JOINT STOCK COMPANY
Abbreviated business name :	
Business name written in a foreign language :	911 GROUP JOINT STOCK COMPANY
Application status :	Saved
File number :	
Businesses with Investment Licenses/Investment Registration Certificates	Are not
Operating under BOT/BTO/BT/BOO/BLT/BTL/O&M projects.	Are not

Information about shareholders who are foreign investors.

The list is empty!

Tạo mới

Trở về

ATTACHED DOCUMENT 

[Back to top](#)

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Address: 24 Tran Hung Dao Street, Hanoi, Vietnam | Email: hoiru@dangkyinhdoanh.gov.vn | Mobile | Desktop | Interface



VIỆT NAM

VỀ ĐĂNG KÝ DOANH NGHIỆP

NGUYEN KHAC TINH Logout

 Tim kiếm >>

REGISTER YOUR BUSINESS
LIST OF REGISTRATION FILES
PUBLIC SERVICES
PERSON-EL INFORMATION MANAGEMENT

Home > Data Blocks > List of Founding Shareholders

DATA BLOCK

- Registration form
- Address
- Business lines
- Name of the business/subsidiary unit
- Information about capital
- Share information
- Information about shareholders who are foreign investors.
- Information about the founding shareholders
- Legal representative
- Tax information
- Information about the beneficial owner
- Information about the organization's representative.
- Applicant

Information about the profile

Registration method :	Registering changes to the business/subsidiary unit registration details.
Type of business :	Joint Stock Company
Business registration number :	0105207386
Internal code within the System :	0006886124
Business name written In Vietnamese :	911 GROUP JOINT STOCK COMPANY
Abbreviated business name :	
Business name written in a foreign language :	911 GROUP JOINT STOCK COMPANY
Application status :	Saved
File number :	
Businesses with Investment Licenses/Investment Registration Certificates	Are not
Operating under BOT/BTO/BT/BOO/BLT/BTL/O&M projects.	Are not

List of founding shareholders

Code number	Name	Phone	Email		
080565403	LE VAN LAM			Modify	Erase
013309927	LUU DINH TUAN			Modify	Erase
031045357	TRAN NGOC SON			Modify	Erase

The notification of changes to the founding shareholder's information to the Business Registration Office is only required if the founding shareholder has not paid or has only partially paid for the registered shares as stipulated in Clause 1, Article 112 of the Enterprise Law.

[Tạo mới](#)

ATTACHED DOCUMENT

[Trở về](#)

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TRUNG ƯƠNG

VỀ ĐĂNG KÝ DOANH NGHIỆP

NGUYEN PHAC TINH Logout

Tìm kiếm >>

REGISTER YOUR BUSINESS
LIST OF REGISTRATION FILES
PUBLIC SERVICES
PERSONAL INFORMATION MANAGEMENT

Home > Data Blocks > **Representative List**

DATA BLOCK

- Registration form
- Address
- Business lines
- Name of the business/subsidiary unit
- Information about capital
- Share information
- Information about shareholders who are foreign investors.
- Information about the founding shareholders
- Legal representative
- Tax information
- Information about the beneficial owner
- Information about the organization's representative.
- Applicant

Information about the profile

Registration method :	Registering changes to the business/subsidiary unit registration details.
Type of business :	Joint Stock Company
Business registration number :	0105207386
Internal code within the System :	0008885124
Business name written in Vietnamese :	911 GROUP JOINT STOCK COMPANY
Abbreviated business name :	
Business name written in a foreign language :	911 GROUP JOINT STOCK COMPANY
Application status :	Saved
File number :	
Businesses with Investment Licenses/Investment Registration Certificates	Are not
Operating under BOT/BTO/BT/BOO/BLT/BTL/O&M projects.	Are not

Legal representative / Head of the subordinate unit

Full name	Personal Legal Document Number	Date issued	Position		
NGUYEN XUAN THANH	027082006666	21/03/2022	General Director	Modify	Erase
NGUYEN MANH HAI	031080001700	17/05/2021	Chairman of the Board	Modify	Erase

Tạo mới

ATTACHED DOCUMENT **Tro ve**

Back to top

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Address: 21 Trần Hưng Đạo Street, Hoàn Kiếm District, Hanoi, Vietnam - Email: hotru@dangkykinhdoanh.gov.vn - Mobile | Desktop Interface


NGUYEN KHAC TINH  Log out 

VỀ ĐĂNG KÝ DOANH NGHIỆP

[Tìm kiếm >>](#)
Find up to 1000000

[REGISTER YOUR BUSINESS](#) | [LIST OF REGISTRATION FILES](#) | [PUBLIC SERVICES](#) | [PERSONAL INFORMATION MANAGEMENT](#)

Homepage > Data Blocks > Information about the organization's representative

DATA BLOCK

Registration form

Address

Business lines

Name of the business/subsidiary unit

Information about capital

Share information

Information about shareholders who are foreign investors.

Information about the founding shareholders

Legal representative

Tax information

Information about the beneficial owner

Information about the organization's representative.

Applicant

ATTACHED DOCUMENT 

Information about the profile

Registration method :	Registering changes to the business/subsidiary unit registration details.
Type of business :	Joint Stock Company
Business registration number :	0105207386
Internal code within the System :	0006886124
Business name written in Vietnamese :	911 GROUP JOINT STOCK COMPANY
Abbreviated business name :	
Business name written in a foreign language :	911 GROUP JOINT STOCK COMPANY
Application status :	Saved
File number :	
Businesses with Investment Licenses/Investment Registration Certificates	Are not
Operating under BOT/BTO/BT/BOO/BLT/BTL/O&M projects.	Are not

Information about the organization's representative.

Only enter information in the "Representative of the organization" field if the company has shareholders or members who are organizations.

The list is empty!

[Tạo mới](#)

[Trở về](#)

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**GIẤY CHỨNG NHẬN ĐĂNG KÝ DOANH NGHIỆP
CÔNG TY CỔ PHẦN**

Mã số doanh nghiệp: 0105207386

Đăng ký lần đầu: ngày 22 tháng 03 năm 2011

Đăng ký thay đổi lần thứ: 12, ngày 27 tháng 01 năm 2026

1. Tên công ty

Tên công ty viết bằng tiếng Việt: CÔNG TY CỔ PHẦN TẬP ĐOÀN 911

Tên công ty viết bằng tiếng nước ngoài: 911 GROUP JOINT STOCK COMPANY

Tên công ty viết tắt:

2. Địa chỉ trụ sở chính

Thôn Phù Dục 1, Xã Phù Đồng, Thành phố Hà Nội, Việt Nam

Điện thoại: 0944911911

Fax:

Email: info@911group.com.vn

Website:

3. Vốn điều lệ

Vốn điều lệ: 240.000.000.000 đồng

Bằng chữ: Hai trăm bốn mươi tỷ đồng

Mệnh giá cổ phần: 10.000 đồng

Tổng số cổ phần: 24.000.000

4. Người đại diện theo pháp luật của công ty

* Họ và tên: NGUYỄN XUÂN THANH

Giới tính: *Nam*

Chức danh: *Tổng giám đốc*

Sinh ngày: *05/11/1982*

Dân tộc: *Kinh*

Quốc tịch: *Việt Nam*

Loại giấy tờ chứng thực cá nhân: *Thẻ căn cước công dân*

Số giấy chứng thực cá nhân: *027082006666*

Ngày cấp: *21/03/2022*

Nơi cấp: *Cục Cảnh sát Quản lý hành chính về trật tự xã hội*

Nơi đăng ký hộ khẩu thường trú: *NHÀ R6 CH 1703 72A NGUYỄN TRÃI, Phường Thanh Xuân, Thành phố Hà Nội, Việt Nam*

Chỗ ở hiện tại: *Căn hộ 1703 R6, số 72A, đường Nguyễn Trãi, Phường Thanh Xuân, Thành phố Hà Nội, Việt Nam*

Unofficial translation for reference only

DEPARTMENT OF PLANNING AND INVESTMENT
HANOI CITY
DIVISION OF BUSINESS REGISTRATION

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

ENTERPRISE REGISTRATION CERTIFICATE
JOINT STOCK COMPANY

Enterprise code No.: 0105207386

1st registration on 22 March 2011

12th amendment on 27 January 2026

1. Name of the company

Company name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN 911

Company name in foreign language: 911 GROUP JOINT STOCK COMPANY

Company name in abbreviation:

2. Head office address

Phu Duc 1 Village, Phu Dong Commune, Hanoi City, Vietnam

Telephone: 0944911911

Fax:

Email: info@911group.com.vn

Website:

3. Charter capital

Charter capital: VND 240,000,000,000

In words: Two hundred and forty billion Vietnamese dong

Par value of shares: 10,000 Vietnamese dong

Total shares: 24,000,000

4. Legal representative

* Full name: NGUYEN XUAN THANH

Gender: Male

Title: General Director

Date of birth: 05 November 1982

Ethnic group: Kinh

Nationality: Vietnamese

Type of identification document: Citizen Identity Card

Number of identification documents: 027082006666

Date of issuance: 21 March 2022

Place of issuance: The Police Department for Administrative Management of Social Order

Permanent resident: House R6 CH 1703, 72A Nguyen Trai, Thanh Xuan Ward, Hanoi City, Vietnam

Current address: Apartment 1703 R6, 72A, Nguyen Trai street, Thanh Xuan Ward, Hanoi City, Vietnam

Unofficial translation for reference only

* Full name: NGUYEN MANH HAI

Gender: Male

Title: Chairman of the Board of Directors

Date of birth: 06 September 1980

Ethnic group: Kinh

Nationality: Vietnamese

Type of identification document: Citizen Identity Card

Number of identification documents: 031080001700

Date of issuance: 17 May 2021

Place of issuance: The Police Department for Administrative Management of Social Order

Permanent resident: Group 19, Dinh Cong Ward, Hanoi City, Vietnam

Current address: No. 11, Alley 129/45, Dinh Cong Street, Group 26, Dinh Cong Ward, Hanoi City, Vietnam

HEAD OF DIVISION OF BUSINESS REGISTRATION

EMC connected



THUẾ VIỆT NAM

CỤC THUẾ - BỘ TÀI CHÍNH



Homepage

Look up taxpayer information

Taxpayer information

Information about personal income tax payers

Tax identification number * 0105207386

Name of the organization/individual paying the tax

Business address

Verification code *

6ba72

Tra cứu

Nhập lại

Note: Use a Unicode font (TCVN:6909:2001 pre-built version) to type Vietnamese with diacritics.

INFORMATION TABLE:

STT	MST	Taxpayer's name	Head office address/business address	Tax authority	Taxpayer's status
1	0105207386	911 GROUP JOINT STOCK COMPANY	Phủ Dục 1 Village, Phú Đông Commune, Hanoi City	Hanoi City Tax	Taxpayer is currently operating.
2	0105207386-001	Representative Office of 911 Foundation Equipment Joint Stock Company in Thanh Hoa	Area 67 HA, Mai Lam Ward (Expired), Thanh Hoa	Thanh Hoa Provincial Tax Sub-Department (13th Branch)	Taxpayer has ceased operations and has completed the procedures for terminating its tax identification number.
3	0105207386-002	911 GROUP JOINT STOCK COMPANY - DONG NAI BRANCH	Group 9, Tan Cang residential area, Phuoc Tan Ward, Dong Nai	Dong Nai Provincial Tax	Taxpayer is currently operating.

Vietnam Tax - Website of the Tax Department

Governing body: Ministry of Finance - License number: 207/GP-BC dated May 14, 2004, issued by the Press Department - Ministry of Culture and Information.
 Address: No. 1A Nguyen Cong Tru, Hai Ba Trung Ward, Hanoi City | Phone: (024) 39712310 | Fax: (024) 39712286
 Please clearly state the source "http://www.gdt.gov.vn" when publishing information from this website.

TP-LS-09-sđ

(Ban hành kèm theo Thông tư số 03/2024/TT-BTP)

Chi nhánh của công ty luật

Stt	Nơi đăng ký chi nhánh	Ngày đăng ký chi nhánh	Địa chỉ trụ sở của chi nhánh	Điện thoại/Fax/Email	Trưởng chi nhánh
1	Thành phố Hồ Chí Minh	22/10/2014	Phòng 2002, Tầng 20, Tòa nhà Centec Tower, 72-74 Nguyễn Thị Minh Khai, phường Xuân Hòa, Thành phố Hồ Chí Minh	38248440/ 38248441/ canh.tran@dentons.com	Trần Duy Cảnh
2	Thành phố Hà Nội	07/10/2014	Phòng 03-06, Tầng 3, khách sạn Pan Pacific Hà Nội, số 01 đường Thanh Niên, phường Ba Đình, Thành phố Hà Nội	0243.715.4305 / 0243.715.4306	Trần Thị Ngọc Linh

Văn phòng Giao dịch

Stt	Địa chỉ nơi đặt văn phòng giao dịch	Ngày đăng ký văn phòng giao dịch	Điện thoại/Fax/email	Người thường trực tại VPGD

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc

GIẤY ĐĂNG KÝ HOẠT ĐỘNG
CỦA CÔNG TY LUẬT HỢP DANH/CÔNG TY LUẬT
TRÁCH NHIỆM HỮU HẠN HAI THÀNH VIÊN TRỞ LÊN

Số: 79.2007.07.0311/TP/ĐKHĐ

ỦY BAN NHÂN DÂN
THÀNH PHỐ HỒ CHÍ MINH
SỞ TƯ PHÁP

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc

Thẻ luật sư số: 2239

Ngày cấp: 01/8/2010

Là thành viên Đoàn luật sư: Thành phố Hồ Chí Minh

Chức vụ: Giám đốc

4. Lĩnh vực hành nghề:

- Tham gia tố tụng theo quy định của pháp luật
- Tư vấn pháp luật
- Dịch vụ đại diện sở hữu công nghiệp
- Thực hiện các dịch vụ pháp lý khác theo quy định pháp luật

5. Danh sách thành viên

S T T	Họ và tên luật sư thành viên	Giới tính	Năm sinh	Địa chỉ thường trú	Số Thẻ luật sư	Thành viên ĐLS
1	Trần Duy Cảnh	Nam	10/01/ 1973	14 Đường D5, Khu dân cư Lucasta, Khu phố 4, phường Long Trường, Thành phố Hồ Chí Minh	2239 cấp ngày 01/8/2010	Thành phố Hồ Chí Minh
2	Trần Thị Ngọc Linh	Nữ	27/12/ 1977	Số 03/164, Lê Trọng Tấn, phường Phương Liệt, Thành phố Hà Nội	1892 cấp ngày 01/8/2010	Thành phố Hà Nội

**GIẤY ĐĂNG KÝ HOẠT ĐỘNG
CỦA CÔNG TY LUẬT HỢP DANH/CÔNG TY LUẬT
TRÁCH NHIỆM HỮU HẠN HAI THÀNH VIÊN TRỞ LÊN**

(Ngày cấp lần đầu: 17/9/2014. Số lần thay đổi: 14.

Chuyển đổi từ Công ty luật hợp danh Luật Việt, cấp lần đầu ngày 25/6/2007)

1. Tên gọi đầy đủ của công ty:

**CÔNG TY LUẬT TRÁCH NHIỆM HỮU HẠN
DENTONS LUẬT VIỆT**

Tên giao dịch (nếu có): DENTONS LUATVIET

Tên viết tắt (nếu có):

Tên bằng tiếng nước ngoài (nếu có): DENTONS LUATVIET

2. Địa chỉ trụ sở: Phòng L15-05, Tầng 15, Tòa nhà Vincom Center,
số 72 Lê Thánh Tôn, phường Sài Gòn, Thành phố Hồ Chí Minh

Điện thoại: 38 248 440

Fax: 3824 8441

Email: canh.tran@dentons.com

Website:

3. Người đại diện theo pháp luật:

Họ và tên: Trần Duy Cảnh

Giới tính: Nam

Ngày, tháng, năm sinh: 10/01/1973

Số Chứng minh nhân dân/Số Thẻ Căn cước công dân/Số định danh
 cá nhân: 040073000842

Ngày, tháng, năm cấp: 27/02/2025

Nơi cấp: Bộ Công an

Nơi thường trú: 14 Đường D5, Khu dân cư Lucasta, Khu phố 4,
phường Long Trường, Thành phố Hồ Chí Minh

Nơi ở hiện tại: 14 Đường D5, Khu dân cư Lucasta, Khu phố 4,
phường Long Trường, Thành phố Hồ Chí Minh

Thành phố Hồ Chí Minh, ngày 18 tháng 11 năm 2025



**KT. GIÁM ĐỐC
PHÓ GIÁM ĐỐC**

Nguyễn Thị Phương Ngọc

Nguyên tắc hành nghề luật sư

1. Tuân thủ pháp luật.
2. Tuân theo quy tắc đạo đức nghề nghiệp luật sư.
3. Trung thực, tôn trọng sự thật khách quan.
4. Chia trách nhiệm trước pháp luật về hoạt động nghề nghiệp của mình.

(Điều 2 Pháp lệnh luật sư)

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc



**CHỨNG CHỈ
HÀNH NGHỀ LUẬT SƯ**

BỘ TƯ PHÁP




Chữ ký của người được cấp |
Chức vụ

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc

**CHỨNG CHỈ
HÀNH NGHỀ LUẬT SƯ**

Số: *0595/ITPLS-GGHN*

Cấp cho: *Ông Trần Duy Cảnh*

Sinh ngày: *10* tháng *01* năm *1973*

Nơi cư trú: *Thị trấn Xuân Hòa, quận Bắc Ninh*
Xã Xuân Hòa, Huyện Thuận Thành

Được hành nghề luật sư theo quy định của Pháp lệnh luật sư

Ngày 11 tháng 04 năm 2002

BỘ TƯ PHÁP



PHÒNG
CÔNG HỮNG



Nguyễn Đình Lưu

FẢN SAO

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc

THẺ LUẬT SƯ

Luật sư : **TRẦN DUY CẢNH**
Sinh ngày : **10/01/1973**
CCHNLS số : **05957P/LS-CCHN** ngày **11/4/2002**
Thuộc : Đoàn Luật sư thành phố Hồ Chí Minh

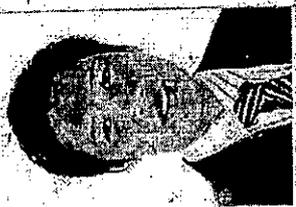
Hà Nội, ngày 04 tháng 08 năm 2010

LIÊN ĐOÀN LUẬT SƯ VIỆT NAM

CHI BỘ
LUẬT SƯ
TOÀN QUỐC

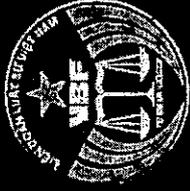


LUẬT SƯ LÊ THỨC ANH



Số : 2239/LS

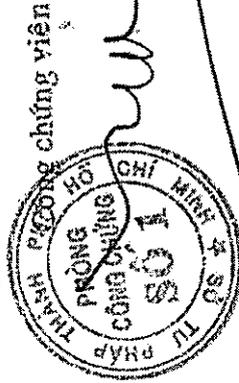
LIÊN ĐOÀN LUẬT SƯ VIỆT NAM



THẺ LUẬT SƯ

Chứng thực bản sao đúng với bản chính.
Số chứng thực : **02574** Quận SCTPS

Ngày: 04 -12- 2024



THÀNH PHỐ HỒ CHÍ MINH
CÔNG CHỨNG
SỐ 1
TU PHÁP
PRONG HO
CHỨNG VIỆN

Choi Thanh Hiệp

LEGAL OPINION

To: Beijing Dacheng Law Offices

Date: 23 February 2026

Re: Legal Opinion on Incorporation and Legal Existence of "TEXNIKA ADVANS SERVIS" PE

A INTRODUCTION AND SCOPE

We have been instructed to provide a legal opinion on incorporation and legal existence of "TEXNIKA ADVANS SERVIS" PE (the "**Company**"), a legal entity incorporated in the Republic of Uzbekistan. Pursuant to the client's instructions, our review does not constitute a full or in-depth due diligence exercise. Instead, our mandate is limited to confirming that:

- (i) the Company has been validly incorporated under Uzbek law; and
- (ii) the Company continues to legally exist as of the date of this Opinion.

The client further instructed that this confirmation may rely exclusively on documents provided to us and on information available from publicly accessible sources maintained by competent registration bodies and courts in Uzbekistan. No reliance has been placed on any other governmental or non-governmental sources outside those expressly available to the public.

This Opinion does not address commercial, financial, contractual, operational, regulatory, tax or other matters beyond those necessary to confirm the Company's incorporation and legal existence.

All factual findings in this Opinion are made as of 20 February 2026.

B DOCUMENTS AND SOURCES REVIEWED

1 Documents provided

We have been provided with the following documents:

- The Charter of the Company as of 25 February 2017 (the "**Charter**")
- Certificate of Incorporation No. 004144 dated 1 July 2014 (the "**Incorporation Certificate**")
- International passport of Mr. Mirayubov Mirfotih (the "**Director's ID**")

No additional documents were provided or reviewed.

2 Publicly available sources

We relied on publicly accessible information extracted from the following registries and platforms:

- The Unified Portal of Interactive Public Services (the "**Unified Portal**")

Zaanouni Law Firm & Associates ► LuatViet ► Fernanda Lopes & Associados ► Guevara & Gutierrez ► Paz Horowitz Abogados ► Sirote ► Adepetun Caxton-Martins Agbor & Segun ► Davis Brown ► East African Law Chambers ► For more information on the firms that have come together to form Dentons, go to [dentons.com/legacyfirms](https://www.dentons.com/legacyfirms)

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- Unified State Register of Enterprises, Organizations, Institutions and Associations (the "**State Register**")
- The State Tax Committee's public extract database (the "**Tax Committee Extract**")
- List of Enterprises That Abused the Right to Reduce VAT on the Electronic Public Services Portal of the Tax Authorities (the "**List of VAT Abuse Enterprises**")
- Entrepreneurship Entities Registration Module of the UPIGS (Unified Portal of Interactive Government Services) (the "**Registration Module**")
- Electronic Licensing System of Ministry of Justice of the Republic of Uzbekistan (the "**License Register**")
- "Due Diligence" Module of the Electronic Public Services Portal of the Tax Authorities (the "**Tax DD Module**")
- Information on the Organization's Solvency on the Unified Portal of Interactive Government Services of the Republic of Uzbekistan (the "**Solvency Information Module**")
- Financial Solvency Module at the Unified Portal of Interactive Government Services of the Republic of Uzbekistan (the "**Financial Solvency Module**")
- Register of Obligations of the Bureau of Compulsory Enforcement under the General Prosecutor's Office of the Republic of Uzbekistan (the "**Obligations Register**")
- Register of Unreliable Contractors Published on the Electronic Public Procurement System Portal (the "**Unreliable Contractors Register**")
- Online Services of the Collateral Registry of the Republic of Uzbekistan (the "**Collateral Registry**")
- The publicly accessible litigation search module (the "**Litigation Search**")
- Non-governmental Multifunctional Automated Information System "iHamkor" (the "**iHamkor**")

3 Legal framework

Our review has been conducted with reference to the following legislation:

- Law of the Republic of Uzbekistan "On Private Enterprise" dated 11 December 2003, No. 558-II (the "**Law on Private Enterprise**")
- Law of the Republic of Uzbekistan "On Licensing, Permitting and Notification Procedures" dated 14 July 2021, No. ZRU-701 (the "**Law on Licensing**")
- Law of the Republic of Uzbekistan "On Guarantees of Freedom of Entrepreneurial Activity" dated 25 May 2000, No. 69-II (the "**Law on Entrepreneurship**")
- The Civil Code of the Republic of Uzbekistan (the "**Civil Code**")

C FINDINGS

1 Incorporation Status

According to the Charter the Company was originally incorporated on 26 August 2009 as a limited liability company (LLC) under registration number 004775-11.

On 17 June 2014, it was re-registered in the legal form of a private enterprise¹. The Charter confirms that the Company is the legal successor of the former LLC of the same name, inheriting all rights and obligations in connection with the transformation.

The State Register extract confirms that the Company is a duly incorporated legal entity in form of Private Enterprise (PE). None of the public-records entries reviewed raise concerns regarding the Company's corporate standing.

Note: we did not review any internal corporate documents related to the Company's reorganization from LLC to PE. Given that the state re-registration was completed and the corresponding Certificate was issued by the competent authority, we assume that such transformation complied with applicable requirements.

Subsequently, on 1 July 2014, the Company underwent an additional re-registration due to a change of its legal (postal) address and received its current registration number 005162-07.

The State Register records reflect a later re-registration event on 14 June 2021, although no information is available regarding the nature of such corporate action.

The Company holds taxpayer identification number (TIN) 301301763 and is registered as a VAT payer².

The State Register lists the Company's current legal address as Tashkent, Yunusobod district, Amir Temur Street 95, which differs from the address stated in the Charter. This discrepancy does not, however, affect the Company's legal existence provided that the address was duly registered with the competent authority, which the public records confirm.

2 Ownership and Management

The State Register and the Charter reflect that the sole founder and 100% owner of the Company is:

- **Mirayubov Mirfotih Mirpozil o'g'li** (PINI³: 32408796520019).

The same individual is also recorded in the State Register as the Company's director.

¹ Under the Law on Private Enterprise, a private enterprise is a commercial legal entity established and managed by a single individual owner. It possesses separate property, may acquire rights and obligations in its own name, and may act before courts as claimant or defendant. The owner bears subsidiary liability in the event the enterprise's property is insufficient to satisfy its obligations.

² Tax Committee Extract

³ Director's ID

No publicly available information indicates any changes in ownership or management, nor any active encumbrances, pledges or restrictions on ownership interest.⁴

3 Business Activities and Licensing

According to the License Register the Company holds no licenses according to public sources.

The Charter defines the Company's principal business activity as the production, repair and sale of various industrial goods, including construction equipment, machinery, furniture and other industrial and consumer goods. This includes repair of equipment and sale of spare parts. The Company is also registered under an activity code corresponding to repair of industrial equipment.

Based on the Company's registered activities in the State Register — specifically, the wholesale trade of other motor vehicles — these activities do not fall within the categories of activities subject to mandatory licensing under the Law on Licensing. Accordingly, no license is required for the Company for its core operations.

Note: under the Law on Entrepreneurship, the legal entities may operate without restrictions insofar as their activities do not require mandatory licensing. Any activities that are license-dependent may be performed only upon obtaining the required license. Since the Company holds no licenses, it is permitted to engage exclusively in activities that do not require mandatory licensing.

4 Public Records Review

The State Register records the Company's status as "Active".

There are no records in the Solvency Information Module indicating liquidation, bankruptcy, suspension or termination of operations in respect of the Company.

The Company does not appear in registers of:

- inactive or dormant legal entities⁵;
- candidates for liquidation⁶;
- doubtful or suspicious taxpayers⁷;
- entities avoiding audit⁸;
- entities abusing VAT reduction mechanisms⁹;
- bad-faith suppliers under the state procurement register¹⁰.

⁴ Note: no due diligence was conducted on the identity, background, authority or any other personal matters of the founder/director.

⁵ Tax DD Module

⁶ Tax DD Module

⁷ Tax DD Module

⁸ Tax DD Module

⁹ List of VAT Abuse Enterprises

¹⁰ Unreliable Contractors Register

Tax DD Module also shows that the Company has no tax debt.

The tax and financial data at iHamkor show that the Company continues to operate commercially: it submits tax returns, pays taxes, has generated revenue and profit, and has participated in state procurement contracts up to 2024. No procurement contracts were recorded in 2025.

A review of the Collateral Register under the Company's TIN shows a single historical entry (No. 423195802644) listing the Company as debtor and the Mirzo Ulugbek branch of "Ipak Yuli" Joint-Stock Commercial Bank in Tashkent as creditor. The register does not specify the type or nature of pledge/collateral. According to the register, this pledge/collateral has since been removed.

Searches performed through the Financial Solvency Module classify the Company as solvent.

The enforcement bureau system indicates no active enforcement proceedings.¹¹

5 Litigation Search

Publicly available court databases accessible by Company's TIN reveal no ongoing commercial proceedings against or involving the Company (under the economic court of RUz).

The Company has previously been a party to two economic disputes against **Joint-Stock Commercial Bank "TURON BANK"** and **"DREAM UP INVEST" LLC**, in both of which it acted as claimant. In each case, the Company's claims were fully satisfied.

No administrative cases were identified.

Searches for civil or criminal cases by TIN are technically unavailable without case numbers.

None of the identified cases undermine the Company's legal standing or existence.

D CONCLUSION

Based on the documents provided, the publicly available information reviewed, and the assumptions stated herein, we conclude that as of the date of this Opinion:

1. "TEXNIKA ADVANS SERVIS" PE is duly incorporated as a private enterprise under the laws of the Republic of Uzbekistan; and
2. "TEXNIKA ADVANS SERVIS" PE continues to legally exist and is recorded as "active" under the State Register records.

E DISCLAIMER

This Legal Opinion:

- (a) only addresses legal issues under the law of Uzbekistan (the "*Jurisdiction*") that have come to our attention, as directly asked by the client.
- (a) is based on information provided to us and the assumptions stated herein.

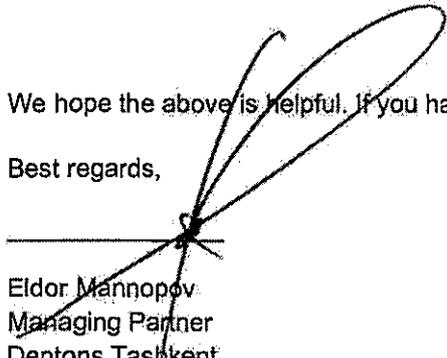
¹¹ Obligations Register

- (b) reports only on legal issues that we have become aware of through the review.
- (c) is not intended to act in any way as recommendation, inducement or invitation to proceed (or not to proceed) with projects as such matters are commercial decisions for the client to make.
- (d) is subject to the qualifications, assumptions and exceptions set out in this section and our client engagement terms:
 - (i) This opinion has been prepared exclusively in connection with your instruction and for no other purpose and should be read in that context. This opinion is exclusively intended for your use. Third parties are not entitled to use and/or rely on this Legal opinion without our prior written consent. We agree that Beijing Dacheng Law Offices, LLP may cite this legal opinion in its legal opinion on 'XCMG Machinery Accounts Receivable Phase 4 Asset-backed Special Plan'.
 - (ii) This opinion is based solely on a legal and tax review of the documents provided to us by the Client (the "*Documents*") and/or the Company and the relevant laws and regulations of the Jurisdiction (the "*Information*"), referred to in this advice. We have not conducted independent official queries. This advice is not a substitute for reading the actual Documents and Information, especially if the Documents and Information is of particular importance commercially.
 - (iii) This opinion has been prepared only in accordance with the law of the Jurisdiction prevailing on the date hereof. The legislation of this Jurisdiction is rapidly evolving and reflects the ongoing transition, which the economy and government of these countries are undergoing from a planned socialist system to a modern market economy. Such factors may cause a rapid change in the legislation, adoption of new legislation (on occasion with a retroactive effect), and a failure, delay or misinterpretation in the implementation of the current legislation.
 - (iv) No other sources or databases other than those expressly referred to under this Opinion were reviewed. We have not examined any documents relating to the Company's performance of specific actions that may have resulted in certain entries/data being recorded in publicly available sources. We have not verified the accuracy, authenticity, or proper execution of any such information. Our analysis and conclusion is based solely on the information as reflected in named public sources. We accept no liability for any inaccuracies therein or for any entries/records made by authorized persons in breach of applicable laws or procedures. We confirm that, in accordance with the relevant laws of the Republic of Uzbekistan, a qualified Uzbek lawyer may provide a legal opinion on the target company's lawful establishment and valid existence solely on the basis of such publicly available data.
 - (v) Our risk assessments are based on current law enforcement practice.
 - (vi) In case of ambiguities or uncertainty in regulation it is commonplace for local market players to rely on industry regulators' interpretations and prior consultations. Thus, we note that the industry legislation is not systematic and may appear that some provisions are conflicting one another or other rules, requiring careful interpretation or further clarification or alignment with a relevant regulator in charge of specific area. Hence, for the avoidance of doubt, we hereby state that we hold no responsibility in case of adverse effects of such changes.

- (e) the scanned copy of this legal opinion transmitted via email shall be deemed the duly executed legal opinion. The original version shall conform to the electronically transmitted scanned copy. In the event of any discrepancies, the emailed scanned copy of the legal opinion shall prevail.

We hope the above is helpful. If you have any questions or comments, we will be happy to discuss.

Best regards,



Eldor Mannopov
Managing Partner
Dentons Tashkent

LEGAL OPINION

To: Beijing Dacheng Law Offices

Date: 20 February 2026

Re: Legal Opinion on Incorporation and Legal Existence of "YANGI ZAMON BINO" LLC

A INTRODUCTION AND SCOPE

We have been instructed to provide a legal opinion on incorporation and legal existence of "YANGI ZAMON BINO" LLC (the "**Company**"), a legal entity incorporated in the Republic of Uzbekistan. Pursuant to the client's instructions, our review does not constitute a full or in-depth due diligence exercise. Instead, our mandate is limited to confirming that:

- (i) the Company has been validly incorporated under Uzbek law; and
- (ii) the Company continues to legally exist as of the date of this Opinion.

The client further instructed that this confirmation may rely exclusively on documents provided to us and on information available from publicly accessible sources maintained by competent registration bodies and courts in Uzbekistan. No reliance has been placed on any other governmental or non-governmental sources outside those expressly available to the public.

This Opinion does not address commercial, financial, contractual, operational, regulatory, tax or other matters beyond those necessary to confirm the Company's incorporation and legal existence.

All factual findings in this Opinion are made as of 18 February 2026.

B DOCUMENTS AND SOURCES REVIEWED

1 Publicly available sources

We relied on publicly accessible information extracted from the following registries and platforms:

- The Unified Portal of Interactive Public Services (the "**Unified Portal**")
- Unified State Register of Enterprises, Organizations, Institutions and Associations (the "**State Register**")
- The State Tax Committee's public extract database (the "**Tax Committee Extract**")
- List of Enterprises That Abused the Right to Reduce VAT on the Electronic Public Services Portal of the Tax Authorities (the "**List of VAT Abuse Enterprises**")
- Entrepreneurship Entities Registration Module of the UPIGS (Unified Portal of Interactive Government Services) (the "**Registration Module**")

- Electronic Licensing System of Ministry of Justice of the Republic of Uzbekistan (the "**License Register**")
- "Due Diligence" Module of the Electronic Public Services Portal of the Tax Authorities (the "**Tax DD Module**")
- Information on the Organization's Solvency on the Unified Portal of Interactive Government Services of the Republic of Uzbekistan (the "**Solvency Information Module**")
- Financial Solvency Module at the Unified Portal of Interactive Government Services of the Republic of Uzbekistan (the "**Financial Solvency Module**")
- Register of Obligations of the Bureau of Compulsory Enforcement under the General Prosecutor's Office of the Republic of Uzbekistan (the "**Obligations Register**")
- Register of Unreliable Contractors Published on the Electronic Public Procurement System Portal (the "**Unreliable Contractors Register**")
- Online Services of the Collateral Registry of the Republic of Uzbekistan (the "**Collateral Registry**")
- The publicly accessible litigation search module (the "**Litigation Search**")
- Electronic State Procurement System (the "**State Procurement Register**")

2 Legal framework

Our review has been conducted with reference to the following legislation:

- Law of the Republic of Uzbekistan "On Limited Liability Companies" dated 6 December 2001, No. 310-II (the "**Law on LLC**")
- Law of the Republic of Uzbekistan "On Licensing, Permitting and Notification Procedures" dated 14 July 2021, No. ZRU-701 (the "**Law on Licensing**")
- The Civil Code of the Republic of Uzbekistan (the "**Civil Code**")

C FINDINGS

1 Incorporation Status

According to the State Register the Company was originally incorporated on 14 November 2016 as a limited liability company (LLC) under registration number 1986588.

The State Register extract confirms that the Company is duly incorporated legal entity in form of Limited Liability Company (LLC). None of the public-records entries reviewed raise concerns regarding the Company's corporate standing.

The Company holds taxpayer identification number (TIN) 304424670 and is registered as a VAT payer¹.

The State Register lists the Company's current legal address as Tashkent city, Yunusabad district, Minor mahalla, A.Temur Shoh Street, 95A.

2 Ownership and Management

The State Register reflects that the participants (shareholders) of the Company are the following legal entities:

- **UNIQUE TRADE BUSINESS** (TIN: 304042245) – holding 50,02% of the charter capital of the Company
- **O'ZBEKISTON RESPUBLIKASI DAVLAT AKTIVLARNI BOSHQARISH AGENTLIGI (State Assets Management Agency)** (TIN: 201122696) – a state-owned entity holding 49,98% of the charter capital of the Company

Abdusalomov Mirasil Abdusalom O'g'li is recorded in the State Register as the Company's director.

No publicly available information indicates any changes in ownership or management, nor any active encumbrances, pledges or restrictions on ownership interest.²

3 Business Activities and Licensing

According to the License Register the Company holds the following active licenses (permitting documents):

Licenses

- License for design, construction and repair of bridges and tunnels No. 072829 dated 5 April 2023;
- License for activities for the production of repair, construction and installation work at heights by methods of industrial mountaineering No. 275608 dated 14 May 2024;
- License for design, construction and exploitation of high-risk objects and potentially hazardous productions No. 298958 dated 31 May 2024.

Permit documents

- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No.061024 dated 31 December 2023;

¹ Tax Committee Extract

² Note: no due diligence was conducted on the identity, background, authority or any other personal matters of the founder/director.

- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No.065390 dated 24 February 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 070831 dated 27 March 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 070832 dated 27 March 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 074182 dated 11 April 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 076089 dated 19 April 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 077078 dated 26 April 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 083139 dated 23 May 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 086711 dated 1 June 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 088208 dated 6 June 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 089494 dated 9 June 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 115833 dated 17 August 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 115834 dated 17 August 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 115835 dated 17 August 2023;

- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 115836 dated 17 August 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 115837 dated 17 August 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 132759 dated 20 September 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 132760 dated 20 September 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 153112 dated 31 October 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 153113 dated 31 October 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 191900 dated 21 December 2023;
- Permission for the installation, repair and commissioning of technological new processes and equipment at risk of the explosion, amusement park attractions, as well as the use of technical devices used in hazardous production facilities No. 205423 dated 12 January 2024.

Notification documents

- Notice of commencement or termination of professional development and retraining activities No.083111 dated 23 May 2023;
- Notification on the commencement or termination of the activities of professional participants in the market of services in the field of labor protection No. 089628 dated 9 June 2023.

The State Register identifies the Company's principal business activity as the **construction of residential buildings**. The licenses (permitting documents) currently held by the Company appear sufficient to cover this core activity, particularly given the Company's licenses for construction of high-risk objects and related design and construction work.

However, under Uzbek Law, a broad range of construction, design and telecommunications activities require separate specific licenses (permitting documents), including but not limited to:

- License for activities related to the development of architectural and urban planning documentation;

- License for the design, construction, operation, and provision of telecommunications network services;
- License for the design, construction, operation, and repair of main gas pipelines, oil pipelines, and petroleum product pipelines.

Pursuant to Article 54 of the Civil Code, any legal entity can be liquidated by court order if it conducts activities without the required license, permission or notification. It should be verified whether the Company conducts any of the activities outside of the scope of the licenses they hold.³

4 Public Records Review

The State Register records the Company's status as "Active".

There are no records in the Solvency Information Module indicating liquidation, bankruptcy, suspension or termination of operations in respect of the Company.

The Company does not appear in registers of:

- inactive or dormant legal entities⁴;
- candidates for liquidation⁵;
- doubtful or suspicious taxpayers⁶;
- entities avoiding audit⁷;
- entities abusing VAT reduction mechanisms⁸;
- bad-faith suppliers under the state procurement register⁹.

Tax DD Module also shows that the Company has no tax debt.

State Procurement Register shows that company has not participated in any state procurement contract.

A review of the Collateral Register under the Company's TIN shows 2 active entries (No. 423072386428 and 423072386426) listing the Company as the debtor and Head Office of TRASTBANK as the creditor. The register does not specify the type or nature of pledge/collateral.

Searches performed through the Financial Solvency Module classify the Company as solvent.

³ Note: No independent verification of the Company's actual business activities has been conducted as part of this due diligence.

⁴ Tax DD Module

⁵ Tax DD Module

⁶ Tax DD Module

⁷ Tax DD Module

⁸ List of VAT Abuse Enterprises

⁹ Unreliable Contractors Register

The enforcement bureau system indicates no active enforcement proceedings.¹⁰

5 Litigation Search

Publicly available court databases accessible by Company's TIN reveal that the Company has four (4) ongoing commercial cases (under the economic court of RUz) where it acts as claimant in 3 cases against QISHLOQ QURILISH INVEST, AERTEKS IK and GOLDEN ROOM PRO (contract disputes) and as defendant in 1 case against TOP LINE COMPANY (contract dispute).

Beyond the matters noted above, the Company has been party to 37 economic disputes, of which:

- 20 cases where the Company acted as claimant; and
- 17 cases where the Company acted as respondent.

The Company achieved a favourable outcome in 18 of these disputes.

No administrative cases were identified.

Searches for civil or criminal cases by TIN are technically unavailable without case numbers.

None of the identified cases undermine the Company's legal standing or existence; however, depending on their outcome, they may adversely affect the Company's financial liquidity.

D CONCLUSION

Based on the documents provided, the publicly available information reviewed, and the assumptions stated herein, we conclude that as of the date of this Opinion:

1. "YANGI ZAMON BINO" LLC is duly incorporated as a limited liability company under the laws of the Republic of Uzbekistan; and
2. "YANGI ZAMON BINO" LLC continues to legally exist and is recorded as "active" under the State Register records.
3. "YANGI ZAMON BINO" LLC is currently subject to ongoing litigation in the economic court and may require additional licences should it conduct activities outside its present licensed scope. Potential financial liabilities and regulatory compliance obligations arising from these circumstances warrant due consideration.

E DISCLAIMER

This Legal Opinion:

- (a) only addresses legal issues under the law of Uzbekistan (the "*Jurisdiction*") that have come to our attention, as directly asked by the client.
- (b) is based on information provided to us and the assumptions stated herein.

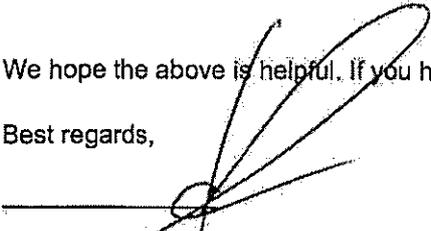
¹⁰ Obligations Register

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- (e) is subject to the qualifications, assumptions and exceptions set out in this section and our client engagement terms:
 - (i) This opinion has been prepared exclusively in connection with your instruction and for no other purpose and should be read in that context. This opinion is exclusively intended for your use. Third parties are not entitled to use and/or rely on this Legal opinion without our prior written consent. We agree that Beijing Dacheng Law Offices, LLP may cite this legal opinion in its legal opinion on 'XCMG Machinery Accounts Receivable Phase 4 Asset-backed Special Plan'.
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 - (iv) No other sources or databases other than those expressly referred to under this Opinion were reviewed. We have not examined any documents relating to the Company's performance of specific actions that may have resulted in certain entries/data being recorded in publicly available sources. We have not verified the accuracy, authenticity, or proper execution of any such information. Our analysis and conclusion is based solely on the information as reflected in named public sources. We accept no liability for any inaccuracies therein or for any entries/records made by authorized persons in breach of applicable laws or procedures. We confirm that, in accordance with the relevant laws of the Republic of Uzbekistan, a qualified Uzbek lawyer may provide a legal opinion on the target company's lawful establishment and valid existence solely on the basis of such publicly available data.
 - (v) Our risk assessments are based on current law enforcement practice.
 - (vi) In case of ambiguities or uncertainty in regulation it is commonplace for local market players to rely on industry regulators' interpretations and prior consultations. Thus, we note that the industry legislation is not systematic and may appear that some provisions are conflicting one another or other rules, requiring careful interpretation or further clarification or alignment with a relevant regulator in charge of specific area. Hence, for the avoidance of doubt, we hereby state that we hold no responsibility in case of adverse effects of such changes.

- (b) the scanned copy of this legal opinion transmitted via email shall be deemed the duly executed legal opinion. The original version shall conform to the electronically transmitted scanned copy. In the event of any discrepancies, the emailed scanned copy of the legal opinion shall prevail.

We hope the above is helpful. If you have any questions or comments, we will be happy to discuss.

Best regards,



Eldor Mannopov
Managing Partner
Dentons Tashkent



ЎЗБЕКИСТОН РЕСПУБЛИКАСИ
АДЛИЯ ВАЗИРЛИГИ
АДВОКАТЛИК БЮРОСИ, АДВОКАТЛИК ФИРМАСИ ВА
АДВОКАТЛАР ҲАЙЪАТИНИНГ ДАВЛАТ РЎЙХАТИДАН
ЎТКАЗИЛГАНЛИГИ ТЎҒРИСИДА

ГУВОҲНОМА

Мазкур гувоҳнома ТОШКЕНТ ШАҲАР
(адлия органининг номи)

АДЛИЯ БОШҚАРМАСИ да

рўйхатдан ўтказилган “DENTONS TASHKENT”
(адвокатлик тузатмасининг номи)

АДВОКАТЛИК ФИРМАСИ га
берилди.

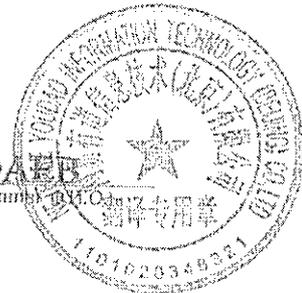
Давлат рўйхатидан
ўтказилган санаси 20 17 йил “ 9 ” ИЮНЬ

Реестр бўйича тартиб рақами 944




(имло)

А.Б.САФОВ
(адлия органи раҳбарининг ў.М.Олиғ) 1101020349321



TN № 000945

Информация о юридическом лице (По данным регистрирующих и уполномоченных органов)

Общие сведения

ИНН:	205263186
Регистрирующий орган:	Управление юстиции г.Ташкента
Дата регистрации :	20.10.2004
Номер регистрации:	12/293
Наименование юридического лица:	"DENTONS TASHKENT" advokatlik firmasi
Код ОПФ:	290 - <u>Некоммерческая организация, не включенная в другие группировки</u>
Код ОКЭД (Вид(ы) осуществляемой деятельности):	69101 - <u>Деятельность адвокатских формирований</u>
Код СООГУ:	79974 - <u>Негосударственные некоммерческие организации</u>
Принадлежность к субъектам малого предпринимательства:	Нет
Состояние активности:	Действующие предприятия

Информация об учредителях и их доле в уставном фонде

Контактные данные

Адрес электронной почты:	info@avent.uz
Контактные телефоны:	711503105, 711503104, 712946262, 712675199
Код СОАТО:	1726287 - Tashkent shahri, Yakkasaroy tumani
Улица, тупик, дом:	Bobur ko'chasi, 58a-uy

Информация о руководителе

Имя руководителя:	MANNOROV ELDOR TURAXONOVICH
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Данные актуальны на 11/10/2023





乌兹别克斯坦共和国司法部

律师办公室、律师事务所及律师协会

注册证明书

本证书颁发给在塔什干市司法局

(司法机关名称)

注册的“DENTONS TASHKENT”律师事务所

(律师事务所名称)

国家注册日期: 2017年6月9日

注册号: 944

盖章处

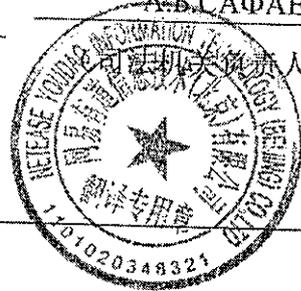
乌兹别克斯坦共和国司法部
塔什干市司法局 (印章)

(签名)

А.Б.САФАЕВ

司法机关负责人全名)

TN 编号 000945



法人实体信息

(根据注册机构和授权机构提供的数据)

基本信息

纳税人识别号:

205263186

注册机关:

塔什干市司法局

注册日期:

2004年10月20日

注册编号:

12/293

法人实体名称:

“DENTONS TASHKENT”律师事务所

组织形式代码:

290 - 未归入其他类别的非营利组织

经济活动类型代码:

69101 - 律师机构活动

国家管理机关系统代码:

79974 - 非国有非营利组织

是否属于小型经营主体:

否

活跃状态:

在营企业

创始人信息及其在注册资本中的份额

联系方式

电子邮箱地址:

info@avent.uz

联系电话:

711503105、711503104、712946262、712675199

行政区划代码:

1726287 - 塔什干市, 亚卡萨罗伊区

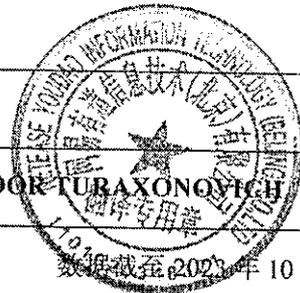
街道、巷道、门牌号:

Bobur 街 58a 号

负责人信息

负责人姓名:

MANNOPOV ELDOR TURAXONOVICH



数据截至 2023 年 10 月 11 日



ЎЗБЕКИСТОН РЕСПУБЛИКАСИ
АДЛИЯ ВАЗИРЛИГИ

Адвокатлик фаолияти билан шугулланиш ҳуқуқини берувчи

ЛИЦЕНЗИЯ

Ушбу лицензия _____ **MANNOROV ELDOR** _____
(фамилияси, исми, отасининг исми)

_____ **TURAXONOVICH** _____ га берилди.

“Адвокатура тўғрисида” ги Ўзбекистон Республикасининг Қонунига мувофиқ ушбу лицензия Ўзбекистон Республикаси фуқаросига адвокат мақомини олиш ҳуқуқини беради.

Рухсат берилган ихтисослик турлари: _____

_____ **ФУҚАРОЛИК** ва **ИҚТИСОДИЙ** суд ишларини юритиш; _____

_____ **МАЪМУРИЙ** ва **ЖИНОИЙ** суд ишларини юритиш _____

Ушбу лицензия Ўзбекистон Республикасининг барча ҳудудларида амал қилади ва унинг амал қилиш муддати чекланмаган.

Лицензияни берган адлия органи _____

_____ **ТОШКЕНТ ШАҲАР АДЛИЯ БОШҚАРМАСИ** _____

Лицензия берилган сана 2019 йил “ 22 _____

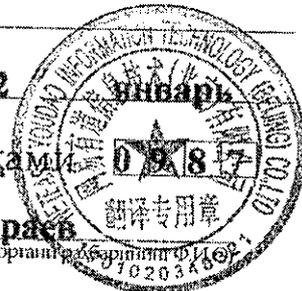


_____ реестри бўйича тартиб рақами _____

_____ **А.З. Абрасов** _____

(имзо)

(Лицензияни берган адлия органи раҳбарининг фио)



TN № 000987



乌兹别克斯坦共和国司法部

律师执业

许可证

本许可证颁发给 MANNOPOV ELDOR TURAXONOVICH

(姓氏、名字、父名)

根据乌兹别克斯坦共和国《律师法》，本许可证授予乌兹别克斯坦共和国公民获取律师资格的权利。

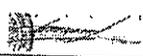
许可专业类型：民事和经济诉讼；行政和刑事诉讼

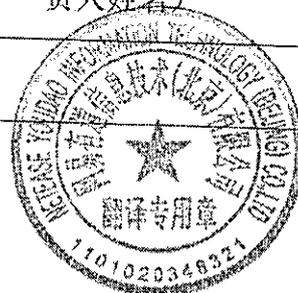
本许可证在乌兹别克斯坦共和国全境有效，且无有效期限限制。

签发本许可证的司法机关为塔什干市司法局

许可证签发日期：2019年1月22日

许可证登记号：0987

盖章处 乌兹别克斯坦共和国司法部 塔什干市司法局 (印章)	 (签名)	A.3. Абраев (颁发许可证的司法机关负责人姓名)
TN 编号 000987		



LEGAL OPINION

To: Beijing Dacheng Law Offices, LLP
16 – 21F, Tower B
ZT International Center, No. 10
Chaoyangmen Nandajie, Chaoyang
District
Beijing - China

Attention: Lina Zhang

From: Stella Ndikimi

Date: 2 March 2026

Matter No: 0000348.0001

Subject: **Legal opinion on incorporation and existence of GF Trucks & Equipment Limited (the “Company”)**

1. Introduction

We have been requested to provide this opinion with respect to the validity of incorporation and legal existence of the Company under Tanzanian law.

2. Scope of the Opinion

This opinion is confined to matters of the laws of Tanzania and as the same would be applied by courts of law in Tanzania as at the date of this opinion hereof. No opinion is expressed as to the laws of any other jurisdiction.

3. Information, documents, and applicable laws

3.1. In rendering this opinion, we have relied on the following information, documents, and laws as are applicable:

- a) the custom search report issued by the Registrar of Companies in respect to the Company included as Schedule 1 (“**Custom Search Report**”) of this opinion;

For the purpose of this opinion, we have only reviewed the documents specified in paragraph 3.1 above and such other laws and precedents as are necessary under the laws of Tanzania to enable us to provide this opinion.

4. The Opinion

4.1. Status of the Company

4.1.1. The Company is a private limited liability company, limited by shares, duly incorporated and existing under the laws of the United Republic of Tanzania with certificate of incorporation number 59232 dated 9th February 2007 and having its registered office at Plot No. 61, Block No. 61, House No, 61, Nyerere Road, Ilala District, P.O, Box 22692 in Dar es salaam.

4.1.2. The Company is validly and legally existing under the laws of the United Republic of Tanzania with an authorised share capital of Tanzania shillings one billion and five hundred million (TZS 1,500,000,000 divided into 150,000 shares of TZS 10,000 each.

4.2. Shareholding and Governance

4.2.1. As of the date of the Search Report, the shareholding structure of the Company is as follows:

- a) Hasina Mehboob Karmali, a natural person holding 100,040 ordinary shares in the issued share capital of the Company; and
- b) Imran Mehboob Karmali, a natural person holding 49,960 ordinary shares in the issued share capital of the Company.

4.2.2. The directors of the Company are as follows:

- a) Imran Mehboob Karmali, a natural person and citizen of the United Republic of Tanzania;
- b) Mehboob Gulamhussein Karmali, a natural person and citizen of the United Republic of Tanzania; and
- c) Anver Gulamhussein Fazal, a natural person and citizen of the United Republic of Tanzania.

4.2.3. The company secretary of the Company is Anver Gulamhussein Fazal, a natural person and citizen of the United Republic of Tanzania;

4.3. Registered Charges

4.3.1. As of the date of the Custom Search Report, the registered charges of the Company are as follows:

- a) a fourth deed of variation of corporate guarantee dated 17th September 2019 created in favour of Canara Bank (Tanzania) Limited to secure the sum of United States dollars one hundred seventy-five thousand and five hundred (USD 175,500) being 125% of the total exposure plus interest and other charges thereon.

- b) a fifth deed of variation of corporate guarantee dated 2nd December 2019 created in favour of Canara Bank (Tanzania) Limited to secure the sum of United States dollars three hundred six thousand and eight hundred (USD 306,800) being 125% of the total exposure plus interest and other charges thereon;
- c) a corporate guarantee dated 18th February 2020 created in favour of Canara Bank (Tanzania) Limited to secure the sum of United States dollars eight hundred thousand (USD 800,000) equivalent to Tanzania shillings one million eight hundred and forty thousand (TZS 1,840,000)¹ and overdraft facility of Tanzania shillings four hundred and sixty million (TZS 460,000,000) equivalent to United States dollars two hundred million (USD 200,000,000)² and registered to secure an unspecified amount;
- d) a mortgage of a right of occupancy dated 23rd November 2020 created in favour of Canara Bank (Tanzania) Limited to secure the sum of an overdraft facility of United States dollars one million and one hundred thousand (USD 1,100,000) and registered to cover United States dollars one million three hundred and seventy-five thousand (USD 1,375,000) being 125% of the total exposure plus interest and other charges thereon.
- e) a third deed of variation of corporate guarantee dated 17th May 2019 created in favour of Canara Bank (Tanzania) Limited to secure the sum of a term loan of United States dollars one hundred and sixty-five thousand (USD 165,000) advanced to M/S Rent Machine Limited to be registered to cover United States dollars two hundred six thousand two hundred and fifty (USD 206,250) being 125% of the total exposure plus interest and other charges thereon;
- f) a mortgage dated 27th July 2009 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars seven hundred and fifty thousand (USD 750,000) and registered to secure an unspecified amount;
- g) a debenture dated 27th July 2009 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars seven hundred and fifty thousand (USD 750,000) and registered to secure an unspecified amount;
- h) a fourth deed of variation of debenture dated 15th October 2016 in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars two million and five hundred thousand (USD 2,500,000), an overdraft facility of Tanzania shillings four hundred and fifty million shillings (TZS 450,000,000), and registered to cover the sum of three million one hundred and twenty five thousand (USD 3,125,000) and Tanzania shillings five hundred sixty two thousand and five hundred (TZS 562,500,000) together with interest, commissions and other charges thereon;

¹ The equivalent dollar amount as specified in the Custom Search Report may have used the exchange rates applicable at the time of creation of charge.

² There is a discrepancy in the USD equivalent as specified in the Custom Search Report

- i) a credit facility agreement dated 15th October 2016 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars two million and five hundred thousand (USD 2,500,000), an overdraft facility of Tanzania shillings four hundred and fifty million (TZS 450,000,000), United States dollars three million one hundred and twenty five thousand (USD 3,125,000) and Tanzania shillings five hundred sixty two thousand and five hundred (TZS 562,500,000) together with interest, commissions and other charges thereon.
- j) a mortgage dated 26th February 2010 created in favour of Bank of India (Tanzania) Limited to secure the sum of Tanzania shillings two hundred and fifty million (TZS 250,000,000) together with interest and charges and registered to secure an unspecified amount.
- k) a deed of variation of debenture dated 26th February 2010 created in favour of Bank of India (Tanzania) Limited to secure the sum of Tanzania shillings two hundred and fifty million (TZS 250,000,000) together with interest and charges and registered to secure an unspecified amount;
- l) a deed of variation dated 27th April 2012 created in favour of International Commercial Bank (Tanzania) Limited to secure the sum of United States dollars five hundred and ninety thousand eight hundred and eleven (USD 590,811);
- m) a mortgage dated 27th April 2012 created in favour of international Commercial Bank (Tanzania) Limited to secure the sum of United States dollars five hundred and seventy-two thousand (USD 572,000);
- n) a second deed of variation of debenture dated 28th February 2014 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars one million and five hundred thousand (USD 1,500,000) and Tanzanian shillings three hundred and seventy-five million (TZS 375,000,000);
- o) a second deed of variation of mortgage dated 28th February 2014 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars one million and five hundred thousand (USD 1,500,000) and Tanzania shillings three hundred and seventy-five million (TZS 375,000,000).
- p) a first fixed charge over the property dated 14th May 2013 created in favour of Exim Bank (Tanzania) Limited to secure an unspecified amount together with interest, costs and expenses.
- q) a mortgage creating first fixed charge over the property dated 14th May 2013 created in favour of Exim Bank (Tanzania) Limited to secure an unspecified amount together with interest, costs and expenses.
- r) a third deed of variation dated 28th February 2014 created in favour of Bank of India (Tanzania) Limited to secure aggregate credit facilities of an overdraft, letters of credit and bankers guarantee to the tune of the United States dollars two million (USD 2,000,000) and Tanzania shillings three

hundred million(TZS 300,000,000) registered to secure an amount of United States dollars two million five hundred thousand(USD 2,500,000) and Tanzania shillings three hundred and seventy five million (TZS 375,00,000) together with interests, commissions and other charges thereon;

- s) a second deed of variation of mortgage of right of occupancy dated 28th February 2014 created in favour of Bank of India (Tanzania) Limited to secure aggregate credit facilities of an overdraft, letters of credit and bankers guarantee to the tune of United States dollars two million (USD 2,000,000) and Tanzania shillings three hundred million (TZS 300,000,000) registered to secure an amount of United States dollars two million and five hundred thousand (USD 2,500,000) and Tanzania shillings three hundred and seventy five thousand (TZS 375,000,000) together with interests, commissions and other charges thereon;
- t) a specific debenture creating first ranking charge over motor vehicles dated 24th March 2014 created in favour of Exim Bank (Tanzania) Limited to secure the sum an unspecified amount including plus interest, costs, and expenses.
- u) a chattels mortgage dated 29th August 2015 created in favour of the Bank of India (Tanzania) Limited to secure the sum of United States dollars two million and eight hundred and seventy-five thousand (USD 2,875,000) and Tanzania shillings three hundred and seventy-five million (TZS 375,000,000).
- v) a third deed variation of debenture dated 29th August 2015 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars two million eight hundred and seventy-five thousand (USD 2,875,000) and Tanzania shillings three hundred and seventy-five million (TZS 375,000,000) .
- w) a credit facility agreement dated 29th August 2015 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars two million eight hundred and seventy-five thousand (US\$ 2,875,000) and Tanzanian shillings three hundred and seventy-five million;³
- x) a third deed of variation of mortgage dated 29th August 2015 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars two million eight hundred and seventy-five thousand (US\$ 2,875,000) and Tanzanian shillings three hundred and seventy-five million;
- y) a fourth deed of variation of right of occupancy dated 15th October 2016 created in favour of the Bank of India (Tanzania) Limited to the tune of United States dollars two million and five hundred thousand (USD 2,500,000) , an overdraft facility of Tanzania shillings four hundred and fifty million (TZS 450,000,000) to secure United States dollars three million one hundred and twenty five

³ There is a discrepancy in the amounts specified in the Custom Search Report as indicated in words and in figures.

thousand (USD 3,125,000) and Tanzania shillings five hundred sixty two million and five hundred (562,500,000) together with interest, commissions and other charges.

- z) a corporate guarantee dated 9th September 2017 created in favour of Canara Bank (Tanzania) Limited to secure the sum of United States dollars one hundred and five thousand (USD 105,000) together with interest and other charges thereon. together with interest and other charges thereon.
- aa) a first deed of variation of corporate guarantee dated 21st November 2017 created in favour of Canara Bank (Tanzania) Limited to secure the sum of United States dollars three hundred and fifty-five thousand (USD 355,000) together with interest and other charges thereon;
- bb) a second deed of variation of corporate guarantee dated 17th October 2018 created in favour of Canara Bank (Tanzania) Limited to secure the sum of United States dollars two hundred and forty-seven thousand and five hundred (USD 247,500) together with interest and other charges thereon;
- cc) a sixth deed of variation of corporate guarantee dated 17th December 2023 created in favour of Canara Bank Tanzania Limited to secure the sum of Tanzania shillings four hundred and sixty-eight million seven hundred and fifty thousand (TZS 468,750,000) being 125% of the total exposure together with interest and other charges thereon.
- dd) a legal mortgage dated 9th April 2024 created in favour of Exim Bank (Tanzania) Limited to secure the sum of United States dollars four million and three hundred thousand (USD 4,300,000) together with interest, costs and other expenses.
- ee) a first deed of variation of corporate guarantee dated 15th November 2022 created in favour of Canara Bank (Tanzania) Limited to secure the sum of United States dollars seven hundred thousand (USD 700,000), an existing term loan with an outstanding amount of United States dollars three hundred eleven thousand two hundred and forty seven (USD 311,247) as of 31st October 2022, a renewed overdraft facility of United States dollars nine hundred thousand (USD 900,000) and a bank guarantee sub-limit of United States dollars fifty thousand (USD 50,000) equivalent in Tanzania shillings and registered to secure an amount of United States dollars two million three hundred eighty nine thousand and fifty eight (USD 2,389,058) being 125% of the total exposure together with interest and other charges thereon.
- ff) a first deed of variation of mortgage of a right of occupancy dated 15th November 2022 created in favour of Canara Bank (Tanzania) Limited to secure the sum of United States dollars seven hundred thousand (USD 700,000), an existing term loan with an outstanding amount of United States dollars three hundred eleven thousand two hundred and forty seven (USD 311,247) as of 31st October 2022, a renewed overdraft facility of United States dollars of nine hundred thousand (USD 900,000) and a bank guarantee sub-limit of OD of United states dollars of fifty thousand (USD 50,000) equivalent in Tanzania shillings and registered to secure an amount of United States

dollars two million three hundred eighty nine thousand and fifty eight (USD 2,389,058) being 125% of the total exposure plus interest and other charges thereon.

- gg) a first deed of variation of mortgage of a right of occupancy dated 21st July 2022 created in favour of Canara Bank (Tanzania) Limited to secure the sum of an overdraft facility of United States dollars one hundred and fifty thousand (USD 150,000) advanced to M/S Rent A Machine Limited to be registered to cover United States dollars one hundred eighty seven thousand and five hundred (USD 187,500) being 125% of the total exposure together with interest and other charges thereon.
- hh) a fifth deed of variation of debenture dated 29th November 2022 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars two hundred and fifty thousand (USD 250,000), an existing overdraft facility of United States dollars two hundred thousand (USD 200,000) enhanced to United States dollars four hundred thousand (USD 400,000) and review of existing term loan 1 of United States dollars eight hundred thousand (USD 800,000) making total facilities advanced to the borrower to be United States dollars one million four hundred and fifty thousand (USD 1,450,000) registered to secure an amount of United States dollars one million eight hundred twelve thousand and five hundred (USD 1,812,500) being 125% of the total exposure together with interest and other charges thereon.
- ii) a mortgage deed dated 6th October 2022 created in favour of Bank of Baroda (Tanzania) Limited to secure the sum of United States dollars three million five hundred and sixty-two thousand (USD 3,562,000) together with interest and other charge thereon.
- jj) a debenture deed dated 6th October 2022 created in favour of Bank of Baroda (Tanzania) Limited to secure the sum of United States dollars three million five hundred and sixty-two thousand (USD 3,562,000) together with interest and other charges thereon.
- kk) a sixth deed of variation of corporate guarantee dated 17th June 2022 created in favour of Canara Bank (Tanzania) Limited to secure the sum of an overdraft facility to the tune of United States dollars one hundred and fifty thousand (USD 150,000) advanced to M/S Rent A Machine Limited to be registered to secure an amount of United States dollars one hundred eight seven thousand and five hundred (USD 187,500) being 125% of the total exposure together with interest and other charges thereon.
- ll) a chattels transfer dated 29th November 2022 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars two hundred and fifty thousand (USD 250,000), an existing overdraft facility of United States dollars two hundred thousand (USD 200,000) enhanced to United States dollars for hundred thousand (USD 400,000) and an existing term loan 1 of United States dollars eight hundred thousand (USD 800,000) making total facilities advanced to the

borrower to be United States dollars one million four hundred and fifty thousand (USD 1,450,000) registered to secure an amount of United States dollars one million eight hundred twelve thousand and five hundred (USD 1,812,500) being 125% of the total exposure together with interest and other charges thereon.

mm) a mortgage of a right of occupancy dated 29th November 2022 created in favour of Bank of India (Tanzania) Limited to secure the sum of United States dollars two hundred fifty thousand (USD 250,000), an existing overdraft facility of United States dollars two hundred thousand (USD 200,000) enhanced to United States dollars four hundred thousand (USD 400,000) and an existing term loan 1 of United States dollars eight hundred thousand (USD 800,000) making total facilities advanced to the borrower to be United States dollars one million four hundred and fifty thousand (USD 1,450,000) and registered to secure an amount of United States dollars one million eight hundred twelve thousand and five hundred (USD 1,812,500) being 125% of the total exposure together with interest and other charges thereon.

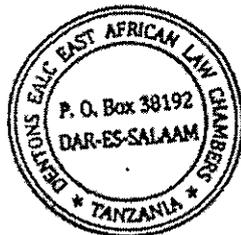
5. Delivery of the Opinion

- 5.1. The scanned copy of the legal opinion sent by email shall be the legal opinion in force, and the original legal opinion shall be consistent with the electronically scanned copy. In case of any discrepancy, the scanned copy of the legal opinion sent by email shall prevail.
- 5.2. We trust that the above adequately addresses your matter, but in the event that clarity is required in any aspect of our responses above, please do not hesitate to contact us.
- 5.3. This Opinion is private and confidential and has been prepared for the sole benefit of its addressee, and its intended ultimate beneficiary, and should not be disclosed to any other third party without prior written consent from our Firm. However, Beijing Dacheng Law Offices, LLP may, to the extent relevant, refer to this Legal Opinion in the statements they will make regarding GF Trucks & Equipment Limited in the legal opinion to be prepared for XCMG Construction Machinery Co., Ltd titled **“Accounts Receivable Special Asset-backed Plan for Tranches 5”**

Yours faithfully



Stella Ndikimi
Partner
Dentons EALC East African Law Chambers





SCHEDULE 1-CUSTOM SEARCH REPORT
THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF INDUSTRY AND TRADE
BUSINESS REGISTRATIONS AND LICENSING
AGENCY



In reply please quote:

Ref. MIT/BRELA/RC/ 59232

Date: 17th February 2026,

TO: STELLA MARY NDIKIMI FERNANDES.

Email: s.ndikimi@ealc.co.tz

Mobile Number: 0784290442

RE: 1) THE COMPANIES ACT, CAP 212

2) GF TRUCKS & EQUIPMENT LIMITED.

Reference is made to your online custom search application submitted on the 16/02/2026.

The following are particulars of the above cited company;

1. Date of Incorporation:

19/01/2024

2. Incorporation number:

59232.

3. Registered Place of Business :

Plot no 61, Block no 61, House no 61, Nyerere street, pugu road, Kipawa, Ilala, Dar Es Salaam.

4. Directors of the Company,

- i. Imran Mehboob Karmali - Tanzanian
- ii. Mehboob Gulamhussein Karmali– Tanzanian
- iii. Anver Gulamhussein Fazal- Tanzanian

5. Shareholders of the Company:

- i Hasina Mehboob Karmali -100040 shares
- ii. Imran Mehboob Karmali -49960 shares

6. Company Secretary:

Anver Gulamhussein Fazal

7. Authorized Share Capital:

Authorized Share Capital is Tshs 15000000000/= divided into 150000 shares of Tshs 10000/= each.

8. Annual Return:

Filed up to the year 2024.

9. Registered charges:

- 4th deed of variation of corporate guarantee dated 17th September 2019 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of TO BE STAMPED AND REGISTERED TO COVER USD 175,500.00/= (UNITED STATES DOLLARS ONE HUNDRED SEVENTY-FIVE THOUSAND FIVE HUNDRED ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.
- A 5th deed of variation of corporate guarantee dated 2nd December 2019 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of TO BE STAMPED AND REGISTERED TO COVER USD 306,800.00/= (UNITED STATES DOLLARS THREE HUNDRED SIX THOUSAND EIGHT HUNDRED ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.
- A corporate guarantee dated 18th February 2020 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of AS SECURITY FOR A TERM LOAN FACILITY OF USD\$ 800,000.00/= (UNITED STATES DOLLARS EIGHT HUNDRED ONLY) (EQUIVALENT TO TZS 1,840.00/= MILLION AND AN OVERDRAFT FACILITY OF TZS 460.00 MILLION (EQUIVALENT TO USD 200.00 MILLION) TO BE REGISTERED AND STAMPED TO COVR UNSPECIFIED AMOUNT.
- A mortgage of a right of occupancy dated 23rd November 2020 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of AN OVERDRAFT (NEW) FACILITY OF USD 1,100,000.00/= (UNITED STATES ONE MILLION ONE HUNDRED THOUSAND

ONLY) REGISTERED AND STAMPED TO COVER USD 1,375,000,00 (UNITED STATES DOLLARS ONE MILLION THREE HUNDRED SEVENTY-FIVE THOUSAND ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.

- 3rd Deed of Variation of corporate Guarantee dated 17th May 2019 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of a term loan of USD 165,000.00 advanced to M/S rent machine limited to be registered to cover USD 206,250.00 Being 125% of the total exposure plus interest and other charges thereon.

- A mortgage dated 27th July 2009 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of shillings UNITED STATES DOLLARS SEVEN HUNDRED AND FIFTY THOUSAND (USD\$ 750,000/=) AND REGISTERED FOR UNSPECIFIED AMOUNT.

- Debenture dated 27th July 2009 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of shillings UNITED STATES DOLLARS SEVEN HUNDRED AND FIFTY THOUSAND (USD\$ 750,000/=) AND REGISTERED FOR UNSPECIFIED AMOUNT.

- 4th deed of variation of debenture dated 15th October 2016 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of shillings BEING SECURITY FOR REVIEWED AND ENHANCED CREDIT FACILITIES AGGREGATING TO UNITED STATES DOLLARS TWO MILLION FIVE HUNDRED THOUSAND (US \$. 2,500,000.00/=) BY WAY OF OVERDRAFT AND OR LETTERS OF CREDIT D/P-AD 180 DAYS, AN OVERDRAFT FACILITY OF TANZANIA SHILLINGS FOUR HUNDRED AND FIFTY MILLION (TZS. 450,00,000.00/=) PLUS INTEREST, COMMISSIONS AND OTHER CHARGES THEREON AND SECURITY COVER IS REGISTERED TO THE SUM OF UNITED STATES DOLLARS THREE MILLION ONE HUNDRED AND TWENTY-FIVE THOUSAND (US \$. 3,125,000.000/=) AND TANZANIA SHILLINGS FIVE HUNDRED SIXTY-TWO THOUSAND FIVE HUNDRED (TZS. 562,500,000.00/=) RESPECTIVELY.

- Credit Facility Agreement dated 15th October 2016 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of Being Security for reviewed and enhance credit facilities aggregating to USD 2,500,000.00 by way of overdraft and or letters of credit D/P-AD 180days an overdraft facility of TZS.450,000,000.00 Plus interest, commissions and other charges P.T.O. and USD 3,125,000.00 and TZS. 562,500,000.00/=.

- mortgage dated 26th February 2010 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of shillings (TZS 250,000,000/=) together with interest and charges but registered for unspecified amount.
- Deed of Variation of Debenture dated 26th February 2010 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of shillings (TZS 250,000,000/=) TOGETHER WITH INTEREST AND CHARGES BUT REGISTERED FOR UNSPECIFIED AMOUNT.
- deed of variation dated 27th April 2012 in favour of INTERNATIONAL COMMERCIAL BANK (TANZANIA) LIMITED to secure the sum of shillings UNITED STATES DOLLARS FIVE HUNDRED NINETY THOUSAND EIGHT HUNDRED ELEVEN ONLY (USD 590.811.00/=)
- mortgage dated 27th April 2012 in favour of INTERNATIONAL COMMERCIAL BANK (TANZANIA) LIMITED to secure the sum shillings UNITED STATES DOLLARS FIVE HUNDRED SEVENTY-TWO THOUSAND ONLY (USD 572,000.00/=).
- second deed of variation of debenture dated 28th February 2014 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure he sum of shillings THE SECURITY REGISTERED IS THE SUM OF UNITED STATES DOLLARS ONE MILLION FIVE HUNDRED THOUSAND (US\$ 1,500,000.00) AND TANZANIAN SHILLINGS THREE HUNDRED SEVENTY-FIVE MILLION (TZS. 375,000,000.00/=)
- Second deed of variation of mortgage dated 28th February 2014 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure he sum of shillings THE SECURITY REGISTERED IS THE SUM OF UNITED STATES DOLLARS ONE MILLION FIVE HUNDRED THOUSAND (US\$ 1,500,000.00) AND TANZANIAN SHILLINGS THREE HUNDRED SEVENTY-FIVE MILLION (TZS. 375,000,000.00/=)
- First fixed charge over the property dated 14th May 2013 in favour of EXIM BANK (TANZANIA) LIMITED to secure the sum of shillings UNSPECIFIED AMOUNT PLUS INTEREST COSTS AND EXPENSES.
- Mortgage Creating First fixed charge over the property dated 14th May 2013 in favour of EXIM BANK (TANZANIA) LIMITED to secure the sum of shillings UNSPECIFIED AMOUNT PLUS INTEREST COSTS AND EXPENSES.
- A third deed of variation of debenture dated 28th February 2014 in favour of BANK OF INDIA (TANZANIA) to secure the sum of shillings THAT SECURED AMONT IS NOW VARIED TO SECURE THE AGGREGATE CREDIT FACILITIES OF AN OVERDRAFT, LETTERS OF CREDIT AND BANKERS GUARANTEE ADVANCED/TO BE UTILIZED BY THE BORROWER TO THE TUNE OF THE UNITD STATES DOLLARS TWO MILLION (US\$ 2,000,000.00/=) AND TANZANIAN SHLLINGS THREE HUNDRED MILLION (TZS.

300,000,000.00/=) PLUS INTEREST, COMMISSIONS AND OTHER CHARGES THEREON AND SECURITY COVER IS REGISTERED TO SECURE THE UNITED STATES DOLLARS TWO MILLION FIVE HUNDRED THOUSAND (US\$ 2,500,000.00/=) AND TANZANIA SHILLINGS THREE HUNDRED SEVENTY-FIVE MILLION (TZS. 375,000,000.00/=) RESPECTIVELY.

- A 2nd Deed of Variation of Mortgage of Right of Occupancy dated 28th February 2014 in favour of BANK OF INDIA (TANZANIA) to secure the sum of shillings THAT SECURED AMOUNT IS NOW VARIED TO SECURE THE AGGREGATE CREDIT FACILITIES OF AN OVERDRAFT, LETTERS OF CREDIT AND BANKERS GUARANTEE ADVANCED/TO BE UTILIZED BY THE BORROWER TO THE TUNE OF THE UNITED STATES DOLLARS TWO MILLION (US\$ 2,000,000.00/=) AND TANZANIAN SHILLINGS THREE HUNDRED MILLION (TZS. 300,000,000.00/=) PLUS INTEREST, COMMISSIONS AND OTHER CHARGES THEREON AND SECURITY COVER IS REGISTERED TO SECURE THE UNITED STATES DOLLARS TWO MILLION FIVE HUNDRED THOUSAND (US\$ 2,500,000.00/=) AND TANZANIA SHILLINGS THREE HUNDRED SEVENTY-FIVE MILLION (TZS. 375,000,000.00/=) RESPECTIVELY

- A specified debenture creating a first ranking charge over motor vehicles dated 24th March 2014 in favour of EXIM BANK (TANZANIA) LIMITED to secure the sum of shillings UNSPECIFIED AMOUNT PLUS INTEREST, COSTS AND EXPENSES.

- A chattel mortgage dated 29th August 2015 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of shillings UNITED STATES DOLLARS TWO MILLION EIGHT HUNDRED AND SEVENTY-FIVE THOUSAND (US\$ 2,875,000.00/=) AND (TANZANIAN SHILLINGS THREE HUNDRED FIVE SEVENTY MILLION (SHS.375,000,000.00/=) Respectively.

- A 3rd Deed of Variation of Debenture dated 29th August 2015 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of shillings UNITED STATES DOLLARS TWO MILLION EIGHT HUNDRED AND SEVENTY-FIVE THOUSAND (US\$ 2,875,000.00/=) AND (TANZANIAN SHILLINGS THREE HUNDRED FIVE SEVENTY MILLION (SHS.375,000,000.00/=) Respectively

- A Credit Facility Agreement dated 29th August 2015 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of shillings UNITED STATES DOLLARS TWO

MILLION EIGHT HUNDRED AND SEVENTY-FIVE THOUSAND (US\$ 2,875,000.00/=) AND (TANZANIAN SHILLINGS THREE HUNDRED FIVE SEVENTY MILLION (SHS.375,000,000.00/=) Respectively.

- A 3rd Deed of Variation of Mortgage dated 29th August 2015 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of shillings UNITED STATES DOLLARS TWO MILLION EIGHT HUNDRED AND SEVENTY-FIVE THOUSAND (US\$ 2,875,000.00/=) AND (TANZANIAN SHILLINGS THREE HUNDRED FIVE SEVENTY MILLION (SHS.375,000,000.00/=) Respectively.

- 4th Deed of Variation of Mortgage of a Right of Occupancy dated 15th October 2016 in favour of BANK OF INDIA (TANZANIA) LIMITED being the security for reviewed and enhance credit facilities aggregating to USD 2,500,000.00 by way of overdraft and or letters of credit D/P-AD 180 Days, an overdraft facility of TZS. 450,000,000.00/= Plus interest, commissions and other charges P.T.O USD 3,125,000.00 and TZS 562,500,000.00/= RESPECTIVELY.

- A corporate guarantee dated 9th September 2017 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of shillings REGISTERED AND STAMPED TO COVER USD 105,000.00/= (UNITED STATES DOLLARS ONE HUNDRED AND FIVE THOUSAND ONLY) PLUS INTEREST AND OTHER CHARGES THEREON.

- A first deed of variation of corporate guarantee dated 27th November 2017 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of shillings TO BE REGISTERED AND STAMPED TO COVER US\$ 355,000 (UNITED STATES DOLLARS THREE HUNDRED FIFTY-FIVE THOUSAND ONLY) PLUS INTEREST AND OTHER CHARGES THEREON.

- A second deed of variation of corporate guarantee dated 17th October 2018 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of TO BE REGISTERED AND STAMPED TO COVER DOLLARS TWO HUNDRED FORTYSEVEN THOUSAND FIVE HUNDRED ONLY) PLUS INTEREST AND OTHER CHARGES THEREON.

- A 6th deed variation of corporate guarantee dated 11th December 2023 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of TZS 468,750,000/= (TANZANIAN SHILLINGS FOUR HUNDRED AND SIXTY-EIGHT MILLION SEVEN

HUNDRED FIFTY THOUSAND ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.

- A legal mortgage dated 9th April 2024 in favour of EXIM BANK (TANZANIA) LIMITED to secure the sum of USD. 4,300,000.00/= PLUS INTEREST, COST AND OTHER EXPENSES.

- A first deed of variation of corporate guarantee dated 15th November 2022 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of AS A SECURITY FOR A FRESH TERM LOAN OF USD 700,000.00/= (UNITED STATES SEVEN HUNDRED DOLLARS), AN EXISTING TERM LOAN WITH AN OUTSTANDING AMOUNT OF USD 311,247.00 (UNITED STATES DOLLARS THREE HUNDRED ELEVEN THOUSAND TWO HUNDRED FORTY SEVEN ONLY) AS OF 31.10.2022 A RENEWED OVERDRAFT FACILITY OF 900,000.00/= (UNITED STATES DOLLARS NINE HUNDRED THOUSAND ONLY) AND A BANK GUARANTEE (SUB-LIMIT OF OD) OF USD 50,000.00/= (UNITED STATES DOLLARS FIFTY THOUSAND ONLY)(EQUIVALENT IN TZS) REGISTERED AND STAMPED TO COVER USD 2,389,058.75 (UNITED STATES DOLLARS TWO MILLION THREE HUNDRED EIGHTY NINE THOUSAND FIFTY EIGHTY SEVENTY FIVE CENTS ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.

- A first deed of variation of mortgage of a right of occupancy dated 15th November 2022 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of AS A SECURITY FOR A FRESH TERM LOAN OF USD 700,000.00/= (UNITED STATES SEVEN HUNDRED DOLLARS), AN EXISTING TERM LOAN WITH AN OUTSTANDING AMOUNT OF USD 311,247.00 (UNITED STATES DOLLARS THREE HUNDRED ELEVEN THOUSAND TWO HUNDRED FORTY SEVEN ONLY) AS OF 31.10.2022 A RENEWED OVERDRAFT FACILITY OF 900,000.00/= (UNITED STATES DOLLARS NINE HUNDRED THOUSAND ONLY) AND A BANK GUARANTEE (SUB-LIMIT OF OD) OF USD 50,000.00/= (UNITED STATES DOLLARS FIFTY THOUSAND ONLY)(EQUIVALENT IN TZS) REGISTERED AND STAMPED TO COVER USD 2,389,058.75 (UNITED STATES DOLLARS TWO MILLION THREE HUNDRED EIGHTY NINE THOUSAND FIFTY EIGHTY SEVENTY FIVE CENTS ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.

- A first deed of variation of mortgage of a right of occupancy dated 21st July 2022 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of AN OVERDRAFT FACILITY OF USD 150,000.00/= (UNITED STATES DOLLARS ONE HUNDRED FIFTY THOUSAND ONLY) ADVANCED TO M/S RENT A MACHINE LIMITED TO BE REGISTERED TO COVER USD 187,500.00 (UNITED STATES DOLLARS ONE HUNDRED EIGHTYSEVEN FIVE HUNDRED ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.

- A fifth deed of variation of debenture dated 29th November 2022 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of AS SECURITY FOR A NEW TERM LOAN USD 250,000.00/= (UNITED STATES DOLLARS TWO HUNDRED FIFTY THOUSAND ONLY) AN EXISTING OVERDRAFT FACILITY OF USD 200,000.00/= (UNITED STATES DOLLARS TWO HUNDRED THOUSAND ONLY) ENHANCED TO USD 400,000.00/= (UNITED STATES DOLLARS FOUR HUNDRED THOUSAND ONLY) AND REVIEW OF EXISTING TERM LOAN 1 OF USD 800,000.00/= (UNITED STATES DOLLARS EIGHT HUNDRED THOUSAND ONLY) MAKING TOTAL FACILITIES ADVANCED TO THE BORROWER TO BE USD 1,450,000.00/= (UNITED STATES DOLLARS ONE MILLION FOUR HUNDRED AND FIFTY THOUSAND ONLY) TO BE REGISTERED AND STAMPED TO COVER USD 1,812,500.00/= (UNITED STATES ONE MILLION EIGHT HUNDRED TWELVE THOUSAND FIVE HUNDRED ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.

- A Mortgage deed dated on 6th October 2022 in favour of BANK F BARODA (TANZANIA) LIMITED to secure the sum of USD 3,562,000.00/= (UNITED STATES DOLLARS THREE MILLION FIVE HUNDRED AND SIXTY-TWO THOUSAND ONLY) BEING THE EXPOSURE OF THE BORROWER UNDER SUCH FACILITY PLUS INTEREST AND OTHER CHARGE THEREON.

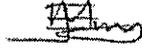
- A debenture deed dated on 6th October 2022 in favour of BANK F BARODA (TANZANIA) LIMITED to secure the sum of USD 3,562,000.00/= (UNITED STATES DOLLARS THREE MILLION FIVE HUNDRED AND SIXTY-TWO THOUSAND ONLY) BEING THE EXPOSURE OF THE BORROWER UNDER SUCH FACILITY PLUS INTEREST AND OTHER CHARGES THEREON.

- A sixth deed of variation of corporate guarantee dated 17th June 2022 in favour of CANARA BANK (TANZANIA) LIMITED to secure the sum of AN OVERDRAFT FACILITY USD 150,000.00/= (UNITED STATES DOLLARS ONE HUNDRED FIFTY THOUSAND ONLY) ADVANCED TO M/S RENT A MACHINE LIMITED TO BE REGISTERED TO COVER UP USD 187,500.00/= (UNITED STATES DOLLARS ONE HUNDRED EIGHTY-SEVEN FIVE HUNDRED ONLY) BEING 125% OF THE TTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.

- A Chattels Transfer dated 29th November 2022 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of AS SECURITY FOR A NEW TERM LOAN USD 250,000.00/= (UNITED STATES DOLLARS TWO HUNDRED FIFTY THOUSAND ONLY) AN EXISTING OVERDRAFT FACILITY OF USD 200,000.00/= (UNITED STATES DOLLARS TWO HUNDRED THOUSAND ONLY) ENHANCED TO USD 400,000.00/= (UNITED STATES DOLLARS FOUR HUNDRED THOUSAND ONLY) AND REVIEW OF EXISTING TERM LOAN 1 OF USD 800,000.00/= (UNITED STATES DOLLARS EIGHT HUNDRED THOUSAND ONLY) MAKING TOTAL FACILITIES ADVANCED TO THE BORROWER TO BE USD 1,450,000.00/= (UNITED STATES DOLLARS ONE MILLION FOUR HUNDRED AND FIFTY THOUSAND ONLY) T BE REGISTERED AND STAMPED TO COVER USD 1,812,500.00/= (UNITED STATES ONE MILLION EIGHT HUNDRED TWELVE THOUSAND FIVE HUNDRED ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.

- A Mortgage of a Right of Occupancy dated 29th November 2022 in favour of BANK OF INDIA (TANZANIA) LIMITED to secure the sum of AS SECURITY FOR A NEW TERM LOAN USD 250,000.00/= (UNITED STATES DOLLARS TWO HUNDRED FIFTY THOUSAND ONLY) AN EXISTING OVERDRAFT FACILITY OF USD 200,000.00/= (UNITED STATES DOLLARS TWO HUNDRED THOUSAND ONLY) ENHANCED TO USD 400,000.00/= (UNITED STATES DOLLARS FOUR HUNDRED THOUSAND ONLY) AND REVIEW OF EXISTING TERM LOAN 1 OF USD 800,000.00/= (UNITED STATES DOLLARS EIGHT HUNDRED THOUSAND ONLY) MAKING TOTAL FACILITIES ADVANCED TO THE BORROWER TO BE USD 1,450,000.00/= (UNITED STATES DOLLARS ONE MILLION FOUR HUNDRED AND FIFTY THOUSAND ONLY) T BE REGISTERED AND STAMPED TO COVER USD 1,812,500.00/= (UNITED STATES ONE MILLION EIGHT HUNDRED TWELVE THOUSAND FIVE HUNDRED ONLY) BEING 125% OF THE TOTAL EXPOSURE PLUS INTEREST AND OTHER CHARGES THEREON.

Yours Sincerely,



Johnson Mmary

For: REGISTRAR OF COMPANY



THE UNITED REPUBLIC OF TANZANIA

BUSINESS LICENCE

B.L. NO : BL01396912025-2600002057

The Business Licensing Act (Act No. 25 of 1972)

Issuing Office: KINONDONI MUNICIPAL COUNCIL

Tax Identification
No: 120-041-789

License Issued To : DENTONS EALC EAST AFRICAN LAW CHAMBERS

for the Business of : LAWYER LOCAL

Business Location

Region : Dar es Salaam

Ward Msasani

Street Masaki

Principal/Branch : PRINCIPAL

Amount of Fee Paid : 300,000.00

Date Of Issue: 2025-07-04

Expiring Date : 2026-07-03



This is Digital Copy does not require a signature of authority

NOTE - This license must be kept in a conspicuous position at the place of business. Any change in the particulars originally registered must be notified to the license Issuer



TANZANIA



Register of Business Names Detailed information

Information date and time: 13/02/2026 13:24:38

Last update date and time: 11/03/2021 18:28:00

Registration date and time: 18/07/2005 00:00:00

1. **Status:** Registered
2. **Business name:** DENTONS EALC EAST AFRICAN LAW CHAMBERS
3. **Registration number:** 152939
4. **Principal place of Business:** Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, Street Rukwa- Masaki, Road Rukwa, Plot number 1789, Block number A, House number 18
5. **Contacts:** Email: info@ealc.co.tz, Mob no/Tel no: 222600854, P.O.Box 38192
6. **Business activity:** 6910 - Legal activities, Main activity
7. **Ownership:** GEORGE BENJAMIN FERNANDES
JUVENALIS JOSEPH NGOWI
STELLA MARY NDIKIMI FERNANDES
THOMAS MIHAYO SIPEMBA
8. **Authorized to operate bank account:** GEORGE BENJAMIN FERNANDES
JUVENALIS JOSEPH NGOWI
STELLA MARY NDIKIMI FERNANDES
THOMAS MIHAYO SIPEMBA

Information ordered by: GEORGE FERNANDES

NOTE. Information printed from the Register of Business Names is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Business Name.



Deputy Registrar of Business Names

S/N P25122267998



THE HIGH COURT OF TANZANIA

THE ADVOCATES ACT

(Cap. 341 of the Revised Edition 2002)
(Section 35)



PRACTISING CERTIFICATE

I HEREBY CERTIFY that STELLA NDIKIMI, ROLL NO 1116, an Advocate of the High Court of Tanzania having complied with the provision of sub section (1) of section 35 of the Advocates Act is entitled to practice before the said High Court and before the courts subordinate thereto (but not Primary Courts) up to the thirty first day of December, 2026 inclusive, upon the terms and subject to the conditions set forth in the aforesaid Act as amended from time to time and any legislations having validity there under.

Dated this 29th day of December , 2025 at Dar es Salaam

A handwritten signature in black ink, appearing to be 'E' followed by a vertical line.

Registrar of the High Court

27 February 2026

XCMG Construction Machinery Co., Ltd
No.26, Tuolan Mountain Road
Xuzhou Economic and Technological
Development Zone
Jiangsu Province, China

Dear Sir/Madam,

Legal Opinion on Incorporation and Legal Existence of Sino Truk Motor Spare Parts Co., Ltd

1. Introduction

1.1. Basis of Instructions

We have been requested to provide this opinion with respect to the validity of incorporation and legal existence of Sino Truk Motor Spare Parts Co., Ltd (the "**Company**") under Ugandan law.

1.2. Documents covered by this Opinion

1.2.1. For the purposes of this opinion, we have examined each of the documents listed in Appendix 1.

1.2.2. On 17 February 2026, we carried out searches at the Registrar of Companies in Uganda and with the Official Receiver, in respect of the Company (the "**Company Searches**"). The Company Search did not reveal:

(a) any order or resolution for the winding up of the Company;

(b) any order for the administration of the Company; or

(c) any notice of appointment in respect of the Company of a liquidator, receiver, administrative receiver, or administrator.

1.3. Scope of the Opinion

1.3.1. This opinion is limited to Ugandan law as it would be applied by Ugandan courts on the date of this opinion. We do not undertake to advise you of any changes in our opinions expressed in this letter resulting from matters that may arise after the date of this opinion or that hereafter may be brought to our attention. This opinion is given on the basis that it will be governed by and construed in accordance with Ugandan law.

1.3.2. We give this opinion on the basis of the assumptions set out in Appendix 2 and subject to the qualifications set out in Appendix 3.

2. Opinion

2.1. Status

2.1.1. The Company is a private limited liability company, duly incorporated under the laws of Uganda. The Company was incorporated on 4 May 2016 with company registration number 80010001156038.

2.1.2. The Company is validly existing under the laws of the Republic of Uganda.

2.1.3. As of the date of the Company Searches, the Company is not the subject of any liquidation, administration, receivership, or administrative receivership proceedings.

2.2. Shareholding

2.2.1. As of the date of the Company Searches, the shareholding structure of the Company is as follows:

- (a) Zhang Di - 51 shares;
- (b) Wang Tao - 44 shares; and
- (c) Liu Yi - 5 shares.

3. Delivery of the Opinion

An electronically signed copy of this opinion sent by email shall be the legal opinion in force, and the hard copy opinion shall be consistent with the electronically signed copy. In case of any discrepancy, the electronically signed copy of the legal opinion sent by email shall prevail.

4. Caveat

This opinion (which is strictly limited to the matters stated herein and is not to be read as extending by implication to any other matters not specifically referred to herein) is addressed to XCMG Construction Machinery Co., Ltd (the "Client") and is given solely for the benefit of the Client. It may not be relied upon for any other purpose and may not be used or relied upon by, or published or communicated to or filed with, any other person, firm or entity for any purpose whatsoever without our prior written consent (which may be granted or withheld in our sole discretion). However, you may provide a copy of this opinion:

- 4.1. for information only to your affiliates, and the officers, employees, auditors, insurers, reinsurers, brokers, regulators, and professional advisers of your affiliates;
- 4.2. for information only to any of your actual or prospective investors, successors, transferees, credit-risk insurers or assigns (and their respective professional advisers);
- 4.3. to any person but only to the extent required by any applicable law or regulation;
- 4.4. to any person in connection with any court or arbitral proceedings (including the relevant court or arbitral tribunal itself) in respect of a dispute or claim to which the Company is a party under any relevant agreement, but only to the extent required by the relevant court or arbitral tribunal and/or to the extent necessary to assert or protect your rights before such court or tribunal;
- 4.5. to the Client's legal and other advisers and, solely to the extent necessary for their audit, the Client's auditors, solely on the basis that it may not be used or relied upon by such person or entity for any purpose whatsoever. For the avoidance of doubt, we do not assume any duty or liability to any person or entity to whom such copy is provided.



Yours faithfully,

A handwritten signature in black ink, appearing to be "J. Dal" or similar, written over a horizontal line.

Dentons Advocates (Formerly Kyagaba and Otatiina Advocates)

Appendix 1List of Documents Reviewed

1. The Certificate of Incorporation dated 04 May 2016 issued by the Registrar of Companies.
2. The Amended Memorandum and Articles of Association of the Company dated 26 April 2023.
3. Company Form 20 appointing the directors and secretary of the Company dated 27 June 2025.
4. Company Form 18 notifying the situation of the registered office dated 02 May 2016.
5. The search report dated 17 February 2026 issued by the Registrar of Companies.
6. The search report dated 26 February 2026 issued by the Official Receiver/ Registrar General of the Insolvency Department at Uganda Registration Services Bureau.

Appendix 2
Assumptions

1. All signatures, stamps and seals are genuine, all documents submitted to us as originals are authentic and complete.
2. All documents or extracts of documents submitted to us as copies or received by facsimile transmission or in portable document format (PDF) conform to the originals and that the original documents of which such copies or facsimiles or PDFs have been supplied to us were authentic and complete.
3. The information revealed by the Company Searches was accurate in all respects and has not (since the time of such Company Searches) been altered.
4. There are no foreign law provisions which would have any implication for the opinions we express.
5. There are no dealings between the parties (not evident on the face of the examined documents and from the conducted Company Searches) that may affect the opinions herein.



Appendix 3
Qualifications

1. No opinion is expressed on matters of fact.
2. The public records mentioned in the Company Search may not (at the time when the Company Search was conducted) have been complete or up to date, as filings may not need to be made immediately but only within specified periods.



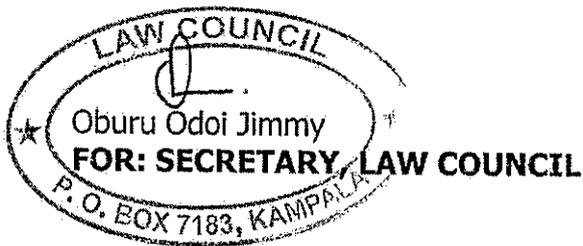
THE REPUBLIC OF UGANDA

CAC/1325

THE LAW COUNCIL
CERTIFICATE OF APPROVAL OF CHAMBERS FOR THE YEAR
20_ 25

(Under Statutory Instrument No. 65 of 2005)

IN EXERCISE of the powers conferred upon the Law Council under Regulation 6(1) of the Advocates (Inspection and Approval of Chambers) Regulation, S.I No. 65 of 2005 and after being satisfied with the Chambers of **DENTONS ADVOCATES (FORMERLY KYAGABA AND OTATIINA ADVOCATES)** located at **3RD FLOOR, UEDCL TOWERS, PLOT 37 NAKASERO ROAD, KAMPALA** as being fit and proper for practice, this Certificate is hereby issued subject to the provisions of Statutory Instrument No. 65 of 2005. This Certificate shall be valid unless it is revoked.



Dated 27th May, 2025



Certificate issued on: 2025-04-09 07:28

Registration No: 80020001732062



THE REPUBLIC OF UGANDA

THE BUSINESS NAMES REGISTRATION ACT

Certificate of Registration

I HEREBY CERTIFY that KYAGABA AND OTATIINA ADVOCATES this 13 day of January, 2025 has been duly registered pursuant to and in accordance with the provision of the Business Name Registration Act and the Rules made there under, and has been entered under the number 80020001732062 in the index of registration.

GIVEN under my hand at Kampala this 13 day of January the year 2025.

UGANDA REGISTRATION

NOTE Under section 13 of the above Act, this Certificate of a certified copy - thereof must be kept in conspicuous position at the principal place of business of the firm or individual. Failure to do so will render the offender liable to a fine of shs.1000.

Signature: ATIM JACQUELINE

Certificate imprinted stipulating name change:

dated 09-04-2025, to DENTONS ADVOCATES



Registrar for the purposes of Business Names

Registration Act

Issued on: 2025-04-09 07:29



THE REPUBLIC OF UGANDA

42375

THE ADVOCATES ACT PRACTISING CERTIFICATE

This is to certify that

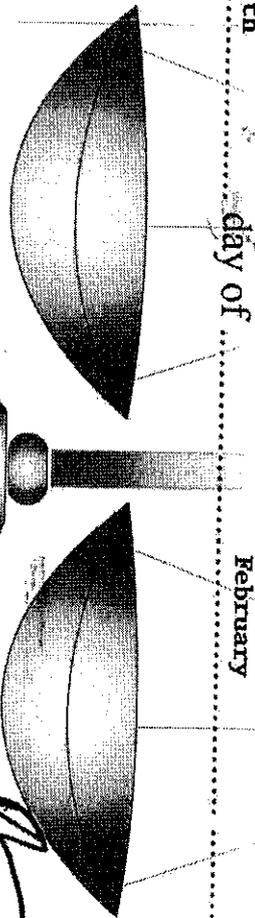
.....
OFATINA DENNIS
.....

P.O. BOX 24790, KAMPALA

Whose name has been entered on the Roll of Advocates for Uganda, is entitled to practice as an

Advocate in the Courts of Judicature until 31st December 2026

Dated this 27th day of February 2026



Lamunu Pamela Ocaya
Ag. Chief Registrar, Judiciary



March 5, 2026
File No. 31211

Beijing Dacheng Law Offices, LLP
16-21F, Tower B, ZT International Center, No.10
Chaoyangmen Nandajie, Chaoyang District, Beijing, China
Attn: Adv. Lina Zhang (zhang.lina@dentons.cn)

Re: Legal Letter regarding M. Bar Maintenance Ltd.

Dear Sirs,

We have been requested to provide this letter with respect to legal existence and related corporate matters of M. Bar Maintenance Ltd. (Hebrew: מ. בר תחזוקה בע"מ) (the "Company").

For the purposes of this letter, we have examined the attached report (in Hebrew), dated February 23, 2026, regarding the Company, from the publicly available database of the Israeli Companies Registrar (of the Israeli Corporation Authority in the Israeli Ministry of Justice) (the "Report"). For avoidance of doubt, we have not conducted any due diligence investigation regarding the Company and have not reviewed any documents, other than the Report.

According to the Report:

- The Company is a private limited liability company, incorporated on January 2, 1996 under the laws of Israel (company number 512253600).
- The Company is existing under the laws of Israel, with an 'active' status.
- The Company's registered address is at 3 HaTohen Street, Ceasarea 3079534.
- The Company's main purpose is to conduct any legal activities.
- The most recent annual report was filed by the Company on May 18, 2025 for year 2025.
- The authorized share capital of the Company is 27,000 ordinary shares, par value NIS 1.00 per share, of which 100 shares are issued and outstanding, as follows:
 - 100 shares by Maagaley Meir Ltd. (company number 516018751), as of December 24, 2020.

We note that the constitutive instrument regarding company shareholdings is the company's internal (non-public) shareholder registry, with the information in a Companies Registrar report being declarative (which a company is required to keep updated).

- The Company's directors are: Lior Bar (ID number 22197859), Gilad Bar (ID number 25440629) and Amit Bar (ID number 28601904), each as of January 5, 2020, and Israela Bar (ID number 9165853), as of January 2, 1992.

We note that the constitutive instruments regarding company directors are the company's internal (non-public) records (eg, shareholder resolutions), with the information in a Companies Registrar report being declarative (which a company is required to keep updated).

- The Company's CFO is Maor Sifeld (ID number 33360892), as of May 11, 2025.
- The Company's accountants are Ziv Haft (BDO Israel).
- There are thirty (30) recorded liens against the Company on various assets in favor of various secured parties.

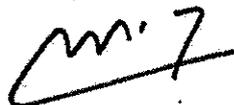
We note that a lien needs to be recorded with the Companies Registrar within 21 days of its creation; therefore, liens created during the period of 21 days prior to the date of the Report may not be reflected in the Report.

The matters set forth herein are limited in all respects to laws and matters existing on the date of the Report. In rendering this letter, we do not undertake to assume any obligation whatsoever to advise you of any changes in laws which may occur after the date hereof or of any changes in facts which are brought to our attention after the date hereof.

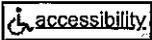
We are members of the Bar of the State of Israel and do not purport to be an expert in, or to render herein any advice with respect to any matter subject to the laws of any other jurisdiction.

The scanned copy of this letter sent by electronic mail shall constitute the legally binding version; furthermore, the original document shall align with its electronically scanned counterpart. In case of any discrepancies between them, the scanned copy sent via email shall take precedence.

Sincerely,



Adv. Ron Sitton, Partner
FISCHER (FBC & Co.)



[Skip to main content](#) 08/08/2025 C07



משרד האוצר
מנהל המס הכנסה



Tax deduction certificates

Personal area

Withholding tax approval and approval according to the Public Entities Transactions Law (as of 08/08/2025)

Recipient information

Tax withholding certificate							Identifying details		
validity	rent	Interest and the capital market	Certain types of wages	Insurance fee	Construction and transportation	Services Properties	M.H.'s case	VAT file	name
19/02/25 - 31/03/26	Full exemption		Full exemption			Full exemption		557534468	Fisher Bachar Chen and I

	35%	According* to regulations	47%	40%	30%	30%	Deduction rate according to the Mt		
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◀ return ▶

To obtain a valid certificate, select the type of certificate and click the Print Certificate button

Please note that printing the certificate is

Tax withholding certificate	<input type="checkbox"/>	Type of certificate
-----------------------------	--------------------------	---------------------



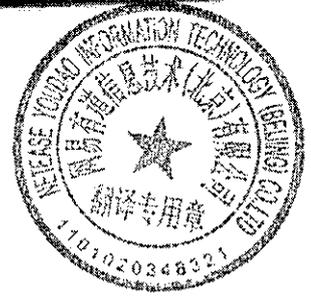
VAT Licensed Dealer Details

[Personal area](#)

Authorized dealer

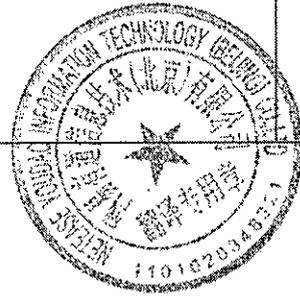
:Case number	557534468
:Name of the dealer	Fisher Bachar Chen and Responsa
:Business name	
:address	Menachem Begin 146 Tel Aviv-Yafo
:Regional Supervisor	Tel Aviv Central VAT
:Bag type	Authorized dealer

[return](#)



会员卡 | 以色列律师协会

<u>RON SITTON</u> 姓名	44578
<u>20894</u> 会员编号	 以色列律师协会 2025
<u>23850092</u> 个人身份证号码	
<u>特拉维夫-雅法市, 菲舍尔街, 丹尼尔·弗里什 3 号</u> 地址	
<u>208948431</u> 代码	



Autonomous City of Buenos Aires, March 3rd, 2026

Messrs. Zhang, Lina and Gao, Yutong

Present

Re.: Legal Opinion – American Vial Group SRL

1. Introduction

1.1 Purpose hereof

We have been engaged to issue this legal opinion (the “Legal Opinion”) regarding the registration under the laws of the Republic of Argentina of American Vial Group SRL (the “Company”).

1.2 Documents forming part of the Legal Opinion

1.2.1 For the purposes hereof, we have examined the documents listed in **Annex I**, which forms an integral part hereof.

1.2.2 Additionally, we have consulted the official websites of the Public Registry of Commerce, the National Judiciary, the Judiciary of the Autonomous City of Buenos Aires, and the National Institute of Industrial Property of the Republic of Argentina, the results of which are set forth in Annex II, which forms an integral part hereof.

1.3 Scope of the Legal Opinion

This Legal Opinion has been prepared in accordance with the laws in force in the Republic of Argentina and issued in my capacity as an attorney


JOSE MARIA ALLONCA
ABOGADO
C.P.A.C.F. T°36 F°336

duly authorized to practice law and admitted to the Bar Association of the Autonomous City of Buenos Aires.

2. Legal Opinion

The Company -formerly known as American Tape S.R.L.- is duly incorporated and validly existing under Argentine Law and registered before the *Inspección General de Justicia* ("IGJ"), the Public Registry of Commerce of the Autonomous City of Buenos Aires, and has been assigned by the *Agencia de Recaudación y Control Aduanero* ("ARCA"), the federal tax authority, Tax Identification Number (CUIT) 30-67662494-1.

The Company was incorporated on April 21, 1994 and registered on June 8, 1994 under the number 4,497 of Corporations' Book No. 100. The IGJ has assigned it internal identification number 1,590,479.

The Company has adopted the legal type of a limited liability company (*sociedad de responsabilidad limitada*), whereby its quotaholders—at least two (2) being required—limit their liability to the capital contributions they subscribe, represented by equity quotas. Its management body is referred to as the management (*gerencia*) and its governing body as the meeting of quotaholders (*reunión de socios*). The appointment of a supervisory body (*órgano de fiscalización*) is not mandatory unless the company falls within the circumstances set forth in Section 299 of the Corporations Law ("LGS"), which provides for cases in which a company is subject to permanent state supervision.

According to the information obtained from the IGJ and attached hereto, the Company's registered office is located at 1350 Callao AVE, 6th Floor, Office "D", Autonomous City of Buenos Aires. Its corporate purpose consists of

carrying out, on its own behalf or on behalf of third parties and/or in association with third parties, the commercialization, manufacture, leasing, representation, promotion, rental, import, export, assembly, distribution, sale and/or consignment of capital goods in general, including road machinery such as trucks, motor vehicles, vessels, motorcycles, agricultural machinery, as well as their parts, spare parts and accessories, whether for domestic, commercial and/or industrial use, on a wholesale and/or retail basis; and, complementarily, the importation of face masks, body temperature measuring devices, medical protection kits, gloves, virus detection tests, as well as all types of medical supplies.

The Company has a share capital of ARS 1,200,000,000 (one billion two hundred million Argentine pesos), divided into 120,000 (one hundred twenty thousand) quotas with a nominal value of ARS 10,000 (ten thousand Argentine pesos) each and granting one vote per quota, fully subscribed by its two (2) quotaholders in equal parts, Messrs. **Juan Carlos Ioanu** and **Manuel Constantino García Mutto**, who also serve as managers of the Company. Considering the Company's capital stock, it does not reach the minimum threshold set forth in subsection 2 of Section 299 of the LGS; therefore, it is not required to appoint a supervisory body.

Finally, there is no public record or evidence indicating that the Company is subject to any dissolution, liquidation or cancellation proceeding, nor to any reorganization (*concurso preventivo*) or bankruptcy filing.

3. Delivery of the Legal Opinion

The scanned copy of the Legal Opinion transmitted by email shall constitute the legally effective version of the legal opinion; the original hard-

JOSE MARIA ALLONCA
ABOGADO
C.P.A.C.F. T°36 F°336

copy legal opinion shall be identical to such scanned copy. In the event of any inconsistency between the two, the scanned copy transmitted by email shall prevail.

Without further remarks, and having reported to the extent of our knowledge and belief, we remain at your disposal should you require any further clarification or expansion of this Legal Opinion.

Yours faithfully,



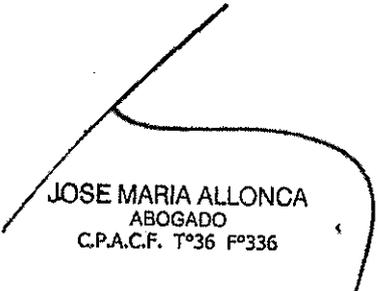
ESTUDIO
O'FARRELL

JOSE MARIA ALLONCA
ABOGADO
C.P.A.C.F. T°36 F°336

ANNEX I –

DOCUMENTS REVIEWED FOR THE ISSUANCE OF THE LEGAL OPINION

- Certificate of Registration with the *Agencia de Recaudación y Control Aduanero* (attached hereto).
- Public notices published by the Company's attorneys and accountants in the Official Gazette of the Republic of Argentina.
- Information obtained from the official website of the *Inspección General de Justicia*.
- Report certified by the *Inspección General de Justicia* (attached hereto).
- Credit information report issued by Nosis Laboratorio de Investigación y Desarrollo S.A. (NOSIS).



JOSE MARIA ALLONCA
ABOGADO
C.P.A.C.F. T°36 F°336

**ANNEX II –
ADDITIONAL INFORMATION FROM OTHER PUBLIC REGISTRIES**

I. NATIONAL INSTITUTE OF INDUSTRIAL PROPERTY (“INPI”)

Before the *Instituto Nacional de la Propiedad Industrial* (“INPI”), trademarks, utility models, patents and other intellectual property rights are registered. In this regard, the Company has registered two trademarks: “Crybsa” and “Chery by Lion” under Classes 7 (Machines and machine tools; motors and engines, except for land vehicles; machine coupling and transmission components, except for land vehicles; agricultural implements other than hand-operated; egg incubators), 12 (Vehicles; apparatus for locomotion by land, air or water), 35 (Advertising; business management; business administration; office functions) and 37 (Construction; repair; installation services). The INPI website is: <https://portaltramites.inpi.gob.ar/Home/index>.

Owner	Class	Denomination	Type of Trademark	Deadline
AMERICAN VIAL GROUP S.R.L. 100.00%	7	CRYBSA	Denominative	
AMERICAN VIAL GROUP S.R.L. 100.00%	12	CRYBSA	Denominative	
AMERICAN VIAL GROUP S.R.L. 100.00%	35	CRYBSA	Denominative	12/26/2028

AMERICAN VIAL GROUP S.R.L. 100.00%	37	CRYBSA	Denominative	06/13/2029
AMERICAN VIAL GROUP S.R.L. 100.00%	7	CHERY BY LION	Mixed	
AMERICAN VIAL GROUP S.R.L. 100.00%	35	CHERY BY LION	Mixed	25/06/2029
AMERICAN VIAL GROUP S.R.L. 100.00%	37	CHERY BY LION	Mixed	

II. National Judiciary

Having conducted the relevant search, we have verified that the Company is a party (both as plaintiff and as defendant) in various civil, commercial, and labor proceedings—without knowledge of their current procedural status, the amounts claimed, or any other relevant information.

The official website of the National Judiciary is: <https://www.pjn.gov.ar/>.

Federal Civil and Commercial Courts

Expediente	Dependencia	Carátula	Situación	Últ. Act.
CCF 001544/2016	JUZGADO CIVIL Y COMERCIAL FEDERAL 10- SECRETARIA N° 20	AMERICAN VIAL SRL C/ AMERICAN TAPE SRL S/CESE DE OPOSICION AL REGISTRO DE MARCA	EN LETRA	21/05/2019
CCF 000487/2014	JUZGADO CIVIL Y COMERCIAL FEDERAL 8- SECRETARIA N° 15	CLARK EQUIPMENT COMPANY Y OTRO C/ AMERICAN VIAL SA S/CESE DE USO DE MARCA	PARALIZADO	4/07/2023

National Civil Courts

Expediente	Dependencia	Carátula	Situación	Últ. Act.
CIV 09821/2021	JUZGADO CIVIL 67 - SECRETARIA N° 97	BAZZETTA, ANDRES ALEJANDRO C/ AMERICAN VIAL GROUP SRL Y OTROS S/DAÑOS Y PERJUICIOS(ACC. TRAN. SIN LESIONES)	EN LETRA	15/11/2022
CIV 036405/2021	JUZGADO CIVIL 29 - SECRETARIA N° 57	SADAIC C/ AMERICAN VIAL GROUP SRL S/COBRO DE SUMAS DE DINERO	EN LETRA	12/04/2022
CIV 005929/2019	JUZGADO CIVIL 69 - SECRETARIA N° 09	OTTELLI, NESTOR OSVALDO Y OTRO C/ BANCO SUPERVIELLE S.A. Y OTROS S/DAÑOS Y PERJUICIOS	EN LETRA	10/02/2028
CIV 003051/2019	JUZGADO CIVIL 69 - SECRETARIA N° 99	VELARDEZ, JULIO CESAR C/ MELGAREJO, PABLO ANDRES Y OTROS S/DAÑOS Y PERJUICIOS(ACC. TRAN. C/LES. O MUERTE)	EN LETRA	9/02/2026

JOSE MARIA ALLONCA
ABOGADO
C.P.A.C.F. T°36 F°336

National Labor Courts

Expediente	Dependencia	Carátula	Situación	Últ. Act.
COM 022390/2025	JUZGADO COMERCIAL 5 - SECRETARIA N° 9	AMERICAN VIAL GROUP SRL C/ VELASCO LEIVA, DEMIAN S/EJECUTIVO	EN LETRA	4/02/2026
COM 019761/2025	JUZGADO COMERCIAL 10 - SECRETARIA N° 100	AMERICAN VIAL GROUP S.R.L. C/ BATTAGSI Y ASOCIADOS S.A. S/EJECUTIVO	EN LETRA	4/02/2026
COM 019732/2025	JUZGADO COMERCIAL 29- SECRETARIA N° 58	AMERICAN VIAL GROUP S.R.L. C/ NFQ SOLUCIONES INDUSTRIALES S.A.S S/EJECUTIVO	EN DESPACHO	10/02/2026
COM 011317/2025	JUZGADO COMERCIAL 20 - SECRETARIA N° 39	AMERICAN VIAL GROUP S.R.L. C/ COTAGAITA S.R.L. S/EJECUTIVO	EN LETRA	9/02/2026
COM 015383/2024	JUZGADO COMERCIAL 24 - SECRETARIA N° 240	AMERICAN VIAL GROUP S.R.L. C/ COOPERATIVA DE TRABAJO REICLADORA SERVICIOS SCRAP LIMITADA S/EJECUTIVO	EN LETRA	29/11/2024
COM 003969/2024	JUZGADO COMERCIAL 4 - SECRETARIA N° 7	AMERICAN VIAL GROUP S.R.L. C/ LULE ROTE S.A. S/EJECUTIVO	EN LETRA	3/06/2024
COM 011987/2020	JUZGADO COMERCIAL 16 - SECRETARIA N° 31	AMERICAN VIAL GROUP S.R.L. C/ HORMIGON ELABORADO BAHIA BLANCA S.R.L. S/EJECUTIVO	EN LETRA	21/10/2024

National Commercial Courts

Expediente	Dependencia	Carátula	Situación	Últ. Act.
CNT 027379/2025	JUZGADO NACIONAL DE 1RA INSTANCIA DEL TRABAJO NRO. 75	SANCHEZ, MATIAS AGUSTIN C/ AMERICAN AGRO S.R.L. Y OTROS S/DESPIDO.	EN LETRA	24/02/2026
CNT 018744/2024	JUZGADO NACIONAL DE 1RA INSTANCIA DEL TRABAJO NRO. 47	GONZALEZ, YAMILA BELEN C/ AMERICAN VIAL GROUP S.R.L. Y OTROS S/DESPIDO	ARCHIVASE	28/02/2025
CNT 051775/2023	JUZGADO NACIONAL DE 1RA INSTANCIA DEL TRABAJO NRO. 9	SANCHEZ, YESICA NOEMI C/ WITKIND, ANGELA DAIANA Y OTROS S/DESPIDO.	EN LETRA	8/08/2025
CNT 050893/2023	JUZGADO NACIONAL DE 1RA INSTANCIA DEL TRABAJO NRO. 42	HERRERA, JUAN MARTIN C/ AMERICAN VIAL GROUP S.R.L. Y OTRO S/DESPIDO	EN LETRA	11/08/2025
CNT 048713/2021	JUZGADO NACIONAL DE 1RA INSTANCIA DEL TRABAJO NRO. 41	SINDICATO EMPLEADOS DE COMERCIO DE CAPITAL FEDERAL C/ AMERICAN VIAL GROUP S.R.L. Y OTRO S/COBRO DE APOR. O CONTRIB.	EN LETRA	9/09/2022
CNT 012036/2021	JUZGADO NACIONAL DE 1RA INSTANCIA DEL TRABAJO NRO. 50	FALCON, AGUSTIN EVARISTO C/ AMERICAN VIAL GROUP S.R.L. S/DESPIDO	EN LETRA	22/12/2025
CNT 038549/2018	CÁMARA NACIONAL DE APELACIONES DEL TRABAJO - SALA IX	SANTA CRUZ, CRISTIAN FACUNDO C/ AMERICAN VIAL GROUP S.R.L. (EX AMERICAN TAPE S.R.L.) S/DESPIDO	EN DESPACHO	27/12/2024

III. Judiciary of the Autonomous City of Buenos Aires

Within the scope of the Judiciary of the Autonomous City of Buenos Aires, the Administrative and Tax Court (*Fuero Contencioso Administrativo y Tributario*) operates. Upon conducting a search on its official website (<https://eje.juscaba.gob.ar/iol-ui/p/iniciobe>), we have identified the following proceedings:

Resultados para: [Identificador: american vial]

EXP J-01-00175393-0/2023-0

GCBA CONTRA AMERICAN VIAL GROUP SRL SOBRE EJECUCION FISCAL - INGRESOS BRUTOS

Inicio: 17/11/2023

EN LETRA



02/05/2024 | Nueva actuación firmada

EXP J-01-00404125-9/2022-0

GCBA CONTRA AMERICAN VIAL GROUP SRL SOBRE EJECUCION FISCAL - RADICACION DE VEHICULOS

Inicio: 14/12/2022

EN LETRA



04/09/2023 | Nueva actuación firmada

EXP J-01-03020180-0/2019-0

GCBA CONTRA AMERICAN VIAL SRL SOBRE EJECUCION FISCAL - ING.BRUTOS CONVENIO MULTILATERAL

Inicio: 18/05/2018

EN LETRA



27/05/2025 | Nueva actuación firmada

EXP J-01-00369105-0/2013-0

GCBA CONTRA AMERICAN VIAL SRL SOBRE EJECUCION FISCAL

Inicio: 24/10/2013

EN LETRA



07/07/2022 | Nuevo estado de causa

JOSE MARIA ALLONCA
ABOGADO
C.P.A.C.F. T°36 F°336





República Argentina - Poder Ejecutivo Nacional
Año de la Grandeza Argentina

Informe

Número: IF-2026-21323895-APN-DRNS#IGJ

CIUDAD DE BUENOS AIRES

Lunes 2 de Marzo de 2026

Referencia: PEDIDO DE INFORMES 1590479 American Vial Group S.R.L.

Expediente: EX-2026-16936925- -APN-DRNS#IGJ

Entidad: American Vial Group S.R.L.

N°: 1590479

CUIT:

Conforme lo solicitado por actuación de referencia se informa que:

Se adjunta embebido al archivo de respuesta lo solicitado. Asimismo se informa que la sociedad no se encuentra incluida en el REI.

Sin más motivo, lo saluda Atte.

Digitally signed by GESTION DOCUMENTAL ELECTRONICA - GDE
Date: 2026.03.02 14:26:51 -03:00

Tomas Pedro Descalzo
Auxiliar administrativo
Dirección del Registro Nacional de Sociedad
Inspección General de Justicia

Digitally signed by GESTION DOCUMENTAL
ELECTRONICA - GDE
Date: 2026.03.02 14:26:52 -03:00

ARCA

AGENCIA DE RECAUDACION Y CONTROL ADUANERO CONSTANCIA DE INSCRIPCION

ESTUDIO O FARRELL SOCIEDAD COLECTIVA CUIT: 30-68626132-4

Forma Jurídica: **SOC. COLECTIVA**

Fecha Contrato Social: **08-03-1996**

IMPUESTOS/REGIMENES NACIONALES REGISTRADOS Y FECHA DE ALTA

SICORE-IMPTO.A LAS GANANCIAS - 31	09-2012
SICORE-IMPTO.A LAS GANANCIAS - 94	01-2000
SICORE-IMPTO.A LAS GANANCIAS - 116	01-2000
SICORE-IMPTO.A LAS GANANCIAS - 160	09-2012
GANANCIAS SOCIEDADES	03-1996
IVA	03-1996
REG. SEG. SOCIAL EMPLEADOR	04-1996
BP-ACCIONES O PARTICIPACIONES	05-2003
REG. INF. - PARTICIPACIONES SOCIETARIAS	01-2007
REG. INF. - CITI - COMPRAS	04-2011
REG. INF. - PRESENTACION DE ESTADOS CONTABLES EN FORMATO PDF	01-2010
SIRE - IVA - 499	01-2026

Contribuyente no amparado en los beneficios promocionales INDUSTRIALES establecidos por Ley 22021 y sus modificatorias 22702 y 22973, a la fecha de emisión de la presente constancia.

Esta constancia no da cuenta de la inscripción en:

- Impuesto Bienes Personales y Exteriorización - Ley 26476: de corresponder, deberán solicitarse en la dependencia donde se encuentra inscripto.
- Impuesto a las Ganancias: la condición de exenta, para las entidades enunciadas en los incisos b), d), e), f), g), m) y r) del Art. 20 de la ley, se acredita mediante el "Certificado de exención en el Impuesto a las Ganancias" - Resolución General 2681.
- Aporte Solidario: de corresponder, deberá solicitarse en la dependencia donde se encuentra inscripto.
- Responsable Deuda Ajena Aporte Solidario: de corresponder, deberá solicitarse en la dependencia donde se encuentra inscripto.

ACTIVIDADES NACIONALES REGISTRADAS Y FECHA DE ALTA

Actividad principal: **691001 (F-883) SERVICIOS JURIDICOS** Mes de inicio: **11/2013**
 Secundaria(s):
 Mes de cierre ejercicio comercial: **3**

DOMICILIO FISCAL - ARCA

FRENCH 3155 Piso:1
1425-CIUDAD AUTONOMA BUENOS AIRES

Vigencia de la presente constancia: **18-02-2026 a 20-03-2026**

ARCA

ARCA

ARCA

ARCA



Ahora 17:06:32 Verificador 101704489012

Los datos contenidos en la presente constancia deberán ser validados por el receptor de la misma en la página institucional de ARCA <http://www.arca.gov.ar>.

ARCA

海关征收与监管机构
注册证明

ESTUDIO O FARRELL SOCIEDAD COLECTIVA 税号: 30-68626132-4
法律形式: 普通合伙企业
合伙合同日期: 1996年3月8日

已注册的国家税收/制度及登记日期

SICORE-所得税-31	09-2012
SICORE-所得税-94	01-2000
SICORE-所得税-116	01-2000
SICORE-所得税-160	09-2012
公司所得税	03-1996
增值税	03-1996
雇主社保登记	04-1996
个人财产税-股份或出资	05-2003
信息登记-公司出资情况	01-2007
信息登记-CITI-采购	04-2011
信息登记-以 PDF 格式提交财务报表	01-2010
SIRE-增值税-499	01-2026

截至本证明出具之日, 该纳税人未享受第 22021 号法律及其修正案 22702 号和 22973 号所规定的工业促进优惠。

本证明不包含以下税项的登记信息:

- 个人财产税及资产外部化税-第 26476 号法律: 如适用, 应向纳税人注册所在地的税务机关申请相关证明。
- 所得税: 对于该法第 20 条 b)、d)、e)、f)、g)、m) 和 r) 款所列实体的免税资格, 需通过第 2681 号通用决议规定的“所得税免税证明”进行证明。
- 团结特别贡献税: 如需查询, 应向其登记所在地的税务机关申请。
- 第三方责任 - 团结贡献: 如适用, 应向其登记所在地的税务机关申请。

已注册的国家级经济活动及登记日期

主要经营活动: 691001 (F-883) 法律服务 开始月份: 2013 年 11 月
次要活动:
会计年度结束月份: 3 月

税务注册地址

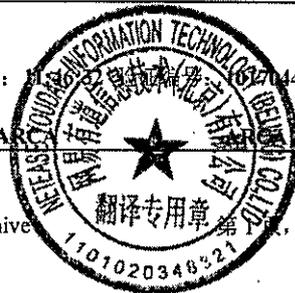
FRENCH 3155 1 层
1425-布宜诺斯艾利斯自治市

本证明有效期: 2026 年 2 月 18 日至 2026 年 3 月 20 日

时间: 2026 年 2 月 18 日 11:48:12

ARCA ARCA ARCA

本证明所载数据须由接收方在 ARCA 官方网站 <http://www.arca.gob.ar> 上进行核验。





Colegio Público de Abogados de la Capital Federal

CERTIFICO que el abogado JOSE MARIA ALLONCA (DU 16230731) se encuentra inscripto al T° 36 F° 335 de la matricula de este Colegio Público de Abogados de la Capital Federal y habilitado para el ejercicio profesional (Ley 23.187).--

A pedido del interesado y para ser presentada ante quien corresponda, se otorga este sello y firma en Buenos Aires a los 13 días del mes de febrero de 2026.---



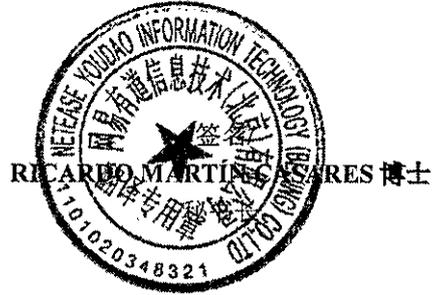
Dr. RICARDO MARTÍN CASARES
SECRETARIO GENERAL

首都联邦律师协会 (印章)

首都联邦律师协会

兹证明, JOSE MARIA ALLONCA 律师 (DU 16280731) 已在首都联邦律师协会登记, 注册于第 36 卷第 336 页, 依据第 23,187 号法律具备执业资格。

应申请人要求, 并供其呈交相关部门, 特出具本证明。本证明于 2026 年 2 月 13 日在布宜诺斯艾利斯加盖印章并签署。





**COLEGIO PÚBLICO DE ABOGADOS
DE LA CAPITAL FEDERAL**

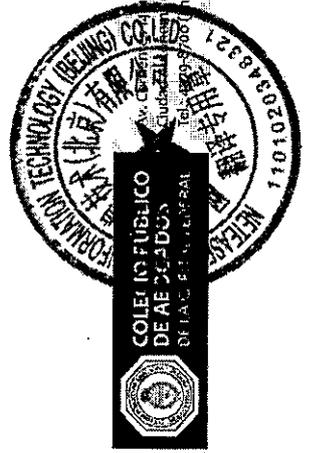
Guía de Abogados

Resultados de la Consulta

ALLONCA JOSE MARIA
TOMO: 36 - FOLIO: 336

DOMICILIO LEGAL: VIAMONTE 1145 8º "A"-1053
FECHA DE MATRICULACION: 20/07/1988
TELEFONO: 52173003
TELEFONO CELULAR: NO INFORMA
CORREO ELECTRONICO: JMA@ALLONCALAW.COM
CONDICION: HABILITADO
FECHA DE CONSULTA: 13/02/2026

Los datos suministrados en esta consulta corresponden a los registrados por el matriculado ante el Colegio Público de Abogados de la Capital Federal al día de la fecha. La permanente actualización del domicilio legal es un deber específico del abogado en el ejercicio de la profesión.



律师名录

查询结果

ALLONCA JOSE MARIA

卷号: 36-页码: 336

法定地址: VIAMONTE 1145 8° "A"-1053

注册日期: 1988 年 7 月 20 日

电话: 52173003

手机: 未提供

电子邮箱: JMA@ALLONCALAW.COM

状态: 已获执业资格

查询日期: 2026 年 2 月 13 日

本查询所提供信息均基于律师在首都联邦律师协会截至今日的记录。律师执业期间有责任持续更新其法定地址。

首都联邦律师协会 (印章)

Corrientes 大道 444 号
布宜诺斯艾利斯自治市
电话: 4379 8700 (总机), info@apaf.org.ar



SOL*[★]LAW

Lawyers

SOLOMON ISLANDS

Our Ref: RK:AV:26020

2 March 2026

Beijing Dacheng Law Offices, LLP
16-21 F, Tower B
ZT International Centre
No. 10, Chaoyangmen Nandajie
Chaoyang District
Beijing
CHINA

Attention: Lina Zhang

Dear Ms Zhang,

**RE: LEGAL OPINION ON INCORPORATION AND LEGAL EXISTENCE
OF COVEC – CR JV CO LTD**

Partners

Rodney W. Kingnieta LL.B.
Silverio Lega LL.B.
Erani Soria LL.B.

Consultants

John George Katabanas LL.B. (Hons) MQSNI

Special Counsel

John Sullivan KC, B.A., LL.B. (Hons.)

Introduction

Instructions

1. We are requested to provide our legal opinion on the incorporation and legal existence of COVEC - CR JV CO LTD (the "Company") under the laws of Solomon Islands.

Documents and Searches

2. For the purpose of this opinion, we have reviewed-
 - a. The current company extract generated by the Company Haus site on 16 February 2026 (a copy of which is attached);
 - b. The results of a search of the records of the High Court Registry of Solomon Islands conducted on 18 February 2026 in respect of the Company ("the High Court Search" and together with the Company Haus search, the "Company Searches").
3. The High Court Search did not disclose –
 - a. any order or resolution for the winding up of the Company;
 - b. any order for the administration of the Company; or

- c. any notice of appointment in respect of the Company of a liquidator, receiver, administrative receiver, or administrator.

Scope and Qualifications.

Governing Law

4. This opinion is confined to the laws of Solomon Islands, as applied by the courts of Solomon Islands as at the date of this opinion. We express no opinion on the laws of any other jurisdiction.

Temporal Scope

5. We do not undertake to update this opinion for events or changes in law occurring after the date of this opinion, or for matters that may subsequently come to our attention.

Assumptions

6. In giving this opinion, we have assumed, without independent investigation or verification, that:
 - a. All copies, extracts and certificates supplied or made available to us (including the Company Haus extract and High Court Search results) are complete and accurate and conform to the originals and have not been amended or superseded.
 - b. All signatures, seals and stamps on any documents reviewed by us are genuine, and all names of persons stated on such documents are the names of those persons.
 - c. All documents reviewed by us have been duly authorised, executed and delivered by each of the parties to them (other than, where applicable, the Company to the extent this is the subject of our opinion).
 - d. The information contained in the Company Searches is accurate and complete as at the dates on which those searches were carried out and has not since been altered or updated, whether on the public record or otherwise.
 - e. There has been no change in the status, corporate existence, share capital, directors or constitutional documents of the Company since the dates of the Company Searches, which would affect the opinions expressed in this letter.
 - f. There is no fact or matter (including any undisclosed agreement, arrangement, document or step) not disclosed to us that would affect the opinions expressed in this letter.

- g. All matters of fact stated in the documents we have reviewed, and in any certificates or confirmations provided to us by or on behalf of the Company, are true, complete and not misleading.
- h. The Company has not been struck off the register of companies or dissolved, and no application or step has been taken to do so, other than as would have been disclosed by the Company Searches if in fact taken.

Qualifications

- 7. The opinions expressed in this letter are subject to the following qualifications:
 - a. Our opinions may be limited or affected by any applicable laws relating to insolvency, bankruptcy, liquidation, administration, receivership, reorganisation, moratorium or similar laws affecting the rights of creditors generally, and by general principles of equity (including, without limitation, concepts of good faith, fair dealing and reasonableness), whether applied by a court of law or of equity.
 - b. We express no opinion as to any factual matters or on the commercial merits or viability of the Company or its business; our opinions are confined to matters of Solomon Islands law as at the date of this letter.
 - c. We have made no independent investigation of the Company's financial condition, and nothing in this opinion should be taken as implying that the Company is able to pay its debts as they fall due or that it is solvent.
 - d. The public registers maintained by Company Haus and the High Court Registry may not be fully up to date or complete, and there may be delays in the filing, registration, indexing or recording of information; accordingly, the Company Searches may not reveal all matters that would affect the opinions expressed in this letter.
 - e. We do not assume responsibility for, and express no opinion on, any tax, regulatory, exchange control, competition, anti-money laundering, sanctions or other specialist areas of law, or on the laws of any jurisdiction other than Solomon Islands.
- 8. This opinion is given as at the date of this letter. We assume no obligation to update or supplement it to reflect any facts or circumstances arising after that date or any changes in law or in its interpretation or application occurring after that date.

Opinion

Status and Incorporation

- 9. The Company is a private limited liability company, duly incorporated under the laws of Solomon Islands.

10. According to the Company Haus extract, the Company was incorporated on 26 May 2021 under the laws of the Solomon Islands and is registered under company number 20211425.
11. On the basis of the Company Searches, the Company is validly existing under the laws of Solomon Islands.

Insolvency and Similar Proceedings

12. As at the dates of the Company Searches, the Company is not shown on the records of the High Court Registry as being the subject of any winding up, administration, receivership, or similar insolvency proceedings, nor is there any notice of appointment of a liquidator, receiver, administrative receiver, or administrator in respect of the Company.

Shareholding

13. As of the dates of the Company Searches, the shareholding structure of the Company is as follows:
 - a. China Overseas Engineering Group Company Limited - 51 shares.
 - b. Shanghai Civil Engineering Group Company Limited of CREC – 49 shares.

Caveats and Other Entries

14. As at the dates of the Company searches, no caveat or other adverse entry is recorded against the Company on the records of the High Court Registry reviewed by us.

Form of Opinion and Reliance

Electronic Delivery

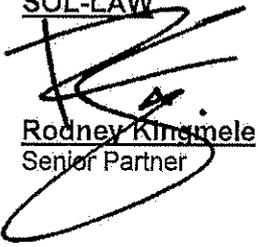
15. A scanned copy of this opinion transmitted by email shall be treated as the original and shall have the same effect for all purposes as a manually signed original. If there is any discrepancy between the scanned copy and any hard copy subsequently produced, the scanned copy transmitted by email shall prevail.

Reliance

16. This opinion is given solely for the benefit of XCMG Construction Machinery Co. Ltd and Beijing Dacheng Law Offices, LLP., in connection with XCMG Construction Machinery Co. Ltd Accounts Receivable Special Asset-backed Plan for Tranche 5. It may not be relied upon by any other person or for any other purpose without our prior written consent. We issue this opinion in our capacity as a firm of Barristers and Solicitors, each of whom is authorised to practice law in the jurisdiction of Solomon Islands. We do not express, and should not be taken to express, any opinion on any

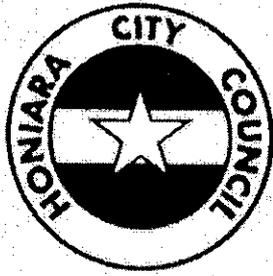
laws, rules, or regulations other than the laws of Solomon Islands in force as at the date of this opinion.

Yours faithfully,
SOL-LAW



Rodney Kingmele
Senior Partner

SOL-LAW
BARRISTERS SOLICITORS
& NOTARIES
P.O. BOX 498, HONIARA
SOLOMON ISLANDS
TEL: 00 677 500 356 FAX: 00 356



BUSINESS LICENCE CERTIFICATE 2026

Honiara City Council (Regulation of Business Licences)

A business licence is hereby issued for the following business(es) in accordance with section four (1) of the Honiara City Council (Regulation of Business Licences) Ordinance

Serial Number HCC1253

Business Type Lawyer Service/Legal Practitioners

Issued to: Mr Rodney Kingmele, Mr Silverio Lepe & Mr Eran Soma

Address: P O Box 498
Honiara
Solomon Islands

Business Name: Sol - Law

Business Premises Location: Anthony Saru Building

Licence Expiry Date: 31 st December 2026

Amount Paid: \$7,000.00 **Receipt Number:** 019024

Business Licence Fees are imposed pursuant to section four (1) of the Honiara City Council (Regulation of Business Licence) Ordinance and Section four and Schedule two of the City Council (Fees, Rates and Charges) Ordinance 2026

The Business Licence holder is asked to:

1. Display the Licence in a prominent and easily visible place
2. Allow the Licence to be inspected by the Council Officers when requested
3. Notify the Business Licence Officer, Honiara City Council if or when information stated in the above Licence changes

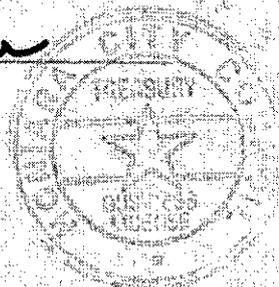
Business Registration Number: BN20030108

Justus Denni 29-01-2026
City Clerk Date

Signature

Silas Rodie 29-01-2026
Treasurer Date

Signature



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Business Name Extract

SOL-LAW

BN20030108

Details

Business Name Number: BN20030108
Business Name: SOL-LAW
Status: Registered
Registration Date: 01-Jan-2003
Primary Business Activity: Professional & Other Services
Date of Commencement of Business Activity:
Return Filing Month: October

Business Contact Details

Name: Mr Eran Davison SOMA
Landline Number: +677 44888
Mobile Number: 677 7468465
Fax: +677 20356
Email: erans@sol-law.com.sb
Website: www.sol-law.com.sb

Principal Place of Business

Principal Place of Business: Level 6, Anthony Saru Building, Corner Coronation
And Hibiscus Avenue, Honiara, Solomon Islands
Postal Address: P O Box 498, Honiara, Solomon Islands



Business Name Extract

SOL-LAW

BN20030108

Owners

Name:	Mr Rodney KINGMELE
Residential Address:	Ngossi, Honiara, Solomon Islands
Postal Address:	P O Box 498, Honiara, Solomon Islands
Appointed Date:	01-Nov-2016
Name:	Mr Silverio LEPE
Residential Address:	Henderson, Guadalcanal, Solomon Islands
Postal Address:	P O Box 498, Honiara, Solomon Islands
Appointed Date:	01-Nov-2016
Name:	Mr Eran SOMA
Residential Address:	Ngossi, Honiara, Solomon Islands
Postal Address:	P O Box 498, Honiara, Solomon Islands
Appointed Date:	01-Nov-2016



LEGAL PRACTITIONERS ACT 1987
(No. 14 of 1987)

THE LEGAL PRACTITIONERS (ADMISSION) RULES 1996

PRACTISING CERTIFICATE
(Rule 16)

I hereby certify that KINGMELE Rodney Wariahu of SOL-LAW, whose place of business is Level 6, Anthony Saru Building, Coronation Avenue, P O Box 498, HONIARA, has on this day left with the Registrar of the High Court a declaration in writing in accordance with rule 16 of the Legal Practitioners (Admission) Rules 1996 and hereby further certify that the said KINGMELE Rodney Wariahu is entitled to practise as a Legal Practitioner from that address for the year 2026.

Dated this 17 day of 12 2025


for Myonnie A Tutuo-Ofaga
Registrar of the High Court



PRIVILEGED AND CONFIDENTIAL

机密

MEMORANDUM

法律备忘录

To: Xuzhou Construction Machinery Group Co., Ltd.
徐工集团工程机械股份有限公司

From: Quek Ling Yi

Date: 2 March 2026

Subject: Legal Memorandum on Target Company
目标公司尽调法律备忘录

We have been engaged to provide a due diligence report on THL Foundation Equipment Pte. Ltd. (the "**Company**"). The background, findings and conclusions are set out below.

我们受托提供一份关于 THL Foundation Equipment Pte. Ltd. ("目标公司") 的尽职调查报告。其背景、调查结果和结论如下。

Introduction 简介**1. Purpose and structure of this Report 本报告的目的和结构**

This Report has been prepared for the benefit of Xuzhou Construction Machinery Group Co., Ltd. No assumption should be made in respect of any matter not specifically addressed in this due diligence report ("**Report**").

本报告是为徐工集团工程机械股份有限公司准备。对于本报告 ("报告") 中未具体涉及的任何事项，不应做出任何假设。

Save for sections entitled "Conclusion(s)" where we have expressed our opinion or view on matters therein, this Report does not contain specific legal advice on the matters covered.

除了 "结论" 的部分，本报告的其他内容不包含对所涉事项的具体法律建议。

2. Responsibility and scope 责任和范围

2.1. The scope this Report is confined to the parameters of our engagement as set out in our emails dated 13 February 2026 and 23 February 2026.

本报告仅基于我们 2026 年 2 月 13 日和 2026 年 2 月 23 日电邮中同意的条款。

2.2. In rendering this Report, we have examined the following documents (collectively, the "**Documents**") and enclosed herewith as Annex A), but only to the extent necessary for the purposes of rendering this Report:

本报告仅基于我们审查的以下文件 (统称为 "**文件**", 随函附上附件 A) :

- (a) Instant information (company) searches ("ACRA Searches") of the Company with ACRA conducted on 24 February 2026; and
于 2026 年 2 月 24 日向 ACRA 进行的公司即时信息 (公司) 搜索 ("ACRA 搜索"); 以及
- (b) litigation and winding up searches conducted on the Company ("**Singapore Company Court Searches**") made on the public records of the Supreme Court and State Courts (as the case may be) of Singapore in respect of litigation and winding up proceedings filed during the year 2026 (where applicable) conducted on 24 February 2026.
在新加坡最高法院和初级法院 (视情况而定) 的公共记录中, 就 2026 年 (如适用) 提交的诉讼和清算程序, 对该公司进行的诉讼和清算搜索 ("**新加坡法院搜索**") 于 2026 年 2 月 24 日进行。

A cause book search excludes searches on defamation cases, damages on personal injuries and death cases, taxation information system, bankruptcy cases, and admiralty caveats.

搜索不包括对诽谤案件、人身伤害和死亡案件的损害赔偿、税收信息系统、破产案和海事注意事项的搜索。

2.3. We were not asked to nor have we reviewed or advised in respect of:
按我们的委任函及本意见书的范围, 我们无需审查或提供有关以下方面的建议:

- (a) any aspects concerning either the commercial or technical data contained in neither Documents;
与文件中所载的商业或技术数据的任何方面;
- (b) any issues relating to the tax or financial affairs of the Company;
任何与该公司税收或财务事务有关的问题;
- (c) any statutory or other accounts or the financial management of the Company or any accounting matters in relation to the Company; or
任何法定或其他账目或公司的财务管理或与该公司有关的任何会计事项; 或
- (d) any issues arising in relation to laws other than those of Singapore.
与新加坡以外的法律有关的任何问题。

3. Report on the Company 关于目标公司的报告

3.1. Based on the Documents, the Company is a company duly incorporated as a private company limited by shares under the laws of Singapore and is validly existing and in good standing in Singapore. It is an independent and separate legal entity, having full capacity, power and authority to enter into legally binding and enforceable contracts and undertakings with full power to sue or to be sued in its own name. The Company was incorporated on 8 July 2004 and its registration number is 200408545C. The current registered address of the Company is 2 Tanjong Penjuru Crescent, #06-02, Logos Penjuru Logistics Centre, Singapore 608968
基于我们所审阅的文件, 该公司是根据新加坡法律正式注册成立的私人有限公司, 在新加坡有效存在并具有独立法律实体的地位, 有充分的权力来签订具有法律约束力和可执行的合同和承诺, 可以其名义被诉且有能力以其名义提起诉讼。公司于 2004 年 7 月 8 日注册成立, 公司注册号为 200408545C。公司注册地址位于 2 Tanjong Penjuru Crescent, #06-02, Logos Penjuru Logistics Centre, Singapore 608968。

4. Searches Conducted 进行的搜索

- 4.1. Company's Winding-up search (year 2026) conducted on 24 February 2026
公司的清算搜索（2026年）的搜索日期是2026年2月24日
- 4.2. Composite Litigation search (year 2026) conducted on 24 February 2026
综合诉讼搜索（2026年）的搜索日期是2026年2月24日
- 4.3. Conclusion 结论:

The Singapore Company Court Searches did not reveal any ongoing civil or criminal litigation proceedings against the Company, nor any petition or order for winding up or judicial management having been presented against or any legal proceedings having been commenced against the Company. Accordingly, the Company does not have any outstanding liabilities pursuant to any enforcement of judgment against it, and has not been subject to any administrative or criminal penalties imposed by any court in Singapore.

根据新加坡法院搜索的结果，没有发现任何针对目标公司的清算或司法管理的请愿书或命令，也没有发现任何针对目标公司的法律程序被启动。目标公司没有针对它们的任何强制执行判决而产生的任何未偿债务，也没有任何行政或刑事处罚。

5. Conclusion 结论:

The findings and conclusions set out above in this Report are subject to the background set out at paragraphs 1 to 2 above and the following assumptions, qualifications and considerations:

本报告中的上述结果和结论基于上文第1至2段中的背景和以下假设、限度和考虑因素:

- (a) Other than the Documents, we have not reviewed any other document. Our Report herein is accordingly subject to there not being anything contained in any document not reviewed by us that may require us to vary or amend the contents of this Report.
除文件外，我们没有审查任何其他文件。因此，我们在此的报告是以未经我们审查的任何文件中不包含任何可能要求我们改变或修改报告内容的内容为前提。
- (b) We are qualified only to advise on matters governed by Singapore law. We express no opinion with respect to the laws of any other jurisdiction. We have made no investigation of the laws of any country or jurisdiction other than Singapore and do not express or imply any opinion thereof.
我们仅有资格受新加坡法律管辖的事项提供意见的资质。我们不对任何其他司法管辖区的法律发表意见。我们没有对新加坡以外的任何国家或司法管辖区的法律进行调查，也不对其表示或暗示任何意见。
- (c) Any opinion or view expressed by us herein is limited to matters of the laws of Singapore (and not other matter), as applied by the Singapore courts, and is given on the basis that it will be governed by and construed in accordance with, and any liability which may arise in respect of it is to be governed by, the laws of Singapore. Such opinion or view is also given on the basis that we undertake no responsibility and are under no obligation to advise you of any other matters that may occur after the date of this Opinion which could render the views expressed herein no longer applicable.
我们在此表达的任何意见或观点仅限于新加坡法院适用的新加坡法律事项（而非其他事项），并且是基于它将受到新加坡法律的管辖和解释，以及就其可能产生的任何责任将受到新加坡法律的管辖。该意见或观点也是基于我们不承担任何责任，也没有义

务告知您在本意见书日期后可能发生的任何其他事项，从而使本意见书中的观点不再适用。

The scanned copy of this legal memorandum transmitted via email shall be deemed a valid legal memorandum. The original legal memorandum shall conform to the scanned electronic copy. In the event of any inconsistency or discrepancy, the scanned copy transmitted via email shall prevail.

以邮件发送的法律备忘录扫描件即为生效的法律备忘录，法律备忘录原件应与电子扫描件一致，如不一致，应以邮件发送的法律备忘录扫描件为准。

We trust that this Report will be of assistance to you. Thank you.
我们相信，本报告将对你有所帮助。谢谢。



DENTONS RODYK & DAVIDSON LLP

ANNEX A

Whilst every endeavor is made to ensure that information provided is updated and correct, ACRA disclaims any liability for any damage or loss that may be caused as a result of any error of omission.

Business Profile (Company) of THL FOUNDATION EQUIPMENT PTE. LTD. (200408545C)

Date: 24 Feb 2026

Name of Company	:	THL FOUNDATION EQUIPMENT PTE. LTD.
Former Name if any	:	THL CONSTRUCTION EQUIPMENT PTE. LTD.
Date of Change of Name	:	29 OCT 2004
UEN	:	200408545C
Incorporation Date	:	08 JUL 2004
Company Type	:	PRIVATE COMPANY LIMITED BY SHARES
Status of Company	:	LIVE COMPANY
Status Date	:	08 JUL 2004
Registered Office Address	:	2 TANJONG PENJURU CRESCENT, #06-02, LOGOS PENJURU LOGISTICS CENTRE, SINGAPORE 608968
Date of Address	:	01 AUG 2022
Date of Last AGM	:	26 DEC 2025
Date of Last AR	:	26 DEC 2025
FYE As At Date of Last AR	:	31 MAR 2025

Business Activities

Primary Activity	:	WHOLESALE OF CONSTRUCTION EQUIPMENT (E.G. CONCRETE MIXER) (46542)
Secondary Activity	:	BUILDING CONSTRUCTION N.E.C. (41009)

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Business Profile (Company) of THL FOUNDATION EQUIPMENT PTE. LTD. (200408545C)

Date: 24 Feb 2026

Issued Share Capital

Amount	Number of Shares ¹	Currency	Share Type
2,542,882	2,542,882	SINGAPORE DOLLAR	ORDINARY

¹ Number of Shares includes number of Treasury Shares

Paid-Up Capital

Amount	Number of Shares	Currency	Share Type
2,542,882	2,542,882	SINGAPORE DOLLAR	ORDINARY

Company has the following Ordinary Shares held as Treasury Shares

Number of Shares	Currency
------------------	----------

Audit Firm(s)

Name

KPMG LLP

Charge(s)

Charge Number	Date Registered	Currency	Amount Secured	Chargee(s)
C202203442	01 APR 2022		ALL MONIES	DBS BANK LTD.

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Business Profile (Company) of THL FOUNDATION EQUIPMENT PTE. LTD. (200408545C)

Date: 24 Feb 2026

Officer(s)				
Name	Identification Number	Nationality/ Citizenship	Position	Date of Appointment
LAI SAU MEEN 2 TANJONG PENJURU CRESCENT, #06-02, LOGOS PENJURU LOGISTICS CENTRE, SINGAPORE 608968	S7683449J	SINGAPORE CITIZEN	SECRETARY	01 DEC 2020
NG SAN WEE 33 TUAS BAY DRIVE, SINGAPORE 637310	S1371538F	SINGAPORE CITIZEN	DIRECTOR	02 JUL 2018
KAAN CHI LOONG 4 BENOI PLACE, SINGAPORE 629925	S2595014C	SINGAPORE CITIZEN	DIRECTOR	01 JUN 2017
SEE YEN TARN 2 TANJONG PENJURU CRESCENT, #06-02, LOGOS PENJURU LOGISTICS CENTRE, SINGAPORE 608968	S1253800F	SINGAPORE CITIZEN	DIRECTOR	01 APR 2011
NG SUN HO 82 UBI AVENUE 4, #05-01, EDWARD BOUSTEAD CENTRE, SINGAPORE 408832	S0044876A	SINGAPORE CITIZEN	DIRECTOR	01 JUL 2005

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Business Profile (Company) of THL FOUNDATION EQUIPMENT PTE. LTD. (200408545C)

Date: 24 Feb 2026

Officer(s)

Name	Identification Number	Nationality/ Citizenship	Position	Date of Appointment
CHONG JONG AN 4 BENOI PLACE, SINGAPORE 629925	S1382048A	SINGAPORE CITIZEN	DIRECTOR	08 JUL 2004

Shareholder(s)

Name	Identification Number	Nationality ² / Place of origin ³	Number of Shares	Address Changed
TAT HONG HEAVYEQUIPMENT (PTE.) LTD. 82 UBI AVENUE 4, #05-01, EDWARD BOUSTEAD CENTRE, SINGAPORE 408832	197801297W	SINGAPORE	1,144,297 (ORDINARY)	15 DEC 2014
THL ENGINEERING PTE. LTD. 2 TANJONG PENJURU CRESCENT, #06-02, LOGOS PENJURU LOGISTICS CENTRE, SINGAPORE 608968	199403132C	SINGAPORE	1,398,585 (ORDINARY)	01 AUG 2022

² Includes nationality and citizenship

³ Includes place of incorporation, place of origin and place of registration

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Business Profile (Company) of THL FOUNDATION EQUIPMENT PTE. LTD. (200408545C)

Date: 24 Feb 2026

Abbreviation

UL	:	Local Entity not registered with ACRA
UF	:	Foreign Entity not registered with ACRA
AR	:	Annual Return
AGM	:	Annual General Meeting
FS	:	Financial Statements
FYE	:	Financial Year End

Notes

- 1 All the information provided above are extracted from lodgements filed with ACRA and/or from other government sources.
- 2 Please check to ensure that this document is issued by ACRA by:
 - (a) scanning the verification QR code at the bottom of the page, or
 - (b) visiting the verification URL at the bottom of the page, or
 - (c) uploading the verifiable OpenAttestation file (e.g. Business_Profile.oa) on www.acratrustbar.gov.sg.

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**Business Profile (Company) of THL FOUNDATION
EQUIPMENT PTE. LTD. (200408545C)**

Date: 24 Feb 2026



TAN YONG TAT

ASST REGISTRAR OF COMPANIES & BUSINESS NAMES
ACCOUNTING AND CORPORATE REGULATORY AUTHORITY (ACRA)
SINGAPORE

RECEIPT NO. : ACRA260224000378

DATE : 24 FEB 2026

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**Cause Book Search – Companies Winding Up (CWU)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Insolvency (Including Judicial Management) (Supreme Court) - [CWU, OS]

SEARCH RESULTS

No results available for **Companies Winding Up (CWU)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

1. The records searched may not be exhaustive.
2. Whilst reasonable efforts have been made to ensure that the information is accurate and up-to-date, the Government, the Singapore Academy of Law and CrimsonLogic Pte. Ltd., shall not be liable for any damage or loss sustained by any party, whether arising from errors or omissions, reliance upon or interpretation of the report.
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**Cause Book Search – Originating Summons (OS), Originating Petitions (OP), Originating Motions (OM)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Insolvency (Including Judicial Management) (Supreme Court) - [CWU, OS]

SEARCH RESULTS

No results available for **Originating Summons (OS), Originating Petitions (OP), Originating Motions (OM)** at **Supreme Court** for the year **2026**.

DISCLAIMER

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**Cause Book Search – Appeal from Court of Appeal (CA) and Appellate Division (AD)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Appeal from Court of Appeal (CA) and Appellate Division (AD) at Supreme Court** for the year **2026**.

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**Cause Book Search – Appeal from Court of Appeal (CA) and Appellate Division (AD)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Appeal from Court of Appeal (CA) and Appellate Division (AD) at Supreme Court** for the year **2026**.

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**Cause Book Search – Appeal from Court of Appeal for SICC Matter (CAS)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Appeal from Court of Appeal for SICC Matter (CAS)** at **Supreme Court** for the year **2026**.

DISCLAIMER

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**Cause Book Search – Appeal from District Judge in Chambers - Ord 55C (CJTA)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Appeal from District Judge in Chambers - Ord 55C (CJTA)** at **Supreme Court** for the year **2026**.

DISCLAIMER

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**Cause Book Search – Appeal from District Judge - Ord 55D (CJTB)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Appeal from District Judge - Ord 55D (CJTB) at Supreme Court** for the year **2026**.

DISCLAIMER

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**Cause Book Search – District Court Appeal (DCA)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **District Court Appeal (DCA)** at **Supreme Court** for the year **2026**.

DISCLAIMER

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**Cause Book Search – Originating Application (OA) for State Courts
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Application (OA) for State Courts at Supreme Court** for the year **2026**.

DISCLAIMER

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**Cause Book Search – Originating Application for Post-appeal Application in Capital Case(OAC)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Application for Post-appeal Application in Capital Case(OAC) at Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Originating Application (OA) for State Courts - including Protection of Harassment cases
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Application (OA) for State Courts - including Protection of Harassment cases at Supreme Court** for the year **2026**.

DISCLAIMER

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**Cause Book Search – Originating Application related to Appeal for SICC Matter (OAS)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Application related to Appeal for SICC Matter (OAS) at Supreme Court** for the year **2026**.

DISCLAIMER

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**Cause Book Search – Originating Summons (OS), Originating Petitions (OP), Originating Motions (OM)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Summons (OS), Originating Petitions (OP), Originating Motions (OM)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Appeal from DJ/Magistrate in Chambers-Ord 55C (RAS)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Appeal from DJ/Magistrate in Chambers-Ord 55C (RAS)** at **Supreme Court** for the year **2026**.

DISCLAIMER

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**Cause Book Search – Originating Application (OA) for State Courts
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Application (OA) for State Courts at Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

1. The records searched may not be exhaustive.
2. Whilst reasonable efforts have been made to ensure that the information is accurate and up-to-date, the Government, the Singapore Academy of Law and CrimsonLogic Pte. Ltd., shall not be liable for any damage or loss sustained by any party, whether arising from errors or omissions, reliance upon or interpretation of the report.
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**Cause Book Search – Originating Claim (OC) for State Courts
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Claim (OC) for State Courts at Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Originating Summons (OS), Originating Petitions (OP), Originating Motions (OM)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Summons (OS), Originating Petitions (OP), Originating Motions (OM)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Originating Summons for Protection from Harassment Act (PHA)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Summons for Protection from Harassment Act (PHA)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

1. The records searched may not be exhaustive.
2. Whilst reasonable efforts have been made to ensure that the information is accurate and up-to-date, the Government, the Singapore Academy of Law and CrimsonLogic Pte. Ltd., shall not be liable for any damage or loss sustained by any party, whether arising from errors or omissions, reliance upon or interpretation of the report.
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**Cause Book Search – Writ Of Summons (S)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ Of Summons (S)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

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Cause Book Search – Writ of Delivery (DLY)
Supreme Court

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Delivery (DLY)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

1. The records searched may not be exhaustive.
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**Cause Book Search – Enforcement Order (EO)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Enforcement Order (EO)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Writ of Distress (WD)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Distress (WD)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Writ of Possession (WP)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Possession (WP)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

1. The records searched may not be exhaustive.
2. Whilst reasonable efforts have been made to ensure that the information is accurate and up-to-date, the Government, the Singapore Academy of Law and CrimsonLogic Pte. Ltd., shall not be liable for any damage or loss sustained by any party, whether arising from errors or omissions, reliance upon or interpretation of the report.
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**Cause Book Search – Writ of Seizure and Sale (WSS)
Supreme Court**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Seizure and Sale (WSS)** at **Supreme Court** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Appeal from District Judge in Chambers - Ord 55C (CJTA)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Appeal from District Judge in Chambers - Ord 55C (CJTA)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Appeal from District Judge - Ord 55D (CJTB)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Appeal from District Judge - Ord 55D (CJTB)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – District Court Appeal (DCA)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **District Court Appeal (DCA)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Originating Application (OA) for State Courts
State Courts**

SEARCH CRITERIA	
Search By ID Number:	"200408545C"
Year(s) Searched:	2026
Module(s) Selected:	Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS] Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS] Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA] Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT] Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS] Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS
No results available for Originating Application (OA) for State Courts at State Courts for the year 2026 .

DISCLAIMER

NOTICE:

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**Cause Book Search – Appeal from DJ/Magistrate in Chambers-Ord 55C (RAS)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Appeal from DJ/Magistrate in Chambers-Ord 55C (RAS) at State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Writ of Summons for District Court including Protection from Harassment Court (DC)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Summons for District Court including Protection from Harassment Court (DC) at State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Writ of Summons for Magistrate Court (MC)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Summons for Magistrate Court (MC) at State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

1. The records searched may not be exhaustive.
2. Whilst reasonable efforts have been made to ensure that the information is accurate and up-to-date, the Government, the Singapore Academy of Law and CrimsonLogic Pte. Ltd., shall not be liable for any damage or loss sustained by any party, whether arising from errors or omissions, reliance upon or interpretation of the report.
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**Cause Book Search – Originating Application (OA) for State Courts
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Application (OA) for State Courts at State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Originating Application (OA) for State Courts - including Protection of Harassment cases
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Application (OA) for State Courts - including Protection of Harassment cases at State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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3. This report may only be used for the purposes of due diligence and verification of information by the user and any use that is related to these purposes. Notwithstanding the foregoing, no part of this report may be resold, extracted, combined with other information or compiled into a database, or for any other commercial purpose, unless expressly permitted by the Government.

**Cause Book Search – Originating Claim (OC) for State Courts
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Claim (OC) for State Courts at State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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2. Whilst reasonable efforts have been made to ensure that the information is accurate and up-to-date, the Government, the Singapore Academy of Law and CrimsonLogic Pte. Ltd., shall not be liable for any damage or loss sustained by any party, whether arising from errors or omissions, reliance upon or interpretation of the report.
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**Cause Book Search – Originating Claim for District Court including Protection from Harassment Court (OC)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Claim for District Court including Protection from Harassment Court (OC) at State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

1. The records searched may not be exhaustive.
2. Whilst reasonable efforts have been made to ensure that the information is accurate and up-to-date, the Government, the Singapore Academy of Law and CrimsonLogic Pte. Ltd., shall not be liable for any damage or loss sustained by any party, whether arising from errors or omissions, reliance upon or interpretation of the report.
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**Cause Book Search – Originating Claim (OC) for Magistrate's Court
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Claim (OC) for Magistrate's Court at State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

1. The records searched may not be exhaustive.
2. Whilst reasonable efforts have been made to ensure that the information is accurate and up-to-date, the Government, the Singapore Academy of Law and CrimsonLogic Pte. Ltd., shall not be liable for any damage or loss sustained by any party, whether arising from errors or omissions, reliance upon or interpretation of the report.
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**Cause Book Search – Originating Summons (OSS)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Summons (OSS)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

1. The records searched may not be exhaustive.
2. Whilst reasonable efforts have been made to ensure that the information is accurate and up-to-date, the Government, the Singapore Academy of Law and CrimsonLogic Pte. Ltd., shall not be liable for any damage or loss sustained by any party, whether arising from errors or omissions, reliance upon or interpretation of the report.
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**Cause Book Search – Originating Summons for Protection from Harassment Act (PHA)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Summons for Protection from Harassment Act (PHA)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Writ of Delivery (DLY)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Delivery (DLY)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Enforcement Order (EO)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Enforcement Order (EO)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Originating Application for Enforcement Order (EOA)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Originating Application for Enforcement Order (EOA)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Writ of Distress (WD)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Distress (WD)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Writ of Possession (WP)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Possession (WP)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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**Cause Book Search – Writ of Seizure and Sale (WSS)
State Courts**

SEARCH CRITERIA

Search By ID Number: "200408545C"
Year(s) Searched: 2026
Module(s) Selected: Appeal Cases (State Courts) - [CJTA, CJTB, DCA, OA, RAS]
Appeal Cases (Supreme Court) - [CA, CAN, CASICC, CJTA, CJTB, DCA, OA, OAC, OAS, OASICC, OS, RAS]
Civil Cases (State Courts) - [DC, MC, OA, OAS, OC, OCD, OCM, OSS, PHA]
Civil Cases (Supreme Court) - [OA, OC, OS, PHA, S, SICCOA, SICCOAT]
Enforcement (State Courts) - [DLY, EO, EOA, WD, WP, WSS]
Enforcement (Supreme Court) - [DLY, EO, WD, WP, WSS]

SEARCH RESULTS

No results available for **Writ of Seizure and Sale (WSS)** at **State Courts** for the year **2026**.

DISCLAIMER

NOTICE:

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ACRA

ACCOUNTING AND CORPORATE
REGULATORY AUTHORITY

CERTIFICATE CONFIRMING REGISTRATION OF LIMITED LIABILITY PARTNERSHIP

Limited Liability Partnership Name : DENTONS RODYK & DAVIDSON LLP (name
change effective from 25/04/2016)

UEN : T07LL0439G

This is to confirm that the limited liability partnership was registered under the Limited
Liability Partnerships Act, on and from **02/04/2007**.

The limited liability partnership was formerly known as:

S/N	Limited Liability Partnership Name	Effective From
1.	RODYK & DAVIDSON LLP	02/04/2007

(Note: Only the five (5) most recent former names are listed)



TAN YONG TAT
ASST REGISTRAR OF LIMITED LIABILITY PARTNERSHIPS
ACCOUNTING AND CORPORATE REGULATORY AUTHORITY
SINGAPORE

Dated : 25/04/2016
Receipt Number: ACRA160425100006



Authentication No. : 1160228411

LEGAL PROFESSION ACT
(Chapter 161)

PRACTISING CERTIFICATE

HC/PC 4219/2025

QUEK LING YI (GUO LING YI)

having duly made application and satisfied the requirements of the Legal Profession Act, is hereby authorised to practise as an advocate and solicitor in Singapore during the practice year terminating on the 31st day of March 2026.

Dated this 1st day of April 2025.



A handwritten signature in black ink, appearing to be "Jill Tan".

AA5156GJ14:HC/PC4219/2025:AA51562614:HC/PC4219/2025:AA5156:2014:HC/PC4219/2025

JILL TAN
REGISTRAR
SUPREME COURT
SINGAPORE.

LEGAL OPINION

To: Lina Zhang
Beijing Dacheng Law Offices, LLP
16-21F
Tower B
ZT International Center
No.10, Chaoyangmen Nandajie,
Chaoyang District
Beijing
CHINA

From: Richard Omwela

Date: 02 March 2026

File Reference: 0004560.00014

Subject: **LEGAL OPINION ON THE LEGALITY AND VALIDITY OF TISCO CONSTRUCTION LIMITED
("THE COMPANY")**

1. Scope and Purpose of this Opinion

We refer to the correspondence with the undersigned in respect to the captioned matter in which we have been instructed by Beijing Dacheng Law Offices, LLP to provide a legal opinion to confirm that the Company is validly incorporated under the Kenyan Law and that it is legally existing in Kenya.

2. Assumptions, Qualifications and Limitations

In giving this opinion we have relied upon the assumptions, qualifications and limitations set forth in Schedule 1.

3. Sources of Information, Applicable Laws and Documents to be relied upon

3.1. For purposes of issuing this legal opinion, we have relied on the following documents, as well as the laws as are applicable:

3.1.1. the Certificate of Incorporation number CPR/2010/22312 in respect of the Company dated 28 April 2010 (**the Certificate of Incorporation**);

3.1.2. the Official Company Search (GR12) dated 16 February 2026 (**the Company Search**); and

3.1.3. the Companies Act, Cap. 486 Laws of Kenya (**the Companies Act**).

The Certificate of Incorporation, the Company Search and the Companies Act is hereinafter referred to as **"the Documents"**.

3.2. In addition to the above, we have considered our general knowledge on the subject matter, and such other literature as we have deemed appropriate.

4. Our Opinion

Based on the Documents referred to above and the assumptions and qualifications set out in Schedule 1, we are of the following opinion:

4.1. Validity of the Company under the Kenyan Law

4.1.1. Section 18 of the Companies Act provides that the Companies Registrar shall issue a certificate of incorporation upon registration of a company if the Company Registrar is satisfied that the application for registration complies with the requirements of the Companies Act.

4.1.2. According to the Certificate of Incorporation and the Company Search, the Company was incorporated under the Companies Act on 28 April 2010 with company registration number CPR/2010/22312.

4.2. Legality of the Company in Kenya

4.2.1. According to the Companies Act, private limited companies in Kenya must have a minimum of one shareholder and at least one director. According to the Company Search, Yuanxiang Zhang is the sole shareholder and director of the Company.

There are no restrictions under the law on the nationality or residency of shareholders and directors.

4.2.2. Section 243 of the Companies Act provides that private companies with a paid-up capital above Kshs. 5,000,000 are required to have a company secretary. We note from the Company Search that the nominal share capital is Kshs. 100,000, therefore the Company is not required to appoint a company secretary.

4.2.3. Additionally, section 46 of the Companies Act requires private limited company to have a registered office. The Company Search provides the following as the registered office for the Company:

L.R. No. 209/9514,
Uhuru Highway,
Nairobi
P.O. Box 9922 – 00100

4.3. Encumbrances

4.3.1. Section 878 of the Companies Act provides that a company must lodge the prescribed particulars of any registrable charge, together with the instrument creating or evidencing that charge, with the Registrar within the statutory registration period for the charge to be valid against third parties. Section 880 of the Companies Act further requires that any charge created to secure a series of debentures be lodged with the Registrar together with the required particulars in order for it to be properly registered.

4.3.2. We note from the Company Search that the following encumbrances have been registered against the Company:

4.3.2.1. All Asset Debenture securing Kenya Shillings Ninety-Six Million and Eight Hundred Thousand (KES 96,800,000) dated 9 December 2024, and

4.3.2.2. Charge securing Kenya Shillings Ninety-Six Million and Eight Hundred Thousand (KES 96,800,000) dated 14 January 2025.

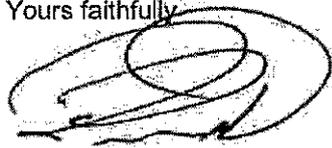
4.3.3. The presence of the encumbrances in clauses 4.3.2.1. and 4.3.2.2 does not affect the legality, validity, or legal existence of the Company in Kenya. It simply indicates that the Company has granted security to a lender, who will hold priority over the Company's assets in the event of default.

5. Conclusion

We confirm that, as of the date hereof, the Company has been validly incorporated under the Kenyan Law and that it is legally existing in Kenya. We enclose herein the Company Search for your records.

The scanned copy of this legal opinion sent by email shall be the legal opinion in force, and the original legal opinion shall be consistent with the electronically scanned copy. In case of any discrepancy, the scanned copy of the legal opinion sent by email shall prevail

Yours faithfully,



Richard Omwela SC
Hamilton Harrison & Mathews

SCHEDULE 1

ASSUMPTIONS, QUALIFICATIONS AND LIMITATIONS

The opinion is subject to the following assumptions, qualifications and limitations:

1. that except where apparent from documents provided or from this legal opinion, we have assumed the accuracy and completeness of the documents and information reviewed by us and that no other relevant document or information has been withheld from us;
2. that our review and legal opinion has been of a legal rather than a financial or technical nature;
3. that in accordance with our instructions, our review and this legal opinion is prepared entirely upon the basis of the laws of Kenya;
4. that this opinion is strictly limited to the matters set out herein and is not to be read as extending by implication to any other matter;
5. that this opinion speaks as of its date and is strictly limited to the matters stated herein and we assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change after the date hereof, even if such change may affect the above opinions; and
6. that this opinion is limited to the Certificate of Incorporation and the Company Search, and we have not reviewed any other document.

BUSINESS NO. 1091



THE REPUBLIC OF KENYA

THE REGISTRATION OF BUSINESS NAMES ACT



BN4-KAH9QPY2

(Cap, 499, Section 14 (2))

CERTIFICATE OF REGISTRATION OF CHANGE OF PARTICULARS

I hereby **CERTIFY** that, a change of particulars has this day been registered in the registry of Business Names in respect of the business Name of

HAMILTON HARRISON & MATHEWS

Which business name was originally registered under the provisions of the Registration of Business Names Act on the **04 March, 1921** under the Business Registration Number **1091**.

Consequent on the registration of such change in particulars -

ANDREW ALFAYO WARAMBO , NANCY WAIHERA GITAU , EZRA OMBASO MAKORI , PETER JR OKAALET , FRASER KENNETH ALISON , DANIEL WANJAU MURIU , RICHARD OMWELA , LORNA JENNIFER WAMBUI MAINNAH , MICHI KANYIRI KIRIMI , ANDREW MUGAMBI MWIRICIA , ADIL ARSHED KHAWAJA , SIGEE TAPKOLUU KOECH , KIRAGU KIMANI , WILSON MWIHURI NDUNGU , QUEENTON OCHIENG ODHIAMBO , BISHOP LAWSON MUGE ONDIEKI ,

Is now registered as carrying on business at;

**County: Nairobi, District: Westlands District, Locality: Westlands
P.O BOX P.O. BOX 30333 G.P.O NAIROBI - 00100 - G.P.O NAIROBI**

under the said business name (of)

HAMILTON HARRISON & MATHEWS

Given under my hand at Nairobi on **15 December, 2025**

Registrar

This is system generated certificate.



REPUBLIC OF KENYA
HIGH COURT OF KENYA

PRACTISING CERTIFICATE FOR THE YEAR 2026

Pursuant to the Advocates Act, 1989, I hereby certify that

RICHARD OMWELA

is duly enrolled as an Advocate of this Court and is entitled to practice as such Advocate.

Dated this **01st Day of January 2026**.

Practice No: **LSK/26/01270**

ADM. No: **P.105/1127/80**



SIGNED BY: HON. WINFRIDAH B. MOKAYA
CHIEF REGISTRAR OF THE JUDICIARY

CERTIFICATE NUMBER: 6BBTHAQ

DATE: 2026-01-15 09:45:25

Maputo, February 26th, 2026

Dear Sir / Madam,

Legal Opinion on Incorporation and legal existence of SIMBA GROUP, LIMITADA

1. General Considerations and instructions.

We have been instructed by the customer XCMG Construction Machinery Co., Ltd. (the "Client") to carry out a legal opinion report on SIMBA GROUP, LIMITADA (the "Company"), an Mozambican company.

This opinion is with respect to the validity of incorporation and legal existence of the Company under Mozambican law.

1.2 Assumptions

This Report has been prepared on the following assumptions:

- (a) That the documentation and information provided to and examined by us in connection with this Report was and remains true, up to date and complete in all respects and is not misleading in any way.
- (b) That the copy of the Commercial Certificate provided to us is true, up to date and complete copy of the original of such document and that have not been terminated or varied.
- (c) That the copy of the License (Alvará) number 4842/07/01/GR/2020 provided to us is true, up to date and complete copy of the original of such document and that have not been terminated or varied.
- (d) The copy of Minute dated May 1st, 2023, provided to us is true, up to date and complete copy of the original of such document.
- (e) The Official Magazine Nr. 117 III Issued on June 17th, 2024, obtained from the National Press is authentic.
- (f) Certificate No. 1500/SG/2026 issued by the secretariat of the Judicial Court of the City of Maputo.

1.3 Documents covered by this opinion

For the purposes of this opinion, we have examined each of the documents listed in Appendix 1.

1.1.3 We requested the updated the original Commercial Certificate. Based on the verification of the Commercial Certificate, issued by the Registry of Legal Entities, we found that:

- (a) No resolution for the dissolution and liquidation of the Company has been registered;

Puyat Jacinto & Santos ► Link Legal ► Zaanouni Law Firm & Associates ► LuatViet ► For more information on the firms that have come together to form Dentons, go to [dentons.com/legacyfirms](https://www.dentons.com/legacyfirms)

A Dentons é uma rede global de prática jurídica que presta serviços legais a clientes em todo o mundo através dos seus membros e afiliados. Por favor consulte os nossos Avisos Legais em [dentons.com](https://www.dentons.com).



- (b) There is no record of the appointment of a liquidator, or;
- (c) No mention of the existence of a judicial administrator.

1.2.3 On the basis of a search of the Maputo City Court Registry, we found that:

- (a) there is no any bankruptcy petition or application for composition with creditors in respect of the Company.

1.4 Scope of the Opinion

This opinion is strictly limited to the laws of the Republic of Mozambique, as applicable at the date of this opinion.

The opinion is issued on the basis that it will be governed by and construed in accordance with Mozambican law.

We do not undertake to inform you of any changes in our opinion expressed in this letter arising from matters that may arise after the date of issue or that may subsequently be brought to our attention.

2. Opinion

2.1 Status

- (a) The Company is a private limited company, duly registered with the Registry of Legal Entities, under the NUEL (Unique Legal Identification Number) 101438414.
- (b) The Company is validly registered in accordance with the laws of the Republic of Mozambique.
- (c) The Target Company is validly existing under the laws of Mozambique.
- (d) The company was incorporated on November 27th, 2020.
- (e) At the date of the Searches on the Company, it is not subject to any liquidation, administration, judicial recovery or receivership proceedings.

2.2 Share capital and Shareholding

On the date of the search the share capital is MZN 250.000.000,00 (two hundred and fifty million Meticals) and corresponds to the sum of 2 (two) unequal shares

- (a) one held by the shareholder Longhao Fu, in the amount of MZN 200.000.000,00 (two hundred million Meticals), corresponding to 80% of the share capital.
- (b) another from the shareholder Tianqi Huang, in the amount of MZN 50.000.000,00 (fifty million Meticals) corresponding to 20% of the share capital.

2.3 Company's objects

2.3.1 The company's objects are as follows:

- (a) The company's purpose is to trade in motor vehicles, construction equipment, parts and accessories, lubricants, tires, hardware, solar panels, batteries, motorcycles, bicycles, iron and rods, and various other items.
- (b) Provision of consulting and maintenance services.
- (c) Import and export of all types of products.
- (d) Storage, transportation, rental and leasing.
- (e) Mining activities
- (f) Civil construction, installation and drilling
- (g) Provision of repair and maintenance services for light and heavy motor vehicles.
- (h) Any other subsidiary or related activities described above.

2.3.2 The company may also carry out subsidiary and/or related activities to its main object, provided it obtains the necessary authorization to do so.

2.3.4 The company may carry out other activities provided there is a valid decision by the general meeting.

2.4 Headquarters

National Road, Manga Neighborhood, Nr. 6, Beira neighborhood, City of Beira, Sofala Province.

2.4.1 Branch

Maputo Province, Matola "A", Q.23, Intersection with the N2 and N4, Samora Machel Road, Zimbabwe Avenue.

2.5 Administration

- (a) The administration and management of the company and representation in and out of court, actively and passively, are vested in the Managing Director LONGHAO FU.
- (b) The Director's signature is sufficient to bind the company.
- (c) The Director's may delegate all or part of his powers to persons outside the company, provided that they grant the respective power of attorney in this regard, with all possible limits of competence, provided that the general meeting so decides.

2.6 Other licenses

The company is duly licensed for the wholesale trade of parts and accessories for motor vehicles, according the License (Alvará) number 4842/07/01/GR/2020.

3. Delivery of Opinion

The scanned copy of the legal opinion sent by email shall be the legal opinion in force, and the original legal opinion shall be consistent with the electronically scanned copy. In case of any discrepancy, the scanned copy of the legal opinion sent by email shall prevail.

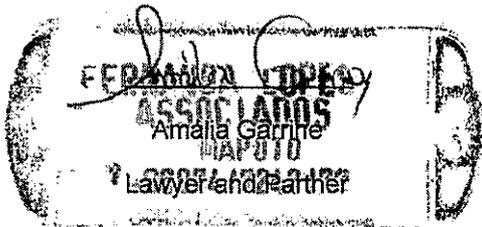
4. Caveat

Fernanda Lopes & Associados - Advogados, also known as DENTONS FL&A, is a law firm duly registered with the Mozambican Registry of Legal Entities and regularly enrolled with the Mozambican Bar Association.

Having been asked for a legal opinion on the registered commercial company SIMBA GROUP, LIMITADA, we state that:

We have issued this opinion in our capacity as a firm of Advocates authorized to practice law in the Mozambique jurisdiction. In rendering this opinion, we do not express or purport to express or imply any opinion with respect to any laws, rules, or regulations or other than the laws, regulations of Mozambique in force as of the date of this opinion.

Yours sincerely,



Appendix 1

Consultation documents:

- Commercial Registration Certificat - PROC. Nr. SGV391890, issued by the Legal Entities Registry Office, dated February, 17th, 2026
- Declaration proving the Tax Number.
- Certificate issued by the Judicial Court of the City of Maputo Nr. 1500/SG/2026



CERTIDÃO

00204/DE/2024

Para os devidos efeitos, a Ordem dos Advogados de Moçambique ("OAM") certifica, pela presente que a Sociedade denominada **FERNANDA LOPES & ASSOCIADOS - ADVOGADOS - FL&A**, se encontra devidamente registada nesta instituição, com o número **12**.

E, POR SER VERDADE, passa-se a presente certidão que vai ser assinada e devidamente autenticada com o carimbo a óleo em uso na OAM.

Por Uma Advocacia Ética, de Qualidade e Moderna, ao Serviço da Sociedade

Maputo, 19 de Novembro de 2024

A Directora Executiva

Sheila Cabral Manhiça

ORDEM DOS ADVOGADOS DE MOÇAMBIQUE - OAM

Av. Vladimir Lenine | N° 1935 | R/C | TEL. +258 21 414743 | FAX: +258 21 414744 | CELULAR: +258 82 3038218
WEBSITE: www.oam.org.mz | E-MAIL: info@oam.org.mz | SKYPE: [ordemdosadvogados](https://www.skype.com/name/ordemdosadvogados) | Maputo - Moçambique

莫桑比克律师协会 (O.A.M.)

证明

00204/DE/2024

兹证明, "FERNANDA LOPES & ASSOCIADOS ADVOGADOS - FL&A" 律师事务所已在本机构依法完成注册, 注册号为 12。

本证明书经签署并加盖莫桑比克律师协会专用油墨印章生效, 以资证明。

恪守律师职业道德、追求卓越、与时俱进, 为社会提供法律服务

马普托, 2024 年 11 月 19 日

执行董事

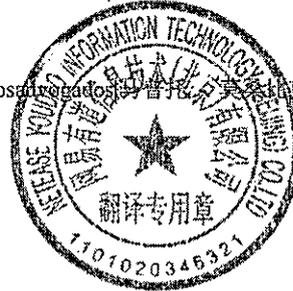
/签名/

谢拉·卡布拉尔·曼希萨 (Sheila Cabral Manhiça)

莫桑比克律师协会 - OAM

弗拉基米尔·列宁 (Vladimir Lenine) 大街|1935 号 |一楼|电话: +258 21 414743 |传真: +258 21 414744 |手机: +258 82 3038218

网站: www.oam.org.mz | 电子邮件: info@oam.org.mz | SKYPE: ordemosadvogados





ORDEN
DOS
ADVOGADOS
DE
MOÇAMBIQUE

Associação Beneditina Beneficente de Moçambique

N.º 10000



Associação Beneditina Beneficente de Moçambique
Rua do General Gama

10000
Associação Beneditina Beneficente de Moçambique
Rua do General Gama

莫桑比克律师协会 (O.A.M.) 律师职业证

编号 01284

/照片/

姓名: 阿玛利亚·阿曼迪亚·本迪塔·克里斯蒂娜·丽塔·德·奥利维拉·加里内
(Amália Amândia Bendita Cristina Rita de Oliveira Garrine)

莫桑比克律师协会

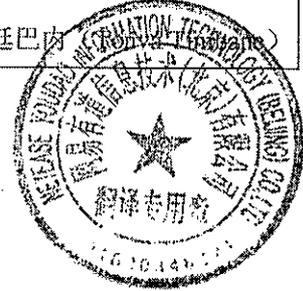
律师协会主席

身份证编号: 110100004867

注册日期: 2015 年 07 月 15 日

/签名/

通瓦·廷巴内



03 March 2026

Beijing Dacheng Law Offices, LLP
16-21F, Tower B, ZT International Center,
No.10, Chaoyangmen Nandajie,
Chaoyang District, Beijing,
China
zhang.lina@dentons.cn

Re:Legal Opinion on Incorporation and Legal Existence of XIN YANG TRADING EXPORT-IMPORT SOLE CO,LTD

To Whom It May Concern,

We have been requested to provide a legal opinion on the legal existence and good standing of XIN YANG Trading Export - Import Sole Co.,Ltd ("the Company", Lao name: ບໍລິສັດ ຊິນຢາງ ການຄ້າ ຂາອອກ - ຂາເຂົ້າ ຈຳກັດຜູ້ດຽວ) under the laws of the Lao People's Democratic Republic ("Lao PDR").

1 Scope of Review

For the purpose of this opinion, we have reviewed the following documents and information:

- 1.1 The Enterprise Registration Certificate of the Company issued by the Ministry of Industry and Commerce, dated 11 October 2023;
- 1.2 The current status of the Company as reflected in the online Enterprise Database maintained by the Department of Enterprise Registration of the Ministry of Industry and Commerce, dated 03 March 2026 (the "Enterprise Database").
- 1.3 The official Company Registration Records (the "Company Registration Records") held by the Department of Enterprise Registration of the Ministry of Industry and Commerce, dated 03 March 2026. The Company Registration Records did not reveal:
 - 1.3.1 any court order or shareholder resolution approving the dissolution or liquidation of the Company;
 - 1.3.2 any court order initiating bankruptcy or insolvency proceedings against the Company under the laws of the Lao PDR; or
 - 1.3.3 any official notice of the appointment of a liquidator or any similar officer authorized to take control of the Company's assets or operations under the laws of the Lao PDR.
- 1.4 Relevant laws and regulations, including but not limited to the Law on Enterprise (Amended) No. 46/NA dated 26 December 2013 and subsequent amendments, as well as applicable implementing regulations.

2 Scope of the Opinion

- 2.1 This opinion is given on the basis that it shall be governed by, and construed in accordance with, the laws of the Lao PDR. It is limited to the laws of the Lao PDR as interpreted and applied by the courts of the Lao PDR as of the date hereof. We do not undertake to update or supplement this opinion to reflect any changes in law or fact that may occur after the date of issuance, or to account for any information that may subsequently come to our attention.
- 2.2 This opinion is limited to information described in Section 1 (Scope of Review). For matters beyond such scope, including the Company's tax status, litigation, and insolvency position, please refer to Section 6 (Caveats and Limitations).

3 Assumptions

In rendering this opinion, we have assumed, without independent verification, that:

- 3.1 all documents and copies thereof provided to us are authentic, complete, and up-to-date;
- 3.2 all signatures on such documents are genuine and that all signatories had the legal capacity and proper authority to execute the relevant documents;
- 3.3 all factual representations made to us by the Company or its representatives are true, accurate, and not misleading;
- 3.4 there has been no omission of information that would materially affect the conclusions reached in this opinion; and
- 3.5 no dissolution, liquidation, insolvency, or similar proceedings have been initiated against the Company, other than as disclosed in the documents or public records we have reviewed.

4 Caveats and Limitations

This opinion is subject to the following caveats and limitations:

- 4.1 This opinion is rendered solely for the benefit of XCMG Construction Machinery Co., Ltd in connection with the purpose of fulfilling disclosure obligations to regulatory authorities, and may not be relied upon by any other person or entity, or for any other purpose, without our prior written consent; provided, however, that Beijing Dacheng Law Offices, LLP may quote or refer to this opinion in its legal opinion or other filings made on behalf of XCMG Construction Machinery Co., Ltd, solely for the same purpose.
- 4.2 Our review has been limited to official registration records and documents obtained from the Ministry of Industry and Commerce of the Lao PDR and other competent authorities, as described in Section 1 (Scope of Review) of this opinion. We have not conducted an audit or independent investigation into any undisclosed facts.
- 4.3 We have not independently verified the solvency status of the Company, nor have we

verified whether the Company is or may become subject to any insolvency, liquidation, reorganization, moratorium, or similar proceedings under any applicable law. As there is no publicly accessible bankruptcy information disclosure platform in the Lao PDR, it is not possible to determine with certainty whether the Company is undergoing any such proceedings unless such information has been publicly registered or officially announced by a competent court or authority. Likewise, there is no centralized public database in the Lao PDR for independently verifying a company's tax compliance or litigation status, which also prevents us from conducting such verification.

- 4.4 This opinion relies on the accuracy, completeness, and authenticity of the documents and information provided to us. We assume no responsibility for verifying factual matters that fall outside the scope of our review.

5 Opinion

5.1 Status

5.1.1 The Company is a sole proprietorship limited liability company, duly incorporated under the laws of the Lao PDR as of the date of this opinion. The Company was registered on 11 September 2020 with company registration number 1300007865. The registered capital of the company is 50,000,000,000 Lao Kip. The company's registered office is located at Dongdamduan Village, Nakhon Kaysone Phomvihane District, Savannakhet Province and its company registration representative is Mr. Yuan Xiaoyang. The Company maintains two branches in the Lao PDR, one in Huase Village, Batiengchaleunsouk District, Champassack Province and the other in Dongdamduan Village, Nakhon Kaysone Phomvihane District, Savannakhet Province.

5.1.2 The company's registered business scope is the import and distribution of various automobile parts, heavy-duty motor vehicles, trucks and passenger cars, lubricants, tires, as well as agricultural tools and implements. The company was granted a Trade Industry Operation License by the Department of Domestic Trade, Ministry of Industry and Commerce, on 17 June 2022, valid until 17 June 2024.

5.1.3 The Company is validly existing under the laws of the Lao People's Democratic Republic.

5.1.4 This opinion is limited to the information contained in the Enterprise Database and Company Registration Records, and we have not conducted any independent investigation regarding the Company's tax compliance, litigation, or insolvency matters. The reasons for this limitation are set forth in Clause 4.3 of this Opinion.

5.2 Shareholding

As of the date of the Company Registration Records, the shareholding structure of the Company is as follows:

- Mr. Yuan Xiaoyang (Chinese) holds 100% of the shares.

6 Delivery of Opinion

IGLO
D.L.T.I
ຮູ້ວ່າ

The scanned copy of the legal opinion sent by email shall be the legal opinion in force, and the original legal opinion shall be consistent with the electronically scanned copy. In case of any discrepancy, the scanned copy of the legal opinion sent by email shall prevail.

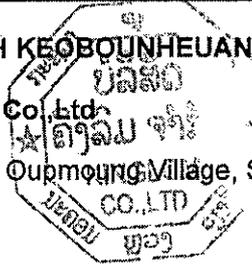
Yours faithfully,



BUNDITH KEOBOUNHEUANG (Senior Associate)

Kinglom Co., Ltd.

T2 Road, Oupmoung Village, Sikhottabong District, Vientiane, Lao PDR



一、企业注册登记证 (营业执照)



ສາທາລະນະລັດ ປະຊາທິປະໄຕ ປະຊາຊົນລາວ
ສັນຕິພາບ ເອກະລາດ ປະຊາທິປະໄຕ ເອກະພາບ ວັດທະນະຖາວອນ

ໃບທະບຽນວິສາຫະກິດ

ເລກທີ 2063 /ຈທວ





- ອີງຕາມກົດໝາຍວ່າດ້ວຍວິສາຫະກິດເລກທີ 46/ສພຊ, ລົງວັນທີ 26/12/2013.
- ອີງຕາມໃບຄໍາຕ້ອງສະເໜີປຸງແປງເມື່ອໃນທະບຽນວິສາຫະກິດເລກທີ 259/ຄລ, ລົງວັນທີ 15/12/2021



ໃບທະບຽນວິສາຫະກິດ, ກົມທະບຽນ ແລະ ຕົ້ນຄອງວິສາຫະກິດ, ກະຊວງອຸດສາຫະກຳ ແລະ ທຸລະກິດ ໂດຍທະບຽນວິສາຫະກິດໃຫ້ແກ່: ນາງ ນິພາພອນ ແສງສະຖິດ

ສັນຊາດ: ລາວ ຊື່ງເປັນ: ຜູ້ສ້າງລວມກຳມ ຂອງວິສາຫະກິດ:

- ຊື່ວິສາຫະກິດ: ບໍລິສັດ ຄົງລົມ ຈຳກັດ
- ຊື່ວິສາຫະກິດ ເປັນພາສາສາກົນ: KINGLOM CO.,LTD
- ຮູບການ ຫຼື ຮູບແບບວິສາຫະກິດ: ບໍລິສັດ ຈຳກັດ
- ທຶນຈັດທະບຽນ: 500,000,000 ກີບ (ຫ້າສ້ອຍລ້ານກີບ)
- ທີ່ຕັ້ງສໍານັກງານ: ຖະໜົນ ບໍ່ມີ, ບ້ານ: ຖ້ຳສູງ
- ເມືອງ: ໄຊທານີ ແຂວງ: ມະຄອນຫຼວງວຽງຈັນ
- ການລົງທຶນ: ພາຍໃນ+ ຕ່າງປະເທດ.

ເລກລະບົດວິສາຫະກິດ

ເລກປະຈຳຕົວຜູ້ເສຍອາກອນ

01-00021005

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ໝາຍເຫດ

ປຸງແປງໃບທະບຽນວິສາຫະກິດ ສະບັບເລກທີ 1652/ຈທວ, ລົງວັນທີ 24/09/2020 ເມືອງຈາກເພີ່ມກົດຈະການ.

ທີ່ ມະຄອນຫຼວງວຽງຈັນ ວັນທີ 20/12/2021

ເຈົ້າໜ້າທີ່ທະບຽນວິສາຫະກິດ



ວັນມິໄຊ ດວງພະຈັນ
Vanhmixay DOUANGPHACHAN

ຂະແໜງ	ໝູ່ຍ່ອຍ	ກິດຈະການທີ່ບໍ່ຈຳເປັນຂໍອະນຸຍາດດຳເນີນທຸລະກິດທີ່ສາມາດເຄື່ອນໄຫວທຸລະກິດໄດ້ຢູ່ເມັດ:
N		ການເຄື່ອນໄຫວ ບໍລິການ ສະໜັບສະໜູນ ແລະ ຄຸ້ມຄອງບໍລິຫານ
82	82090	<p>ການເຄື່ອນໄຫວບໍລິການອື່ນໆ ທີ່ເປັນການສະໜັບສະໜູນທຸລະກິດທີ່ຍັງບໍ່ຢູ່ໃນໂຕເຊັ່ນ: ການສະໜັບສະໜູນທຸລະກິດ ດຳເນີນທຸລະກິດຕົ້ນ: ບໍລິການສົ່ງຂໍ້ມູນເອກະສານ ການນຳເຂົ້າສິນຄ້າ, ການຄ້າຂາຍສິນຄ້າ ແລະ ການດຳເນີນການ</p>
		<ul style="list-style-type: none"> • ນອກຈາກກິດຈະການທີ່ລະບຸຂ້າງເທິງນີ້ແລ້ວ ກ່ອນເຄື່ອນໄຫວດຳເນີນທຸລະກິດຕ້ອງໄດ້ຮັບໂອອະນຸຍາດ ລົງສົມ ຫລື ໂອອະນຸຍາດດຳເນີນທຸລະກິດຈາກລະບົບການກຽມສ້ອງກ່ອນ; • ຫ້າມບໍ່ໃຫ້ນຳເຂົ້າໂອອະນຸຍາດບໍລິຫານທຸລະກິດ ໄປເຄື່ອນໄຫວທຸລະກິດໃນກິດຈະການທີ່ຕ້ອງຂໍອະນຸຍາດ ຢ່າງ ເດັດຂາດ ກໍລະນີ ລະເມີດຈະເຖິງປະຕິບັດມາດຕະການ ຕາມກົດໝາຍ ແລະລະບຽບການຢ່າງເຂັ້ມງວດ.



老挝人民民主共和国
和平 独立 民主 统一 繁荣

原件

企业注册登记证

编号: 2063/ERO

照片

- 根据 2013 年 12 月 26 日老挝国会签发的第 46 号《企业法》;
- 根据 2021 年 12 月 15 日公司递交的企业内容变更申请书;

工商贸易部企业注册与管理司企业注册员 特为: Mrs. Niphaphone
企业注册员 SEANGSATHIT 女士进行企业注册登记, 国籍: 老挝, 职位: 企业总经理;

(章) 企业名称: 金伦有限公司

- 企业英文名称: KINGLOM CO., Co., Ltd

企业类型: 有限公司

- 注册资金: 500,000,000 基普 (伍亿基普)

- 办公地址: 万县市赛塔尼县坎湾村。

- 投资类型: 国内+外国投资



企业编码: 01-00021005

纳税人识别号: 5 5 4 3 1 1 6 4 7 - 9 - 0 0

万象市, 日期: 20/12/2021

备注

因增加经营范围, 特变更 2020 年 09
月 24 日签发的第 1552 号企业注册登
记证。

企业注册部门

企业注册部门
(章)

Vanhmlay DOUANGPHACHAN

行业	类别	无需申请行业运营许可证便可开展的经营活动如下：
	N	服务性、行政管理及辅助类
82	82990	开展未专门列入管理的服务行业 经营范围：商品进出口及过境文件办理服务。
		<ul style="list-style-type: none"> 除以上规定的经营范围外，需开展其他经营范围的应先向相关部门申请投资许可证或行业运营许可证；<small>企业注册部门</small> 严禁使用该企业注册登记证开展其他需申请行业运营许可证的经营活动；如有违反，将严格根据法律法规进行处罚。

中文翻译

二、法律服务行业运营许可证



ສາທາລະນະລັດ ປະຊາທິປະໄຕ ປະຊາຊົນລາວ
ສັນຕິພາບ ເອກະລາດ ປະຊາທິປະໄຕ ເອກະພາບ ວັດທະນະຖາວອນ

ກະຊວງຍຸຕິທຳ

ເລກທີ 1348 ກຍ.

ນະຄອນຫຼວງວຽງຈັນ, ວັນທີ 02 ພະຈິກ 2020



ໃບອະນຸຍາດ
ເຄື່ອນໄຫວວິສາຫະກິດທາງກາຍ

ສິດທິອະນຸຍາດ 03 ກົດໝາຍວ່າດ້ວຍກະຊວງຍຸຕິທຳ ສະບັບເລກທີ 06/ສພຊ, ລົງວັນທີ 09 ມະຈິກ 2016;
ສິດທິອະນຸຍາດຍົກສຳຖະມົນຕີ ສະບັບເລກທີ 411/ນຍ, ລົງວັນທີ 10 ມະຈິກ 2016 ວ່າດ້ວຍການຈັດຕັ້ງ ແລະ
ກຳນົດໃນໜ້າທີ່ຂອງກະຊວງຍຸຕິທຳ;

- ສິດທິອະນຸຍາດເຮັດວິສາຫະກິດໃນໜ້າທີ່ຂອງກະຊວງຍຸຕິທຳ ສະບັບເລກທີ 035/ກຍ.ກສ, ລົງວັນທີ 16 ຕຸລາ 2020.

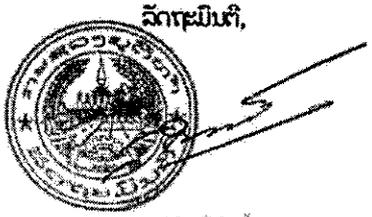
ກະຊວງຍຸຕິທຳ ອະນຸຍາດໃຫ້ທ່ານ ນາງ ນິພາພອນ ແສງສະສິດ, ອາຍຸ 33 ປີ, ເຊື້ອຊາດ ແລະ ສັນຊາດ ລາວ, ອາໄສຢູ່ ທະນາຄານຄວາມ, ເຄື່ອນ
ໄຫວວິສາຫະກິດທາງກາຍ, ຊື່ຂອງບໍລິສັດ ບໍລິສັດ ຄົງລົມ ຈຳກັດ, ຊື່ລາຊະກິນ: KINGLOM CO.,LTD. ຊຶ່ງມີສຳນັກງານຕັ້ງຢູ່ບ້ານ ຄຳສຸ່ງ, ເມືອງ ໄຊ
ທານີ, ນະຄອນຫຼວງວຽງຈັນ.

ໃນການເຄື່ອນໄຫວວິສາຫະກິດທາງກາຍນັ້ນ ຜູ້ກ່ຽວກັບຕ້ອງປະຕິບັດ ດັ່ງນີ້:

1. ໃຫ້ກຳນົດວິກາມຂອງຕົນທາງກາຍເທົ່ານັ້ນ;
2. ການເຄື່ອນໄຫວວິສາຫະກິດທາງກາຍ ໃຫ້ປະຕິບັດຕາມກົດໝາຍວ່າດ້ວຍກະຊວງຍຸຕິທຳ ສະບັບເລກທີ 06/ສພຊ, ລົງວັນທີ 09 ມະຈິກ 2016 ແລະ ມີໃຈກຳນົດກ່ຽວກັບຂອງຢ່າງຂັ້ນສູງວ່າ;
3. ການອະນຸຍາດນີ້ເປັນການອະນຸຍາດທາງກາຍເລີຍຊາກ ແລະ ເປັນຖ້ອນໄຫວໃນການຂຶ້ນສະບຽງວິສາຫະກິດ ຕາມທີ່ໂຄງກຳນົດໄວ້ໃນກົດໝາຍວ່າດ້ວຍວິສາຫະກິດ ສະບັບເລກທີ 46/ສພຊ, ລົງວັນທີ 26 ຕັນວາ 2013;
4. ຫ້າມມອບ, ໂອນໃບອະນຸຍາດໃຫ້ບຸກຄົນອື່ນເຄື່ອນໄຫວວິສາຫະກິດທາງກາຍ, ຖ້າລະເມີດລະບຽບ ຈະຖືກປະຕິບັດ ຕາມນາໂຈດການທີ່ກົດໝາຍກຳນົດໄວ້;
5. ການເຄື່ອນໄຫວວຽກງານຕ້ອງ ສະຫຼຸບລາຍງານໃຫ້ກະຊວງຍຸຕິທຳຊາກເປັນປົກກະຕິ.

ໃບອະນຸຍາດເຄື່ອນໄຫວວິສາຫະກິດທາງກາຍນີ້ໃຊ້ໄດ້ໃນຍາມໃນສຳກັດ 03 ປີ (ສາມປີ) ນັບແຕ່ວັນລົງວັນສັນຍານັ້ນຕົ້ນໄປ

ສະພາບ
ໃບອະນຸຍາດສະບັບນີ້ໃຫ້ຮູ້ສື່ ຈາກສະບັບ
ເລກທີ 1348 ກຍ, ລົງວັນທີ 21 ມະຈິກ 2017



ໄຊສິ ສັນຕິວິງ



老挝人民民主共和国
和平 独立 民主 统一 繁荣

编号: 1724/司法

万象市, 日期: 12/12/2023

司法部



法律行业运营许可证

照片

根据 2022 年 12 月 29 日国会签发的第 23 号《律师法》
第 56 条;
司法部
(章) 根据 2022 年 12 月 29 日国会签发的第 33 号《企业法》;
根据 2021 年 10 月 14 日总理签发的第 601 号关于司法
工作组织及职能的政令。
根据 2023 年 11 月 22 日司法部司法工作管理及促进司
提交的第 886 号申请书。

司法部特批准 妮帕鹏 省萨提女士, 国籍: 老挝籍, 年龄: 36 岁,
职业: 律师, 开展与法律相关的企业, 企业名称: 金伦有限公司, 企业英
文名称: KINGLOM CO.,LTD, 办公地址位于: 万象市, 赛塔尼县 坎鸿村。

开展与法律相关的企业应履行内容:

- 1、仅限开展法律服务;
- 2、严格根据 2022 年 12 月 29 日国会签发的第 23 号《律师法》组织执行。
- 3、严禁将该行业运营许可证转让或交由他人使用, 如有违反将严格根据
法律法规进行处罚。
- 4、企业的经营情况应定期向司法部进行汇报。

该法律行业运营许可证有效期为 03 年, 自签发之日即为生效。

备注:

- 该行业运营许可证是第 II 次延期, 原行业运营许可证编
号为 1348/司法部, 签发日期为 2020 年 11 月 02 日。



司法部部长
司法部
(章)

PHAIVEE SIBUALEEPHA

中文翻译件

三、签字律师律师证

老挝律师证

名：Mr. Bundi th

姓：KEOBOUNHEUANG

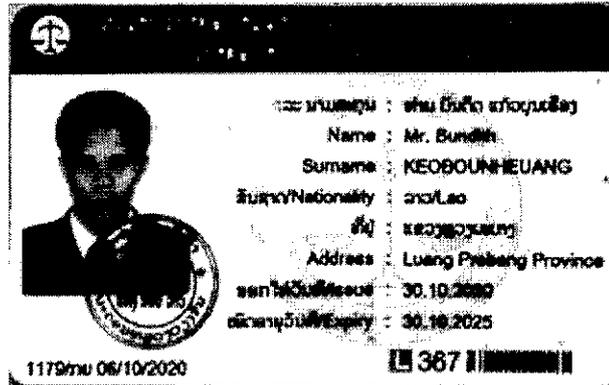
国籍：老挝人民民主共和国

地址：琅勃拉邦

签发期：2020年10月30日

有效期：2025年10月30日

律师证编号：L367



附件二：样本资产法律尽职调查信息表（另附表）

附件二：样本资产评估尽职调查问卷表

序号	一手/二手机械号/订单号	合同编号	设备编号/订单编号	设备名称	型号(机型)	供货方公司名称/原始债权人	设备单价(合同币)	产品买卖合同信息						应收账款担保信息						合同约定的付款条件			定单、首付款、最近一期货款支付情况		应收账款是否涉及任何诉讼、仲裁、破产、强制执行程序					
								是否为电子合同	产品买卖合同是否适用中国法律	产品买卖合同是否合法有效	产品买卖合同项下担保是否受到任何限制或未解除	是否有担保物权	是否有所有权保留	是否有回购条款	债务人履行其在合同项下的付款义务是否构成违约	是否由债务人/担保人担保	应收账款是否存在担保	担保方式	担保人	主债权转让后担保是否继续有效	担保合同是否合法有效	合同约定的付款条件是否满足	是否提供首付款	是否提供近期货款支付凭证		是否提供近期货款支付凭证				
34	XGJ12025090090 -0004	XGJ12025090090	XG60150ML5M 06638	宽体自卸车 (说明填写的并非 产池填写的并非 项下的产品)	XGH50M	新疆徐工工程机械有限公司	2,288,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	否	否		
35	JDWL251220045	K0M0512018 2	XG60200MSFC 01504	履带起重机	XLC20M (说明填写的 产池填写的 XLC180为同一 产品型号)	徐州工程机械集团进出口有限公司	2,440,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	否	否	
36	XGJ12025121278 -0005	XGJ12025121278	XG6A8704CSKA 00036	液压挖掘机	XE870CK	徐州徐工工程机械有限公司	2,530,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	否	否	
37	XGJ12025121278 -0003	XGJ12025121278	XG6A8704HSKA 00043	液压挖掘机	XE870CK	徐州徐工工程机械有限公司	2,530,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	否	否	
38	XGJ12025121278 -0004	XGJ12025121278	XG6A8704VNSA 00037	液压挖掘机	XE870CK	徐州徐工工程机械有限公司	2,530,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	否	否	
39	XGJ12025121278 -0002	XGJ12025121278	XG6A8704ESKA 00044	液压挖掘机	XE870CK	徐州徐工工程机械有限公司	2,530,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	否	否	
40	XGJ12025120075 -0006	XGJ12025120075	XG64531EITEC 00015	集装箱正面吊 运起重机	XCS8045t	徐州徐工港口机械有限公司	2,160,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	否	否	
41	XGJ12025120075 -0049	XGJ12025120075	XG64531ENSEC 00049	集装箱正面吊 运起重机	XCS8045t	徐州徐工港口机械有限公司	2,160,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	否	否	
42	JDWL2512200036	XCMG-PL-XE- 202510-02	XG60100CSH 01122	水平定向钻机 (说明填写的并非 产池填写的并非 项下的产品)	XZ100E (说明填写的并非 产池填写的并非 同一产品型号)	徐州工程机械集团进出口有限公司	2,033,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	否	否	
43	XGJ1202510101 -0001	XGJ1202510101	XG60860CSRL 02808	XGS70K 00 移 动式开焊工作 平台	XGS70K	徐州消防安全装备有限公司	1,800,000.00	是	是	是	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	是	否	否
44	JDWL2512220028	XCMG-SGT-H- 20251113	XG6280RLRUJ 00855	履带起重机 (说明填写的并非 产池填写的并非 项下的产品)	XE280E	徐州工程机械集团进出口有限公司	1,475,000.00	是	是	否	否	否	是	否	否	否	否	是	是	是	是	是	是	是	是	是	是	是	否	否

附件二：样本破产法律师尽职调查信息表

序号	一手一合同编号/订单号	合同编号	设备编号/订单编号	设备名称	型号(机型)	供货方公司名称/原购货人	设备单价(人民币)	产品买卖合同信息				应收账款担保信息						合同特定的付款条件		资金、留存款、最近一期付款支付情况		应收账款是否涉及国防、军工或其他国家机密	应收账款是否涉及国防、军工或其他国家机密	应收账款是否涉及国防、军工或其他国家机密
								是否由电子合同	产品买卖合同是否适用中国法律	产品买卖合同是否适用中国法律	产品买卖合同是否适用中国法律	产品买卖合同是否适用中国法律	是否有共同债务人	是否存在担保物权	是否存在担保物权	是否存在担保物权	是否存在担保物权	是否存在担保物权	是否存在担保物权	是否存在担保物权	是否存在担保物权			
81	XGK12025100461-0001	GMGJSH20251125	XU000688HSCB24168	装载机	XC968-EV	广东徐工工程机械有限公司	558,884.00	是	否	是	否	否	否	/	是	是	是	是	是	否	否	否		
82	XGK12025110219-0002	HBP20251216003	XU000688FSCB28641	装载机	XC968-EV	河北徐工工程机械有限公司	463,000.00	是	否	是	否	否	否	是	张**	是	是	是	是	是	否	否		
83	XGK12025110648-0001	SXXMRP2025069	XU000688KSCB25886	装载机	XC968-EV	陕西徐工工程机械有限公司	470,000.00	是	否	是	否	否	否	是	李*、李*	是	是	是	是	是	否	否		
84	XGK12025110648-0002	SXXMRP2025069	XU000688HSCB27122	装载机	XC968-EV	陕西徐工工程机械有限公司	470,000.00	是	否	是	否	否	否	是	李*、李*	是	是	是	是	是	否	否		
85	JDW12512290038	XCM-LA-VY-20251024-01	XU02653HSTIE06448	压路机	XS265H (与资产池填写的XS265H11为同一设备的型号)	徐州工程机械集团进出口有限公司	417,800.00	是	否	是	否	否	否	是	/	是	是	是	是	是	否	否		
86	JDW12512010022	XCMTH-DQP-2025-58	XU01250HSMF00026	沥青混合料搅拌设备	MAP125	徐州工程机械集团进出口有限公司	1,920,000.00	是	否	是	否	否	否	是	/	是	是	是	是	是	否	否		
87	XGH12025100124-0001	XGHJ2025100124-0001	XU0200X320R01X	换电式纯电动半卸式搅拌车	XGH5311ZXXX BEV	徐州徐工环境技术有限公司	1,080,000.00	是	否	是	否	否	否	是	/	是	是	是	是	是	否	否		