

MEMORANDUM OF UNDERSTANDING

谅解备忘录

Between **The Parties**, being:

签订四方分别为：

Shanghai Hippo Animation Company Limited, a company incorporated under the laws of China, having its head office at Number 81 Boxia Road, Zhangjiang HI-Tech Park, Shanghai PR China 201203, represented by Chief Executive Officer Kerr Xu.

甲方：上海河马动画设计股份有限公司(上海河马)，依据中国相关法律注册，总部位于中华人民共和国上海市张江软件园博雷路 81 号，邮编 201203，由首席执行官徐克先生代表

and
与

Vue DC Pty Ltd, a member of the Vue Group of companies, incorporated under the laws of Western Australia, having its head office at 2 Parkfield Street, Bunbury, Western Australia 6230, represented by Managing Director Alan Lindsay.

乙方：Vue 数码内容有限责任公司(Vue 数码)，Vue 集团旗下成员公司，依据西澳州相关法律注册，总部位于西澳州班布里市帕克菲尔德街 2 号，邮编 6230，由常务董事艾伦·林赛先生代表

and
与

South West Development Commission of the Government of Western Australia, having its main office at 61 Victoria Street, Bunbury, Western Australia 6230, represented by the Chairman Stuart Hicks.

丙方：西澳州政府西南区发展委员会，主要办公地点位于西澳州班布里维多利亚街 61 号，邮编 6230，由主席斯图尔特·席格斯先生代表。

and
与

City of Bunbury having its administration offices at 4 Stephen Street, Bunbury, Western Australia 6230, represented by the Mayor of Bunbury, Gary Brennan, and the Chief Executive Officer, Andrew Brien.

丁方：班布里市，行政中心办公室位于西澳州班布里市史蒂芬街 4 号，邮编 6230，由市长盖里·布南伦先生以及首席执行官安德鲁·布莱恩代表。

WHEREAS

于

Shanghai Hippo Animation Company Limited and Vue DC Proprietary Ltd seek to create an Australian joint venture company (Hippo/Vue JV) for the purposes of:

上海河马与 Vue 数码寻求机遇，创立澳大利亚合资公司(河马/Vue 合资公司)，从而实现以下目标：

1. Producing motion pictures and digital content;
制作动画电影和数码内容；
2. Training animators and visual effect artists and technicians;
培训动画绘制者，视觉特效制作师，以及技术人员；
3. Marketing and promoting movie intellectual property nationally and internationally;
在国内及国际范围内，营销推广电影知识产权
4. Funding movie production and related activities;
为电影制作和相关活动筹资；
5. Creating a creative cultural conduit between China and Western Australia, promoting co-operation and understanding.
在中国与西澳州之间，建立创意文化交流渠道，推广合作互信

and 以及

South West Development Commission and the City of Bunbury seek to have this joint venture company principally located in Bunbury, Western Australia, to the benefit of the City and the State, economically and culturally;

西南区发展委员会与班布里市期许该合资公司能够将核心总部建立在西澳州班布里市，从而使本市及本州，在经济和文化两方面中受益；

and 同时

The Parties agree to:

四方同意以下内容：

1. Forge a close cultural, educational and business synergy between creative South Western Australia and creative China;
在西澳州西南地区创意产业以及中国的创业产业之间，铸造一种紧密的文化、教育和商业上的协同效应；
2. Stimulate new ideas and thinking in digital content creation and education;
激励新创意，鼓励数码内容创造与教育思维；

3. Create growth and value.
寻求发展，创造价值

AND THUS

由此

1. **Shanghai Hippo Animation Company Limited and Vue DC Proprietary Ltd will:**
上海河马动画设计有限公司以及 Vue 数码内容有限责任公司将：
 - 1.1 Undertake the critical core initiatives necessary to build a visionary joint venture company;
开展重点项目，建立一个拥有远景的合资公司；
 - 1.2 Sustain training and capacity building;
持续自我培训，提高自身能力空间；
 - 1.3 Conduct business with integrity;
以正直的态度处理公司业务；
 - 1.4 Invest to grow.
为不断发展投资。
2. **South West Development Commission facilitates the economic and social development of the south west region of Western Australia and will:**
西南区发展委员会促进西澳州西南地区的经济社会发展，并将：
 - 2.1 Provide information about available infrastructure that can assist the development of an animation production and training facility in Bunbury;
提供在班布里市能够帮助动画制作和培训设施的相关基础实施可用性信息；
 - 2.2 Make appropriate introductions to government departments that may be able to assist the development;
对于能够协助该产业发展的政府部门，提供相应的介绍引荐；
 - 2.3 Make available a project officer to work with the proponents at the local level;
在当地提供一名项目官员，协助相关的项目提案；
 - 2.4 Support the development of linkages with the broader industry in the South West to ensure successful integration and support of the project;
支持与西南地区其他产业之间的联系的维护发展，从而确保对项目的全面支持和综合统筹性；

- 2.5 Facilitate contact with local education institutions and the broader Bunbury community to create a welcoming and supportive environment for Chinese students studying in Bunbury;
促进与当地教育学术部门，以及班布里周边社区之间的联系，为来到班布里市的中国学生营造出热情支持的氛围；
- 2.6 Promote the benefits of a joint relationship with China that assists the cultural, social and economic development our respective communities and the experience of Chinese students and their families who may visit.
推广与中国合作关系的意义，即推动双方文化、社会、经济的发展，包括来访中国学生及其家人的体验经历。

3. City of Bunbury will:

班布里市将：

- 3.1. Facilitate the construction of the production studio, training school and associated accommodation towards the Hippo/Vue JV, within the City of Bunbury;
在班布里市内，协助相关河马/Vue 合资公司工作室，培训学校以及住宿的建设；
- 3.2. Identify appropriate parcels of land owned by the City to consider making available, on a commercial basis to the Hippo/Vue JV for long term lease, and/or facilitate, where possible, the search for a suitably privately owned site for purchase or lease by the Hippo/Vue JV.
确立市政府所拥有的一处土地，考虑以商业形式，长期租赁于河马/Vue 合资公司，并/或，协助寻求一处合适的私有土地，以供河马/Vue 合资公司购买或租赁。

4. And jointly the partners will:

同时，该合资公司将：

- 4.1. Use their best endeavors to identify a building site in the Bunbury Central Business District, or close by, for the construction of a Hippo/Vue JV company facilities building, such a site to be of appropriate size and appropriately zoned to enable a mix of uses beneficial to Hippo/Vue JV's intention to locate its principal place of business in Bunbury;
尽其所能，在班布里市中心商业区，或邻近选址，建设河马/Vue 合资公司设施，该址需达到合适的面积和土地用途，从而确保其用途符合河马/Vue 合资公司在班布里设立总部的意图。

- 4.2. Upon a commitment being made to a site, use best endeavours to build the facilities and to operate the Hippo/Vue JV company in Bunbury. The parties will use their best endeavors to cooperatively seek to leverage the benefits of the internationally significant Hippo/Vue JV to the Creative City initiative and the creative cultural relationships of Bunbury, the region, and the State and as a proactive partner in cultural relationships between Western Australia and China.

一旦选址确定后，将尽其所能在班布里，建造该一设施，且运作河马/Vue 合资公司。且双方将尽其所能，共同利用河马/Vue 合资公司的创意城市主旨的世界重要性，以及班布里，西南地区，西澳州之间的创意文化关系，以及作为西澳州和中国文化关系当中的积极合作者，从而获益。

TERMS OF COOPERATION AND COORDINATION

协同合作条款

1. Specific terms of cooperation for each of the programmatic components initiated under this Memorandum of Understanding will be discussed and agreed upon in writing by both parties prior to implementation.
在此谅解备忘录下，合作当中相关方面的具体条款，将在执行前，由多方协商且达到书面共识。
2. The Parties will work to identify resources needed to carry out activities described in this Memorandum of Understanding in accordance with their respective roles as outlined in clauses A to C above and agreed upon in writing by both parties prior to implementation.
各方面将根据条款 A 到 C 中限定的自身职责，针对此谅解备忘录中所阐述的具体活动，确定所需资源，并在执行前，由多方协商，且达成书面共识。

RENEWAL, AMENDMENT, AND TERMINATION

更新，修改，和终止

This Memorandum of Understanding becomes effective on the date of signature. It may be expanded or amended by mutual agreement of the parties. It is renewed every three years without change on this date unless one party gives notice six months in advance that it wishes to terminate the agreement.

此谅解备忘录自签署日起生效。经四方同意后，可进行扩充和修改。没有变更的情况下，每三年续约一次。任何一方需要终止合约，需提前六个月提出。

Shanghai Hippo Animation Company Limited
甲方：上海河马动画设计有限公司



Chief Executive Officer Kerr Xu

首席执行官徐克

DATE: 日期：

and 与

Vue DC Pty Ltd
乙方：Vue 数字内容有限责任公司



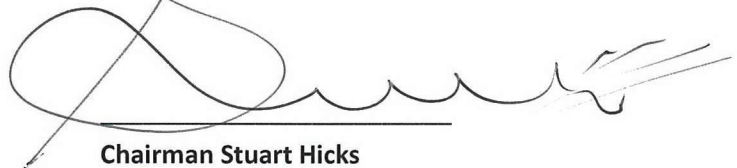
Managing Director Alan Lindsay

常务董事艾伦·林赛

DATE: 30/10/14 日期：

and 与

South West Development Commission
丙方：西南区发展委员会



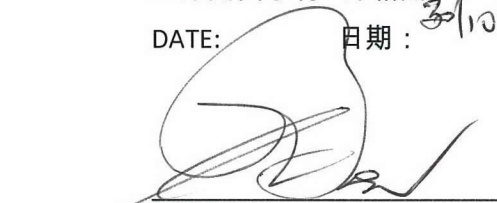
Chairman Stuart Hicks

主席斯图尔特·席格斯

DATE: 30/10/14 日期：

and 与

City of Bunbury
班布里市



Mayor of Bunbury Gary Brennan

市长盖里·布南伦

DATE: 日期：



Chief Executive Officer Andrew Brien

首席执行官安德鲁·布莱恩

DATE: 日期：

Witnessed by the Honourable Hon. Donald Terrence (Terry) Redman MLA, Minister for Regional Development; Lands; Minister Assisting the Minister for State Development, Parliament of Western Australia.

见证人：西澳州立法院地区发展部，土地部部长，州发展部助理部长，尊敬的唐纳德·泰伦斯(特里)·雷德曼



Hon. Terry Redman MLA

尊敬的唐纳德·泰伦斯(特里)·雷德曼

DATE: 日期：

30/10/14