

[Sender Name/Company Name]
[Sender Address]
[City, State, Zip Code]
[Date]

[Recipient Name]
[Recipient Title]
[Company Name]
[Recipient Address]
[City, State, Zip Code]

Re: Letter of Intent for Initial Public Offering (IPO) Corporate Governance Structuring

Dear [Recipient Name],

This Letter of Intent ("LOI") outlines the preliminary understanding and intent of [Company Name] (the "Company") to engage [Consulting Firm/Legal Advisor Name] (the "Advisor") to provide professional services regarding the corporate governance structuring required for a proposed Initial Public Offering (IPO).

1. Scope of Services

The Advisor shall assist the Company in aligning its governance framework with listing requirements and regulatory standards, including but not limited to:

- Restructuring the Board of Directors to meet independence requirements.
- Establishing Audit, Compensation, and Nominating/Governance Committees.
- Drafting and implementing Corporate Governance Guidelines and Committee Charters.
- Developing Internal Control systems and Code of Business Conduct policies.
- Ensuring compliance with the Sarbanes-Oxley Act (SOX) or applicable local regulations.

2. Objectives

The primary objective is to ensure the Company achieves a state of "IPO readiness" that satisfies exchange listing rules and enhances investor confidence through a transparent and accountable governance structure.

3. Proposed Timeline

The parties intend to commence the governance structuring process on [Start Date], with a target completion date of [End Date], or such time as the S-1 registration statement is finalized.

4. Confidentiality

All information exchanged during this process shall be treated as strictly confidential and shall not be disclosed to third parties without prior written consent, except as required by law.

5. Non-Binding Nature

Except for the provisions regarding confidentiality, this LOI is intended only as an expression of

intent and does not constitute a legally binding agreement. The formal engagement will be subject to the execution of a definitive Service Agreement.

6. Governing Law

This letter shall be governed by and construed in accordance with the laws of [Jurisdiction].

Please indicate your acceptance of these terms by signing below.

Sincerely,

[Signature]

[Name of Authorized Representative]

[Title]

[Company Name]

Acknowledged and Agreed:

[Signature]

[Name of Advisor Representative]

[Title]

[Date]