

ARTICLES OF ASSOCIATION

OF

Applovin Hong Kong Limited

Incorporated the _____ day of _____, 2021.

HONG KONG

No. _____

[COPY]
COMPANIES REGISTRY
CERTIFICATE OF INCORPORATION

_____*_*_*_____
I hereby certify that

Applovin Hong Kong Limited

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and that this company is a limited company.

Issued on

.....
Registrar of Companies
Hong Kong Special Administrative Region

Note :

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.



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THE COMPANIES ORDINANCE (Chapter 622)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

Applovin Hong Kong Limited

1. **Company Name**

The name of the Company is "Applovin Hong Kong Limited".

2. **Members' Liabilities**

The liability of the members is limited.

3. **Liabilities or Contributions of Members**

The liability of the members is limited to any amount unpaid on the shares held by the members.

4. **Share Capital and Initial Shareholdings (on the company's formation)**

(a) The total number of shares that the company proposes to issue

100

(b) The total amount of share capital to be subscribed by the company's founder members

USD10.00

(i) The amount to be paid up or to be regarded as paid up

USD10.00

(ii) The amount to remain unpaid or to be regarded as remaining unpaid

USD0.00

Class of Shares

Ordinary

(a) The total number of shares in this class that the company proposes to issue

100

(b) The total amount of share capital in this class to be subscribed by the company's founder members

USD10.00


(i) The amount to be paid up or to be regarded as paid up

USD10.00

(ii) The amount to remain unpaid or to be regarded as remaining unpaid

USD0.00

I/WE, the undersigned, wish to form a company in pursuance of this Articles of Association, and I/we respectively agree to subscribe for the amount of share capital of the Company and to take the number of shares in the Company set opposite my/our respective name(s).

Name(s) of Founder Member(s)	Number of Share(s) and Total Amount of Share Capital
<p><i>For and on behalf of</i> APPOVIN CORPORATION</p>  <p>..... <i>Authorized Signature(s)</i></p> <p>APPOVIN CORPORATION 1100 Page Mill Road, Palo Alto, California 94304, USA <i>Corporation</i></p>	<p>100 Ordinary Shares USD10.00</p>
<p>Total:</p>	<p>100 Ordinary Shares USD10.00</p>

PRELIMINARY

5. The regulations in the Model Articles for Private Companies Limited by Shares in Schedule 2 of the Companies (Model Articles) Notice (Chapter 622H) shall apply to the Company save in so far as they are hereby specifically excluded or are inconsistent with the Articles herein contained. In particular, but without in any way limiting the generality of the foregoing, Articles 11, 12, 16, 22, 23, 28, 29, 30, 33, 39, 56, 60 and 81 shall not apply or are modified as hereinafter appearing.

GENERAL MEETINGS

6. (a) The quorum for the transaction of business at any general meeting shall be two members present in person or by proxy. Notwithstanding any provision herein, if the Company has only one member, the decision of that member shall be taken by way of written resolutions.
- (b) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (c) Meetings may be held in Hong Kong or at such other place or places in the world as the directors may determine.
- (d) A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more members.

DIRECTORS

7. Unless and until otherwise determined by an ordinary resolution of the Company, the minimum number of directors shall be one and there shall be no maximum number of directors.
8. The first director(s) of the Company shall be the person(s) named as the director(s) in the incorporation form signed by the founder member or founder members submitted in respect of the incorporation of the Company.
9. A director need not hold any shares in the Company and is not subject to rotation or retirement at the annual general meetings. A director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings.

DIRECTORS' REMUNERATION

10. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

11. The directors may exercise all the powers of the Company without restriction or limitation to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and to issue debentures, debenture stocks, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. Debentures, debenture stocks, bonds and other securities of the Company may be made assignable free from any equities between the Company and the person to whom the same may be issued, and may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of directors and otherwise.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. The Company may, from time to time, by ordinary resolution appoint new directors either to fill a casual vacancy or as an addition to the existing directors.
13. The Company may by ordinary resolution remove any director notwithstanding anything in these Articles or in any agreement between him and the Company and may, if thought fit, by ordinary resolution, appoint another person in his stead, but any person so appointed shall hold office only so long as the director in whose place he is appointed would have held the same if he had not been removed.
14. The directors shall have power, exercisable at any time and from time to time, to appoint any other person as a director, either to fill a casual vacancy or as an addition to the existing directors.
15. In the event that the quorum and minimum number of directors are fixed at two or more directors, the continuing directors may act notwithstanding any vacancy in their body, but if and so long as the number of directors is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose. If there shall be no directors able or willing to act, then any member may summon a general meeting for the purpose of appointing directors.

RESERVE DIRECTOR

16. If the Company has only one member and that member is also the sole director, the Company may in General Meeting, notwithstanding anything in these Articles, nominate a person (other than a body corporate) who has attained the age of 18 years as a reserve director of the Company to act in the place of the sole director in the event of his death. Any duly authorized officer of the Company is empowered to send the particulars of the nomination of the reserve director to the Registrar of Companies, pursuant to section 455 of the Ordinance.

DIRECTORS' MEETINGS

17. (a) Meetings of the directors may be held in Hong Kong or in any other part of the world as may be convenient for the majority.

(b) Unless otherwise determined by the Company by Ordinary Resolution, the quorum for meeting of the directors shall be two. Notwithstanding any provision herein, if the Company has only one director, the decision of that director shall be taken by way of written resolutions.

- (c) The directors may participate in any meetings of directors by means of conference telephone or other communications equipment through which all other directors present at the meeting can hear each other and such participation shall constitute attendance at a meeting of directors as if those participating were present in person, provided always that the quorum was already present at the meeting. The directors may also, in urgent cases, pass a resolution by way of telephonic conference.
- (d) A resolution in writing signed by a simple majority of the directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held, without the need for any agenda or notice. A written notification of confirmation of such resolution in writing sent by a director shall be deemed to be his signature to such resolution in writing for the purposes of this Article. Such resolution in writing may consist of several documents, each signed by one or more directors. The signature of a director may be given by his alternate.

THE SEAL

- 18. The Company may or may not have a common seal. However, if the directors shall decide to have one made for the Company, the common seal must be a metallic seal having the Company's name engraved on it in legible form and the directors shall provide for the safe custody thereof. The seal shall not be affixed to any instrument except by the authority of the directors or a committee authorized by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by one director or some other person nominated by the directors for the purpose.
- 19. The Company may exercise all the powers of having official seals conferred by the Ordinance and such powers shall be vested in the directors.

ALTERNATE DIRECTORS

- 20. (a) A director may at any time appoint any other person (whether a director or member of the Company or not) to act as alternate director at any meeting of the board at which the director is not present, and may at any time revoke any such appointment.
- (b) An alternate director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions hereof with regard to directors.
- (c) An alternate director shall be entitled to receive notices of all meetings of the board and to attend and vote as a director at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the director by whom he was appointed in his capacity as a director but not in his capacity as a manager or working director.
- (d) An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired.
- (e) An alternate director could resign the office by notice in writing of the resignation in accordance with section 464(5) of the Ordinance.

- (f) Where a director who has been appointed to be an alternate director is present at a meeting of the board in the absence of his appointor such alternate director shall have one vote in addition to his vote as director.
- (g) Every appointment and revocation of appointment of an alternate director shall be made by instrument in writing under the hand of the director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company or upon the secretary.
- (h) The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate director and the director appointing him.

CONFLICTS OF INTEREST

- 21. (a)(i) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract (being a contract of significance in relation to the Company's business) with the Company shall, if his interest in the contract or proposed contract is material, declare the nature and extent of his interest to the other directors in accordance with section 536 of the Ordinance.
- (ii) Where the Company has only one member and enters into a contract with that member and that member is also a director of the Company, the memorandum set out the terms of the contract shall be kept at the same place where the books containing the minutes of the directors are kept in accordance with section 545 of the Ordinance.
- (b) A director may vote in respect of any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall do so his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration, provided that the nature and extent of his interest is disclosed in accordance with the requirements under section 536 of the Ordinance.

COMPANY SECRETARY

- 22. (a) The directors shall appoint a secretary of the Company for such period, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. In the event that the secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorized. The first secretary of the Company shall be the person named as the secretary in the incorporation form signed by the founder member or founder members submitted in respect of the incorporation of the Company.
- (b) Where the Company has only one director, that director shall not also be the secretary of the Company.