

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

THE NASDAQ STOCK MARKET LLC RULES**5200. GENERAL PROCEDURES AND PREREQUISITES FOR INITIAL AND CONTINUED LISTING ON THE NASDAQ STOCK MARKET****5210. Prerequisites for Applying to List on The Nasdaq Stock Market**

All Companies applying to list on The Nasdaq Stock Market must meet the following prerequisites:

(a) – (k) No change.

(l) Special Requirements for Companies based in China, Hong Kong and Macau

The following requirements apply to any Company that is headquartered or incorporated in the People's Republic of China (including the Hong Kong Special Administrative Region and the Macau Special Administrative Region), or whose business is principally administered in one of those jurisdictions. Nasdaq will determine where a Company is principally administered based on an analysis of the facts and circumstances, including if: (1) the Company's books and records are located in that jurisdiction; (2) at least 50% of the Company's assets are located in such jurisdiction; (3) at least 50% of the Company's revenues are derived from such jurisdiction; (4) at least 50% of the Company's directors are citizens of, or reside in, such jurisdiction; (5) at least 50% of the Company's officers are citizens of, or reside in, such jurisdiction; (6) at least 50% of the Company's employees are based in such jurisdiction; or (7) the Company is controlled by, or under common control with, one or more persons or entities that are citizens of, reside in, or whose business is headquartered, incorporated, or principally administered in such jurisdiction.

(i) In the case of an initial public offering, the Company must offer a minimum amount of securities in a Firm Commitment Offering in the United States to Public Holders that will result in gross proceeds to the Company of at least \$25 million.

(ii) In the case of a business combination, as described in Rule 5110(a) or IM-5101-2, the Company must have a minimum Market Value of Unrestricted Publicly Held Shares following the business combination equal to at least \$25 million.

(iii) In the case of a Direct Listing, as defined in IM-5315-1, the Company must meet all applicable listing requirements for the Nasdaq Global Select Market and the additional requirements of IM-5315-1, or the applicable listing requirements for the Nasdaq Global Market and the additional requirements of IM-5405-1. A Company that is headquartered or incorporated in the People's Republic of China

(including the Hong Kong Special Administrative Region and the Macau Special Administrative Region), or whose business is principally administered such jurisdiction, will not be permitted to list on the Nasdaq Capital Market in connection with a Direct Listing.

(iv) In the case of a company transferring its listing from the over-the-counter market or from another national securities exchange, the Company must have a minimum Market Value of Unrestricted Publicly Held Shares of at least \$25 million and have traded on the other market for at least one year.

(m) As required by SEC Rule 10D-1, any Company listing on Nasdaq must comply with the requirements of Rule 5608 (Recovery of Erroneously Awarded Compensation).

([m]n) Principal Underwriter

(i) “Principal underwriter” shall have the same definition used in Rule 405 promulgated under the Securities Act of 1933.

(ii) Each Company applying for initial listing in connection with a transaction involving an underwriter must have a principal underwriter that is a Member or Limited Underwriting Member, as defined in General 1, Section 1 of the Nasdaq Rules.

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