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|-------|------|----|
| 银行专用 | | |
| 客户号： | | |
| 分支行号： | 日期： | |
| 第二覆核 | 第一覆核 | 经办 |

致：南洋商業銀行(中国)有限公司
 To: NANYANG COMMERCIAL BANK (CHINA) LIMITED

日期：
 Date: _____

有限公司决议摘录证明抄本(境外机构适用)
Certified Extract of Minutes of Resolutions(For overseas Company)

经 _____ (“ 本公司 ”) 的董事
 于 _____ 在 _____ 通过。
 Passed by the Directors of _____ ("the Company")
 on _____ at _____.

- 在银行与本公司订立之《理财服务总协议》(下称“协议”，该协议副本已提交董事会考虑)之附表所述银行帐户(“银行帐户”)及/或综合交易服务(“综合交易服务”)将由银行为本公司开立或延续及/或予以提供及/或继续提供，惟须受协议及银行的《理财服务总条款》(“总条款”)之条文规限。
 That the bank account(s)("the Bank Account(s)") and / or General Service(s)("the General Service(s)") specified in Schedule 2 to the "Agreement for Bank Accounts and General Services" made between the Bank and the Company (the "Agreement", a copy of which was tabled before the Board for consideration) be opened or continued with and/ or be provided or continued to be provided by the Bank for the Company, subject to the Agreement together with the "General Terms and Conditions for Banking Services" of the Bank("the Terms").
- 协议连同总条款现谨此核准接受，而 _____ (“ 被授权代表 ”) 谨此获授权代表本公司填妥及签署协议并向银行提交该等文件。
 That the Agreement together with the Terms be and are hereby approved and that _____ ("Authorized Representative(s)") be and is/are hereby authorized to complete and sign the Agreement and deliver the same to the Bank on behalf of the Company.
- 除非于协议另作规定，协议内所指的银行帐户及综合交易服务的被授权签字人(连同其签字式样)及签署安排详情于本决议之附表中列载。
 That insofar as it is not otherwise specified in the Agreement, the particulars of the Authorized Signatory(ies)(together with his/her/their specimen signature(s)) and Agreed Signing Arrangement(as referred to in the Agreement) of the Bank Account(s) and the General Service(s) shall be as set out in the Schedule to these Resolutions.
- 为免疑问并根据上文决议3，列载于下文而现时由银行开立或提供予本公司的银行账户及/或综合交易服务(分别称为“现有银行帐户”及“现有综合交易服务”)之被授权签字人及签署安排将被撤销，并由本决议附表所述之被授权签字人及签署安排替代。
 That for the avoidance of doubt and pursuant to Resolution 3 above, the current Authorized Signatory(ies) and Agreed Signing Arrangement of those Bank Account(s) and /or General Service(s) presently maintained with or provided by the Bank for the Company as specified below(respectively, "the Existing Bank Accounts(s)" and "the Existing General Service(s)") shall be revoked and substituted by the Authorized Signatory(ies) and Agreed Signing Arrangement set out in the Schedule to these Resolutions:

现有银行帐户：
 Existing Bank Account(s) _____

现有综合交易服务
 Existing General Service(s) _____

5. 按上文决议3及4所建议关于现有银行帐户、现有综合交易服务之被授权签字人及签署安排的更改在获银行确实接纳后才生效。为免疑问，在银行确实接受以上决议3及4之新的被授权签字人及签署安排前，现有银行帐户、现有综合交易服务的被授权签字人及签署安排仍然有效，而现时被授权签字人的任何作为、事情或付款指示（不论是设定的持续性形式或其他形式），均对本公司有效并具约束力。

That the change of the Authorized Signatory(ies) and Agreed Signing Arrangement of the Existing Bank Account(s) and Existing General Service(s) as proposed under Resolutions 3 and 4 above shall become effective only when it has actually been accepted by the Bank, For the avoidance of doubt, before the new Authorized Signatory(ies) and Agreed Signing Arrangement set out in Resolutions 3 and 4 above has actually been accepted by the Bank, the current authorized signatory(ies) and agreed signing arrangement of the Existing Bank Accounts(s) and Existing General Service(s) shall remain in effect and any acts, things or payment instructions (whether standing or otherwise) whatsoever done or given by such current authorized signatories shall be effective and binding upon the Company.

6. 如果将提供之综合交易服务包括电子银行服务：本公司知悉本公司电子银行服务的被授权签字人（包括其不时之变更）可授权银行将本公司之银行帐户包括在电子银行服务内，并通过这安排，可经电子银行服务运作该等帐户，不论个别帐户在银行现有的签署约定。

If the General Service(s) to be provided by the Bank include “ Electronic Banking Services ” : That the Company is aware that the Authorized Signatory(ies) of the Electronic Banking Services of the Company (subject to change from time to time) may authorize the Bank to include bank account(s) of the Company into the Electronic Banking Services so that such bank account(s) can be operated through Electronic Banking Services irrespective of the agreed signing arrangement in force for such bank accounts.

7. 上文决议2所述的被授权代表有权代表本公司签收有关银行帐户、综合交易服务的密码。

That the Authorized Representative(s) referred to in Resolution 2 above shall be authorized to acknowledge receipt of the password for any of the Bank Account(s), the General Service(s) for the Company.

8. 在不损害银行依法所享有的权利的原则下，董事会的任何决议副本，如声称获通过该决议的董事长及本公司秘书或其他一名董事两者中任何一人核证为正确，则对银行与本公司而言，该副本为该等决议已被通过的不可推翻证据。

That without prejudice to the Bank 's rights under the general law, a copy of any resolution of the board of directors if purporting to be certified as correct by the chairman of the meeting at which such resolution was passed by either the secretary or one other director of the Company shall as between the Bank and the Company be conclusive evidence of the passing of the resolution so certified.

9. 该等决议须予通知银行，并维持有效，直至本公司董事会通过决议明文撤销及/或修改为止，而且该等撤销及/或修改决议须经董事长以及本公司秘书或其他一名董事两者中任何一个核证，或以银行绝对酌情决定接纳的其他方式核证，而该等经核证副本须送交银行的_____分行/支行（“指定办事处”）收取。为免生疑问，现明文声明并决议，除指定办事处外，给予银行任何其他分行的任何类似决议不会撤销或终止该等决议及/或影响其有效性。

That these resolutions be communicated to the Bank and remain in force until expressly revoked and/or amended by resolution passed by the board of directors of the Company and a copy thereof certified by the chairman of the meeting and by either the secretary or one other director of the Company, or certified in such other manner as the Bank may in its absolute discretion accept, shall have been sent to and received by the Bank at its _____ Branch/Sub-Branch (“ the Designated Office ”). For the avoidance of doubt, it is expressly declared and resolved that any similar resolution given to and/or received by any branch of the Bank other than the Designated Office will not revoke, terminate and/or affect the validity of these resolutions.

附表
Schedule

被授权签字人及签署安排

Authorized Signatory(ies) and Agreed Signing Arrangement

(请于适用的___加上“×”)

(Please put “×” in___where applicable)

被授权签字人(连同其签字式样)及签署安排详述如下:

____Authorized Signatory(ies) (together with his/her/their specimen signature(s)) and Agreed Signing Arrangement are particularized as follows:

| 组别 Class | 被授权签字人数据 Particulars of Authorized Signatory (ies) | 签字式样(印鉴) Specimen Signature (Seal) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| | 姓名(Name) : _____ 证件类别 / 号码(Type and No. of Identification) : _____ 职位(Position) : _____ 工作年数(Period of Emp.) : _____ | |
| | 姓名(Name) : _____ 证件类别 / 号码(Type and No. of Identification) : _____ 职位(Position) : _____ 工作年数(Period of Emp.) : _____ | |
| | 姓名(Name) : _____ 证件类别 / 号码(Type and No. of Identification) : _____ 职位(Position) : _____ 工作年数(Period of Emp.) : _____ | |
| | 姓名(Name) : _____ 证件类别 / 号码(Type and No. of Identification) : _____ 职位(Position) : _____ 工作年数(Period of Emp.) : _____ | |
| | 姓名(Name) : _____ 证件类别 / 号码(Type and No. of Identification) : _____ 职位(Position) : _____ 工作年数(Period of Emp.) : _____ | |
| | 姓名(Name) : _____ 证件类别 / 号码(Type and No. of Identification) : _____ 职位(Position) : _____ 工作年数(Period of Emp.) : _____ | |
| 签署安排 Signing Arrangement : 在以上及续页(如有)所列____式签字中,任何____ 式签字连同公司章/财务章* 即属有效。 The____signature (s) above and in the Continuation Sheet(s)- Signature (if any), of which any___with the Company's / Financial Chop* will be effective. _____页签字续页。 _____pages of continuation Sheet. | | 公司章或财务章 Company's or Financial Chop *只供参考,并非签署安排的一部份 *For reference only, not part of signing anagement |
| 特别指示 Special Instruction : | | |

* 删去不适用者 * delete the inapplicable

本决议摘录证明抄本的签署人代表本公司确认,以上所指的被授权签字人(连同其签字式样)及签署安排将以印鉴号_____代表。

The undersigned of this certified copy of resolutions acknowledge for and on behalf of the Company that the Authorized Signatory(ies) (together with his/her/their specimen signature(s)) and Agreed Signing Arrangement referred to above shall be represented by Sign. No. _____

被授权签字人（连同其签字式样）及签署安排由印鉴号_____所代表。

____ Authorized Signatory(ies) (together with his/her/their specimen signature(s) and Agreed Signing Arrangement shall be represented by Sign. No._____.

被授权签字人（连同其签字式样）及签署安排以参照账户_____（“所述账户”）而决定并以银行所订立之印鉴号代表（该印鉴号亦代表所述帐户现时的被授权签字人（连同其签字式样）及签署安排）。

____ Authorized Signatory(ies) (together with his/her/their specimen signature(s)) and the Agreed Signing Arrangement shall be determined by reference to A/C. No._____ (the “ said A/C ”) which Sign. No. shall also represent the current Authorized Signatory(ies) (together with his/her/their specimen signature(s)) and Agreed Signing Arrangement of the said A/C. No.

本决议摘录证明抄本的签署人代表本公司确认，以上所述印鉴号为：_____。

The undersigned of this certified copy of resolutions acknowledge for and on behalf of the Company that the aforesaid Sign. No. is_____.

吾等谨此证明，上述为本公司会议记录簿内所载决议的真正摘录，该等决议在本公司于上述日期举行的董事会会议上正式通过，该会议的法定人数符合本公司组织章程细则的规定。吾等亦证明，（若适用）上文附表内的签名为所述人士的真正签名式样。

WE HERE CERTIFY the foregoing to be true copy of the resolutions as entered in the minutes book of the Company duly passed at a meeting of the directors of the Company with the required quorum in accordance with the Articles of Association of the Company held on the date as stated above. We also certify that if applicable, the signature(s) in the Schedule above are the specimen signature(s) of the person(s) stated.

董事长

Chairman of the Board

秘书/董事

Secretary/Director