

<b>Name of Company</b> 公司名稱	(the " <b>Company</b> ") ("本公司")
<b>Date of resolutions</b> 決議日期	

**Certification 核證**

I/We hereby certify that 本人/吾等謹此核證如下:

- (1) on the abovementioned date, the following resolutions have been duly passed by the Company's board of directors (the "**Board**") by way of written resolutions or at a duly convened meeting of the Board (as applicable) pursuant to the articles of association (or other equivalent constitutional documents) of the Company; and 下列各項決議已經在上述日期由本公司董事會("董事會")以書面決議方式或在一妥為舉行的董事會會議中(視乎情況),按照本公司的組織章程細則(或同類組織章程文件)所通過;及
- (2) each director of the Company (a "**Director**") has duly declared his/her/its interest (if any) in the matter's under such resolutions and is entitled to vote thereon pursuant to the articles of association (or other equivalent constitutional documents). 每位本公司的董事("董事")已妥為披露其在下列決議事項中涉及的利益(如有),並有權根據本公司之組織章程細則(或同類組織章程文件)為之投票。

**Resolutions 決議**

- (1) Considering all the relevant factors and information (including but without limitation to the financial position and commitments of the Company and the Account Applicant (as hereinafter defined)), it is in the interest and to the benefit of the Company that the Company executes the Deed of Guarantee and Indemnity in favour of China Merchants Securities (HK) Co., Ltd. ("**CMSHK**") in respect of the liability of the party mentioned in Schedule I hereto ("**Account Applicant**") to CMSHK (the "**Guarantee**"), as required as a condition precedent to the opening by the Account Applicant of the securities account(s) with CMSHK referred to in Schedule II hereto as applied for by the Account Applicant, and where the Securities Account(s) include(s) securities margin account, to the grant of margin financing related thereto to the Account Applicant also. 經考慮所有相關因素及資料(包括但不限於本公司及賬戶申請人(定義見下文)之財務狀況及承擔),本公司願就下文附表 I 所述人士("賬戶申請人")對招商證券(香港)有限公司("招商證券(香港)")所負有的責任,以招商證券(香港)作為受益人簽立所需的擔保及彌償保證契據("擔保書"),作為賬戶申請人申請下文附表 II 所述的、在招商證券(香港)所開立證券賬戶(包括向賬戶申請人授予相關保證金融資的證券保證金賬戶)之先決條件,並認為此乃符合本公司利益。
- (2) The draft of the Guarantee as provided to each Director for consideration be and is approved, and where the Company has only one Director the sole Director, and where the Company has more than one Director, any two Directors, be and is/are authorised: 茲批准擔保書(其草擬本已提供予各董事考慮),並授權本公司的唯一董事(倘本公司只有一名董事)或任何兩名董事(倘本公司有一名以上董事)作出如下事宜:
- (a) to sign the same and any related or incidental documents for and on behalf of the Company with any amendments as the signatory(ies) may approve (the signing by the signatory(ies) constitutes approval of any such amendment) and where relevant and necessary to affix the common seal of the Company thereto; and 代表本公司簽署上述擔保書及任何有關或附帶文件,及對之作出由該簽署人所批准之修訂(其簽署構成該等修訂之批准),並在相關情況下及有需要時加蓋本公司的法團印章;及
- (b) to give any communication or take any action required under or in connection with the Guarantee, and otherwise deal with any matter in relation to the Guarantee for and on behalf of the Company. 代表本公司就擔保書下的事宜作通信或採取所需行動,及處理有關擔保書的任何事宜。
- (3) All prior action taken for and on behalf of the Company in relation to the Guarantee in so far as the same is not inconsistent and does not conflict with the above resolutions be approved confirmed and ratified. 批准、確認及追認代表本公司就擔保書所採取的、且並無與上述決議案不符的所有之前的行動。

**Schedule I 附表 I**
**Account Applicant 賬戶申請人**

<b>Name</b> 名稱:	(English in BLOCK LETTERS 英文大楷)	(Chinese 中文)
<b>Relationship with the Company</b> 與本公司的關係 (Please tick as appropriate 請在合適的打勾)	<input type="checkbox"/> the Account Applicant is the Company's subsidiary 賬戶申請人為本公司的附屬公司 <input type="checkbox"/> the Account Applicant and the Company have the same parent company 賬戶申請人及本公司屬同一母公司旗下 <input type="checkbox"/> the Company is a director of the Account Applicant 本公司為賬戶申請人的董事 <input type="checkbox"/> Others (please specify) 其他(請註明):	

**Schedule II 附表 II**
**Securities Account(s) 證券賬戶**

(Please tick as appropriate 請在合適的打勾)

Securities Cash Account 證券現金賬戶     
  Securities Margin Account 證券保證金賬戶     
  Equity Options Account 股票期權賬戶

**Signed and Certified by 由以下人士簽署及核證**

(If there is only one director, the sole director) (如只有一位董事,則該名董事)	(If there are more than one directors, at least two directors or one director and the company secretary) (如有多於一名董事,則其中 2 位董事,或其中一位董事和公司秘書)
_____  Director 董事  Date: 日期: _____	_____  Director 董事  Date: 日期: _____  _____ Director / Company Secretary* 董事/公司秘書*  Date: 日期: _____