

Minutes of a Meeting of the Board of Directors of _____

_____ Limited

("the Company") held at _____

on the _____ day of _____ 20 _____ .

Present: _____ (Chairman)

_____ (Director)

1. With the approval of the meeting, _____
presided as Chairman. or of the terms and conditions of the Application Form or the
Terms and Conditions.
2. The Chairman noted that, due notice of the meeting having been
given to all the directors and a quorum being present, the meeting
could proceed.
3. The Chairman reported that the Company had proposed to apply
to Standard Chartered Bank (Hong Kong) Limited ("the Bank") to
make available certain facilities to the Company on the terms set
out in a SME Banking Secured Business Overdraft Application
Form ("the Application Form") and the SME Banking Secured
Business Overdraft Terms and Conditions ("Terms and
Conditions"), a copy of which were tabled.
4. The Chairman also reported that the Company agreed to accept
any banking facilities as may be approved by the Bank ("the
Facilities") pursuant to the Application Form and the Terms and
Conditions (even though such banking facilities may be more or
less than those applied for by the Company) and agreed to
execute such security document(s) ("the Security Documents")
which had to be executed by the Company and delivered to the
Bank before the Facilities would become available.
- #5. The directors declared their interests (if any) in the transactions
contemplated by the Application Form, the Terms and Conditions
and the Security Document(s) and the Chairman noted that,
pursuant to the articles of association of the Company, (i) none of
the directors was hereby prohibited from voting at the meeting; or
(ii) certain of the directors were prohibited from counting towards
the quorum or voting at the meeting but, notwithstanding this, the
meeting was still quorate.
6. Discussion then took place on the terms and conditions of the
Application Form, the Terms and Conditions and the Facilities and
the Security Document(s).
7. IT WAS NOTED that from time to time the Company may wish to
vary the Facilities and that it would be appropriate for certain
variations to be authorised in advance at this meeting.
- #8. IT WAS RESOLVED that:
 - (a) it was in the interests of the Company, to its benefit and in
furtherance of its objects, that the Company accept and utilise
the Facilities;
 - (b) any director of the Company (a "director") or any other person
from time to time authorised to operate the Company's current
account with the Bank (an "authorised signatory"), be and is
hereby authorised to sign on behalf of the Company the
Application Form and such other documents as such director
or authorised signatory may deem necessary and proper in
connection therewith;
 - (c) in accordance with the articles of association of the Company,
the seal of the Company be affixed to each Security
Document which has to be executed under seal and that each
such Security Document be signed by director(s);
 - (d) any director or any authorised signatory be and is hereby
authorised to sign on behalf of the Company each Security
Document which is to be executed under hand;
 - (e) any director or any authorised signatory be and is hereby
authorised from time to time on behalf of the Company to
approve any temporary excess borrowing or other
accommodation or other temporary variation of the Facilities
9. IT WAS FURTHER RESOLVED that:
 - (a) any director be and is hereby authorised from time to time on
behalf of the Company to agree with the Bank to (i) increase
or otherwise vary the limits or accommodation available under
the Facilities, (ii) vary the terms on which the Facilities are to
be made available or continued (whether as to security or
otherwise) and (iii) for this purpose, execute any amendment
or supplement to the terms and conditions of the facilities and
such other documents and do such other things as such
director may deem necessary and proper in connection
therewith;
 - (b) any director or any authorised signatory be and is hereby
authorised to sign on behalf of the Company any further
security document which is to be executed under hand and
which is required to be executed in connection with any
variation of the Facilities approved by a director pursuant to
resolution 9(a) above.
10. IT WAS FURTHER RESOLVED that any director or any
authorised signatory be and is hereby authorised on behalf of the
Company to execute such other documents and do such other
things relating to any of the matters aforesaid as such director or
authorised signatory may deem necessary and proper in
connection therewith.
11. IT WAS FURTHER RESOLVED that a copy of these minutes
(certified as a true copy by a director or the secretary) be delivered
to the Bank and that the resolutions referred to herein shall remain
in force, and the Bank shall be entitled to rely thereon, until a
certified copy of an amending resolution duly passed by the board
of directors of the Company shall have been delivered to the
Bank.
12. There being no further business the Chairman declared the
meeting closed.

(S.V.)

Chairman

The directors should satisfy themselves as to the accuracy of these paragraphs

** Certified a true copy of the original

(Signature of *Director/Secretary)

* Please delete as appropriate
** To be completed on the copy of this document submitted to the Bank

_____ 有限公司（「本公司」）在二〇_____ 年 _____ 月 _____ 日
於 _____ 舉行之董事會會議紀錄

下列董事出席： _____ （主席）

_____ （董事）

1. 本會議通過 _____ 為本會議之主席。
2. 主席注意到本會議之通知經已向所有董事發出，而上述出席董事構成法定人數，本會議可予進行。
3. 主席報告本公司建議根據渣打銀行(香港)有限公司（「銀行」）中小企業理財「盈」運透支戶口申請表（「申請表」）與中小企業理財「盈」運透支戶口條款及細則（「條款及細則」）所載之條款，向銀行申請若干銀行授信（申請表與條款及細則之副本於本會議上提交省覽）。
4. 主席亦報告本公司同意接受銀行將會根據申請表與條款及細則而批核之任何銀行授信（雖然該銀行授信可能大於或少於本公司所申請的銀行授信）（「銀行授信」）及同意簽立及交付予銀行任何獲得銀行授信之前需要本公司簽立之抵押文件（「抵押文件」）。
- #5. 各董事聲明其各人對申請表、條款及細則及抵押文件所預期之交易之利害關係（如有）及主席記錄根據本公司之章程，(i)沒有董事被禁止於本會議投票，或(ii)即使若干董事被禁止構成法定人數或於本會議投票，但是本會議仍具有足夠法定人數。
6. 本會議接著進行討論申請表、條款及細則及銀行授信及抵押文件之條款。
7. 本會議記錄本公司有可能不時希望更改銀行授信及本會議適合對某些更改預先予以授權。
- #8. 本會議通過：
 - (a) 為了公司的利害關係及利益及促進本公司之目的，本公司接受及運用該銀行授信；
 - (b) 在此授權任何董事（「董事」）或不時獲授權操作本公司於銀行之往來戶口的任何其他人士（「授權人」）代表本公司簽署申請表及一切該董事或授權人認為需要及恰當之其他有關文件；
 - (c) 根據本公司之章程，就任何需要本公司蓋上印章之抵押文件，於抵押文件上蓋上本公司之印章及董事簽署；
 - (d) 在此授權任何董事或任何授權人代表本公司簽署任何需要本公司簽署之抵押文件；
 - (e) 在此授權任何董事或任何授權人不時代表本公司批核任何暫時額外借款或其他貸款或其他暫時性更改銀行授信或申請表或條款及細則之條款。
9. 本會議更通過：
 - (a) 在此授權任何董事不時代表本公司與銀行同意(i)增加或更改銀行授信之額度或貸款，(ii)更改銀行提供或繼續提供銀行授信之條款（不論有關抵押或其他方面）及(iii)為此，簽立任何銀行授信條款的更改文件或補充文件及董事認為需要及恰當之其他相關文件及辦理該董事認為需要及恰當之其他相關事情；
 - (b) 在此授權任何董事或任何授權人代表本公司簽署任何本公司因根據以上第9(a)項會議決議經董事批核更改銀行授信而需要簽署之其他抵押文件。
10. 本會議更通過，授權任何董事或任何授權人代表本公司簽立任何其認為需要及恰當之其他相關文件及辦理任何其認為需要及恰當之其他相關事情。
11. 本會議更通過，交付予銀行本會議記錄副本（由董事或秘書核證為真實副本），及直至銀行收到一份本公司董事會通過之更改決議之核證副本，本會議通過之決議將維持有效及銀行有權依賴本會議決議。
12. 由於並無其他事項，主席宣佈會議結束。

S.V.

主席

董事應自行信納上述內容的準確性

** 核實為正本的真實副本

（* 董事 / 秘書簽名）

* 請將不適用刪去

** 在交付予該銀行之文件之副本上填寫