

_____ LIMITED ("Company")

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD AT _____

_____ ON _____.

Present:

1. Chairman

_____ took the chair and acted as the Chairman of the meeting throughout.

2. Notice and Quorum

It was noted that due notice of the meeting had been given to all the directors of the Company and that all directors present at the meeting, in person or by proxy, were entitled to vote under the Company's Articles of Association.

The Chairman advised that a quorum was present and that the meeting could proceed. A quorum was present throughout the meeting.

3. Documents Tables

There were tabled before the meeting:

the "SME 360° Rewards Programme – Application for Standard Chartered UnionPay ATM Card" application form ("Application") of Standard Chartered Bank (Hong Kong) Limited ("Bank") for applying the Bank's services as specified therein, ("Services") together with the respective terms and conditions applicable to the Services ("Terms and Conditions").

4. Provision of Services

- a. The Chairman explained the banking services to be made available by the Bank through the Services.
- b. The Chairman advised that:
 - (i) the Company had requested the Bank to provide to the Company the Services; and
 - (ii) it was a condition for the provision of the Services that the Company completes and signs the Application and accepts the Terms and Conditions.

It was noted that the Company had the power under its Memorandum and Articles of Association to sign the Application and accept the Terms and Conditions and perform its obligations in accordance with the Terms and Conditions. It was also noted that the Terms and Conditions required the Company to provide various indemnities in favor of the Bank.

5. After due consideration of the documents tabled and full discussion of the issues involved including without limitation, the risks associated with authorizing the persons named in the Application to operate and have access to the accounts, reports and statements specified therein and to effect transfers to the third parties specified therein using the Services, the directors concluded that, to promote more efficient use of its banking facilities, it would be in the interests of the Company to accept the Services upon the Terms and Conditions as tabled and it was unanimously resolved that:

- a. the Application and the Services applied for therein and the Terms and Conditions be and are hereby approved and accepted, such approval and acceptance to be conclusively evidenced by the completion and execution of the Application for and on behalf of the Company in accordance with the terms of these resolutions;

- b. any of the person(s) authorised to sign and operate Bank accounts on behalf of the Company pursuant to the Company's Mandate for Limited Company Account(s) or such board resolution(s) from time to time passes by the Company and received by the Bank (each such person referred to herein as an "Authorised Signatory") be and is hereby authorised to sign for and on behalf of the Company the Application and such other documents (including any such notice to change, amend or supplement the Application or any parts thereof as may be issued to the Bank from time to time pursuant to (g) below) and do such other things as an Authorised Signatory may deem necessary and proper in connection with the Services or any subsequent changes, amendments or supplements thereto and to do any and all other things and to execute and deliver any and all documents and give such instructions which such Authorised Signatory from time to time considers necessary or desirable in connection with the Services or any subsequent changes, amendments or supplements thereto;
- c. each of the relevant person(s) specified in the Application be issued a Standard Chartered ATM Card and a Personal Identification Number to access the account(s) indicated in the Application and be authorised to operate such account(s) and the SME 360° Rewards Programme as provided therein until further advice is issued to and received by the Bank pursuant to (g) below;
- d. the Bank be authorised to act on any instructions and to comply with all directions or notices in respect of the Services given or purporting to be given on behalf of the Company by any Authorised Signatory or in accordance with the Application or this Minutes;
- e. the Bank be from time to time informed by notice in writing (which may be in a form prescribed by the Bank) under the hand of any Authorised Signatory of any changes, amendments, or supplements to the matters set out in resolutions (c) and/or (d) and/or (e) above (including the persons mentioned in (c) above) and be provided with specimens of the signatures of any such additional or substitute persons and/or other information in relation to any such changes, amendments or supplements (and in respect of such additional or substitute persons or changes, amendments or supplements, all the resolutions herein shall be applicable as if a new Application had been made in respect of such persons or changes, amendments or supplements), and be authorised and entitled to act upon such notice if purportedly signed by any Authorised Signatory until the receipt of further notice purportedly given under the hand of any Authorised Signatory ;
- f. the Mandate given by the Company to the Bank from time to time in respect of each of its accounts shall continue to be in force and shall govern such accounts in addition to the mandate in the Application and the resolutions referred to herein;
- g. these minutes (or a copy thereof certified as true by the Secretary or a director of the Company) be delivered to the Bank and that the resolutions referred to herein shall remain in force until they are amended by further resolution(s) passed by the Board of Directors and a duly certified copy thereof is delivered to the Bank, notwithstanding receipt by the Bank of any other notice.

6. Close of Meeting

There being no further business, the Chairman declared the meeting closed.

Chairman

Certified a true copy of the original

(Signature of *Director */Secretary)

* Delete where inappropriate