



BANK RESOLUTION BY CORPORATION/COMPANY

CORPORATE/ COMPANY SECRETARY'S CERTIFICATE. I certify that I am the corporate secretary of ... (Corporation/Company), a corporation/limited liability company in good standing under the laws in the state of ... The following is an accurate copy of resolutions adopted by the Corporation's board of directors/Company's members at a meeting properly called and held on ... at which a quorum was present. Such resolutions have not been amended or revoked, and they do not conflict with any provision of the Corporation/Company's articles of incorporation, organization, operating agreement, bylaws, or any other document by which the Corporation/Company is bound:

- RESOLVED, that China Merchants Bank Co., Ltd. ('Bank') is designated a depository of funds for the Corporation/Company;
RESOLVED, that any prior resolutions remain in effect except as changed by those adopted today. The Corporation/Company ratifies all transactions purportedly done on its behalf with the Bank before the delivery of this resolution to the Bank. Any change(s) to these resolutions will take effect only after the Bank has received written certification of the change(s) and has had a reasonable time to verify and act on the change(s);
RESOLVED, that the Corporation/Company agrees to be bound by the Bank's customer account agreement ,terms and conditions of Certificate of Deposit, RMB -denominated account disclosures and terms and conditions stated in other account opening documents for each account permitted by these resolutions;
RESOLVED, that the Bank is authorized to honor, pay, and charge the Corporation/Company's account(s) for any item purporting to have been signed on behalf of the Corporation/Company with a signature that resembles a specimen the Corporation/Company has certified to the Bank, no matter by whom or by what means the actual or purported signature may have been made;
RESOLVED, that the persons named below, whose manual and/or facsimile signatures are provided next to their respective names, are authorized to perform the powers listed below. The Bank has no duty to inquire into any power before executing it, even if the power benefits the signer individually. The required number of signatures immediately follows the description of that power;

Powers:

- 1. Open and close deposit accounts1, sign account agreements, and sign contracts for deposit-related and other services, including but not limited to applications, power of attorney, and agreements relating to trade finance, foreign exchange, other treasury products, on-line banking services. No. of signatures required: _____
2. Apply for certificate of deposit, sign and authorize checks, drafts, withdrawal slips, and any other orders for the payment of money, whether by paper, electronic, or any other means, even if payable to the signer or used to discharge or reduce any obligation of the signer. No. of signatures required: _____
3. Give releases, waivers, receipts, and notices of all kinds that relate in any way to any relationship of the Corporation/Company with the Bank. No. of signatures required: _____
4. Make changes to contact information in the account opening form, including but not limited to making changes to customer name, address, contact person, fax/telephone numbers, adding or changing designated telephone verification designee(s). No. of signatures required: _____

RESOLVED, that the Corporation/Company hereby releases, waives and forever discharges the Bank, its parents, affiliates, subsidiaries, and their respective directors, officers, agents, employees, and successors from any and all liability, claims, damages, causes of action, judgments and/or losses that indirectly or directly arises from or relates to any authorized persons' performance of those duties authorized herein. The Corporation/Company hereby agrees to indemnify, defend and hold the Bank, its parents, affiliates, subsidiaries, and their respective directors, officers, agents, employees, and successors harmless from and against any and all liabilities, losses, damages, causes of action, judgments, reasonable legal fees, and any and all other reasonable fees, expenses or costs of any kind, resulting from or arising out of any claim, demand, defense or assertion by any third party or parties, in any way directly or indirectly relating to the actions, inactions or omissions, negligence and/ or misconduct of the Corporation/Company's authorized persons which are duly authorized herein to act on behalf of the Corporation/Company in connection with its transactions with the Bank.

RESOLVED, that the secretary of the Corporation/Company is directed to certify and deliver a copy of these resolutions to the Bank, the signature cards bearing the genuine signatures of the persons named below, and any other documents that the Bank requires.

AUTHORIZED PERSONS. The names and genuine signatures, manual or facsimile, of the authorized persons, and the powers granted to them are as follows:

1. First /Middle Name: _____
Title: _____

Last Name: _____
Powers 1 2 3 4 (Please check type of Power)

Signature

Date: _____

1 "Deposit accounts" shall have the same meaning as defined in UCC Article 9: "Deposit account" means a demand, time, savings, passbook, or similar account maintained with a bank. The term does not include investment property or accounts evidenced by an instrument.

2. **First /Middle Name:** _____
Title: _____

Signature

Last Name: _____
Powers 1 2 3 4 (Please check type of Power)

Date: _____

3. **First /Middle Name:** _____
Title: _____

Signature

Last Name: _____
Powers 1 2 3 4 (Please check type of Power)

Date: _____

4. **First /Middle Name:** _____
Title: _____

Signature

Last Name: _____
Powers 1 2 3 4 (Please check type of Power)

Date: _____

5. **First /Middle Name:** _____
Title: _____

Signature

Last Name: _____
Powers 1 2 3 4 (Please check type of Power)

Date: _____

6. **First /Middle Name:** _____
Title: _____

Signature

Last Name: _____
Powers 1 2 3 4 (Please check type of Power)

Date: _____

7. **First /Middle Name:** _____
Title: _____

Signature

Last Name: _____
Powers 1 2 3 4 (Please check type of Power)

Date: _____

*Total authorized signatories: _____

*Please complete the addendum for additional authorized signatories.

IN WITNESS WHEREOF, I have signed this certification on the date shown by my signature and have affixed the Corporation/Company's seal (if available).

Corporate/Company Name

By _____ (Corporate Seal, if available) **Date:** _____
Corporate/Company Secretary-Name and Signature

Notarized by



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(Addendum)

AUTHORIZED PERSONS. The names and genuine signatures, manual or facsimile, of the authorized persons, and the powers granted to them are as follows:

9. First /Middle Name: _____
Title: _____

Last Name: _____
Powers []1 []2 []3 []4 (Please check type of Power)

Signature

Date: _____

10. First /Middle Name: _____
Title: _____

Last Name: _____
Powers []1 []2 []3 []4 (Please check type of Power)

Signature

Date: _____

11. First /Middle Name: _____
Title: _____

Last Name: _____
Powers []1 []2 []3 []4 (Please check type of Power)

Signature

Date: _____

12. First /Middle Name: _____
Title: _____

Last Name: _____
Powers []1 []2 []3 []4 (Please check type of Power)

Signature

Date: _____

Notarized by