

決議案 - 授權關聯公司使用網上企業銀行服務

Resolutions - Authorizing Affiliated Company(ies) to use Corporate Internet Banking Services

致：招商銀行香港分行(“銀行”)

To: China Merchants Bank Hong Kong Branch (the “Bank”)

公司名稱: _____ (“本公司”)

Company Name: _____ (the “Company”)

註冊辦事處/營業地址: _____

Registered Office/Business Address: _____

鑑於:

Whereas:

(1) 本公司已在“招商銀行香港分行網上企業銀行服務授權申請表格”(“授權申請表格”)內列明本公司與銀行有關之授權服務(“服務”),包括不時推出的新服務,惟須受制於銀行不時規定使用服務之條款;
The Company has set out the relevant authorized service(s) including newly promoted services between the Company and the Bank (the “Service”) in the “China Merchants Bank Hong Kong Branch Corporate Internet Banking Services Authorization Application Form” (“Application”) subject to the applicable terms governing the use of the Service, as prescribed by the Bank from time to time;

(2) 被授權公司名稱: _____ (“被授權公司”)
Name of authorized company: _____ (the “Authorized Company”)

被授權公司註冊辦事處/營業地址: _____

Registered Office/Business Address of the Authorized Company:

(3) 本公司與被授權公司的關係為: _____
Relationship between the Company and the Authorized Company: _____

(4) 本公司與被授權公司均已在銀行設有賬戶及已申請銀行的網上企業銀行服務;
Both the Company and the Authorized Company have opened account(s) in the Bank and have applied for the Corporate Internet Banking Services with the Bank;

(5) 本公司擬將給予被授權公司的授權服務推展至本公司在授權申請表格所指定本公司的賬戶賬號;
The Company proposes to extend the Service granted to the Authorized Company to cover the account(s) (with account(s) numbers) of the Company as specified in the Application;

(6) 被授權公司同意跟隨本決議案及《網上企業銀行服務條款》本公司與銀行之安排;
The Authorized Company agrees to comply with this resolutions and arrangements made between the Company and the Bank under the Terms and Conditions for Corporate Internet Banking Services;

(7) 除非另有訂明,在《網上企業銀行服務條款》、授權申請表格內詞語及詞句之定義與本決議案使用者相同。

Unless otherwise stated, terms and phrases defined in the Terms and Conditions for Corporate Internet Banking Services and the Application shall have the same meaning when used herein.

本決議案通過:

It is resolved that:

1. 本公司現授權給被授權公司在符合適用的條款並根據本決議案、《網上企業銀行服務條款》、授權申請表格 所載列之方法及功能，和本公司與被授權公司不時同意之方法下，把服務推展至本公司指定的授權賬戶，銀行可按授權申請表格內所列之安排作準則，銀行並有最終的決定權；
The Company hereby authorizes the Authorized Company to use the Service for the authorized account(s) as specified by the Company, in the manner as set out under this resolutions, Terms and Conditions for Corporate Internet Banking Services, and the Application, and in the manner as agreed by the Company and the Authorized Company from time to time, the Bank may take into consideration the arrangements set out in the Application and subject to the Bank's final discretion;
2. 本公司現放棄對銀行就不時推出之新服務向本公司發出通知或徵得本公司同意之所有或任何要求。
The Company hereby waives all and any obligations of the Bank to serve notice to or to obtain consent from the Company with respect to new service(s) as promoted by the Bank from time to time;
3. 呈案所示之授權申請表格已經獲得通過接納，並構成此等決議案之一部分，本公司進一步向銀行保證:-
The Application attached and presented herein has been accepted, and shall constitute part of this resolution, the Company further confirms to the Bank that:-
 - a. 被授權公司及本公司乃關聯公司，假如此等關係出現任何改變，本公司將立即通知銀行並立即停止該授權指示；
The Authorized Company and the Company are affiliated companies, if there are any changes to such relationship, the Company shall immediately notify the Bank and terminate the instructions for authorization;
 - b. 本公司明白及同意銀行有全權決定在任何時間其認為適當時拒絕或終止將授權服務推展至本公司指定的授權賬戶及/或拒絕該被授權公司；
The Company understands and agrees that the Bank has full discretion, at any time when the Bank sees appropriate, to refuse or terminate the extension of the Service to the authorized account(s) as specified by the Company and/or refuse the authorization being granted to the Authorized Company;
 - c. 本公司授權被授權公司的指定被授權使用者通過使用服務操作本公司指定的授權賬戶，即使此等人士原本並無操作此等賬戶之權力；
The Company grants authority to the person(s) authorized by the Authorized Company to use the Service for the authorized account(s) as specified by the Company, even though such person(s) did not have the authorization to use the Service in such account(s);
 - d. 本公司須負責採取恰當之措施以監察及控制 (i) 不時對服務之使用，(ii) 被授權公司對系統管理員、經辦人員或審批人員(如適用)之任命及更改，(iii) 本公司更改本公司指定的授權賬戶，並針對服務被未經授權人士或未經授權目的使用而採取適當安全措施；
The Company shall apply appropriate measures to monitor and control (i) the use of the Service from time to time, (ii) the appointment and change of Administrator, Operator or Approver (where applicable), (iii) the change of the authorized account(s) as specified by the Company, and appropriate safety measures against the use of the Service by unauthorized persons or for unauthorized purposes;

4. 銀行不會就被授權公司向本公司所作出一切的操作及查詢作出查核，所有責任均由本公司作出承擔；
The Bank shall not be required to verify the operation conducted and inquiry made by the Authorized Company on the Company, the Company shall be responsible for all liability arising therefrom;
5. 本公司及被授權公司於在每一筆的被授權交易中必須負上同樣的責任；
The Company and the Authorized Company shall be equally responsible for each of the authorized transaction;
6. 對於被授權公司在此決議案所列明與本公司的關係，銀行無需查證其所列的關係是否正確，本公司需對該列明負上所有的責任；
The Bank is not required to verify the relationship between the Authorised Company and the Company as stated in this resolutions, the Company shall be responsible for any liability arising from such stated relationship;
7. 本公司謹此確認、同意及授權銀行：
The Company hereby confirms, agrees and authorizes the Bank:
 - (1) 就本公司指定的授權賬戶或不時通知銀行之其他賬戶向被授權公司傳達或以其他方式傳遞資料；
to send (or in any other ways deliver) to the Authorized Company information relating to the authorized account(s) as specified by the Company or other account(s) as notified to the Bank from time to time;
 - (2) 就網上企業銀行服務之任何指示，對本公司指定的授權賬戶扣賬或採取其他有關行動；
to deduct from or to take any other actions for the authorized account(s) as specified by the Company in accordance with the Instruction;
 - (3) 把銀行透過服務所收到被授權公司之所有指示當作本公司正式授權之指示，即使指示與於任何時間就本公司指定的授權賬戶所發出之任何其他授權之條款有抵觸；
to regard all instructions with respect to the Service received from the Authorized Company as duly authorized instructions given by the Company, notwithstanding such instructions are, at any time, inconsistent with the terms applicable to any other authorization for the authorized account(s) as specified by the Company;
8. 本公司接受並承諾接受通過使用服務(不論是否被授權公司所為)所進行之所有查詢賬戶及交易記錄、招商銀行香港分行賬戶間之轉賬、定期存款及匯款等服務之全部責任；
The Company accepts and undertakes to accept all liability arising from the use of the Service (notwithstanding whether such action is made by the Authorized Company) including, all account inquiry and inquiry on transaction records, fund transfer to accounts within the Bank, fixed deposit and remittance services;
9. 本公司須向銀行發出不少於 30 天之書面通知以終止本決議案作出之授權；
The Company is required to provide the Bank with prior written notice of at least 30 days to terminate the authorization granted pursuant to this resolution;
10. 此等決議案須向銀行呈報及維持有效，直至修訂決議案經本公司之董事會或管理層通過(視乎情況而定)，及銀行收到經會議主席(視乎情況而定)核證之副本；
This resolutions shall be presented to the Bank and remain in full force, until any amendment(s) to the resolutions has been passed by the board of directors or management of the Company (as

the case may be), and the Bank has received a copy of such amendment(s) certified as a true copy by the chairman of the board of the Company (as the case may be);

11. 除於本決議案所列明外，現時就使用服務之安排，將維持完全有效及作用。
Unless otherwise stated in this resolution, the existing arrangements under the Service shall remain in full force and effect.

本人(等)確認前述決議乃屬真確，並已記載在本公司於_____年_____月_____日依據組織大綱或本公司組織文件(視乎情況而定)在辦公室_____舉行之董事會或管理層會議(視乎情況而定)獲正式通過之會議紀錄冊之內。

I/We confirm the aforementioned resolutions is true and accurate, and such resolutions as duly passed in accordance with the memorandum or constitutional documents of the Company (as the case may be) by the meeting of the board of directors or management (as the case may be) held at _____ on _____ has been recorded in the register of board resolutions.

於_____年_____月_____日簽署

Signed on _____

合夥人/董事/管理團體成員

Partner/Director/Member of Management

合夥人/董事/管理團體成員

Partner/Director/ Member of Management

合夥人/董事/管理團體成員

Partner/Director/ Member of Management

備註：合夥經營者由所有合夥人簽署；法團或非法團性質之團體或組織，此等決議必須由根據組織大綱或本公司組織文件組成會議法定出席人數之每名董事(包括會議主席)或(視乎情況而定)管理團體成員簽署。

Note:

In the case of partnership, all partners shall sign; in the case of corporate or non-corporate organization or association, this resolution must be signed by each of the director (including chairman) or member of the management (as the case may be) present at the meeting with quorum duly constituted in accordance with the memorandum or constitutional documents of the company.