

決議案 - 開立網上企業銀行服務

Resolutions - Setting Up 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: _____

鑒於：

Whereas:

- (1) 本公司擬根據招商銀行香港分行不時訂明之《網上企業銀行服務條款》(“條款”) 獲得由銀行提供在“招商銀行香港分行網上企業銀行服務申請開立表格”(“申請開立表格”) 內指定之“網上企業銀行之服務”(“服務”);

The Company proposes to obtain the “Corporate Internet Banking Services” (the “Service”) as set out in the “China Merchants Bank Hong Kong Branch Corporate Internet Banking Services Application Form” (the “Application”) in accordance with the Terms and Conditions for Corporate Internet Banking Services (the “Terms”);

- (2) 本公司擬授權其職員、雇員及/或代理人使用該服務; 及

The Company proposes to grant authority to its employee(s), staff(s) and/or agent(s) to use the Service; and

- (3) 除非另有訂明，在條款及申請開立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 the Application shall have the same meaning when used herein.

本決議案通過：

It is resolved that:

1. 本公司向銀行申請之網上企業銀行服務，在獲得銀行同意後，將適用於隨附於本決議案之申請開立表格內列明之本公司名義開立的帳戶及其帳戶號碼；

The Company applies to the Service from the Bank, and subject to the Bank’s approval, the account(s)(with account(s) numbers) as specified by the Company and set out in the Application attached to this resolutions shall be designated as the account(s) for the Service;

2. 本公司現授權及同意向銀行申請之網上企業銀行服務,由原定的帳戶授權簽字人員全權負責管理及授權，並同意銀行按本公司授權簽字人員不時遞交之申請/維護表格處理有關指示；

The Company hereby authorizes and agrees to apply for the Service from the Bank, and the existing authorized signatory(ies) for the account(s) for the Service shall have full authority to manage such account(s) and grant authorization, and the Company agrees that the Bank shall process instructions according to any application(s) and form(s) as given by the authorized signatory(ies) of the Company from time to time;

3. 本公司已於申請開立表格內指定兩名系統管理員，並已填妥其資料；惟本公司可以指明由該系統管理員共同使用網上企業銀行服務之設定職能。設定職能包括但不限於以下各項：

The Company has appointed two Administrators and provided their information in the Application; the Company can specify the Administrator to jointly use certain function(s) of the Service. Such function(s) includes without limitation each of the following:

- a. 收取銀行編配給系統管理員的登錄用戶名、登錄密碼、數字證書卡及數字證書卡密碼;
to receive the Login Name, Login Password, USB Key and USB Key password, as provided by the Bank to the Administrator;
 - b. 按銀行規定的方式，任命或罷免任何人士為經辦人員或審批人員，以連接網上企業銀行服務及代本公司發出指示，該等指示對本公司具有全面約束力;
in accordance with the requirements prescribed by the Bank, to appoint or remove any person(s) as Operator or Approver, facilitating the connection between the Service and the instructions given by the Company, and such instructions shall be binding on the Company;
 - c. 厘定任何經辦人員及審批人員的許可權範圍及限制，但不應准許一名被授權使用者于同一宗交易中以經辦人員兼審批人員的雙重身份行事;
to set out the scope and limit of authorization for the Operator and Approver, but shall not allow an authorised person to have dual capacity being both the Operator and Approver in the same transaction;
 - d. 編配任何經辦人員及審批人員的登錄用戶名及登錄密碼。
to assign the Login Name and Login Password for any Operator and Approver.
4. 由系統管理員、審批及經辦人員(如適用)使用服務，乃符合本公司之商業利益，而本公司明確承認及確認：
The use of the Service by the Administrator, Approver and Operator (if applicable) is in the commercial interest of the Company, and the Company acknowledges and confirms:
- (1) 本公司負責採取適當措施，不時監察及控制服務之使用、對系統管理員之委任及更換，及對系統管理員指定之經辦人員及審批人員之委任及更換，並採取適當安全措施以防止未經許可人士使用服務或作未經許可用途; 及
the Company shall be responsible for applying appropriate measures from time to time, to monitor and control the use of the Service, to appoint and change Administrator, to appoint and change Operator and Approver appointed by the Administrator, and to apply appropriate safety measures to prevent the Service from being used by any unauthorized persons or for unauthorized purposes; and
 - (2) 本公司負責採取適當措施，不時培訓及監察系統管理員、經辦人員及審批人員對其持有的登錄密碼、數字證書卡及數字證書卡密碼保證妥善保管; 及
the Company shall be responsible for applying appropriate measures from time to time, to providing training on and to monitor the safekeeping of the Login Password, USB Key and USB Key password by the Administrator, Operator and Approver; and
 - (3) 銀行並不承擔核證任何由系統管理員、審批及經辦人員(如適用)所發出之任何指示是否恰當或真確之責任; 及
the Bank shall not be responsible for verification (and the liability arising therefrom) on the properness or authenticity of any instructions given by the Administrator, Approver and Operator (if applicable); and
 - (4) 銀行並不承擔因登錄密碼、數字證書卡及數字證書卡密碼被遺失或盜用所導致的任何損失;
the Bank shall not be responsible for any damages arising from the loss or misappropriation of the Login Password, USB Key and USB Key password;

5. 本公司明白並接受隨附於決議案之申請開立表格會構成此等決議案之一部份;
The Company understands and accepts that the Application attached to this resolutions shall form part of this resolutions;
6. 呈案所示之申請開立表格、銀行《網上企業銀行服務條款》及不時有效並適用於規管使用網上企業銀行服務之其他條款已經獲得接納通過; 及
The Application, Terms and Conditions for Corporate Internet Banking Services attached and presented herein, and other terms in force and applicable to the Service from time to time have been accepted and approved; and
7. 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該證之副本。
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.

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章程(視乎情況而定)在本公司辦公室內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 articles of association 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 the Company's office on _____ has been recorded in 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章程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 resolutions 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 articles of association of the company.