
(the “**Company**”)

(a company incorporated under the laws of _____)

WRITTEN RESOLUTIONS PASSED BY THE SOLE DIRECTOR OF THE COMPANY PURSUANT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY (the “**Articles**”) ON _____

I, the undersigned, being the sole director of the Company (the “**Sole Director**”) for the time being, hereby acknowledge, confirm, pass and resolve the following matters and resolutions, and agree that the following resolutions shall for all purposes be as valid and effective as if the same have been passed and resolved as resolutions at a meeting of the directors duly convened and held.

1. DECLARATION OF INTEREST

NOTED THAT:-

- (a) the Sole Director has, in accordance with the Articles, declared his/her material interests (if any) in relation to the transaction(s), arrangement(s), and/or contract(s) entered into or to be entered into by the Company as herein contemplated; and
- (b) pursuant to the Articles, notwithstanding such interests, the Sole Director shall be entitled to vote in respect of such transaction(s), arrangement(s) and/or contract(s) and be counted as a quorum present at a directors’ meeting to be held for considering such transaction(s), arrangement(s) and/or contract(s).

2. ACCOUNT(S) OPENING

NOTED THAT the Company has executed an account opening form with Bright Smart Securities International (H.K.) Limited (“**BS Securities**”) and/or Bright Smart Futures & Commodities Company Limited (“**BS Futures**”) and/or Bright Smart Forex Limited (“**BSFL**”) and/or Bright Smart Global Bullion Limited (“**BSGB**”) on or about _____ (the “**Account Opening Form**”).

IT IS RESOLVED THAT the Company opens and maintains (i) those account(s) marked with a tick (“✓”) sign in the Account Opening Form (with account number(s) stated out therein) with BS Securities and/or BS Futures and/or BSFL and/or BSGB, (ii) any other accounts opened and maintained with BS Securities and/or BS Futures and/or BSFL and/or BSGB in the name of the Company, and (iii) any additional accounts to be opened and maintained with BS Securities and/or BS Futures and/or BSFL and/or BSGB from time to time (collectively referred to as the “**Account(s)**”), subject to and in accordance with the terms and conditions in the Account Opening Form(s), the “Terms and Conditions for Trading Account” and such other documents and forms required for the opening and maintenance of the Account(s) (collectively referred to as the “**Account Opening Documents**”, as amended from time to time in accordance with the terms thereof).

IT IS RESOLVED THAT in connection with the Account Opening Documents, the Company shall execute a guarantee and indemnity (“**Guarantee**”) in favour of the lender(s).

IT IS RESOLVED THAT the authorised signatories referred to in paragraph (iii) below be and are hereby authorized to sign, execute and deliver, on behalf of the Company, the Account Opening Documents, the Guarantee and all other documents including but not limited to the letters of instruction, other agreements, consents, notices, confirmation, form, authorization, instrument, certificate, evidence and other documents as may be required in connection with the Account(s) and the transaction(s)

contemplated thereupon (“**Necessary Documents**”).

(All the transactions contemplated by the Necessary Documents are referred to as the “**Transactions**”).)

NOTED THAT the Sole Director has reviewed and considered copies of the Necessary Documents.

IT IS RESOLVED THAT:

- (i) The form, substance, terms and conditions of the Necessary Documents and the Transactions be hereby confirmed, approved and accepted in all respects, and the Company shall enter into, sign, execute, deliver and perform the Necessary Documents.
- (ii) It is in the best interests of the Company that the Company should approve and enter into, sign, execute, deliver and perform the Necessary Documents.
- (iii) Any _____ of group B signatory(ies) whose specimen signatures are set out in the Appendix attached hereto signing singly / jointly* be and is hereby authorized to:
 - (A) sign, execute and deliver for and on behalf of the Company, the Necessary Documents; and
 - (B) do any such act as such signatory(ies) shall consider necessary or expedient in order to give effect to the Transactions and the Necessary Documents, any such act be and are hereby ratified, confirmed, approved and adopted.

IT IS FURTHER RESOLVED THAT:

- (iv) For Orders or Trading Instructions in relation to the Account(s):-
 - (a) Any one of group A signatory(ies) whose specimen signatures are set out in the Appendix attached hereto signing singly be and is hereby authorized to give orders or trading instructions by verbal and/or electronic instructions and directions to BS Securities and/or BS Futures and/or BSFL and/or BSGB (as the case may be) on behalf of the Company.
 - (b) Any _____ of group A signatory(ies) whose specimen signatures are set out in the Appendix attached hereto signing singly / jointly* be and is/are hereby authorized to give orders or trading instructions by written instructions to BS Securities and/or BS Futures and/or BSFL and/or BSGB (as the case may be) on behalf of the Company.
- (v) For Fund Transfer Instructions:-

Any _____ of group _____ signatory(ies) whose specimen signatures are set out in the Appendix attached hereto signing singly/ jointly* be and is/are hereby authorized to withdraw any money or other property out of the Account(s) into the following designated bank account of the Company by written and/ or verbal instructions:

Name of Bank: _____

Bank Account Holder: _____

Bank Account Number: _____

IT IS FURTHER RESOLVED THAT:

- (vi) Unless otherwise amended by further board resolutions of the Company, the authorised signatories referred to in paragraph (iii) above be and are hereby authorised to execute such document(s) or do such act(s) as may be necessary for the opening and maintenance of any additional account(s) to be opened in the name of the Company with BS Securities and/or BS Futures and/or BSFL and/or BSGB (as the case may be) from time to time. For the avoidance of doubt, the Company acknowledges, confirms and agrees to be bound by the Necessary Documents (as amended from time to time in accordance with the terms thereof) in respect of all Account(s).
- (vii) The person(s) referred to in the “Appendix – List of the Authorized Signatories” attached hereto be and is/are hereby appointed by the Company as the Authorized Person(s) as defined in the “Terms and Conditions for Trading Account” (as amended from time to time in accordance with the terms thereof), who shall also acknowledge, confirm and agree to be bound by the “Terms and Conditions for Trading Account” (as amended from time to time in accordance with the terms thereof).
- (viii) Unless otherwise amended by further board resolutions of the Company and to the extent permissible by the applicable laws and regulations, any future instruction given by the relevant authorized signatory(ies) to BS Securities and/or BS Futures and/or BSFL and/or BSGB (as the case may be) in respect of the Account(s) shall be valid with or without the chop or common seal of the Company.

3. **RATIFICATION OF PRIOR ACTIONS**

IT IS RESOLVED THAT any and all actions of the Company, of the Sole Director or of any director or any officer, taken in connection with the actions contemplated by the foregoing resolutions prior to the date hereof be and are hereby ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval and approved by the board of directors of the Company prior to such action being taken.

Dated the day of

[Name of Sole Director]

Appendix – List of Authorized Signatories

Group A Signatory(ies)

| <u>Name</u> | <u>Title</u> | <u>ID Card / Passport No.</u> | <u>Specimen Signature</u> |
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Group B Signatory(ies)

| <u>Name</u> | <u>Title</u> | <u>ID Card / Passport No.</u> | <u>Specimen Signature</u> |
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