

## SCHEDULE 5 附件五

### BOARD RESOLUTION

Company Name: \_\_\_\_\_ (the “**Company**”)

Registered Office: \_\_\_\_\_

Date & Time: \_\_\_\_\_

TO: CTBC Asia Limited (“**CAL**”)

At a Meeting of the Board of Directors of the Company held at such place on such date and time as specified above the following resolutions were passed and are now in full force and effect:

1. That a securities trading account (“**Account**”) be opened with CAL in the name of the Company and that additional Accounts may be opened and maintained in the books of CAL in the name of the Company from time to time for the purpose of trading in securities subject to the terms and conditions in a Cash/Custodian Client’s Agreement (“**Agreement**”), a copy of which was produced at the Meeting. Terms and conditions used in the Agreement shall have the same meaning when used in these Resolutions.
2. That the persons whose details and specimen signatures set out in the Schedule hereto (“**Authorized Person**”) be and are hereby authorized to have full authority to represent the Company in all matters in relation to all dealings with CAL and to sign for and on behalf of the Company in accordance with the signing instructions specified in the Schedule hereto and that such list of Authorized Person may be amended or supplemented from time to time by written notice of any Director of the Company to CAL and that CAL be entitled to act and rely upon the list or such notice until receipt by the Broker of such further notice.
3. That the Agreement in the form produced to the Meeting is hereby approved and any of the Authorized Signatories be and are hereby authorized to sign the Agreement on behalf of the Company.
4. That CAL be instructed to honor and comply with all directions and instructions given for or in respect of the Account and any other accounts of any kind whatsoever on behalf of the Company provided that such directions, if written, are signed in accordance with the signing instructions specified in the Part 1 of the Schedule and, if verbal, are given by any of the Authorized Signatories whose name set out in Part 2 of the Schedule.
5. That CAL be authorized to debit any of the Accounts for any brokerage, commission, fee, or expense payable by the Company pursuant to the Agreement.
6. That in the absence of any direction to the contrary all Account subsequently opened shall be operated and dealt with upon the terms set out herein insofar as the same may be applicable.
7. That CAL be forthwith supplied with a copy of the Certificate of Incorporation, Business Registration Certificate and Memorandum and Articles of Association of the Company and with copies of any amending special resolutions that may from time to time be passed as soon as the same are passed.

8. That a copy of any resolution of the Board of the Company purporting to be certified as correct by the Chairman of the Meeting shall as between CAL and the Company be conclusive evidence of the passing of the resolution as certified.
9. That the resolutions of this meeting be communicated to CAL and shall remain in full force and effect until an amending resolution shall be passed by the Board of Directors of the Company and a copy thereof certified by the Chairman of the Meeting shall be communicated to and actually received by CAL.

I hereby certify the foregoing to be true copies of Resolutions as entered in the Minute Book of the Company passed at a meeting of the Board of Directors of the Company (at which the necessary quorum was present) held on the date first above written of which meeting due notice was given to every person entitled to receive the same.

I further certify that the names of the Authorized Signatories required to operate the Account on behalf of the Company and their specimen signatures, as supplied to CAL, are correct and genuine.

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Chairman