

I, \_\_\_\_\_ Secretary / President of \_\_\_\_\_, a corporation organized under the laws of the Country or state of \_\_\_\_\_ (the "Corporation"), do hereby certify that at a meeting of the Board of Directors of the said Corporation, held in accordance with its charter and by-laws on the date at which a quorum was at all times present and acting, the attached resolutions were duly adopted, that said resolutions have not been amended, rescinded or revoked, and are in no way in conflict with any of the provisions of the charter or by-laws of said Corporation.

本人 \_\_\_\_\_ 为 \_\_\_\_\_ (公司) 之公司秘书/总裁。本公司根据 \_\_\_\_\_ 国或州的法律成立的一家公司。本公司特此证明本公司董事会已于本决议所载之日根据公司章程及公司规则召开董事会议，出席会议的董事自始至终符合法定人数。会议通过以下所附各项决议，各项决议自从通过后未被修改、终止或撤销，并且与公司章程及公司规则并无任何冲突之处。

Corporate name 公司名称： \_\_\_\_\_

Address 地址： \_\_\_\_\_

Country of Incorporation or Organisation 公司/组织位于的国家： \_\_\_\_\_

Corporate Nature of Business 公司行业： \_\_\_\_\_

GIIN (Global Intermediary Identification Number) 全球金融机构识别号码： \_\_\_\_\_

GIIN is assigned to a Participating Foreign Financial Institution (PFFI) or Registered Deemed Compliant FFI by the US Internal Revenue Service for FATCA reporting. 全球金融机构识别号码是由美国国家税务局发放给参与外资金金融机构(PFFI)和注册认可的外资金金融机构的号码，来准备《外国账户税务遵守法案》要求的报告。

IRS Chapter 3 Status (entity type) (Must check one box only) 美国国税局第3章法定身份(实体类型)(只选择一个实体类型)：

- |   |   |  |  |
|---|---|--|--|
| <input type="checkbox"/> Corporation 股份公司             | <input type="checkbox"/> Disregarded entity 无行企业实体    | <input type="checkbox"/> Partnership 合营公司        | <input type="checkbox"/> Simple Trust 简单信托 |
| <input type="checkbox"/> Grantor trust 让与人信托          | <input type="checkbox"/> Complex trust 复合信托           | <input type="checkbox"/> Estate 遗产               | <input type="checkbox"/> Government 政府     |
| <input type="checkbox"/> Central Bank of Issue 发钞中央银行 | <input type="checkbox"/> Tax-exempt organization 免税组织 | <input type="checkbox"/> Private foundation 私人基金 |  |

Does your business structure meet the criteria of a financial institution? 您的企业的结构是否符合金融机构标准?  Yes 是  No 否

The term Financial Institution applies to but is not limited to a bank, credit or thrift institution, broker dealer, investment company, currency exchange, mortgage broker, insurance company, futures commission merchant, commodity pool operator, mutual fund, a licensed sender of money or any other person who engages as a business in the transmission of funds. The term Financial Institution also includes individuals who are engaged in collecting or pooling funds on the behalf of others.

金融机构一词适用于(但不限于)银行、信用/储蓄机构、经纪商、投资公司、货币兑换、抵押经纪人、保险公司、期货代理商、商品基金运营商、互惠基金、持牌借款人以及其他从事资金融通业务之人。金融机构一词所指还包括代表他人收集或集资之个人。

Is your entity a publicly traded Non-Financial Foreign Entity (or affiliate), Excepted territory NFFE, or Active NFFE? 您的实体公司是公开交易的非金融外国实体(或联营公司)、除外领土的非金融外国实体，还是活跃非金融外国实体?  Yes 是  No 否

What is an NFFE?

NFFE stands for Non-Financial Foreign Entity. A foreign entity that is not a financial institution.

What is Publicly Traded NFFE or Affiliate?

A foreign corporation that is not a financial institution and the stock of such corporation is regularly traded on one or more established securities markets.

What is an Excepted Territory NFFE?

An entity that is organized in a possession of the United States that does not accept deposits of a banking or similar business; does not hold, as a substantial portion of its business, financial assets for the account of others or is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments of respect to a financial account and all of the owners of the entity are bona fide residents of the possession in which the NFFE was organised or incorporated.

What is an Active NFFE?

A foreign entity that is not a financial institution. Less than 50% of such entity's gross income for the preceding calendar year is passive income and less than 50% of the assets held by such entity at any time during the preceding calendar year are assets that produce or are held for the production of passive income.

什么是 NFFE?

这指的是非金融外国实体，即一个非金融的外国实体。

什么是公开交易的非金融外国实体?

这是一个非金融机构的外国企业，该公司的股票经常于一个或多个已成立的证券市场交易。

什么是除外领土的非金融外国实体?

该实体建立于美国拥有的领土，而且不接受银行或类似商业的存款；并在其主要业务不为其他账户而持有金融资产；或无义务向金融账户支付款项的保险公司(或者保险公司的控股公司)，并且该实体的所有持有者是该非金融外国实体运作或注册所在地的真正居民。

什么是活跃非金融外国实体?

这是一个非金融机构的外国实体。该实体上一年的总收入 50% 以下为被动收入，并且在上一年度的任意时间里该实体持有的资产 50% 以下用于产出其被动收入或为产出被动输入的而被保留。

Does your business entity have substantial US owners? 您的公司是否有美国籍主要持有者?  Yes 是  No 否

FATCA defines a "substantial" U.S. owner as a direct or indirect owner of:

- (1) more than 10% of the stock of a corporation;
- (2) more than 10% of the profit or capital interest in a partnership; or
- (3) an owner of any portion of a trust and the holder of more than 10% of the beneficial interest of a trust.

外国账户税遵从法(FATCA)将实质美国籍持有人定义为直接或间接持有：

- (1) 公司股票的 10% 以上；
- (2) 合伙企业利润或资金利息的 10% 以上，或者
- (3) 一个信托的任意份额及一个信托权益超过 10% 以上的持有人。

## RESOLUTION 決議內容

	Name 姓名	Title 职务
(1) Resolved that 本公司特此决议	Name 姓名	Title 职务
<p>Each of them or such other person as this corporation may designate from time to time either in writing or by her/his apparent authority are hereby authorized to trade over the counter foreign exchange for risk of this Corporation through and with Rakuten Securities Hong Kong Limited ("Rakuten Securities HK") as said Corporation is now constituted or may be hereafter constituted, the authority hereby granted including the power to do any of the following:</p> <p>a) To open an account with Rakuten Securities HK for the purpose of Rakuten Securities HK's carrying, clearing, and settling all securities transactions undertaken by the Corporation on any marketplace Rakuten Securities HK is permitted to effect transactions on;</p> <p>b) To buy and sell foreign currency for present delivery, on margin or otherwise, the power to sell including the power to sell "short";</p> <p>c) To deposit with and withdraw from said firm money, currencies, contracts, for the purchase or sale of Currencies, securities and other property;</p> <p>d) To receive requests and demands for additional margin, notices of intention to sell or purchase and other notices and demands of whatever character;</p> <p>e) To receive and confirm the correctness of notices, confirmations, requests, demands and confirmations of every kind;</p> <p>f) To place oral orders with any authorized representative of Rakuten Securities HK for the execution of securities transactions on behalf of the Corporation on any marketplace Rakuten Securities HK is permitted to effect transactions on;</p> <p>g) To pay Rakuten Securities HK all fees, commissions and mark ups or downs incurred in connection with any such transactions and all amounts as may be requested by Rakuten Securities HK from time to time as margin or equity for the Corporation's account;</p> <p>h) To settle, compromise, adjust and give releases on behalf of the Corporation with respect to any and all claims, disputes and controversies;</p> <p>i) To otherwise perform all terms and provisions of this agreement and any other agreement signed with Rakuten Securities HK, and to take any other action relating to any of the foregoing matter;</p> <p>(2) Let it be further resolved that it is in the best interest of the Corporation to have its account(s) for the purchase and/or sale of foreign currencies cleared and carried by Rakuten Securities HK and for Rakuten Securities HK to arrange for the execution of foreign currency transactions which are not executed by the Corporation directly;</p> <p>(3) Resolve that Rakuten Securities HK may deal with any and all of the persons or any other persons authorized under this Agreement directly or indirectly by the foregoing resolution empowered, as though they were dealing with the Corporation directly, and that in the event of any change in the office or powers or persons hereby empowered, the Secretary shall certify such change to Rakuten Securities HK. in writing in the manner herein above provided, which notification, when received, shall be adequate both to terminate the powers of the persons theretofore authorized, and to empower the persons substituted;</p> <p>(4) Further Resolved, that in order to trade with Rakuten Securities HK any officer of the Corporation is authorized to execute and to deliver a Client Agreement, Risk Disclosure Statement, Account Application and other necessary documents (copies of which will be filed with the records of the Corporation) on behalf of the Corporation; and the officers of the Corporation are hereby directed to execute such documents by and on behalf of the Corporation and to deliver the same to Rakuten Securities HK;</p> <p>(5) Further Resolved, that the foregoing resolutions and the certificate actually furnished to Rakuten Securities HK by the Secretary/Assistant Secretary of the corporation pursuant thereto, be and they hereby are made irrevocable until written notice of the revocation thereof shall have been received by Rakuten Securities HK;</p> <p>(6) Further Resolved, that the Corporation agrees to indemnify and hold harmless Rakuten Securities HK and its associates or agents from any and all loss, damage or liability incurred because of any of the representations or warranties made above shall not be true and correct or any of the agreements entered into between the corporation and Rakuten Securities HK shall not have been fully performed by the Corporation;</p> <p>(7) Further Resolved, that the Secretary of the Corporation is hereby authorized and directed to present a certified copy of these resolutions, together with a certification as to the incumbency of certain officers to Rakuten Securities HK and that the authority hereby given to the Agents (including the persons named as officers in such certification until such time as Rakuten Securities HK receives written notification that such persons are no longer such officers) shall continue in full force and effect (irrespective of whether any of them ceases to be officers or employees of the Corporation) until notice of revocation or modification is given in writing to Rakuten Securities HK or its successors or assigns.</p>		
<p>任任何一位上述人士或本公司不时以书面或她/他的表面权限的形式授权的其它人士在此获授权通过乐天证券香港有限公司 ("乐天证券香港") 为本公司 (本公司现在已构成或将可能在此以后构成) 进行场外外汇买卖。本公司为此目的授权上述人士为下述任何行为:</p> <p>(a) 于乐天证券香港开立账户, 以便乐天证券香港于任何容许乐天证券香港进行交易的的市场持有本公司所有证券交易并进行有关的清算及交割;</p> <p>(b) 进行外汇现交付、保证金或其它交易, 售出的权力包括卖空;</p> <p>(c) 向本公司账户存入或从本公司账户提取货币、现钞、合约以用于买卖现钞、证券或其它财产;</p> <p>(d) 收取请求或要求支付额外保证金通知、买卖意图通知或任何其它性质的通知或要求。</p> <p>(e) 收取并确认各类通知、确认书、请求要求及各种确认书的更正;</p> <p>(f) 向乐天证券香港的任何授权代表人发出口头指令, 以便于后者在乐天证券香港有权进行交易的任何市场代表本公司进行证券交易;</p> <p>(g) 向乐天证券香港支付与此类交易有关的所有费用、佣金、溢价和折价, 以及乐天证券香港不时要求的与本公司账户有关的保证金或其它款项;</p> <p>(h) 就任何和所有请求、纠纷及冲突代表本公司进行解决, 达成和解、调停或给予对方豁免。</p> <p>(i) 以其它方式履行本协议和任何其他与乐天证券香港签订的所有条款或条件, 并就前述事项采取任何其它行动。</p> <p>(2) 本公司进一步决议为外汇买卖之目的, 由乐天证券香港为本公司进行账户的交割和维持并由乐天证券香港为不由本公司直接执行的外汇交易作出交易安排是符合本公司最大利益的。</p> <p>(3) 本公司决议, 乐天证券香港可以直接或间接与本协议书授权的任何及所有人士或任何本协议授权的人士进行交易, 此等交易视同乐天证券香港同本公司的交易。本协议书授权之人士的职务、权力或身份如有任何变更, 公司秘书应以本协议前文提供的方式书面将变更情况向乐天证券香港确认。该书面通知一经接收即作为对前一任被授权人权力的终止, 及所继任人的授权。</p> <p>(4) 本公司进一步决议, 为与乐天证券香港进行交易, 特此授权本公司任何主管签署送达客户协议、风险披露声明、开户表格及其它需要的文件(上述文件的副本将于本公司备案); 本公司特此要求所属主管代表本公司签署上述文件并将同一文件送达乐天证券香港。</p> <p>(5) 本公司进一步决议, 除非乐天证券香港收到书面撤销通知, 前述决议及根据前述决议由本公司秘书/助理秘书向乐天证券香港实际送达的确认, 不得撤销。</p> <p>(6) 本公司进一步决议, 如本公司于前述所作出的任何声明或保证不真实或不准确, 或本公司未全面履行由本公司和乐天证券香港所订立的协议, 而给乐天证券香港及其关联人或代理人招致任何损失、损害或责任的, 本公司同意向乐天证券香港及其关联人作出赔偿, 以使其不受损害。</p> <p>(7) 本公司进一步决议, 特此授权并命令本公司秘书将经认证的本协议副本, 连同各主管职务证明呈交乐天证券香港。本协议向各代理人(包括职务证明所指定的作为本公司主管的人, 除非乐天证券香港收到关于上述人士不再担任本公司主管的书面通知)的授权在撤销或变更通知被送达乐天证券香港或其继承人或受让人之前全部有效(不论上述主管是否已不再担任本公司的主管或雇员)。</p>		

All shareholders and beneficiaries with 25% or more ownership, and substantial U.S. Owners must provide a breakdown of the shares below:  
 必须填写所有美籍主要持有者、持百分之 25 或以上的股东及受益人的持股量

	Name of Shareholder 股东名字	Address (Street, City, County/Province, Country) 地址 (街道, 城市, 省/县, 国家)	US Tax Identification Number 美国税务编号	Percentage of Ownership 持股百分比
1				
2				
3				
4				
5				
6				

I further certify that the foregoing resolutions have not been modified or rescinded and are now in full force and effect and that the Corporation has the power under its Charter and by-laws and applicable laws to take the action set forth in and contemplated by the foregoing resolutions. I do further certify that each of the following has been duly elected and is now legally holding the office set opposite his/her signature.

本人进一步证明前述决议未被修改或撤销，全部有效；本公司依据其公司章程、公司规则及适用法，有权采取前述协议中既定的行动。并且，本人证明以下各位人士经适当选举，并合法担任与其签名对应的职务。

Signature of President

总裁签名： X \_\_\_\_\_

Signature of Vice-President

副总裁签名： X \_\_\_\_\_

Signature of Secretary

公司秘书签名： X \_\_\_\_\_

Signature of Treasurer

财务主管签名： X \_\_\_\_\_

In witness whereof, I have hereunto affixed my hand this by the following date  
 作为见证人，本人于以下日期亲自填写

Signature of Witness

见证人签名： X \_\_\_\_\_

Print Name

姓名： \_\_\_\_\_

Date

日期： \_\_\_\_\_

Corporate Seal (Please affix corporate seal here)

公司印章 (请盖公司印章于此处) \_\_\_\_\_

In the event of any inconsistency between the English and Chinese version, the English version shall prevail.  
 中文译本仅供参考，文义如与英文本有歧异，概以英文本为准。