

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all times present and acting, the attached resolutions were duly adopted, that said resolutions have not been amended, rescinded or revoked, and are in no way in conflict with any of the provisions of the charter or by-laws of said Corporation.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 _____ 為 _____ (公司) 之公司秘書 / 總裁。本公司根據 _____ 國或州的法律成立的一家公司。本公司特此證明本公司董事會已於本決議所載之日根據公司章程及公司規則召開董事會議，出席會議的董事自始至終符合法定人數。會議通過以下所附各項決議，各項決議自從通過後未被修改，終止或撤銷，並且與公司章程及公司規則並無任何衝突之處。

Corporate name 公司名稱： _____

Address 地址： _____

Country of Incorporation or Organisation 公司/組織位於的國家： _____

Corporate Nature of Business 公司行業： _____

GIIN (Global Intermediary Identification Number) 全球金融機構識別號碼： _____

GIIN is assigned to a Participating Foreign Financial Institution (PFFI) or Registered Deemed Compliant FFI by the US Internal Revenue Service for FATCA reporting. 全球金融機構識別號碼是由美國國家稅務局發放給參與外資金融機構(PFFI)和註冊認可的外資金融機構的號碼，來準備《外國賬戶稅務遵守法案》要求的報告。

IRS Chapter 3 Status (entity type) (Must check one box only) 美國稅局第 3 章法定身份 (實體類型) (只選擇一個實體類型)：

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> Corporation 股份公司 | <input type="checkbox"/> Disregarded entity 無行企業實體 | <input type="checkbox"/> Partnership 合營公司 | <input type="checkbox"/> Simple Trust 簡單信託 |
| <input type="checkbox"/> Grantor trust 讓與人信託 | <input type="checkbox"/> Complex trust 複合信託 | <input type="checkbox"/> Estate 遺產 | <input type="checkbox"/> Government 政府 |
| <input type="checkbox"/> Central Bank of Issue 發鈔中央銀行 | <input type="checkbox"/> Tax-exempt organization 免稅組織 | <input type="checkbox"/> Private foundation 私人基金 | |

Does your business structure meet the criteria of a financial institution? 您的公司的企業結構是否符合金融機構標準？ 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.

金融機構一詞適用於(但不僅限於)銀行、信用/儲蓄機構、經紀商、投資公司、貨幣兌換、抵押經紀人、保險公司、期貨代理商、商品基金運營商、互惠基金、持牌借款人以及其他從事資金流通業務之人。金融機構一詞所指還包括代表他人收集或集資之個人。

Is your entity a publicly traded Non-Financial Foreign Entity (or affiliate), Excepted territory NFFE, or Active NFFE? 您的實體公司是公開交易的非金融外國實體(或聯營公司)、除外領土的非金融外國實體，還是活躍非金融外國實體？ 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 organized 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.

甚麼是 NFFE？

這指的是非金融外國實體，即一個非金融的外國實體。

甚麼是公開交易的非金融外國實體？

這是一個非金融機構的外國企業，該公司的股票經常於一個或多個已成立的證券市場交易。

甚麼是除外領土的非金融外國實體？

該實體建立於美國擁有的領土，而且不接受銀行或類似商業的存款；並在其主要業務不為其他賬戶而持有金融資產；或無義務向金融賬戶支付款項的保險公司(或者保險公司的控股公司)，並且該實體的所有持有者是該非金融外國實體運作或註冊所在地的真正居民。

甚麼是活躍非金融外國實體？

這是一個非金融機構的外國實體。該實體上一年的總收入 50%以下為被動收入，並且在上一年度的任意時間裡該實體持有的資產 50%以下用於產出其被動收入或為產出被動輸入的而被保留。

Does your business entity have substantial US owners? 您的公司是否有美國籍主要持有者？ 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.

外國賬戶稅收遵從法 (FATCA) 將實質美國籍持有者定義為直接或間接持有：

- (1) 公司股票的 10% 以上；
- (2) 合夥企業利潤或資金利息的 10% 以上，或者
- (3) 一個信託的任意份額及一個信託權益超過 10% 以上的持有人。

RESOLUTION 決議內容

	Name 姓名	Title 職務
(1) Resolved that 本公司特此決議	Name 姓名	Title 職務
<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>任何一位上述人士或本公司不時以書面或她/他的表面權限的形式授權的其它人士在此獲授權通過樂天證券香港有限公司(「樂天證券香港」)為本公司(本公司現在已構成或將可能在此以後構成)進行場外外匯買賣。本公司為此目的授權上述人士為下述任何行為:</p> <p>(a) 於樂天證券香港開立賬戶,以便樂天證券香港於任何容許樂天證券香港進行交易的市場持有本公司所有證券交易並進行有關的清算及交割;</p> <p>(b) 進行外匯現交付、保證金或其它交易,售出外匯的權力包括賣空;</p> <p>(c) 向本公司賬戶存入或從本公司賬戶提取貨幣、現鈔、合約以用於買賣現鈔、證券或其它財產;</p> <p>(d) 收取請求或要求支付額外保證金通知、買賣意圖通知或任何其它性質的通知或要求。</p> <p>(e) 收取並確認各類通知、確認書、請求要求及各種確認書的更正;</p> <p>(f) 向樂天證券香港的任何授權代表人發出口頭指令,以便於後者在樂天證券香港有權進行交易的任何市場代表本公司進行證券交易;</p> <p>(g) 向樂天證券香港支付與此類交易有關的所有費用、佣金、溢價和折價,以及樂天證券香港不時要求的與本公司賬戶有關的保證金或其它款項;</p> <p>(h) 就任何和所有請求、糾紛及衝突代表本公司進行解決,達成和解、調停或給予對方豁免。</p> <p>(i) 以其它方式履行本協議和任何其他與樂天證券香港簽訂的所有條款或條件,並就前述事項採取任何其它行動。</p> <p>(2) 本公司進一步決議為外匯買賣之目的,由樂天證券香港為本公司進行賬戶的交割和維持並由樂天證券香港為不由本公司直接執行的外匯交易作出交易安排是符合本公司最大利益的。</p> <p>(3) 本公司決議,樂天證券香港可以直接或間接與本決議書授權的任何及所有人士或任何本協議授權的人士進行交易,此等交易視同樂天證券香港同本公司的交易。本決議書授權之人士的職務、權力或身份如有任何變更,公司秘書應以本決議前文提供的方式書面將變更情況向樂天證券香港確認。該書面通知一經接收即作為對前一任被授權人權力的終止,及所繼任人的授權。</p> <p>(4) 本公司進一步決議,為與樂天證券香港進行交易,特此授權本公司任何主管簽署送達客戶協議、風險披露聲明、開戶表格及其它需要的文件(上述文件的副本將於本公司備案);本公司特此要求所屬主管代表本公司簽署上述文件並將同一文件送達樂天證券香港。</p> <p>(5) 本公司進一步決議,除非樂天證券香港收到書面撤銷通知,前述決議及根據前述決議由本公司秘書/助理秘書向樂天證券香港實際送達的確認,不得撤銷。</p> <p>(6) 本公司進一步決議,如本公司於前述所作出的任何聲明或保證不真實或不準確,或本公司未全面履行由本(6)公司和樂天證券香港所訂立的協議,而給樂天證券香港及其關聯人或代理人招致任何損失、損害或責任的,本公司同意向樂天證券香港及其關聯人作出賠償,以使其不受損害。</p> <p>(7) 本公司進一步決議,特此授權並命令本公司秘書將經認證的本決議副本,連同各主管職務證明呈交樂天證券香港。本決議向各代理人(包括職務證明所指定的作為本公司主管的人,除非樂天證券香港收到關於上述人士不再擔任本公司主管的書面通知)的授權在撤銷或變更通知被送達樂天證券香港或其承繼人或受讓人之前全部有效(不論上述主管是否已不再擔任本公司的主管或僱員)。</p>

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

	Name of Shareholder 股東名字	Address (Street, City, County/Province, Country) 地址 (街道, 城市, 省/縣, 國家)	US Tax Identification Number 美國稅務編號	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.

本人進一步證明前述決議未被修改或撤銷，全部有效；本公司依據其公司章程、公司規則及適用法，有權採取前述協議中既定的行動。並且，本人證明以下各位人士經適當選舉，並合法擔任與其簽名對應的職務。

Signature of President
總裁簽名： X _____

Signature of Vice-President
副總裁簽名： X _____

Signature of Secretary
公司秘書簽名： X _____

Signature of Treasurer
財務主管簽名： X _____

In witness whereof, I have hereunto affixed my hand this by the following date
作為見證人，本人於以下日期親自填寫

Signature of Witness
見證人簽名： X _____

Print Name
姓名： _____

Date
日期： _____

Corporate Seal (Please affix corporate seal here)
公司印章 (請蓋公司印章於此處) _____

In the event of any inconsistency between the English and Chinese version, the English version shall prevail.
中文譯本僅供參考，文義如與英文本有歧異，概以英文本為準。