

Business Banking Debt Restructuring Plan Board Minutes Extract

To: Standard Chartered Bank (Hong Kong) Limited (the "Bank")

I/We, being the company director(s) of \_\_\_\_\_ (the "Company"), hereby certify that the following is a true extract of the minutes of meeting of the board of directors of the Company held on \_\_\_\_\_

1. IT WAS NOTED that, due notice of the meeting having been given to all the directors and a quorum being present, the meeting could proceed.
2. IT WAS NOTED that the Company had proposed to apply to the Bank to restructure certain loans which are due and owing by the Company to the Bank and to make available certain facilities to the Company on the terms set out in various documents, including but not limited to (a) an application form for the Business Banking Debt Restructuring Plan and (b) confirmation letters from the Bank to the Company ((a) and (b) collectively as the "Application Documents") and (c) the terms and conditions applicable to the aforementioned product (the "Terms and Conditions"), copies of which were produced in the meeting of the board of directors of the Company.
3. IT WAS NOTED that the Company agreed to (a) accept any debt restructuring plan (the "Restructuring Plan") and banking facilities as may be approved by the Bank (the "Facilities") (notwithstanding that the Restructuring Plan and the Facilities may be different from those applied for by the Company) and (b) execute such document(s) (the "Other Documents") as may be required by the Bank to be executed by the Company and delivered to the Bank before the Restructuring Plan and the Facilities would become available.
- #4. The directors declared their interests (if any) in the transactions contemplated by the Application Documents, the Terms and Conditions and the Other Documents and it is noted that, pursuant to the articles of association of the Company, (a) none of the directors were thereby prohibited from voting at the meeting; or (b) certain of the directors were prohibited from being counted towards the quorum or voting at the meeting but, notwithstanding this, the meeting was still quorate.
5. Discussion then took place on the terms and conditions of the Application Documents, the Terms and Conditions, the Facilities and the Other Documents.
6. IT WAS NOTED that from time to time the Company may wish to vary the Restructuring Plan and/or the Facilities and that it would be appropriate for certain variations to be authorised in advance at this meeting.
- #7 IT WAS RESOLVED that:
  - (a) it was in the interests of the Company, to its benefit and in furtherance of its objects, that the Company accept and utilise the Restructuring Plan and the Facilities;
  - (b) any one director of the Company (a "director") or other person from time to time authorised to operate the Company's current account with the Bank (an "authorised signatory") acting solely, be and is hereby authorised to sign on behalf of the Company the Application Documents and such other documents as such director or authorised signatory may deem necessary and proper in connection therewith;
  - (c) in accordance with the articles of association of the Company, the seal of the Company be affixed to each of the Other Documents which has to be executed under seal and that each of such Other Documents be signed by at least the minimum number of the director(s) of the Company as required under the articles of association of the Company;

- (d) any one director or authorised signatory acting solely be and is hereby authorised to sign on behalf of the Company each of the Other Documents which is to be executed under hand; and
- (e) any one director or authorised signatory acting solely be and is hereby authorised from time to time on behalf of the Company to approve any temporary excess borrowing or other accommodation or other temporary variation of the Facilities or of the terms and conditions of the Restructuring Plan, the Application Documents or the Terms and Conditions.

8. IT WAS FURTHER RESOLVED that:

- (a) any one director or authorised signatory acting solely be and is hereby authorised from time to time on behalf of the Company to agree with the Bank to (i) increase or otherwise vary the limits or accommodation available under the Facilities, (ii) vary the terms on which the Facilities are to be made available or continued (whether as to security or otherwise) and (iii) for this purpose, execute any amendment or supplement to the terms and conditions of the facilities and such other documents and do such other things as such director may deem necessary and proper in connection therewith; and
- (b) any one director or authorised signatory acting solely be and is hereby authorised to sign on behalf of the Company any further security or other document which is to be executed under hand and which is required to be executed in connection with any variation of the Facilities approved by a director pursuant to resolution 8(a) above.

9. IT WAS FURTHER RESOLVED that any one director or authorised signatory acting solely be and is hereby authorised on behalf of the Company to execute such other documents and do such other things relating to any of the matters aforesaid as such director or authorised signatory may deem necessary and proper in connection therewith.

10. IT WAS FURTHER RESOLVED that a copy of minutes (certified as a true copy by a director or the secretary) shall as between the Bank and the Company be conclusive evidence of the passing of the resolutions in the meeting as referred above if so certified, and that the resolutions referred above shall remain in force, and the Bank shall be entitled to rely thereon, until a certified copy of an amending resolution duly passed by the board of directors of the Company shall have been delivered to the Bank.

Director(s)

# The directors should satisfy themselves as to the accuracy of these Paragraphs.

\*\* Certified as true copy of the original

(Signature of \*Director/Secretary)

\* Please delete as appropriate

\*\* To be completed on the copy of this document submitted to the Bank

The Chinese version of this Board Minutes Extract is a translation of the English version and for reference only. In case of any inconsistency between the Chinese and English versions, the English version shall prevail for all purposes unless otherwise specified.

中小企業債務重整計劃  
董事會會議紀錄撮要

致：渣打銀行（香港）有限公司（「銀行」）

我/我們，作為（“本公司”）的董事，特此證明，以下是本公司董事局在舉行的董事局會議之紀錄撮要。

1. 本會議記錄所有董事經已收到本會議之通知及上述出席董事構成法定人數及可進行本會議。
2. 本會議記錄本公司打算根據中小企業債務重整計劃的申請文件，包括但不僅限於：(a) 「中小企業債務重整計劃之申請表」、(2) 由銀行向本公司發出的「中小企業債務重整計劃確認書」（(a) 及 (b) 合稱「申請文件」）以及 (c) 「中小企業債務重組計劃－條款及細則」所載之條款及細則（「條款及細則」），向若干銀行申請重整本公司名下的某些或所有債務，以獲得銀行授信（申請文件與條款及細則之副本於本會議上提交省覽）。
3. 本會議記錄本公司同意 (a) 接受銀行將會根據申請文件與條款及細則而批核去重整本公司名下的某些或所有債務的計劃（「銀行債務重整計劃」）及授信（雖然該銀行授信可能大於或少於本公司所申請的銀行授信）（「銀行授信」）及 (b) 簽立及交付予銀行任何獲得銀行債務重整計劃及銀行授信之前需要本公司簽立之其他文件（「其他文件」）。
- #4. 各董事聲明其各人對申請文件、條款及細則及其他文件所預期之交易之利害關係（如有）及根據本公司之章程，(a) 沒有董事被禁止於本會議投票，或 (b) 即使若干董事被禁止構成法定人數或於本會議投票，但是本會議仍具有足夠法定人數。
5. 本會議接著進行討論申請文件、條款及細則及銀行授信及其他文件之條款。
6. 本會議記錄本公司有可能不時希望更改銀行債務重整計劃及/或銀行授信，以及本會議適合對某些更改預先予以授權。
- #7. 本會議通過：
  - (a) 為了公司的利害關係及利益及促進本公司之目的，本公司接受及運用該銀行債務重整計劃及銀行授信；
  - (b) 在此授權任何一名董事（「董事」）或不時獲授權操作本公司於銀行之往來戶口的任何其他人（「授權人」）代表本公司簽署申請文件及一切該董事或授權人認為需要及恰當之其他有關文件；
  - (c) 根據本公司之章程，就任何需要本公司蓋上印章之其他文件，於其他文件上蓋上本公司之印章及根據本公司之章程所規定的董事人數簽署；
  - (d) 在此授權任何一名董事或獨自執行的授權人代表本公司簽署任何需要本公司簽署之其他文件；
  - (e) 在此授權任何一名董事或獨自執行的授權人不時代表本公司批核任何暫時額外借款或其他貸款或其他暫時性更改銀行債務重整計劃或銀行授信或申請文件或條款及細則之條款。
8. 本會議更通過：
  - (a) 在此授權任何一名董事或獨自執行的授權人不時代表本公司與銀行同意 (i) 增加或更改銀行授信之額度或貸款，(ii) 更改銀行提供或繼續提供銀行授信之條款（不論有關抵押或其他方面）及 (iii) 為此，簽立任何銀行授信條款的更改文件或補充文件及董事認為需要及恰當之其他相關文件及辦理該董事認為需要及恰當之其他相關事情；
  - (b) 在此授權任何一名董事或獨自執行的授權人代表本公司簽署任何本公司因根據以上第 8(a) 項會議決議經董事批核更改銀行授信而需要簽署之其他文件。
9. 本會議更通過，授權任何一名董事或獨自執行的授權人代表本公司簽立任何其認為需要及恰當之其他相關文件及辦理任何其認為需要及恰當之其他相關事情。
10. 本會議更通過，交付予銀行的本公司會議紀錄副本（由董事或秘書核證為真實副本）為通過此決議之有效證據，及直至銀行收到一份本公司董事會通過之更改決議之核證副本，本會議通過之決議將維持有效及銀行有權依賴本會議決議。

董事

# 董事須確信各段文意之真實

\*\* 核實為正本之真實副本

(董事 / 秘書簽名)

\* 請將不適用刪去

\*\* 在交付予該銀行之文件之副本上填寫

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