

Minutes of a Meeting of the Board of Directors of _____
Limited

(“the Company”) held at _____

on the _____ day of _____ 20 _____.
(Handwritten signature)

Present: _____ (Chairman)

(Director)

1. With the approval of the meeting, _____ presided as Chairman.
2. The Chairman noted that, due notice of the meeting having been given to all the directors and a quorum being present, the meeting could proceed.
3. The Chairman reported that the Company had proposed to apply to Standard Chartered Bank (Hong Kong) Limited ("the Bank") to make available certain facilities to the Company on the terms set out in a SME Banking Secured Business Overdraft Application Form ("the Application Form") and the SME Banking Secured Business Overdraft Terms and Conditions ("Terms and Conditions"), a copy of which were tabled.
4. The Chairman also reported that the Company agreed to accept any banking facilities as may be approved by the Bank ("the Facilities") pursuant to the Application Form and the Terms and Conditions (even though such banking facilities may be more or less than those applied for by the Company) and agreed to execute such security document(s) ("the Security Documents") which had to be executed by the Company and delivered to the Bank before the Facilities would become available.
- #5. The directors declared their interests (if any) in the transactions contemplated by the Application Form, the Terms and Conditions and the Security Document(s) and the Chairman noted that, pursuant to the articles of association of the Company, (i) none of the directors was hereby prohibited from voting at the meeting; or (ii) certain of the directors were prohibited from counting towards the quorum or voting at the meeting but, notwithstanding this, the meeting was still quorate.
6. Discussion then took place on the terms and conditions of the Application Form, the Terms and Conditions and the Facilities and the Security Document(s).
7. IT WAS NOTED that from time to time the Company may wish to vary the Facilities and that it would be appropriate for certain variations to be authorised in advance at this meeting.
- #8. 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 Facilities;
 - (b) any director of the Company (a "director") or any other person from time to time authorised to operate the Company's current account with the Bank (an "authorised signatory"), be and is hereby authorised to sign on behalf of the Company the Application Form 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 Security Document which has to be executed under seal and that each such Security Document be signed by director(s);
 - (d) any director or any authorised signatory be and is hereby authorised to sign on behalf of the Company each Security Document which is to be executed under hand;
 - (e) any director or any authorised signatory 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 Application Form or the Terms and Conditions.

9. IT WAS FURTHER RESOLVED that:

- (a) any director 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;
- (b) any director or any authorised signatory be and is hereby authorised to sign on behalf of the Company any further security 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 9(a) above.

10. IT WAS FURTHER RESOLVED that any director or any authorised signatory 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.

11. IT WAS FURTHER RESOLVED that a copy of these minutes (certified as a true copy by a director or the secretary) be delivered to the Bank and that the resolutions referred to herein 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.

12. There being no further business the Chairman declared the meeting closed.

S.V.

Chairman

The directors should satisfy themselves as to the accuracy of these paragraphs

** Certified a 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

Chairman

The directors should satisfy themselves as to the accuracy of these paragraphs

** Certified a 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

_____有限公司（「本公司」）在二〇_____年_____月_____日
於_____舉行之董事會會議紀錄

下列董事出席：_____（主席）

_____（董事）

1. 本會議通過_____為本會議之主席。
2. 主席注意到本會議之通知經已向所有董事發出，而上述出席董事構成法定人數，本會議可予進行。
3. 主席報告本公司建議根據渣打銀行(香港)有限公司（「銀行」）中小企業理財「盈」運透支戶口申請表（「申請表」）與中小企業理財「盈」運透支戶口條款及細則（「條款及細則」）所載之條款，向銀行申請若干銀行授信（申請表與條款及細則之副本於本會議上提交省覽）。
4. 主席亦報告本公司同意接受銀行將會根據申請表與條款及細則而批核之任何銀行授信（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」）及同意簽立及交付予銀行任何獲得銀行授信之前需要本公司簽立之抵押文件（「抵押文件」）。
5. 各董事聲明其各人對申請表、條款及細則及抵押文件所預期之交易之利害關係（如有）及主席記錄根據本公司之章程，(i)沒有董事被禁止於本會議投票，或(ii)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。
6. 本會議接著進行討論申請表、條款及細則及銀行授信及抵押文件之條款。
7. 本會議記錄本公司有可能不時希望更改銀行授信及本會議適合對某些更改預先予以授權。
- #8. 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授信；
 - (b) 在此授權任何董事（「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表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抵押文件，於抵押文件上蓋上本公司之印章及董事簽署；
 - (d) 在此授權任何董事或任何授權人代表本公司簽署任何需要本公司簽署之抵押文件；
 - (e) 在此授權任何董事或任何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授信或申請表或條款及細則之條款。
9. 本會議更通過：
 - (a) 在此授權任何董事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) 在此授權任何董事或任何授權人代表本公司簽署任何本公司因根據以上第 9(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抵押文件。

S.V.

主席

董事應自行信納上述內容的準確性

** 核實為正本的真實副本

(* 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