



To: Oversea-Chinese Banking Corporation Limited

CERTIFIED COPY OF RESOLUTION passed at a Meeting of the Board of Directors of \_\_\_\_\_  
\_\_\_\_\_ (the "Company"), duly convened (at which a quorum was acting throughout) on the  
\_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_ .

#### APPOINTMENT OF OVERSEA-CHINESE BANKING CORPORATION LIMITED AS BANKER

A. **RESOLVED** that Oversea-Chinese Banking Corporation Limited (the "Bank") be and it is hereby appointed banker of the Company.

#### APPOINTMENT OF AUTHORISED PERSONS

B. **RESOLVED** that the directors/authorised persons specified in the Appendix hereto and acting according to the signing mandate indicated therein be and are hereby authorised on behalf of the Company (please refer to the Appendix hereto for the authorised persons and signing conditions):

i. Open and Close Accounts

To approve and open with the Bank any number of accounts (the "Accounts"), now or at any time hereafter, of the types and currency(ies) specified in the account opening form or letter of instruction (the "Account Applications") for and on behalf of the Company subject to and in accordance with the terms and conditions governing such accounts, as amended from time to time by the Bank, and to execute any and all documents in connection therewith or incidental thereto, including any amendment thereto and to give instructions to close any Accounts;

ii. Apply for Account and Banking Services

To apply for any service (the "Services") mentioned below and provide related instructions:

- custodial services
- electronic services
- cash management services
- remittance and payment services
- trade related services
- any other services or transactions

In respect of or in connection with any account opened by the Company with the Bank from time to time (whether opened before or after the date of this resolution) including, without limitation, the relevant Accounts and the Bank shall be authorised to act on and accept as duly signed for the Company any application ("Services Application") (subject to and in accordance with the Bank's terms and conditions set out in such application) and all other documents requested by the Bank in connection with or incidental to the transaction or provision of such services (including but not limited to the operation of accounts in any manner, other than by original written signature, by facsimile transmission, electronic means or otherwise and the use of Personal Identification Numbers (PINs), telephones, computer terminals or other means) and in this connection to deliver to the Bank, on behalf of the Company, guarantees or indemnities or any other security in form and substance acceptable to the Bank, if the same are signed by the directors/authorised persons specified in the Appendix hereto and acting according to the signing mandate indicated therein provided always that, if the Bank receives any instructions which appear to the Bank to be ambiguous or conflicting, the Bank may choose not to act upon them (even if it would result in any loss, without the Bank being liable in any way) until the Bank receives clear and definitive instructions from the Company.

iii. Appointment of Authorised Users of the Respective Services

To **appoint, certify and confirm** to the Bank in the respective Services Applications or any letter of instruction the names of the person(s) (whether from the Company or otherwise), their particulars and the offices respectively held by them, together with specimens of their signatures who are appointed as the **Authorised Users** of the respective Services subject to the terms and conditions governing such Services and the Bank shall be authorised to act on and accept any instructions given, and transactions entered into by any of the Authorised Users for and in connection with such Service(s), subject to and in accordance with the Bank's terms and conditions governing such Services, by original written signature, by facsimile transmission, electronic means or otherwise and the use of Personal Identification Numbers (PINs), telephones, computer terminals or other means which the Bank may permit for such Service(s) and all such instructions and transactions shall be deemed to be binding and conclusive on the Company.

iv. Appointment of Authorised Signatories

To **appoint, certify and confirm** to the Bank the names of the person(s) of the Company who are appointed as the Authorised Signatories of any accounts opened by the Company with the Bank from time to time (whether opened before or after the date of this resolution) including, without limitation, the relevant Accounts and/or Services in the respective Account Applications and/or Services Applications subject to the terms and conditions governing such accounts or services and the offices respectively held by the **Authorised Signatories**, together with specimens of their signatures and signing limits and conditions.

v. Borrowing and Granting Security

a. To borrow money and obtain banking or other credit facilities or accommodation (including but not limited to loan, overdraft, discounting of bills, letter of credit facility, releasing of documents against trust receipts, banker's guarantee/standby letters of credit, shipping guarantees) for the Company, whether alone or jointly and/or severally with any of its subsidiaries or affiliates, on any terms and to incur, sign, make, give and or deliver on behalf of the Company notes, drafts, acceptances, instruments of guarantee, agreements, forms of deposit and

withdrawal, letters or rights of set off, charges over deposit and any other obligations, undertakings, instructions, indemnities, and counter indemnities and any other documents which may be required by the Bank in such form satisfactory to the Bank in connection with the Company's business or the banking or other credit facilities now or hereafter offered or granted by the Bank to the Company or with any and all indebtedness and/or liabilities of the Company to the Bank now or hereafter incurred;

- b. To pledge, mortgage, charge or assign and/or deliver on any terms, as security for money now or hereafter borrowed or credit now or hereafter obtained (whether alone or jointly and/or severally with any of its subsidiaries or affiliates) from the Bank all or any of the assets of the Company including but not limited to stocks, bonds, bills receivable, accounts, mortgages, merchandise, bill-of-lading, warehouse receipts, insurance policies, certificates, and any other property held by or belonging to the Company with full authority to endorse, assign or guarantee the same in the name of the Company;
- c. To discount any bills receivable or any document held by the Company with full authority to endorse the same in the name of the Company; and
- d. To withdraw from the Bank and give receipts for and deal with or to authorise the Bank to deliver to bearer or to one or more designated persons, all or any documents and securities or other property held by it, whether held as collateral security or for safekeeping or for any other purpose.

vi. **Verification of specimen signatures, notification of change in authorised persons**

To appoint, certify and confirm to the Bank the names of the directors/authorised persons specified in the Appendix hereto, the Authorised Users referred to in Clause B(iii) and the Authorised Signatories referred to in Clauses B(iv) and (C) (collectively, the "Authorised Persons") and the offices respectively held by them, together with specimens of their signatures, and in case of any future change of any of the Authorised Persons or their respective signing conditions and/or limits, the fact of such change and the names of any new or replacement Authorised Person(s) (the "New Authorised Person(s)") and the offices respectively held by them, together with specimens of their signatures; and the Bank be, and hereby is, authorised to honour any instrument signed by any New Authorised Persons in respect of whom it has received any such certificate or certificates with the same force and effect as if said person or persons were named in the foregoing resolution in addition to or in the place of any person or persons who is/are deleted from the list of the Authorised Persons certified in the Appendix hereto or any of the Account or Service Applications.

**APPOINTMENT OF AUTHORISED SIGNATORIES**

- C. **RESOLVED** that the person(s) who is/are appointed as the Authorised Signatories in accordance with and pursuant to Clause B(iv) above and acting according to the signing mandate indicated in the respective Account Applications and/or Services Applications be and are hereby authorised to draw, sign, endorse, accept or make for or on behalf of the Company all cheques, bills of exchange, orders to pay and any other instruments (even if, where permitted by the Bank the relevant account is or will become overdrawn) in respect of or in connection with the relevant account opened by the Company with the Bank from time to time (whether opened before or after the date of this resolution) including, without limitation, such Account and/or the Services even though the payment is for the benefit of any director, employee, authorised signatory or individual order of any signing person without the Bank having to enquire into the circumstances or being liable in any way in respect of such payment and the Bank be and is authorised to honour any such cheques, bills of exchange, orders to pay and any other instruments, accept and credit to the account of the Company all monies deposited with or owing by the Bank on any account or accounts at any time or times kept or to be kept in the name of the Company and the amount of all cheques, notes, bills, other negotiable instruments, orders or receipts.

**USE OF COMPANY SEAL**

- D. **RESOLVED**, that if any agreement, instrument or other document is required to be executed under the Common Seal of the Company, be and is hereby given for the affixing of the Common Seal thereto, in accordance with the Articles of Association of the Company.

**CERTIFICATION AND COMMUNICATION OF RESOLUTIONS**

E. **RESOLVED**

- i. That a copy of any resolution of the Board of Directors if purporting to be certified as correct by any two Directors of the Company or by a Director and the Company Secretary be, as between the Company and the Bank, conclusive evidence of the passing of the resolution so certified; and
- ii. That this resolution be communicated to the Bank and remain in force until notice in writing be given to the Bank by any two Directors of the Company or by a Director and the Company Secretary and that until such notice in writing is actually received, the Bank shall be indemnified and kept harmless from any loss suffered or liability incurred by it in continuing to act in pursuance of this resolution.

We, \_\_\_\_\_ and \_\_\_\_\_, as Director(s)/Company Secretary hereby certify that the foregoing resolutions (a) have been duly entered in the minute book and signed by the Chairman, (b) are still in force, (c) do not exceed the objects or powers of the Company or the powers of the directors to enter into them.

We further certify that the present officers of the Company and persons authorised as aforesaid and the job titles respectively held by them and their respective signatures are as shown in the Appendix.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ .

\_\_\_\_\_  
Name:  
Director:

\_\_\_\_\_  
Name:  
Director/Company Secretary:

Company: \_\_\_\_\_

Resolution passed at the meeting of the Board of Directors on

Any \_\_\_\_\_\* Director(s) of the Company or any \_\_\_\_\_\* of the following person(s) are authorised to open and close accounts, apply for account and banking services, borrow and create security and appoint and certify authorised users and persons for or on behalf of the Company subject to and in accordance with the resolutions to which this list is attached. \*Please fill in the numbers accordingly.

Personal Particulars	Signature (Please sign within the box)
1 Name:  NRIC/Passport No.:  Designation/Title:	
2 Name:  NRIC/Passport No.:  Designation/Title:	
3 Name:  NRIC/Passport No.:  Designation/Title:	
4 Name:  NRIC/Passport No.:  Designation/Title:	
5 Name:  NRIC/Passport No.:  Designation/Title:	

\_\_\_\_\_  
Name:  
Director:

\_\_\_\_\_  
Name:  
Director/Company Secretary: