**«[#setting»«${agreement[»**

**(the “Company”)**

WRITTEN RESOLUTIONS OF THE DIRECTORS OF THE COMPANY PASSED ON【】.

The undersigned, being the directors of the Company, hereby consent to the adoption and approval of the following resolutions:«[#assign»«[#list»«[#if»«[#assign»«[/#if]»«[/#list]»

1. **APPROVAL OF PURCHASE AGREEMENT**

**RESOLVED THAT** the terms of the «${agreement[» Purchase Agreement (the “**Purchase Agreement**”) attached hereto as Exhibit A by and among the Company, «[#if»«[#assign»«[#list»«[#if»«[#assign»«${bvi[»«[#if», «[#elseif» and «[/#if]»«[/#if]»«[/#list]»«[#if» (collectively, the “**BVI Companines**”)«[#else]» (the “**BVI Company**”)«[/#if]», «[/#if]»«${agreement.p1FinancingBody[» (the “**Cayman Co.**”), «[#if»«${agreement[» («${agreement[») (the “**WFOE**”), «[/#if]»«[#if»«[#list»«${dome[» («${dome[»)«[#if», «[#elseif» and «[/#if]»«[/#list]»«[#if» (collectively, the “**PRC Affiliates**”)«[#else]» (the “**PRC Affiliate**”)«[/#if]», «[/#if]»«[#if»«[#list»«${investor[»«[#if», «[#elseif» and «[/#if]»«[/#list]»«[#if» (collectively, the **“Investors”**)«[#else]» (the “**Investor**”)«[/#if]», «[/#if]»the «[#if» founders named thereto (the “**Founders**”)«[#else]»founder named thereto (the “**Founder**”)«[/#if]» and any other parties thereto, and each and every transaction contemplated therein be and are hereby approved and that any director of the Company be authorized to sign the Purchase Agreement and any ancillary agreements for and on behalf of the Company.

1. **APPROVAL OF SHAREHOLDERS AGREEMENT**

**RESOLVED THAT** the terms of the 【Shareholders Agreement】 attached hereto as Exhibit B (the “**Shareholders Agreement**”) by and among the Company, the Cayman Co., «[#if»the BVI Companies«[#else]»the BVI Company«[/#if]», «[#if»the WFOE, «[/#if]»«[#if»the PRC Affiliates«[#else]»the PRC Affiliate«[/#if]», theInvestor«[#if»s«[/#if]», the Founder«[#if»s«[/#if]» and any other parties thereto and each and every transaction contemplated therein be and are hereby approved and that any director of the Company be authorized to sign the Shareholders Agreement and any ancillary agreements for and on behalf of the Company.«[#if»«[#if»

1. **APPIONTMENT OF NEW «[#if»DIRECTORS«[#else]»DIRECTOR«[/#if]»**

**RESOLVED THAT** «[#list»«${board[»«[#if», «[#elseif»and «[/#if]»«[/#list]» be and «[#if»are«[#else]»is«[/#if]» appointed as additional directors of the Company upon the Closing (as defined in the Purchase Agreement) in addition to the existing one director of the Company.«[/#if]»«[/#if]»

1. **GENERAL AUTHORISATION**

**RESOLVED THAT** in connection with the actions contemplated by the foregoing resolutions, any director or officer be, and such other persons as are authorized by any of them be, authorized, in the name and on behalf of the Company, to do such further acts and things as the director or officer or such other person shall deem necessary or appropriate in connection with, or to carry out the actions contemplated by, the foregoing resolutions, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to make, execute, deliver, issue or file (or cause to be made, executed, delivered or filed) with any person including any governmental authority or agency, all such agreements, documents, instruments, certificates, consents and waivers, and all amendments to any such agreements, documents, instruments or certificates, and to pay, or cause to be paid, all such payments, as any of them may deem necessary or advisable to carry out the intent of the foregoing resolutions, the authority for the taking of any such action and the execution and delivery of such of the foregoing to be conclusively evidenced thereby.

1. **RATIFICATION OF PRIOR ACTIONS**

**RESOLVED THAT** any and all actions of the Company, or of any director or officer, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval, and approved by, the director prior to such action being taken.

*--Signature Pages Follows--*

«[#list»«[#if»**IN WITNESS WHEREOF**, the undersigned has executed these written resolutions as of the date first written above.«[/#if]»

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name: «${director.directorName}»

«[#if»«[#if»

«[/#if]»«[/#if]»«[#if»

«[#else]»«[/#if]»«[/#list]»**Exhibit A**

**Purchase Agreement**

**Exhibit B**

**Shareholders Agreement**