**«[#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 JOINDER LETTER**

**RESOLVED THAT** the director of the Company be authorized to sign a joinder letter (the “**Joinder Letter**”) attached hereto as Exhibit A for and on behalf of the Company, under which the Company agrees to be bound by and subject to the terms of the «${agreement[» Purchase Agreement (the “**Purchase Agreement**”) attached hereto as Exhibit B by and among the «[#assign»«[#list»«[#if»«[#assign»«${bvi[»«[#if», «[#elseif» and «[/#if]»«[/#if]»«[/#list]»«[#if» (collectively, the “**BVI Companies**”)«[#else]»(the “**BVI Company**”)«[/#if]», «${agreement.p1FinancingBody[» (the “**Cayman Co.**”), «[#list»«${dome[» («${dome[»)«[#if», «[#elseif» and «[/#if]»«[/#list]» «[#if»(collectively, the “**PRC Affiliates**”)«[#else]»(the “**PRC Affiliate**”)«[/#if]», «[#list»«${investor[»«[#if», «[#elseif» and «[/#if]»«[/#list]» «[#if»(collectively, the **“Investors”**)«[#else]»(the “**Investor**”)«[/#if]», the «[#if»founders named thereto (the “**Founders**”)«[#else]»founder named thereto (the “**Founder**”)«[/#if]» and any other parties thereto and 【Shareholders Agreement】attached hereto as Exhibit C (the “**Shareholders Agreement**”) by and among the Cayman Co., «[#if»the BVI Companies«[#else]»the BVI Company«[/#if]», the PRC Affiliate«[#if»s«[/#if]», the Investor«[#if»s«[/#if]», the Founder«[#if»s«[/#if]» and any other parties thereto.«[#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**

**Joinder Letter**

**Exhibit B**

**Purchase Agreement**

**Exhibit C**

**Shareholders Agreement**