**«[#setting»«${agreement.p1FinancingBody[»**

**(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 TRANSACTION DOCUMENTS**

**RESOLVED THAT** the terms of the following documents (collectively, the “**Transaction** **Documents**”) be and are hereby approved and that the Company enter into, perform and deliver the Transaction Documents:

1. the«${agreement.p1PsObj[» Purchase Agreement in substantially the form attached hereto as Exhibit A (the “**Purchase Agreement**”), to be entered into by and among the Company, «[#if»«[#assign»«[#list»«[#if»«[#assign»«${bvi[»«[#if», «[#elseif» and «[/#if]»«[/#if]»«[/#list]»«[#if» (collectively, the “**BVI Companies**”)«[#else]» (the “**BVI Company**”)«[/#if]», «[/#if]»«[#if»«${agreement[», «[/#if]»«[#if»«${agreement[» («${agreement[»), «[/#if]»«[#list»«${dome[» («${dome[»)«[#if»«[#if», «[#elseif» and «[/#if]»«[#else]», «[/#if]»«[/#list]»«[#list»«${investor[»«[#if», «[#elseif» and «[/#if]»«[/#list]»«[#if» (collectively, the **“Investors”**)«[#else]» (the “**Investor**”)«[/#if]» and the «[#if»founders named thereto (the “**Founders**”)«[#else]»founder named thereto (the “**Founder**”)«[/#if]»;
2. the Shareholders Agreement in substantially the form attached hereto as Exhibit B (the “**Shareholders Agreement**”), to be entered into by and among the same parties to the Purchase Agreement;
3. the Restricted Share Agreement in substantially the form attached hereto as Exhibit C (the “**Restricted Share Agreement**”), to be entered into by and among the Company, the «[#if»BVI Companies«[#else]»BVI Company«[/#if]», the «[#if»Investors«[#else]»Investor«[/#if]» and the «[#if»Founders«[#else]»Founder«[/#if]»;
4. all other ancillary documents related to the transactions contemplated under the Purchase Agreement, the Shareholders Agreement and the Restricted Share Agreement.

**FURTHER RESOLVED THAT** each and every transaction contemplated therein be and are hereby approved and any director of the Company be and is hereby authorized, empowered and directed to execute and deliver the Transaction Documents for and on behalf of the Company with such amendments as he/she may consider necessary or appropriate and to carry out all of the Company’s obligations thereunder.

1. **ISSUANCE OF «${AGREEMENT.P1PSOBJ[»**

**RESOLVED THAT** upon the Closing (as defined in the Purchase Agreement), the Company shall allot and issue «${agreement.p1PsObj[»of a nominal or par value of US$ «[#if»«#{agreement.p1FinancingBody[»«[#else]»«#{agreement.p1FinancingBody[»«[/#if]» each (the “**«${agreement.p1PsObj[»**”), all such shares to be issued as fully paid and non-assessable, subject to the prior satisfaction or waiver of all conditions precedent and to the terms (including payment of the Purchase Price therefore) set forth in the Purchase Agreement and in the Company's memorandum and articles of association, as amended:

|  |  |  |  |
| --- | --- | --- | --- |
| **Name** | **Shares** | **Number of Preferred Shares** | **Consideration**  **(US$)** |
| «@before-row[#list agreement.p1InvestorList as investor]»«${investor[»«@after-row[/#list]» | «${investor[» | «${investor[» | «${investor[» |
| **Total** | **/** | **«${agreement.offshoreTotalObj[»** | **«${agreement.offshoreTotalObj[»** |

**RESOLVED THAT** the registered office provider of the Company be and hereby is authorized to update the register of members of the Company to reflect the above issue of «${agreement.p1PsObj[», and that share certificates be issued to the holders thereof upon request, with full power and authority hereby granted to any director to prepare, sign, seal and deliver any such share certificates.«[#if»

1. **Application for and Allotment of Shares**

**NOTED THAT** the applications for shares in the Company were submitted as follow:

|  |  |  |  |
| --- | --- | --- | --- |
| **Name** | **Shares** | **Number of Shares** | **Consideration**  **(US$)** |
| «@before-row[#list agreement.p1BviIssuedShareList as bvi]»«${bvi[»«@after-row[/#list]» | «${bvi[» | «${bvi[» | «${bvi[» |
| **Total** | **/** |  |  |

**RESOLVED THAT** the said application be accepted and approved, and the Company’s registered office provider be and hereby is authorized to update the register of members of the Company to reflect the above issuance of Ordinary Shares and that share certificates be issued to the holders thereof upon request, with full power and authority hereby granted to any one of the directors to prepare, sign, seal and deliver any such share certificates.«[/#if]»

1. **ISSUANCE OF ORDINARY SHARES UPON CONVERSION OF THE «${agreement.p1PsObj[»**

**RESOLVED THAT** upon conversion of the «${agreement.p1PsObj[» on the terms thereof, the Company do issue and allot ordinary shares in the capital of the Company (the “**Conversion Shares**”) to the holders of the «${agreement.p1PsObj[» in accordance with the then effective memorandum and articles of association of the Company.

**FURTHER RESOLVED THAT** upon the issue of the Conversion Shares, the registered office provider of the Company be and hereby is authorized to update the register of members of the Company to reflect such issuance of the Conversion Shares and the name(s) of the relevant holder(s) of the «${agreement.p1PsObj[» be entered therein as holder(s) of such Conversion Shares, and that share certificates be issued to such persons upon request with full power and authority hereby granted to any director to prepare, sign, seal and deliver any such share certificates..

1. **RESERVATION OF SHARES FOR STOCK OPTION PLAN**

**RESOLVED THAT** the Company hereby reserves «${agreement.p1FinancingBody[» ordinary shares for issuance to the Company’s employees, officers or directors, or any other person qualified pursuant to any written employee share option plan, to be approved by the board of directors of the Company.«[#if»

1. **APPOINTMENT 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 in addition to the existing director of the Company.

**FURTHER RESOLVED THAT** the above appointment of directors be and is hereby approved, and the register of directors of the Company be updated to reflect the above appointment of directors.«[/#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 authorised 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 agreement.p1FinancingBody[»«[#if»**IN WITNESS WHEREOF**, the undersigned has executed these written resolutions as of the date first written above.«[/#if]»

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

Name: «${director[»

«[#if»«[#if»

«[/#if]»«[/#if]»«[#if»

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

**Purchase AgreementExhibit B**

**Shareholders Agreement**

**Exhibit C**

**Restricted Share Agreement**