

Certificate of Due Authorisation for an E-Channel Profile Owner

Change authorised persons

E-Channel(s) Certificate Of Due Authorisation

of _____ (“Company”)

I/We HEREBY CERTIFY that the following resolutions were passed on _____ at a meeting of the Board of Directors of the Company / ¹by way of written resolutions signed by all the Directors of the Company :

1. NOTED that the Company has entered into an agreement with _____ (the “Profile Bank”) on _____ for the E-Channel(s) and related services provided by the Profile Bank ² in respect of E-Channel ID _____ (the “Agreement”) and that the Company has authorised certain persons (each an “Outgoing Authorised Person”) to give and to also appoint such other persons (each an “Appointee”) to give instructions to the Profile Bank in respect of **all** matters regarding the Agreement, including, without limitation, all matters regarding the E-Channel(s) and the services contemplated in the Agreement.

2. RESOLVED that the appointment of the Outgoing Authorised Persons and their respective authority be and are hereby revoked in all respects to be replaced by the appointment of the Incoming Authorised Persons mentioned in paragraph 3 below with immediate effect.

3³. RESOLVED that:

⁴() any one of the following persons be authorised to act solely

OR

() any two of the following persons be authorised to act jointly

(each an “Incoming Authorised Person”)

to give, and to also appoint/remove such other person(s) to give, instructions to the Profile Bank and any member of the HSBC Group (collectively “Banks” and each a “Bank”) in respect of **all** matters regarding the Agreement, including, without limitation, all matters regarding the E-Channels and services referred to in the Agreement, the signing up for new E-Channels and all other matters regarding such new E-Channels and to amend, add/delete any accounts and services in any one or more jurisdictions to/from any E-Channel(s) for and on behalf of the Company:

⁵() any Director of the Company;

() Name: _____ Specimen Signature: _____ ;

Name: _____ Specimen Signature: _____ ;

() ⁶any authorised signatory of any account of the Company maintained with any Bank;

4. RESOLVED that for the avoidance of doubt, it is hereby confirmed that the resolution set out in paragraph 2 above shall not in any way affect any existing appointment of the Appointees and their authorities which shall continue in full force and effect until the Incoming Authorised Person(s) shall instruct the Bank(s) concerned otherwise.

5. RESOLVED that details of these resolutions be communicated to such Banks as shall be appropriate and remain in force until an amending resolution shall have been passed by the Company's Board of Directors and a certified copy thereof shall have been received by such Banks as shall be appropriate (or such other written confirmation as required by them);

and that details of the foregoing resolutions have been recorded in the Minutes and/or entered into the Minute Book of the Company and signed therein by the Chairman of the Meeting/Company Secretary/all the Directors and are in accordance with the applicable constitutional documents of the Company and such applicable laws and regulations (if any).

Expressions used in this certificate have the same meaning as corresponding expressions in the Agreement as applicable and unless otherwise specified.

Director(s) and/ or Company Secretary⁷

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Certified by the Company Secretary⁸

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Date

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Note:

1. *Only if permitted under the M&A and/or the applicable laws.*
2. *Please insert either the date of the agreement or E-Channel ID.*
3. *The person(s) authorised under paragraph 3 above should also be signatory/ signatories of one or more account(s) of the Company maintained with a Bank.*
4. *Please tick either one only.*
5. *Please place a tick in one or more () as shall be applicable. Please note that whoever is/are authorised here has/have very wide power and authority to basically do any act and sign any document relating to the E-Channel(s) for and on behalf of and binding on the Company.*
6. *This option is not acceptable in India.*
7. *Australia: 2 Directors or 1 Director + the Company Secretary to sign.*
China: The Chairman of the Board of Directors to sign. Where the Chairman of the Board of Directors is not acting as the Legal Representative, the Legal Representative must also sign.
Bangladesh: any person(s) authorized by the Articles of Association or the person(s) authorized by Board Resolution
All other countries: (a) Chairman of the meeting to sign if above resolutions were passed in a meeting of the Board of Directors.
(b) Any Director to sign if above resolutions were passed by written resolutions signed by all the Directors.
8. *Additional certification by the Company Secretary is also required if the Bank is HSBC in Malaysia.*