

公司借款決議證明書
CERTIFICATE OF COMPANY DECISION/
RESOLUTION TO BORROW

致： 日商瑞穗銀行股份有限公司

To: Mizuho Bank, Ltd.

臺北分行

臺中分行

高雄分行

國際金融業務分行

Taipei Branch

Taichung Branch

Kaohsiung Branch

Offshore Banking Unit Taiwan

立證明書人_____，茲證明下列事項：

1. 本人係經_____公司（依_____法律設立，並仍存續，以下稱「本公司」）經依法選任或指定並具合法資格之董事長。

I, _____, do hereby certify (a) that I am the duly elected/appointed and qualified Chairman of the Board of Directors of _____ (hereinafter referred to as the "Company"), a company duly incorporated and validly existing under the laws of _____, and

2. 後列抄本係本人以本公司董事長名義，依法令及本公司章程及內部規章，代表本公司依法作成之決定。

that the following constitutes: decisions duly made by me in my capacity as said Chairman of the Board for and on behalf of the Company in accordance with law(s) and the Company's Articles of Incorporation and bylaws (if any).

(或)

(or)

後列抄本係本公司確實無誤之董事會決議全文，該項決議係依法令及本公司章程及內部規章之規定，於民國____年____月____日舉行之董事會作成，該次會議係依法召開，由過半數董事出席，且經出席董事過半數之同意。

a full, true and correct copy of certain resolutions duly and regularly passed and adopted at a meeting of the Board of Directors of the Company which was duly and regularly called and held in all respects as required by law and by the Company's Articles of Incorporation and bylaws (if any) at the Company's office on the _____ day of _____, 20____ at which meeting a majority of said Board of Directors was present and voted in favor of said resolutions.

立證明書人另證明下列事項：(1)上開決議係合法作成且繼續完全有效，未經修改或撤銷。(2)本證明書後列被授權職員（定義如下）留存於 貴行之印鑑卡內之簽字與印鑑式樣，係依後列決議書有權代表本公司簽章者之簽字與印鑑式樣。

I further certify that (a) said decisions/resolutions are in full force and effect, have not been amended or revoked, are in all respects authorized by law, and that (b) the specimen signature(s) and seal(s) of the Authorized Officer(s) (as hereinafter defined) appearing on the specimen card otherwise provided to the Bank are the signature(s) and seal(s) of the officer(s) authorized to sign for the Company by virtue of these decisions/resolutions.

本公司茲決議：（決議本文）

(一) 本公司同意接受日商瑞穗銀行股份有限公司_____分行所提供之銀行往來相關額度，且額度及借款用途均符合有關法令規定。

RESOLVED, that the Company accept the banking facility(ies) which provided by **Mizuho Bank, Ltd.** _____ at any time or from time to time which are required for purposes permitted by applicable law.

(二) 授權下列本公司之被授權職員（以下稱「被授權職員」）

DECIDED/RESOLVED FURTHER, that

姓名
Name

職稱
Title

由共同簽名 為有效(請選擇一項)
單獨簽名

effective by Joint Signatures (please select one)
Single Signatures

代表本公司，依其認為適當之決定為後列行為：1. 依上開決議規定向銀行借款，2. 依銀行請求代表本公司簽發本票、有關合約或其他憑證，以為本公司向銀行所借本金債務及其利息之債權憑證，並將該本票、合約或其他憑證交銀行收執。其有關之全部條款、條件，悉依銀行規定及前述被授權職員之同意為準，凡經授權者簽署之本票、合約或其他憑證，即表示其內容業經該授權者同意，3. 修改前述本票、合約或憑證之任何條款或條件，展期、期滿續約或為其他方式之修訂，4. 簽發有關授權書俾使本公司運用、支付、移轉、收受或處分就銀行撥交本公司之金錢。

of the Company (the officer or officers, or officers acting in combination, so authorized to act are hereinafter referred to as "Authorized Officer(s)"), be and hereby are authorized, directed and empowered for and on behalf of and in the name of the Company any time or from time to time as in the judgment of the Authorized Officer(s) shall deem proper, advisable, necessary, expedient, convenient to: (a) borrow such sum or sums of money from the Bank in accordance with the foregoing decision/resolution, (b) execute and deliver to the Bank, and the Bank is requested to accept, such note or notes, agreements, instruments or documents as the Bank may require evidencing the indebtedness of the Company for the moneys so borrowed or to be borrowed, or credit extended or to be extended by the Bank to the Company, with interest thereon, which may contain such provisions, terms, conditions, covenants, guarantees, representations, recitals and agreements as the Bank may require and the Authorized Officer(s) may approve, and the execution thereof by said Authorized Officer(s) shall be conclusive evidence of such approval, (c) amend, modify, alter, extend, renew or otherwise change any of the provisions, terms, conditions, covenants, guarantees, representations, recitals or agreements contained in the note or notes, agreements, instruments or documents mentioned hereinabove and, (d) execute and deliver to the Bank any direction or authorization for the application, payment, transfer, receipt or other disposition of the moneys made available to the Company by the Bank;

- (三) 茲授權前述被授權職員得將本公司財產讓與、設定質權、交付、設定抵押權、背書或以其他任何方式設定質押予銀行，或將任何契據交予銀行信託占有，以擔保本公司在法律允許之範圍內，因本決議所結欠銀行之債務。本公司並授權前述被授權職員簽發下列合約或文件予銀行：讓渡書、信託收據、質權設定書、存款、抵押權設定書、信託契約以及其他質押設定書、憑證與文件。上開合約或文件之條款或條件悉依銀行規定，以及經被授權職員同意者為準。上開合約書件經被授權職員簽章後，即視同業經被授權職員之同意。

DECIDED/RESOLVED FURTHER, that the Authorized Officers be and hereby are authorized, directed and empowered to grant, assign, transfer, pledge, deliver, mortgage, endorse or otherwise hypothecate to the Bank or deed in trust for its benefit and account, as security for any indebtedness incurred by the Company to the Bank arising pursuant to these decisions/resolutions and to the extent permitted by applicable law, any property belonging to the Company and to execute and deliver to the Bank any and all grants, assignments, transfers, trust receipts, pledges, deposits, mortgages, deeds of trust and other hypothecation agreements, instruments and documents which may contain such provisions, terms conditions, covenants, guarantees, representations, recitals and agreements as the Bank may require and the Authorized Officer(s) may approve, and the execution thereof by said Authorized Officer(s) shall be conclusive evidence of such approval.

- (四) 茲授權前述被授權職員為後列行為：1. 將附條件買賣契約、租約、寄託合約、本票、承兌票據、匯票、應收款項，以及其他本公司應收款之債權憑證讓售或貼現於銀行，讓售或貼現條件依被授權職員與銀行議定者為準。本公司另授權前述被授權職員，以本公司名義，於經貼現之本票、承兌票據、匯票、應收票據及其他債權憑證上背書，並向銀行擔保其付款。2. 向銀行申請開發信用狀或其他類似文件，並因之簽立合約、簽發申請書、信託收據、質權設定書、保證書、損害賠償書，以及其他財務擔保文件。

RESOLVED FURTHER, that the Authorized Officer(s) be and hereby are authorized, directed, and empowered to: (a) sell or negotiate to, or discount with the Bank conditional sale contracts, leases, bailment agreements, notes, acceptances, drafts, receivable and other evidences of indebtedness payable to the Company upon such terms as may be agreed upon by the Authorized Officer(s) and the Bank, and to endorse in the name of the Company on said notes, acceptances, drafts, receivables and other evidences of indebtedness so discounted, and to guarantee the payment of the same to the Bank and (b) apply for and obtain from the Bank letters of credit and other similar instruments and in connection therewith to execute agreements, applications, trust receipts, pledge agreements, guarantees, indemnities and other financial undertakings;

- (五) 茲授權前述被授權職員辦理一切為完成本決議事項下之交易所必要之行為。

DECIDED/RESOLVED FURTHER, that the Authorized Officer(s) are hereby authorized, directed and empowered to do and perform all acts and things deemed by the Authorized Officer(s) to be advisable, necessary, expedient, convenient or proper in order to fully consummate all of the transactions contemplated under these decisions/resolutions;

- (六) 本公司茲追認、同意並確認與本決議事項有關由被授權職員已辦理或可能辦理之事項或行為。前述被授權職員所辦理事項或所為之行為，本公司同意全權負責，毋需銀行另行查證。

DECIDED/RESOLVED FURTHER that the Company hereby ratifies, approves and confirms any and all acts and things that the Authorized Officer(s) have done or may do in any way relating to these decisions/resolutions and such acts and things of the Authorized Officer(s) shall at all times receive full faith and credit by the Company without the necessity of inquiry by the Bank; and

- (七) 本決定或決議文未經本公司以董事長簽發之書面通知撤銷前，銀行憑之所為之行為均為有效。被授權職員之權限不因其繼任人之變動而受影響。該等授權縱經變更，銀行於受前述通知之前憑之所為之行為所生之任何損害或費用均應由本公司負責賠償之。

DECIDED/RESOLVED FURTHER, that the Bank is authorized to act upon these decisions/resolutions until written notice of its revocation signed by the Chairman of the Board of the Company is delivered to the Bank and the authority hereby granted shall apply with equal force to the successors in office of the Authorized Officer(s) named herein and until such time, the Bank shall be indemnified and held harmless from any loss suffered or liability or expense incurred by reason of such action or reliance even if those resolutions have in fact been changed.

立證明書人特於中華民國_____年_____月_____日簽署本證明書，並蓋用本公司大印。

IN WITNESS WHEREOF, I have hereunto set my hand as Chairman of the Board and affixed the corporate seal of the Company, this _____ day of _____ 20__.

(公司印鑑Corporate Seal)

主管	經辦	核章

證考用