

Sample Documentation

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- Corporate Resolutions
- Form 8-A / Form 20-F / Form 40-F
- Rule 315 Letter

Certificate of Secretary as to Adoption of Resolutions

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## CERTIFICATE

The undersigned hereby certifies that:

He/she is now and at all time herein mentioned has been the duly elected, qualified and acting Secretary of \_\_\_\_\_ (COMPANY NAME) \_\_\_\_\_, a duly organized and existing company, incorporated in (JURISDICTION OF INCORPORATION) \_\_\_\_\_, and in charge of the minute books and corporate records of said corporation. Attached hereto and marked Exhibit A is a true copy of resolutions duly adopted by the Board of Directors of said corporation on \_\_\_\_\_ (DATE) \_\_\_\_\_; and said resolutions have not been modified or rescinded and are at the date of this Certificate in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate and affixed the corporate seal of said corporation on (DATE) \_\_\_\_\_.

\_\_\_\_\_  
(SIGNATURE)

\_\_\_\_\_  
(TITLE)

## Corporate Resolutions

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### Listing on the New York Stock Exchange

WHEREAS, the Company's common stock, \_\_\_\_\_ par value (the "Common Stock" is currently listed and trading on the Over-the-Counter market or American Stock Exchange ("OTC" or "AMEX");

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to list the Common Stock and cause it to be admitted to trading on the New York Stock Exchange ("NYSE");

NOW, THEREFORE, BE IT RESOLVED, that all officers of the Company be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to effect the listing and trading of the Common Stock on the NYSE, including the preparation, execution and filing of all necessary applications, documents, forms and agreements with the NYSE and the Securities and Exchange Commission (the "SEC"), the payment by the Company of filing, listing or application fees, the preparation of temporary and permanent certificates for the Common Stock, and the appearance of any such officer before NYSE officials;

RESOLVED FURTHER, that, in order to avoid the direct and indirect costs and the division of the market resulting from dual listing on \_\_\_\_\_ and the NYSE, all officers of the Company be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to delist and suspend the trading of the Common Stock on \_\_\_\_\_ upon the admission of the Common Stock to trading on the NYSE, including the preparation, execution and delivery of application, documents, forms and agreements with \_\_\_\_\_ and the SEC.

RESOLVED FURTHER, that the transfer agent and registrar for the Common Stock continue to be \_\_\_\_\_.

RESOLVED FURTHER, that all officers of the Company be and each hereby is authorized from time to time to do, or cause to be done, all such other acts and things and to execute and deliver all such instruments and documents, as each such officer shall deem necessary or appropriate to cause the Company to become listed and admitted to trading on the NYSE and, upon such admission to trading, to cause the Company to be delisted on \_\_\_\_\_ and otherwise to carry out the purpose and intent of the foregoing resolutions.

RESOLVED FURTHER, that all actions taken and expenses incurred by any officer or director heretofore in furtherance of any of the actions authorized by the foregoing resolutions hereby and expressly ratified, confirmed, adopted and approved.

VIA FEDERAL EXPRESS

Filing Officer  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, D.C. 20549

RE:  
Form 8-A / Form 20-F / Form 40-F  
Registration of Common Stock, \$1 Par Value  
Pursuant to Section (12b)

Gentlemen:

Enclosed please find the following:

1. Eight (8) copies of Form 8-A / Form 20-F / Form 40-F, one copy of which is manually signed and seven copies of which are conformed.
2. Certified check in the amount of \$\_\_\_\_\_ in payment of the registration fee.
3. Copy of this letter for filing stamp (along with a self-addressed stamped envelope).

In addition, please consider this a request for acceleration. It is my understanding that the registration will not be effective until the Commission has been notified by the New York Stock Exchange that \_\_\_\_\_ securities have been approved by the Exchange for listing and registration. We presently expect that to occur on \_\_\_\_\_.

Please feel free to contact me at \_\_\_\_\_ with any questions. Thank you.

Sincerely,

cc: New York Stock Exchange (one manually signed copy)

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) or (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

.....  
(Exact name of registrant as specified in its charter)

(Jurisdiction of Incorporation or Organization) ..... (I.R.S. Employer Identification No.)

.....  
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.  [ ]

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Ordinary Shares, nominal value ( ) per share .....	<u>New York Stock Exchange, Inc.*</u>
American Depositary Shares (as evidenced by ) American Depositary Receipt representing ( ) Ordinary Shares .....	<u>New York Stock Exchange, Inc.</u>
.....	.....

\* Application to be made for listing, not for trading, in connection with the registration of American Depositary Shares.

Securities to be registered pursuant to Section 12(g) of the Act:  
None

Information Required in Registration Statement

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**Item 1. Description of Registrant's Securities to be Registered**

Furnish the information required by Item 202 of Regulation S-K or Item 202 of Regulation S-B, as applicable.

Instruction

If a description of the securities comparable to that required here is contained in any prior filing with the Commission, such description may be incorporated by reference to such other filing in answer to this item. If such description will be included in a form of prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act, this registration statement shall state that such prospectus shall be deemed to be incorporated by reference into the registration statement. If the securities are to be registered on a national securities exchange and the description has not previously been filed with such exchange, copies of the description shall be filed with copies of the application filed with the exchange.

**Item 2. Exhibits.** List below all exhibits filed as a part of the registration statement:

Instruction

See the instructions as to exhibits, set forth below.

Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant) .....

Date .....

By .....

\*Print the name and title of the signing officer under his signature.

## Instructions as to Exhibits

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If the securities to be registered on this form are to be registered on an exchange on which other securities of the registrant are registered or are to be registered pursuant to Section 12(g) of the Act, copies of all constituent instruments defining the rights of the holders of each class of such securities, including any contracts or other documents that limit or qualify the rights of such holder, shall be filed as exhibits with each copy of the registration statement filed with the Commission or with an exchange, subject to Rule 12b-32 regarding incorporation of exhibits by reference.

1. Copies of the last annual report filed pursuant to section 13 or 15(d) of the Act or, if no such report has yet been filed, copies of the latest registration statement filed pursuant to Section 12(b) or (g) of the Act, or pursuant to the Securities Act of 1933.
2. Copies of all current, quarterly or semi-annual reports filed pursuant to Section 13 or 15(d) of the Act since the end of the fiscal year covered by the annual report filed pursuant to Instruction II.1 above, or if none, since the effective date of the latest registration statement so filed.
3. Copies of the latest definitive proxy statement or information statement, if any, filed with the Commission pursuant to Section 14 of the Act.
4. Copies of the charter and bylaws, or instruments corresponding thereto, and copies of any other documents defining the rights of holders of the securities to be registered.
5. Specimens or copies of each security to be registered hereunder.
6. Copies of the last annual report submitted to stockholders by the registrant or its predecessors. Such annual report shall not be deemed to be "filed" with the exchange or otherwise subject to the liabilities of Section 18 of the Act, except to the extent that it may already be subject thereto.

[Letterhead of Company Counsel]

New York Stock Exchange  
New Listings and Client Service  
20 Broad Street  
17<sup>th</sup> floor  
New York, New York 10005

Dear Mr. /Ms.

[I am] [We are] Counsel to [insert name of Company] (the "Company"). In connection with the Company's listing on the New York Stock Exchange, [I] [We] hereby confirm that to the Company's knowledge, no officer, board member, or non-institutional shareholder with greater than 10% ownership of the company has been convicted of a felony or misdemeanor relating to financial issues (e.g., embezzlement, fraud, theft) in the past ten years. The term "officer" in the foregoing sentence is used as such term is defined by the Securities and Exchange Commission in Rule 16a-1(f) under the Securities Exchange Act of 1934, or any successor rule.

Sincerely,