

## SAMPLE DOCUMENTATION

**NEW YORK STOCK EXCHANGE  
SAMPLE CORPORATE RESOLUTIONS**

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 NYSE MKT LLC ("OTC" or "NYSE MKT");

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.

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PUSUANT 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:

Title of each class Name of each exchange on which  
to be so registered each class is to be registered

Ordinary Shares, nominal value ( ) per share ..... New York Stock Exchange LLC

American Depositary Shares (as evidenced by )  
American Depositary Receipt  
representing ( ) Ordinary Shares ..... New York Stock Exchange LLC

.....

\* 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

**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.

## SAMPLE DOCUMENTATION

**NEW YORK STOCK EXCHANGE  
SAMPLE SECTION 315 LETTER**

[Letterhead of Company Counsel]

New York Stock Exchange  
Capital Markets  
11 Wall Street  
14<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,