

**From:** YU, Felix felix.yu@bhrpe.com  
**Subject:** 渤海华美BHR - 书面董事会决议/Written Board Resolution  
**Date:** October 1, 2014 at 9:18 AM



**To:** Jason Zhu jason.zhu@bhrpe.com, anthonyfan88@me.com, darcher@rosemontseneca.com, Bulger Jim jbulger@thorntonai.com, hbiden@rosemontseneca.com, jonathan.li@bohaicapital.com, luchangqi@ample-harvest.com, ouwenzhi\_bgi@bocgroup.com, Xue Ming xueming@bohaicapital.com, zhoubing zhoubing@bankofchina.com, 丰实lindsay lindsaywright@hk.jsfund.cn, 蒋明[Jiang Ming] jiangming@harvestcm.com, 徐建新 xujianxin@teda.com.cn  
**Cc:** Amy amy.liu@bhrpe.com, Hua Zixiang zx.hua@bhrpe.com, Leonard Mike mleonard@thorntonai.com, Li Xinzhong xinzhong.li@bhrpe.com, liu Jiayi Jiayi.Liu@bocigroup.com, Michael Lin michael.c.l.lin@gmail.com, michael.frick@ample-harvest.com, Sebastian Momtazi smomtazi@rosemontseneca.com, zhaoting zhaoting\_bgi@bocgroup.com, 孙晶晶 sunjingjing@ample-harvest.com, 杨帆[Stella Yang] yangfan@harvestcm.com

各位董事及其他相关人员：

Dear board members et al,

鉴于 (i) 为将来公司管理基金节税之目的，在相关外部专业顾问的建议下，公司股东之一 Rosemont Seneca Thornton, LLC拟将其所持有的20%公司股权转让给Rosemont Seneca Bohai, LLC，并同意将其所持的10%公司股权转让给 Thornton Group LLC；以及 (ii) 董事会已批准公司注册资本由人民币2500万元增加至人民币3000万元，并已批准董事会下设薪酬委员会，公司章程因此需作相应修订。

Considering (i) as advised by outside counsel, Rosemont Seneca Thornton, LLC, as one of the shareholders of the Company, should transfer to Rosemont Seneca Bohai, LLC its 20% equity interest in the Company and to Thornton Group LLC its 10% equity interest in the Company for the purpose of tax efficiency for funds under the management of the Company with capital commitments from US ; and (ii) the board of the Company has approved the registered capital of the Company being increased from RMB25m to RMB30m and a remuneration commitment being set up under the board of the Company, and therefore the articles of association of the Company need to be amended accordingly.

现提请各位董事审议并书面签署所附董事会决议。

The written resolution as attached is therefore presented to board members for consideration and execution.

注意：

Notes:

Y 如无意见，请各位董事分别签署所附董事会决议一式八份；

Each of board members needs to sign 8 copies of the written resolution as

Each of board members needs to sign 6 copies of the written resolution as attached if you are fine with it;

ÿ 如无异议，请渤海、丰实（授权代表加盖公章）、Rosemont Seneca Bohai, LLC、Thornton Group LLC以及昂驹作为公司股东分别签署所附合同和章程中英文各一式十份；以及

Each of Bohai, Harvest, Rosemont Seneca Bohai, LLC (Devon to sign), Thornton Group LLC (Jimmy to sign) and Angju, in their capacity as shareholders of the Company, needs to sign 10 copies respectively of the JVC and AOA (Chinese and English versions) as attached if you are fine with them; and

ÿ 如无异议，请Rosemont Seneca Thornton, LLC、Rosemont Seneca Bohai, LLC以及Thornton Group LLC分别签署所附股权转让协议一式十份。

Each of Rosemont Seneca Thornton, LLC (Michael Lin to sign), Rosemont Seneca Bohai, LLC (Devon to sign) and Thornton Group LLC (Jimmy to sign) needs to sign 10 copies of the equity transfer agreement as attached if you are fine with it.

如有任何疑问，随时联系我们。

If you have any questions feel free to reach out to us.

祝好!

Kind regards,

Felix

Counsel

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BHR Capital

Unit 3101, 31/F, Tower 2, China Central Place, 79 Jianguo Road

Chaoyang District, Beijing 100025, P. R. China

T: +86 10 5969 5858

F: +86 10 5969 6123

M: +86 1582 250 0979



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