

Funderstone Securities Limited
Funderstone Futures Limited
Funderstone Asset Management (HK) Limited

DECLARATION OF CONSENTING TO BEING TREATED AS A PROFESSIONAL INVESTOR (INDIVIDUAL)
同意被視為專業投資者申報表 (個人)

- Existing Normal Individual Account change to Individual PI Account
 現有一般個人賬戶轉為個人專業投資者賬戶

Please complete all of **Parts A to B** in this Declaration below and provide sufficient documentary proof as required for Funderstone Group's checking to substantiate Client's Professional Investor status.

請填妥本申報表以下**A至B部**，並提供充分的所須文件證明，以供Funderstone集團核實客戶的專業投資者身份。

A. CLIENT INFORMATION
客戶資料

Client Name 客戶名稱 English 英文: _____ Chinese 中文: _____	
Securities Cash A/C No.: 現金證券賬戶號碼: _____	<input type="checkbox"/> It is an Individual Account 此為個人戶口 <input type="checkbox"/> It is a Joint Account 此為聯名戶口 <input type="checkbox"/> It is a Staff Account 此為職員戶口
Securities Margin A/C No.: 保證金證券賬戶號碼: _____	<input type="checkbox"/> It is an Individual Account 此為個人戶口 <input type="checkbox"/> It is a Joint Account 此為聯名戶口 <input type="checkbox"/> It is a Staff Account 此為職員戶口
Futures Account A/C No.: 期貨賬戶號碼: _____	<input type="checkbox"/> It is an Individual Account 此為個人戶口 <input type="checkbox"/> It is a Joint Account 此為聯名戶口 <input type="checkbox"/> It is a Staff Account 此為職員戶口

(Funderstone Securities Limited, Funderstone Futures Limited and Funderstone Asset Management (HK) Limited are collectively referred to as "**Funderstone Group**".)
 (Funderstone Securities Limited、Funderstone Futures Limited 及 Funderstone Asset Management (HK) Limited 統稱為「**Funderstone 集團**」。)

Funderstone Securities Limited (CE No. AAK018) is currently licensed to engage in the following regulated activities: Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("**SFO**").

Funderstone Securities Limited (中央編號: AAK018) 現時獲許可從事《證券及期貨條例》(香港法例第 571 章) (「**《證券及期貨條例》**」) 項下的以下受規管活動: 第 1 類 (證券交易)、第 4 類 (就證券提供意見)、第 6 類 (就機構融資提供意見) 及第 9 類 (提供資產管理)。

Funderstone Futures Limited (CE No. AAD847) is currently licensed to engage in the following regulated activities: Type 2 (dealing in future contracts), Type 5 (advising on futures contracts) and Type 9 (asset management) under the SFO.

Funderstone Futures Limited (中央編號: AAD847) 現時獲許可從事《證券及期貨條例》項下的以下受規管活動: 第 2 類 (期貨合約交易)、第 5 類 (就期貨合約提供意見) 及第 9 類 (提供資產管理)。

Funderstone Asset Management (HK) Limited (CE No. ACD757) is currently licensed to engage in Type 9 regulated activity (asset management) under the SFO.

Funderstone Asset Management (HK) Limited (中央編號: ACD757) 現時獲許可從事《證券及期貨條例》項下的第 9 類受規管活動 (提供資產管理)。

B. APPLICATION FOR PROFESSIONAL INVESTOR (INDIVIDUAL) 專業投資者申請 (個人)

CRITERIA FOR QUALIFYING AS AN INDIVIDUAL PROFESSIONAL INVESTOR - PORTFOLIO ADEQUACY TEST 合資格成為個人專業投資者的準則 - 資產充足度測試

(For definition of Professional Investor, please refer to the definition of Professional Investor stated in paragraph (b) under section 3 of the Securities and Futures (Professional Investor) Rules (Cap. 571D of the Laws of Hong Kong) ("PI Rules"). A summary of the PI Rules is provided in Annexure 1 of this Declaration for reference only.)

(有關專業投資者的定義，請參考《證券及期貨(專業投資者)規則》(香港法例第571D章)(《專業投資者規則》)第3條(b)段。申報表附件1之《專業投資者規則》內容只供參考。)

(Please provide certified copies of the relevant supporting documents (as certified by any other licensed or registered person, an affiliate of a licensed or registered person, a JP (Justice of the Peace), or a professional person such as a branch manager of a bank, certified public accountant, lawyer, notary public or chartered secretary).) (請提交經由其他持牌人或註冊人、持牌人或註冊人的聯繫人士、太平紳士或專業人士例如銀行分行經理、執業會計師、律師、公證人或特許秘書加以驗證核證的相關證明文件。)

(Please tick the box(es) as appropriate) (請在適當方格內劃上「✓」號)

Criteria 準則	Supporting Document(s) 證明文件
<p>Being an individual having a Portfolio of not less than HKD8 million or its equivalent in any foreign currency, when any one or more of the following are taken into account— 在考慮以下任何一項或多於一項時，個人擁有的投資組合不少於港幣800萬元或等值外幣的個人—</p> <p><input type="checkbox"/> (a) a Portfolio on the individual's own account; 該個人本人的賬戶內的投資組合；</p> <p><input type="checkbox"/> (b) a Portfolio on a joint account with the individual's Associate; 該個人聯同其有聯繫者於某聯權共有賬戶內的投資組合；</p> <p><input type="checkbox"/> (c) the individual's share of a Portfolio on a joint account with one or more persons other than the individual's Associate*; 該個人在聯同一名或多於一名其有聯繫者以外的人士於某聯權共有賬戶內的投資組合中所佔部分*；</p> <p><input type="checkbox"/> (d) a Portfolio of a corporation which, at the relevant date, has as its principal business the holding of investments and is wholly owned by the individual. 主要業務是持有投資項目並在有關日期由該個人全資擁有的法團的投資組合。</p> <p><i>*For the purpose of (c) above, an individual's share of a Portfolio on a joint account with one or more persons other than the individual's Associate is— (i) the individual's share of the Portfolio as specified in a written agreement among the account holders; or (ii) in the absence of an agreement referred to in paragraph (i), an equal share of the Portfolio.</i> 就以上(c)項而言，某個人在聯同一名或多於一名其有聯繫者以外的人士於某聯權共有賬戶內的投資組合中所佔部分— (i) 為賬戶持有人之間訂立的書面協議中指明，該個人於該投資組合中所佔部分；或 (ii) (如沒有訂立以上(i)段所述的協議)為該投資組合中平均所佔部分。</p>	<p><input type="checkbox"/> a statement of account or a certificate issued by a Custodian within 12 months 由保管人在12個月內發出的賬戶結單或證明書</p> <p><input type="checkbox"/> a certificate issued by an auditor or a certified public accountant within 12 months 由核數師或會計師在12個月內發出的證明書</p> <p><input type="checkbox"/> a Public Filing submitted by or on behalf of the individual (either alone or with the Associate) within 12 months 由或代表該個人(不論是單獨或聯同有關有聯繫者)在12個月內呈交的公開檔案</p> <p><input type="checkbox"/> Others (please specify): 其他(請註明): _____</p>
<p>Capitalized terms in the above table shall have the following meanings: 上表中採用的大寫詞彙具有以下涵義：</p> <p>Associate means, in relation to an individual, means the spouse or any child of the individual. 有聯繫者指就任何個人而言，指該人的配偶或任何子女。</p> <p>Portfolio means a portfolio comprising any of the following: 投資組合指由任何以下項目所組成的投資組合：</p> <p>(a) securities; 證券；</p> <p>(b) a certificate of deposit (e.g. bank monthly statement) issued by (i) an authorised financial institution; or (ii) a bank which is not an authorised financial institution but is regulated under the law of any place outside Hong Kong; or 由(i)認可財務機構發出的存款憑證(例如：銀行月結單)；或(ii)並非認可財務機構但根據香港以外地方的法律受規管的銀行發行的存款憑證；或</p> <p>(c) in relation to an individual, corporation or partnership, money held by a custodian for the individual, corporation or partnership. 就任何個人、法團或合夥而言，由保管人替該個人、法團或合夥持有的款項。</p> <p>Custodian means: 保管人指</p> <p>(a) a corporation the principal business of which is to act as a custodian of securities or other property for another person, whether on trust or by contract; or 主要業務是作為另一人的證券或其他財產的保管人(不論是以信託或合約形式保管)的法團；或</p> <p>(b) any of the following persons whose business includes acting as a custodian of securities or other property for another person, whether on trust or by contract— 業務包括作為另一人的證券或其他財產的保管人(不論是以信託或合約形式保管)的下列人士—</p> <p>(i) an authorized financial institution; 認可財務機構；</p> <p>(ii) a bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong; 並非認可財務機構但根據香港以外地方的法律受規管的銀行；</p> <p>(iii) a corporation licensed by Securities and Futures Commission of Hong Kong ("SFC") under the SFO; or</p>	

- (iv) 獲香港證券及期貨事務監察委員會（「證監會」）按照《證券及期貨條例》批給牌照的法團；或
a person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong.
經營提供投資服務的業務並根據香港以外地方的法律受規管的人。

Public Filing means a document that, pursuant to the legal or regulatory requirements in Hong Kong or in a place outside Hong Kong, has been submitted to a person or body that is under a duty to publish the document to, or otherwise make the document available for inspection by, members of the public in Hong Kong or in a place outside Hong Kong, by or on behalf of (a) a trust corporation (whether on its own behalf or in respect of a trust of which it acts as a trustee), (b) an individual, (c) a corporation (other than a Trust Corporation) or (d) a partnership.

公開檔案指由或代表(a)信託法團(不論是代表其本身或就其擔任信託人的任何信託)、(b)個人、(c)法團(信託法團除外)、或(d)合夥依據香港或香港以外地方的法律規定或規管性規定而呈交給某人士或團體的文件，而該人士或團體有責任向香港或香港以外地方的公眾發表該文件，或以其他方式提供該文件予有關的公眾查閱。

Notice of Treatment as a Professional Investor (“this Notice”) 關於被視為專業投資者的通知（「本通知」）

Under the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (as amended from time to time) (the “Code of Conduct”) issued by the Securities and Futures Commission of Hong Kong, Funderstone Group may, in dealing with a client, classify such client as a “Professional Investor” where Funderstone Group believes such client falls within the definition of “Professional Investor” under the Securities and Futures Ordinance (the “SFO”).

根據香港證券及期貨事務監察委員會發出（經不時修訂）的《證券及期貨事務監察委員會持牌人或註冊人操守準則》（《操守準則》），在與客戶交易的過程中，若 Funderstone 集團相信該客戶符合《證券及期貨條例》對「專業投資者」的定義，Funderstone 集團可將該客戶歸類為「專業投資者」。

In light of your portfolio adequacy, Funderstone Group has classified you as a Professional Investor of the following product(s) and market(s):
 鑒於閣下的資產充足狀況，Funderstone 集團已將閣下歸類為以下產品及市場的專業投資者：

*Please delete as appropriate 請刪去不適用者

Relevant Products 相關產品	Relevant Markets 相關市場
(a) *Stocks 股票	(i). *Hong Kong 香港
(b) *Fixed Income Products (e.g. Bonds, Convertible Bonds, etc) / Foreign Currency Deposit 定息投資產品（例如債券、可換股債券等）/ 外幣存款	(ii). *Mainland China 中國內地
(c) *Mutual Funds / Unit Trusts 共同基金 / 單位信託基金	(iii). *United States 美國
(d) *Derivatives and Leverage Products (e.g. Futures, Options, Warrants, Callable Bull/Bear Contracts, Accumulator, Margin Trading, etc) 衍生工具/槓桿產品（例如期貨、期權、認股權證/窩輪、可贖回牛/熊證、累計期權、保證金交易等）	(iv). *Japan 日本
(e) *Structured Products (e.g. Equity-Linked Deposit / Notes, Currency-Linked Deposit, etc) 結構化產品（例如股票掛鉤存款/票據、貨幣掛鉤存款等）	(v). *United Kingdom 英國
(f) *Others (please specify) 其他（請註明）： _____	(vi). *Europe 歐洲
	(vii). *Australia 澳洲
	(viii). *Singapore 新加坡
	(ix). *Malaysia 馬來西亞
	(x). *Others (please specify) *其他（請註明）： _____ _____

Below are the details of the risks and consequences of being treated as a Professional Investor and the right to withdraw from being treated as Professional Investor at any time.

以下為當客戶被視為專業投資者的風險及後果，以及客戶可隨時撤回被視為專業投資者的權利。

1. Risks and Consequences of being treated as an Individual Professional Investor

被視為個人專業投資者的風險及後果

As you are treated as Professional Investor described in the SFO and the PI Rules, please be reminded to take note of the details under paragraphs 15.4 and 15.5 of the Code of Conduct and ensure that you understand the risks and consequences of being treated as an Individual Professional Investor. **Annexure 2** provides provisions that may be waived for Professional Investors, which is a brief summary of paragraphs 15.4 and 15.5 of the Code for reference only.

由於閣下被視為《證券及期貨條例》及《專業投資者規則》定義的專業投資者，閣下務須閱讀《操守準則》第 15.4 及 15.5 段的詳細內容，並確保閣下明白被視為個人專業投資者的風險及後果。**附件 2** 載列之專業投資者可豁免的規定為《操守準則》第 15.4 及 15.5 段的摘要，只用作參考之用。

Where you act as an intermediary to effect transactions, upon request from Funderstone Group and/or the regulatory body(ies) and within the applicable time frame, you shall provide the required information about the ultimate client and person giving order to the regulatory body(ies) even the request is made after termination of your account(s) with Funderstone Group.

如閣下以中介人身份執行交易，閣下需應 Funderstone 集團及/或監管部門的要求，在適用的時限內向監管部門提供最終客戶及發出指示人士的資料。即使是閣下在 Funderstone 集團的戶口結束後才提出的要求，此規定亦適用。

Notwithstanding your Professional Investor status with Funderstone Group, Funderstone Group would remind you that you are obliged to observe all rules, regulations and laws of Hong Kong or any of its regulatory authority which apply to you. Accordingly, Funderstone Group would advise that you consult your own legal advisers.

儘管閣下在 Funderstone 集團具有專業投資者的資格，但 Funderstone 集團謹提醒閣下，閣下必須遵守香港或適用於閣下的任何香港監管部門的所有 Code 820 (01-02-2020)

規則、規例及法例。因此，Funderstone 集團建議閣下自行徵詢法律顧問的意見。

If you agree to be treated as a Professional Investor, please sign and return to Funderstone Group the Declaration of Consenting to Being Treated as a Professional Investor (the "Declaration") as attached herewith.

假如閣下同意被視為專業投資者，請簽署隨函夾附的「同意被視為專業投資者之申報表」（「**申報表**」）並交給 Funderstone 集團。

If you find yourself no longer fall within the definition of Professional Investor as defined in the SFO and the PI Rules, please notify Funderstone Group in writing immediately.

假如閣下發現閣下不再符合《證券及期貨條例》及《專業投資者規則》對專業投資者的定義，請立即以書面方式通知 Funderstone 集團。

If you agree to be treated as a Professional Investor, Funderstone Group is required to carry out a confirmation exercise annually to enable Funderstone Group to ensure that you continue to fulfil the requisite requirements under the PI Rules.

假如閣下同意被視為專業投資者，Funderstone 集團需要每年向閣下進行一次確認，從而確保閣下繼續符合《專業投資者規則》所界定的有關規定。

Should you have any questions regarding this Notice or require further clarification or information, please feel free to contact Funderstone Group or seek professional advice.

如若閣下對本通知有任何疑問，或需要進一步的說明或資料，請與 Funderstone 集團聯絡或徵詢專業意見。

2. Right to withdraw from being treated as a Professional Investor 撤回被視為專業投資者的權利

If you become a Professional Investor, you have the right to withdraw from being treated as a Professional Investor for all products or markets or any part thereof for the purpose of the Code of Conduct at any time by **giving written notice** to Funderstone Group. After receiving such written notice, Funderstone Group will **process your request within 14 business days** and inform you about the effective date of such withdrawal. Any request of withdrawal given by you shall be without prejudice to and shall not affect the provision of any services rendered and/or products offered to you on the basis that you are a Professional Investor prior to such withdrawal taking effect.

閣下若成為專業投資者，閣下有權利隨時向 Funderstone 集團**提交已簽署的書面通知**，要求撤回對於所有或任何一項產品類別及/或相關市場被視為《操守準則》所指的專業投資者身份。當收到閣下的書面通知，Funderstone 集團會在**14 個工作天之內處理**閣下的要求，並會通知閣下該撤回的生效日期。在該撤回還未生效之前，Funderstone 集團仍會視閣下為專業投資者，並在此條件下向閣下提供任何相關服務及/或產品並無任何影響，且無損各方權利。

Funderstone Group also has the right, at any time, to stop treating you as a Professional Investor by giving not less than 14 days written notice to you. Such will be effective upon the expiry of such notice period, unless you follow the procedures to apply as a Professional Investor as Funderstone Group requires from time to time.

Funderstone 集團也有權利隨時向閣下發出通知期不少於 14 天的書面通知停止閣下被視為一名專業投資者，在通知期屆滿後生效。除非閣下按 Funderstone 集團不時要求的手續重新辦理申請成為專業投資者。

3. Accurate information 準確資料

You confirm that the information and supporting document(s) provided in this Declaration is valid, complete and accurate. If there is any change to the information and relevant supporting document(s) provided and such change will have impact on your continuity of Professional Investor status, you are obligated to immediately notify Funderstone Group of any changes to that information, provide relevant supporting document(s) and/or re-perform the assessment.

閣下須確認在本申報表中所提供的資料及相關證明文件均屬有效、真實並正確無誤。如閣下所提供的資料及相關證明文件在之後有任何改變，而其改變足以影響閣下繼續成為專業投資者，閣下有責任即時通知 Funderstone 集團更新資料、重新提供相關的證明文件及/或重新進行評估。

Client Declaration

客戶聲明

I hereby confirm that the information provided above is true and complete. Funderstone Group is entitled to rely fully on such information for all purposes, unless they receive notice in writing from us of any change.

本人確認上述資料完全真實及完整。除非 Funderstone 集團收到本人的任何書面變更通知，否則你們有權完全倚賴該等資料作任何用途。

I fully understand the above mentioned Notice of Treatment as a Professional Investor fully explained by Licensed Representative, including:

本人完全明白由持牌人士解釋的以上的關於被視為專業投資者的通知，包括：

- (a) I fall within the definition of Professional Investor under the SFO and the PI Rules;
本人符合《證券及期貨條例》及《專業投資者規則》對「專業投資者」的定義；
- (b) Funderstone Group has explained to us the risks and consequences of being treated as a Professional Investor and the right to withdraw from being treated as such as contained in the Notice provided to us by them;
Funderstone 集團已向本人解釋被視為專業投資者的風險及後果，以及撤回被視為專業投資者的權利，如 Funderstone 集團向本人提供的通知中所述；
- (c) I fully understand the provisions in the Notice and I am fully aware of the risks and consequences of being treated as a Professional Investor and our right to withdraw from being treated as such for all products or markets or any part thereof, and agree to be treated as such; and
本人完全明白通知中的條文，本人完全知悉被視為專業投資者的風險及後果以及本人撤回被視為所有或任何一項產品類別及 / 或相關市場的專業投資者的權利，並同意被視為專業投資者；及
- (d) I agree that I shall, immediately upon request by Funderstone Group, inform regulatory body(ies) of the identity, address, occupation, and contact details of the ultimate beneficiary(ies) if I effect a transaction otherwise than for our own benefits.
本人同意，若本人並非為本人的利益而執行一項交易，本人須在 Funderstone 集團要求時，立即通知監管機構關於最終受益人的身份、地址、職業及聯絡資料。
- (e) I further agree to provide supporting documents for verification of our status as a Professional Investor upon request.
本人進一步同意，為核實本人的專業投資者身份，本人同意按需要提供相關證明文件。

I hereby give consent to be treated as an Individual Professional Investor for the relevant product(s) and market(s) indicated below:

本人謹此同意成為以下產品類別和市場的個人專業投資者：

**Please delete as appropriate 請刪去不適用者*

Relevant Products 相關產品	Relevant Markets 相關市場
(a) *Stocks 股票	(i). *Hong Kong 香港
(b) *Fixed Income Products (e.g. Bonds, Convertible Bonds, etc) / Foreign Currency Deposit 定息投資產品 (例如債券、可換股債券等) / 外幣存款	(ii). *Mainland China 中國內地
(c) *Mutual Funds / Unit Trusts 共同基金 / 單位信託基金	(iii). *United States 美國
(d) *Derivatives and Leverage Products (e.g. Futures, Options, Warrants, Callable Bull/Bear Contracts, Accumulator, Margin Trading, etc) 衍生工具/槓桿產品 (例如期貨、期權、認股權證/窩輪、可贖回牛/熊證、累計期權、保證金交易等)	(iv). *Japan 日本
(e) *Structured Products (e.g. Equity-Linked Deposit / Notes, Currency-Linked Deposit, etc) 結構化產品 (例如股票掛鉤存款/票據、貨幣掛鉤存款等)	(v). *United Kingdom 英國
(f) *Others (please specify) 其他 (請註明): _____	(vi). *Europe 歐洲
	(vii). *Australia 澳洲
	(viii). *Singapore 新加坡
	(ix). *Malaysia 馬來西亞
	(x). *Others (please specify) *其他 (請註明): _____ _____

CONFIRMED, AGREED AND SIGNED BY CLIENT 茲由客戶確認、同意並簽署：

Name of Client 客戶名稱:

Date 日期:

Signature of Witness 見證人簽署

(To be certified by a person licensed or registered with the SFC or his affiliate, an affiliate of Funderstone Group, professional person, such as a branch manager of a bank, certified public accountant, lawyer or notary public. 由香港證監會發牌或註冊之人士或其聯繫人士、Funderstone 集團聯繫人士、專業人士 (例如: 銀行分行經理、執業會計師、律師或公證人) 核證。)

I, named below, hereby certify that I have met and identified each of the person(s) who executed this Declaration before me, and reviewed his/her/their original identification document(s). 本人(姓名見下)核證已經與本申報表簽署人會晤及核對其身份證明文件正本, 而且該等簽署人已在本人面前簽署本申報表。

Name 姓名: _____ Qualifications 資格: _____

Signature of Witness

見證人簽署: _____

Date 日期: _____

Declaration from Staff 職員聲明 (to be completed by staff of Funderstone Group 此欄由 Funderstone 集團職員填寫)

I have clearly explained the Notice of Treatment as a Professional Investor, Client Declaration, Definition of Professional Investor (**Annexure 1**) and Provisions that may be waived for Professional Investors (**Annexure 2**) in this Declaration in a language of the Client's choice and have also invited and suggested the Client to ask questions and to seek independent legal advice.

本人已根據客戶所選擇的語言向其提供及解釋本申報表中關於被視為專業投資者的通知、客戶聲明、專業投資者的定義 (**附件 1**) 及專業投資者可豁免的規定 (**附件 2**), 並已邀請及建議客戶就其內容和細則提出問題及尋求獨立法律意見。

I, the undersigned Licensed Representative ("LR"), confirm that I have assessed the above Client based on the information and supporting documents provided by it in this Declaration above. I am satisfied that it meets the requirements for Individual Professional Investor of product(s) and market(s) indicated in the above Client Declaration and can be treated as such.

本人作為簽署此文件的持牌人士, 確認已基於由上述客戶於此申報表所提供的資料及證明文件評估上述客戶。本人信納上述客戶符合對個人專業投資者的規定, 並可視上述客戶為客戶聲明內剔選的產品和市場的個人專業投資者。

Name of Staff 職員姓名: _____ Position 職位: _____

Staff's CE No. 職員中央編號: _____

Signature of Staff

職員簽署: _____ (signed by LR 由持牌人士簽署)

Date 日期: _____

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Funderstone 集團專用

We are **satisfied** that the Client meets the requirements for Individual Professional Investor of product(s) and market(s) indicated in the above Client Declaration and has provided valid asset proof and **can** be treated as such.

本公司已信納客戶已符合對個人專業投資者的規定及已提供有效的資產證明, 並可視客戶為個人專業投資者。

LR's Signature

持牌人士簽署

LR's Name / CE No.

持牌人士姓名 / 中央編號

Team / Dept

組別 / 部門

Date

日期

Endorsed by Responsible Officer 由負責人員批核:

Approve 批准

Reject 否決

Responsible Officer's Signature

負責人員簽署

Responsible Officer's Name

負責人員姓名

Team / Dept

組別 / 部門

Date

日期

Annexure 1

附件 1

Definition of Professional Investor**專業投資者的定義**

The Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“SFO”) provides the following definition of “Professional Investor”:
《證券及期貨條例》(香港法例第 571 章) (「《證券及期貨條例》」) 提供以下有關「專業投資者」的定義：

- (a) any recognised exchange company, recognised clearing house, recognised exchange controller or recognised investor compensation company, or any person authorised to provide automated trading services under section 95(2) of SFO;
認可交易所、認可結算所、認可控制人或認可投資者賠償公司，或根據《證券及期貨條例》第 95 (2) 條獲認可提供自動化交易服務的人；
- (b) any intermediary, or any other person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong;
中介人，或經營提供投資服務的業務並受香港以外地方的法律規管的其他人；
- (c) any authorised financial institution, or any bank which is not an authorised financial institution but is regulated under the law of any place outside Hong Kong;
認可財務機構，或並非認可財務機構但受香港以外地方的法律規管的銀行；
- (d) any insurer authorised under the Insurance Companies Ordinance (Cap. 41 of the Laws of Hong Kong), or any other person carrying on insurance business and regulated under the law of any place outside Hong Kong;
根據《保險公司條例》(香港法例第 41 章) 獲授權的保險人，或經營保險業務並受香港以外地方的法律規管的其他人；
- (e) any scheme which—
符合以下說明的計劃—
- (i) is a collective investment scheme authorised under section 104 of SFO; or
屬根據《證券及期貨條例》第 104 條獲認可的集體投資計劃；或
- (ii) is similarly constituted under the law of any place outside Hong Kong and, if it is regulated under the law of such place, is permitted to be operated under the law of such place,
以相似的方式根據香港以外地方的法律成立，並(如受該地方的法律規管)根據該地方的法律獲准許營辦，
- or any person by whom any such scheme is operated;
或營辦任何該等計劃的人；
- (f) any registered scheme as defined in section 2(1) of the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong), or its constituent fund as defined in section 2 of the Mandatory Provident Fund Schemes (General) Regulation (Cap 485. sub. leg. A of the Laws of Hong Kong), or any person who, in relation to any such registered scheme, is an approved trustee or service provider as defined in section 2(1) of that Ordinance or who is an investment manager of any such registered scheme or constituent fund;
《強制性公積金計劃條例》(香港法例第 485 章)第 2(1)條界定的註冊計劃，或《強制性公積金計劃(一般)規例》(香港法例第 485 章，附屬法例 A)第 2 條界定的該等計劃的成分基金，或就任何該等計劃而言屬該條例第 2(1)條界定的核准受託人或服務提供者或屬任何該等計劃或基金的投資經理的人；
- (g) any scheme which—
符合以下說明的計劃—
- (i) is a registered scheme as defined in section 2(1) of the Occupational Retirement Schemes Ordinance (Cap. 426 of the Laws of Hong Kong); or
屬《職業退休計劃條例》(香港法例第 426 章)第 2(1)條界定的註冊計劃；或
- (ii) is an offshore scheme as defined in section 2(1) of that Ordinance and, if it is regulated under the law of the place in which it is domiciled, is permitted to be operated under the law of such place,
屬該條例第 2(1)條界定的離岸計劃，並(如以某地方為本籍而受該地方的法律規管)根據該地方的法律獲准許營辦，
- or any person who, in relation to any such scheme, is an administrator as defined in section 2(1) of that Ordinance;
或就任何該等計劃而言屬該條例第 2(1)條界定的管理人的；
- (h) any government (other than a municipal government authority), any institution which performs the functions of a central bank, or any multilateral agency;
任何政府(市政府當局除外)、執行中央銀行職能的任何機構，或任何多邊機構；
- (i) except for the purposes of Schedule 5 to SFO, any corporation which is—
(除為施行《證券及期貨條例》附表 5 外)符合以下說明的法團—
- (i) a wholly owned subsidiary of—
屬下述者的全資附屬公司—
- (A) an intermediary, or any other person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong; or
中介人，或經營提供投資服務的業務並受香港以外地方的法律規管的其他人；或

(B) an authorised financial institution, or any bank which is not an authorised financial institution but is regulated under the law of any place outside Hong Kong;
 認可財務機構，或並非認可財務機構但受香港以外地方的法律規管的銀行；

(ii) a holding company which holds all the issued share capital of—
 屬持有下述者的所有已發行股本的控股公司—

(A) an intermediary, or any other person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong; or
 中介人，或經營提供投資服務的業務並受香港以外地方的法律規管的其他人；或

(B) an authorised financial institution, or any bank which is not an authorised financial institution but is regulated under the law of any place outside Hong Kong; or
 認可財務機構，或並非認可財務機構但受香港以外地方的法律規管的銀行；或

(iii) any other wholly owned subsidiary of a holding company referred to in subparagraph (ii); or
 屬第(ii)節提述的控股公司的任何其他全資附屬公司；或

(j) any person of a class which is prescribed by rules made under section 397 of SFO for the purposes of this paragraph as within the meaning of this definition for the purposes of the provisions of SFO, or to the extent that it is prescribed by rules so made as within the meaning of this definition for the purposes of any provision of SFO.

屬於為施行本段而藉根據《證券及期貨條例》第 397 條訂立的規則訂明為就《證券及期貨條例》條文屬本定義所指的類別的人，或(如為施行本段而藉如此訂立的規則訂明某類別為就《證券及期貨條例》任何條文屬本定義所指的類別)在該範圍內屬於該類別的人。

Section 3 of the Securities and Futures (Professional Investor) Rules (CAP 571D of the Laws of Hong Kong) (“PI Rules”) provides that for the purposes of paragraph (j) of the definition of “professional investor” in section 1 of Part 1 of Schedule 1 to SFO, the following persons are prescribed as within the meaning of that definition for the purposes of any provision of SFO other than Schedule 5—

《證券及期貨(專業投資者)規則》(香港法例第 571D 章)(「《專業投資者規則》」)第 3 條指，為施行《證券及期貨條例》附表 1 第 1 部第 1 條「專業投資者」的定義的 (j) 段，現就《證券及期貨條例》的任何條文(附表 5 除外)訂明以下人士屬該定義所指的人—

(a) any trust corporation (*note 1*) having been entrusted under one or more trusts of which it acts as a trustee with total assets of not less than HK\$40 million at the relevant date (*note 2*) or as ascertained in accordance with section 8 of PI Rules;

符合以下說明的任何信託法團 (*註 1*): 擔任一項或多於一項信託的信託人，而在該項或該等信託下獲託付的總資產在有關日期 (*註 2*) 或按照《專業投資者規則》第 8 條獲確定，不少於港幣 40,000,000 元；

(b) any individual having a portfolio (*note 3*) of not less than HK\$8 million at the relevant date (*note 2*) or as ascertained in accordance with section 8 of PI Rules, when any one or more of the following are taken into account—

符合以下說明的任何個人: 在考慮以下任何一項或多於一項時，擁有的投資組合 (*註 3*) 在有關日期 (*註 2*) 或按照《專業投資者規則》第 8 條而獲確定，不少於港幣 8,000,000 元——

(i) a portfolio on the individual's own account;
 該個人本人的賬戶內的投資組合；

(ii) a portfolio on a joint account with the individual's associate (*note 4*);
 該個人聯同其有聯繫者 (*註 4*) 於某聯權共有賬戶內的投資組合；

(iii) the individual's share of a portfolio (*note 3*) on a joint account with one or more persons other than the individual's associate (*note 4*);
 該個人在聯同一名或多於一名其有聯繫者 (*註 4*) 以外的人士於某聯權共有賬戶內的投資組合 (*註 3*) 中所佔部分；

(iv) a portfolio (*note 3*) of a corporation which, at the relevant date (*note 2*), has as its principal business the holding of investments and is wholly owned by the individual;
 在有關日期的主要業務是持有投資項目並在有關日期 (*註 2*) 由該個人全資擁有的法團的投資組合 (*註 3*);

(c) any corporation having—
 符合以下說明的任何法團 ——

(i) a portfolio (*note 3*) of not less than HK\$8 million; or
 擁有的投資組合 (*註 3*) 在有關日期 (*註 2*) 或按照《專業投資者規則》第 8 條而獲確定不少於港幣 8,000,000 元；或

(ii) total assets of not less than HK\$40 million,
 擁有的總資產在有關日期 (*註 2*) 或按照《專業投資者規則》第 8 條而獲確定不少於港幣 40,000,000 元；

at the relevant date (*note 2*) or as ascertained in accordance with section 8 of PI Rules;

(d) any corporation which, at the relevant date (*note 2*), has as its principal business the holding of investments and is wholly owned by any one or more of the following persons—

在有關日期的主要業務是持有投資項目並在有關日期 (*註 2*) 由以下任何一名或多於一名人士全資擁有的任何法團 ——

(i) a trust corporation (*note 1*) specified in paragraph (a);
 (a) 段指明的信託法團 (*註 1*);

(ii) an individual specified in paragraph (b);
 (b) 段指明的個人；

- (iii) a corporation specified in this paragraph or paragraph (c);
本段或 (c) 段指明的法團;
- (iv) a partnership specified in paragraph (g);
(g) 段指明的合夥;
- (v) a professional investor within the meaning of paragraph (a), (d), (e), (f), (g) or (h) of the definition of professional investor in section 1 of Part 1 of Schedule 1 to SFO; or
屬《證券及期貨條例》附表 1 第 1 部第 1 條專業投資者的定義的 (a)、(d)、(e)、(f)、(g) 或 (h) 段所指的專業投資者; 或
- (e) any corporation which, at the relevant date (note 2), wholly owns a corporation referred to in paragraph (c);
在有關日期 (註 2) 全資擁有 (c) 段提述的法團的法團;
- (f) any partnership specified for the purposes of section 3(d) of PI Rules is a partnership having—
為施行《專業投資者規則》第 3(d) 條而指明的合夥, 是符合以下說明的合夥 —
 - (i) a portfolio (note 3) of not less than HK\$8 million; or
擁有的投資組合 (註 3) 在有關日期 (註 2) 或按照第 8 條而獲確定不少於港幣 8,000,000 元; 或
 - (ii) total assets of not less than HK\$40 million,
擁有的總資產在有關日期 (註 2) 或按照《專業投資者規則》第 8 條而獲確定不少於港幣 40,000,000 元。

at the relevant date (note 2) or as ascertained in accordance with section 8 of PI Rules.

Note 1: "trust corporation" means:-

註 1: 「信託法團」指:

- (a) any trust company registered under Part 8 of the Trustee Ordinance (Cap. 29 of the Laws of Hong Kong); or
根據《受託人條例》(香港法例第 29 章)第 8 部註冊的任何信託公司; 或
- (b) any other corporation which—
符合以下說明的其他法團 —
 - (i) carries on a business which is of a nature similar to that of a trust company referred to in paragraph (a); and
所經營的業務的性質與(a)段提述的信託公司所經營的業務的性質相似; 並
 - (ii) is regulated under the law of any place outside Hong Kong.
根據香港以外地方的法律受規管。

Note 2: "relevant date" means:-

註 2: 「有關日期」指:

- (a) in the case of an advertisement, invitation or document described in section 103(3)(k) of SFO, means the date on which the advertisement, invitation or document is issued, or possessed for the purposes of issue;
就《證券及期貨條例》第 103(3)(k)條所描述的廣告、邀請或文件而言, 指發出或為發出而管有該廣告、邀請或文件的日期;
- (b) in the case of a call described in section 174(2)(a) of SFO, means the date on which the call is made;
就《證券及期貨條例》第 174(2)(a)條所描述的造訪而言, 指進行該造訪的日期;
- (c) in the case of an offer described in section 175(5)(d) of SFO, means the date on which the offer is made; or
就《證券及期貨條例》第 175(5)(d)條所描述的要約而言, 指提出該要約的日期; 或
- (d) in any other case which, by virtue of any rules made under SFO, requires compliance with an obligation, means the date by or on which the obligation is required to be complied with.
就憑藉根據《證券及期貨條例》訂立的規則而規定須於某日期或之前或須於某日期履行某項責任的其他情況而言, 指該日期。

Note 3: "portfolio" means a portfolio comprising any of the following:

註 3: 「投資組合」指由任何下述項目組成的投資組合:

- (a) securities;
證券;
- (b) a certificate of deposit issued by—
由 —
 - (i) an authorized financial institution; or
認可財務機構發行的存款證; 或
 - (ii) a bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong;
並非認可財務機構但根據香港以外地方的法律受規管的銀行發行的存款證;
- (c) in relation to an individual, corporation or partnership, money held by a custodian (note 5) for the individual, corporation or partnership.
就任何個人、法團或合夥而言, 由保管人替該人、法團或合夥持有的款項。

Note 4: "associate", in relation to an individual, means the spouse or any child of the individual.

註 4: 「有聯繫者」指就任何個人而言, 指該人的配偶或任何子女。

Note 5: “custodian” means:-

註 5: 「保管人」指:

- (a) a corporation the principal business of which is to act as a custodian of securities or other property for another person, whether on trust or by contract; or
主要業務是作為另一人的證券或其他財產的保管人 (不論是以信託或合約形式保管) 的法團; 或
- (b) any of the following persons whose business includes acting as a custodian of securities or other property for another person, whether on trust or by contract—
業務包括作為另一人的證券或其他財產的保管人 (不論是以信託或合約形式保管) 的下列人士——
- (i) an authorized financial institution;
認可財務機構;
 - (ii) a bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong;
並非認可財務機構但根據香港以外地方的法律受規管的銀行;
 - (iii) a licensed corporation;
持牌法團;
 - (iv) a person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong.
經營提供投資服務的業務並根據香港以外地方的法律受規管的人。

Please take note that in this Annexure 1, a reference to an amount expressed in Hong Kong dollars includes its equivalent in any foreign currency.

請注意, 在此附件 1 中, 凡提述以港元表示的款額, 包括其等值的任何外幣。

Annexure 2

附件 2

Provisions that may be waived for Professional Investors**專業投資者可豁免的規定**

Paragraph 15 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “Code”) provides that where a client of a licensed corporation is a Professional Investor (as defined under Part 1 of Schedule 1 to the Securities and Futures Ordinance) and **all relevant provisions** under the paragraph 15.3A and 15.B of the Code have been duly complied with and observed by the licensed corporation, such licensed corporation can be exempted from the following requirements of the Code.

證券及期貨事務監察委員會持牌人或註冊人的行為守則（「《操守準則》」）第 15 條規定，如持牌法團的客戶屬專業投資者（按《證券及期貨條例》附表 1 第 1 部定義）而且該持牌法團已妥為遵守及遵從《操守準則》第 15.3A 及 15.3B 段下的**所有相關規定**，則該持牌法團在可獲豁免守則中的以下規定：

Applicable exempt provisions for Institutional Professional investors and Corporate Professional Investors (where the licensed corporation has complied with paragraphs 15.3A and 15.3B of the Code)

機構專業投資者和法團專業投資者（前提是持牌法團已遵從《操守準則》第 15.3A 及 15.3B 段的規定）的適用豁免條款

(a) Information about clients

有關客戶的資料

(i) the need to establish a client's financial situation, investment experience and investment objectives (paragraph 5.1 and paragraphs 2(d) and 2(e) of Schedule 6 to the Code), except where the licensed corporation is providing advice on corporate finance work;

須確立客戶的財務狀況、投資經驗及投資目標（《操守準則》第 5.1 段及附表 6 第 2(d)及 2(e)段），但上述豁免不適用於提供企業融資意見的持牌法團；

(ii) the need to ensure the suitability of a recommendation or solicitation (paragraph 5.2 and paragraph 49 of Schedule 6 to the Code); and

須確保所作出的建議或招攬行為是合適的（《操守準則》第 5.2 段及附表 6 第 49 段）；及

(iii) the need to assess the client's knowledge of derivatives and characterize the client based on his knowledge of derivatives (paragraph 5.1A of the Code);

須評估客戶對衍生工具的認識，並根據客戶對衍生工具的認識將客戶分類（《操守準則》第 5.1A 段）；

(b) Client agreement

客戶協議

(i) the need to enter into a written agreement and the provision of relevant risk disclosure statements (paragraph 6.1, paragraph 20.2(c), paragraph 2 of Schedule 3, paragraph 2 of Schedule 4 and paragraph 1 of Schedule 6 to the Code);

須訂立協議書及提供相關的風險披露聲明（《操守準則》第 6.1 段、第 20.2(c)段、附表 3 第 2 段、附表 4 第 2 段及附表 6 第 1 段）；

(c) Information for clients

為客戶提供資料

(i) the need to disclose transaction related information (paragraph 8.3A of the Code);

須披露與交易相關的資料（《操守準則》第 8.3A 段）；

(d) Discretionary accounts

委託賬戶

(i) the need for a licensed corporation to obtain from the client an authority in a written form prior to effecting transactions for the client without his specific authority (paragraph 7.1(a)(ii) of the Code);

持牌法團在為該客戶進行未經該客戶特定授權的交易之前，須先向該客戶取得書面授權（《操守準則》第 7.1(a)(ii)段）；及

(ii) the need to explain the authority described under paragraph 7.1(a)(ii) of the Code and the need to confirm it on an annual basis (paragraph 7.1(b) of the Code);

須解釋《操守準則》第 7.1(a)(ii)段所述的授權，並須每年確認該項授權一次（《操守準則》第 7.1(b)段）；

(iii) the need for a licensed corporation to disclose benefits receivable for effecting transactions for a client under a discretionary account (paragraph 7.2 of the Code); and

持牌法團須披露因應在委託賬戶下為客戶進行交易而可取得的收益（《操守準則》第 7.2 段）；及

(e) the need to ensure the suitability of a transaction in a complex product, to provide sufficient information about a complex product and to provide warning statements (paragraph 5.5(a) of the Code).

須確保複雜產品交易的合適性，提供有關複雜產品的充分資料及提供警告聲明（《操守準則》第 5.5(a)段）。

Applicable exempt provisions for Institutional Professional investors, Corporate Professional Investors (where the licensed corporation has complied with paragraph 15.3B of the Code) and Individual Professional Investors (where the licensed corporation has complied with paragraph 15.3B of the Code)

機構專業投資者、法團專業投資者（前提是持牌法團已遵從《操守準則》第 15.3B 段的規定）和個人專業投資者（前提是持牌法團已遵從《操守準則》第 15.3B 段的規定）的適用豁免條款

(a) Information for clients

為客戶提供資料

(i) the need to inform the client about the licensed corporation and the identity and status of its employees and others acting on its

behalf (paragraph 8.1 of the Code);

須向客戶提供有關持牌法團和有關其僱員及其他代表其行事的人士的身分和受僱狀況的資料（《操守準則》第 8.1 段）；

- (ii) the need to confirm promptly with the client the essential features of a transaction after effecting a transaction for a client (paragraph 8.2, paragraph 4 of Schedule 3 and paragraph 18 of Schedule 6 to the Code); and
為客戶完成交易後，須儘快向該客戶確認有關該宗交易的重點（《操守準則》第 8.2 段、附表 3 第 4 段及附表 6 第 18 段）；及
- (iii) the need to provide the client with documentation on the Nasdaq-Amex Pilot Program (paragraph 1 of Schedule 3 to the Code).
須向客戶提供關於納斯達克－美國證券交易所試驗計劃的數據文件（《操守準則》附表 3 第 1 段）。