

Institutional Professional Investor Questionnaire 機構專業投資者問卷

Client Name 客戶名稱 : _____

Account No 戶口號碼 : _____

If your entity falls under one of the categories in (a) to (i) (inclusive) in this Part, it is an “Institutional Professional Investor” under the Securities and Futures Ordinance.

如貴公司或機構屬於以下 (a) 至 (i) 的其中一個類別，貴公司或機構將被視為香港證券及期貨條例中所注釋的「機構專業投資者」。

<input type="checkbox"/>	(a) Recognized exchange company, recognized clearing house, recognized exchange controller or recognized investor compensation company or any person authorized to provide automated trading services. 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，獲認可提供自動化交易服務的人；
<input type="checkbox"/>	(b) Financial intermediary regulated by the SFC or any financial institution regulated outside Hong Kong; 香港持牌仲介人，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；
<input type="checkbox"/>	(c) Authorized financial institution, or any bank which is not an authorized 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；
<input type="checkbox"/>	(d) Insurer authorized under the Insurance Companies Ordinance or any person carrying on insurance business and regulated outside Hong Kong; 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；
<input type="checkbox"/>	(e) Authorized collective investment schemes or 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, or any person by whom any such scheme is operated. 獲認可的集體投資計劃或以相似的方式根據香港以外地方的法律成立，並根據該地方的法律獲准許營辦，或營辦任何該等計劃的人；
<input type="checkbox"/>	(f) Registered scheme as defined in the Mandatory Provident Fund Schemes Ordinance or any person who, in relation to any such registered scheme, is an approved trustee or service provider or who is an investment manager of any such registered scheme; 《強制性公積金計劃條例》界定的註冊計劃，或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；
<input type="checkbox"/>	(g) Registered scheme as defined in the Occupational Retirement Schemes Ordinance or any person who, in relation to any such scheme, is an administrator; 屬《職業退休計劃條例》界定的註冊計劃；或就任何該等計劃而言界定的管理人的；
<input type="checkbox"/>	(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；
<input type="checkbox"/>	(i) Wholly owned subsidiary of the investor in (b) or (c) above or holding company which wholly owns the investor in (b) or (c) above. 上述(b)及(c)的全資附屬公司或擁有上述(b)及(c)的附屬公司的全資控股公司。

Consequences of being treated as a “Institutional Professional Investor”

被視為「機構專業投資者」所涉及後果

We refer to your request for opening a Professional Investor account with the Company. Based on the information you have provided to us which shows you, and in view of your representation and warranty that you are an Institutional Professional Investor, we will be exempted from complying with certain compliance requirements listed below under the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (“the Code”) provided always that you agree to be treated as the Institutional Professional Investor and undertake to complete, sign and return to us the declaration form and the assessment form attached herein and agree to inform us promptly if any information you have provided to us for the Institutional Professional Investor assessment ceases to be accurate or changes in any other way:

現跟進貴公司或機構向正金提出申請開立專業投資者賬戶之事宜。根據貴公司或機構向本公司提供的資料，及參考貴公司或機構對貴公司或機構作為機構專業投資者的聲明及保證，顯示貴公司或機構為一名專業投資者。鑑於貴公司或機構的機構專業投資者身份，本公司將可豁免遵守下列《證券及期貨事務監察委員會持牌人或註冊人操守準則》（「該守則」）下的若干合規要求，只要貴公司或機構：同意貴公司或機構將一直被視為機構專業投資者；承諾填妥、簽署及交回本檔隨附的聲明表格及評估表格；同意如貴公司或機構提供予本公司關於貴公司或機構作為機構專業投資者的資料不再準確或以任何形式出現改動時，將儘快通知本公司：

1. Client Agreement and risk disclosure 客戶協議及風險披露

We will not be required to enter into a written client agreement with you nor provide you with the written warnings in respect of the risks involved in any transactions we enter into with you, or to bring those risks to your attention typically required of us under the Code.

本公司無須與貴公司或機構簽訂書面客戶協議，亦無須就本公司與貴公司或機構進行任何交易所涉及的風險向貴公司或機構發出書面通知或如常按照該守則在一般情況下提示貴公司或機構注意相關風險的做法向貴公司或機構發出有關提示。

2. Information about clients 關於客戶的資料

We will not be required to establish your financial situation, investment experience or investment objectives except we are providing advice on corporate finance work.

除就企業融資提供意見之外，本公司無須確定貴公司或機構的財務狀況、投資經驗或投資目的。

3. Suitability of the recommendation or solicitation 建議或招攬的合適性

We are not required to ensure that a recommendation or solicitation is suitable for you in light of your financial situation, investment experience or investment objectives.

假如本公司向貴公司或機構招攬銷售或建議任何金融產品，該金融產品無須是本公司經考慮貴公司或機構的財政狀況、投資經驗及投資目標後而認為合理地適合貴公司或機構的。

4. Discretionary Accounts 委託賬戶

We will not be required, in connection with any discretionary account, to follow certain provisions set out in the Code in relation to the procedures to be followed to obtain from your authority in writing prior to effecting transactions for your account and are not required to explain the terms of any such authority or reconfirm it on an annual basis.

就任何委託賬戶而言，本公司無須根據該守則若干條文列明之步驟在為貴公司或機構賬戶執行交易前事先取得貴公司或機構的書面授權亦無須就任何此類授權的條款作出解釋或每年重新確認該項授權。

5. Information for clients 為客戶提供資料

We will not be required to confirm promptly with you the essential features of a transaction after effecting a transaction and we will not be required to inform or provide you with the following information or documentation:

本公司無須在執行交易後立即與貴公司或機構確認有關交易的重點，亦無須通知貴公司或機構或向貴公司或機構提供下列資料或檔：

- (a) the information about our business or the identity and status of our employees or others acting on our behalf with whom you may have contact; or
提供有關本公司業務或僱員身份/職位或其他代表本公司行事而與貴公司或機構接觸人士的資料；或
- (b) any documentation on the Nasdaq-Amex pilot Program.
任何有關納斯達克-美國證券交易所試驗計劃的文件。

We will not be required to disclose sales related information as set out in paragraph 8.3A of the Code when distributes an investment product to you.

在向貴公司或機構發行投資產品時，本公司無須披露該守則第 8.3A 段所述的相關銷售資料。

6. Contract notes, statement of accounts and receipts 成交單據、戶口結單及收據

We will not provide you with any contract notes, statements of account or receipts under the Hong Kong Securities and Futures (Contract Notes, Statements of Account and Receipts) Rules where such would otherwise be required unless you specifically request.

除非貴公司或機構向本公司發出指示，本公司將不會按《證券及期貨（成交單據、戶口結單及收據）規則》內規定，向貴公司或機構提供成交單據、戶口結單或收據。

7. Knowledge of Derivatives 衍生產品的認識

We will not be required to assess your knowledge of derivatives and characterize you based on your knowledge of derivatives.

本公司既無須就貴公司或機構對衍生產品的認識進行評估，亦無須因應貴公司或機構所擁有的衍生產品知識進行分類。

Right to withdraw from being treated as a Professional Investor

撤銷被視為專業投資者的權利

You are hereby informed that you have the right, at any time to withdraw from being treated as a Professional Investor in respect of any rule in the Code that may be waived and/or in respect of any investment products or markets or any part thereof by giving us a written notice of not less than fourteen (14) days. Withdrawal from being treated as a Professional Investor shall take effect on the expiry of the notice period and any request by you to withdraw from being treated as a Professional Investor shall be without prejudice to and shall not affect the provision of any service rendered to you prior to the withdrawal taking effect on the basis that you are a Professional Investor.

本公司特此通知貴公司或機構，貴公司或機構有權透過最少提前（14）天向本公司發出的書面通知，隨時就獲豁免遵守的該守則的任何規則 或任何投資產品及/或市場或當中的任何部分要求撤銷被視為專業投資者。撤銷被視為專業投資者的申請將於通知期結束後生效；有關撤銷申請並不損害或影響貴公司或機構在撤銷申請生效前以專業投資者身份獲提供的一切服務。

Please also be informed that we also have the right at any time to stop treating you as a Professional Investor by giving you a written notice of not less than fourteen (14) days. Upon expiry of such period, we will not be under any obligation to provide you with any service unless you execute such agreements and/or documents as we may require.

請注意，本公司亦有權透過最少提前（14）天向貴公司或機構發出的書面通知，隨時停止將貴公司或機構視為專業投資者。除非貴公司或機構另行簽署本公司要求的該等協議及/或檔，在該通知期完結後，本公司將無須為貴公司或機構提供任何服務。

Client Declaration

客戶聲明

- We agree to provide confirmation on regular basis as required by the “Company” to enable it to determine that I/we fall within Paragraph (a) to (i) of the definition of “professional investor” in Part 1 of Schedule 1 to the SFO and the Professional Investor Rules;
本公司/機構應正金要求，同意定期提供證明，以確保本公司/機構屬於證券及期貨條例附表 1 第 1 部分 “專業投資者”定義第(a)至(i)段及專業投資者規則所述類別人士；
- We understand and agree to the provisions contained in this Institutional Professional Investor Declaration. We acknowledge and declare that we have read and understood, and accept the contents herein, including the risks and consequences of being treated as an Institutional Professional Investor; of our right to withdraw from being treated as an Institutional Professional Investor; and of taking independent advice if we wish, and/or that the same has been explained to us in a language which we understand;
本公司/機構瞭解並同意機構專業投資者聲明書內所載條文。本公司/機構確認並聲明本公司/機構已閱讀及瞭解，並同意聲明書的內容，包括被視為機構專業投資者的風險及影響；有權取消被視為機構專業投資者；以及可依願徵求獨立意見，及/或以本公司/機構瞭解的語言向吾等解釋相關內容；
- We agree to inform the Company in writing immediately if I/we no longer fall within the categories of persons described in Paragraph (a) to (i) of the definition of “professional investor” in Part 1 of Schedule 1 to the SFO and the Professional Investor Rules; AND
本公司/機構同意倘本公司/機構不再屬於證券及期貨條例附表 1 第 1 部分“專業投資者”定義第(a)至(i)段及專業投資者規則所述類別人士，將立即立書面通知正金；及
- We acknowledge and accept the contents of this declaration and declare and represent that the declaration I/we make is true, complete and correct.
本公司/機構確認及同意本聲明書的內容，並聲明及指出本公司/機構作出的此項聲明屬真實完備，準確無誤。

For and on behalf of 下列代表人士簽署

Authorized Signature(s) (with Company Chop) 授權人士簽署（加蓋公司印章）

Dated 日期

Name of Authorized Person in BLOCK LETTER 授權人士姓名大寫

HKID No./Passport No. 香港身份證號碼/護照號碼



Definition of Institutional Professional Investor

機構專業投資者的定義

"Professional Investor" is defined in Cap.571 section 1 of Part 1 of Schedule 1 to the SFO. It includes specified entities set out in Paragraphs (a) to (i) of the definition (e.g., banks and insurance companies) and persons belonging to a class which is prescribed under the Securities and Futures (Professional Investor) Rules ("Professional Investor Rules") (paragraph (j) of the definition).

《專業投資者》在第 571 章《證券及期貨條例》附表 1 第 1 部第 1 節中定義。它包括定義中的 (a) 至 (i) 款中規定的特定實體（例如，銀行和保險公司）和某類別的人根據《證券和期貨（專業投資者）規則》（“專業投資者規則”）（定義的第 (j) 段）進行了規定。

Below are the extract summary definitions for Institutional Professional Investor:

以下是機構專業投資者的摘要定義：

(a)	any recognized exchange company, recognized clearing house, recognized exchange controller or recognized investor compensation company, or any person authorized to provide automated trading services under section 95(2) of this Ordinance; 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，或根據本條例第 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 authorized financial institution, or any bank which is not an authorized 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 authorized under the Insurance Companies Ordinance (Cap 41), 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》(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— (i) is a collective investment scheme authorized under section 104 of this Ordinance; or 屬根據本條例第 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, or any person by whom any such scheme is operated; 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，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), or its constituent fund as defined in section 2 of the Mandatory Provident Fund Schemes (General) Regulation (Cap 485 sub. leg. A), 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》(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》(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— (i) is a registered scheme as defined in section 2(1) of the Occupational Retirement Schemes Ordinance (Cap 426); or 屬《職業退休計劃條例》(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, or any person who, in relation to any such scheme, is an administrator as defined in section 2(1) of that Ordinance; 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，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 this Ordinance, any corporation which is— (除為施行本條例附表 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 authorized financial institution, or any bank which is not an authorized 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 authorized financial institution, or any bank which is not an authorized 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；或 (iii) any other wholly owned subsidiary of a holding company referred to in subparagraph (ii); 屬第(ii)節提述的控股公司的任何其他全資附屬公司；