

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

**ACCOUNT OPENING FORM - INSTITUTIONAL PROFESSIONAL INVESTOR**  
**開戶表格 - 機構專業投資者**

<b>A. ACCOUNT TYPE 賬戶類別</b>	
<b>A1. Account Type(s) 賬戶類別</b>	
<input type="checkbox"/> Securities Account (Cash Account) 現金證券賬戶	<input type="checkbox"/> Securities Account (Margin Account) 保證金證券賬戶
<input type="checkbox"/> Futures Account 期貨賬戶	
<b>A2. Currency 貨幣</b>	
<input type="checkbox"/> Hong Kong Dollars 港元	<input type="checkbox"/> United States Dollars 美元
<input type="checkbox"/> Renminbi 人民幣	
<b>A3. Trading Platform 交易平台</b>	
Would you like to apply for the Internet Trading Service? 貴機構需要申請互聯網交易服務嗎?	
<input type="checkbox"/> Yes 是 <input type="checkbox"/> No 否	

<b>B. CLIENT INFORMATION 客戶資料</b>	
<b>B1. Corporate Name 公司名稱</b>	
Name (as stated in the corporate registration documents) 名稱 (須與公司註冊文件相同):	
English 英文: _____	
Chinese 中文: _____	
Business Name (if applicable) 商業名稱 (如適用):	
English 英文: _____	
Chinese 中文: _____	

(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. CLIENT INFORMATION 客戶資料				
B2. Corporate Information 公司資料				
CCASS Investor Account Name 中央結算投資者戶口名稱: _____				
CCASS Investor Account No. 中央結算投資者戶口號碼: _____				
Place of Incorporation: 註冊成立地:		Date of Incorporation 成立日期:	_____ / _____ / _____ DD 日                  MM 月                  年 YYYY	
Registration Number 註冊號碼:				
<input type="checkbox"/> Certificate of Incorporation 公司註冊證書: _____ <input type="checkbox"/> Business Registration Certificate 商業登記證: _____ <input type="checkbox"/> Other Registration Certificate 其他登記證書: _____				
Document Expiry Date (if applicable) 文件有效日期(如適用): _____				
Principal Place of Business 主要業務地點				
<input type="checkbox"/> Hong Kong 香港 <input type="checkbox"/> Mainland China 中國內地 <input type="checkbox"/> Other location(s) 其他地點: _____				
Registered Office Address 註冊辦公室地址:			Country (Postal Code) 國家 (郵政編碼)	
Principal Place of Business 主要業務地址:			Country (Postal Code) 國家 (郵政編碼)	
<input type="checkbox"/> Same as Registered Office Address 與註冊辦公室地址相同 <input type="checkbox"/> Address as specified below 地址如下: _____			_____ _____	
E-mail Address 電郵地址:				
Correspondence Address (Please select one only) 通訊地址 (只選一項)			Country (Postal Code) 國家 (郵政編碼)	
<input type="checkbox"/> Same as Registered Office Address 與註冊辦公室地址相同 <input type="checkbox"/> Same as Principal Place of Business 與主要業務地址相同 <input type="checkbox"/> Address as specified below 地址如下: _____			_____ _____	
* PO Box is not acceptable 請勿填寫郵政信箱				
Correspondence, trading confirmations and statements to be sent to: 通訊、交易確認及結單請寄往:				
<input type="checkbox"/> Registered Office Address 註冊辦公室地址 <input type="checkbox"/> Principal Place of Business 主要業務地址 <input type="checkbox"/> Correspondence Address 通訊地址 <input type="checkbox"/> Email Address 電郵地址				
Contact Details 聯絡資料	Office No. 辦公室號碼	(Country Code 國家區碼) (       )	Fax No. 傳真號碼	(Country Code 國家區碼) (       )

## C. SETTLEMENT ACCOUNT INFORMATION 結算賬戶資料

The following bank account is the Settlement Account under and within the meaning of the "Terms and Conditions for Trading Account" and for the relevant settlement arrangements. We hereby instruct and authorise Funderstone Group to deposit all payments payable to us into the following bank account. Funderstone Group shall not be held liable for any loss, expenses or damages suffered by us as a result of any delay in depositing such payments caused by any reason whatsoever.

以下的銀行賬戶是《交易賬戶條款及條件》中定義的結算賬戶，並作有關之結算安排。本機構謹此指示及授權 Funderstone 集團將所有應付本機構之款項存入下列之銀行賬戶。Funderstone 集團不會就任何原因延遲存入款項令本機構蒙受任何虧損、開支或賠償承擔任何法律責任。

Currency 貨幣	Name of Bank 銀行名稱	Account No. 賬戶號碼	Name of Account Holder 賬戶持有人名稱
HKD 港幣	_____	_____	_____
USD 美元	_____	_____	_____
CNY 人民幣	_____	_____	_____
Others (please specify) 其他 (請註明):	_____	_____	_____

## D. Professional Investor Category and Nature of Business 專業投資者類別及業務性質

(For definition of Professional Investor, please refer to the definition of Professional Investor in the SFO. A summary of the definition of Professional Investor is provided in **Annexure 1** of this Account Opening Form for reference only.)

(有關專業投資者的定義，請參考《證券及期貨條例》。開戶表格**附件 1**之專業投資者定義內容摘要只供參考。)

(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)

<input type="checkbox"/>	(a) Exchange Company recognised under the SFO 屬根據《證券及期貨條例》獲認可的交易所公司
<input type="checkbox"/>	(b) Clearing House recognised under the SFO 屬根據《證券及期貨條例》獲認可的結算所
<input type="checkbox"/>	(c) Exchange Controller recognised under the SFO 屬根據《證券及期貨條例》獲認可的交易所控制人
<input type="checkbox"/>	(d) Investor Compensation Company recognised under the SFO 屬根據《證券及期貨條例》獲認可的投資者賠償公司
<input type="checkbox"/>	(e) Automated Trading Services Provider authorised under SFO 屬根據《證券及期貨條例》獲認可的提供自動化交易服務提供者
<input type="checkbox"/>	(f) Licensed Corporation under the SFO 屬根據《證券及期貨條例》獲批給牌照的持牌法團
<input type="checkbox"/>	(g) Authorised Financial Institution registered under the SFO, that is, a Registered Institution 屬根據《證券及期貨條例》註冊的認可財務機構，即註冊機構
<input type="checkbox"/>	(h) Investment Services Provider regulated under the laws of any place outside Hong Kong 受香港以外地方法律規管的投資服務提供者
<input type="checkbox"/>	(i) Authorised Financial Institution as defined under the Banking Ordinance (Cap. 155 of the Laws of Hong Kong) 屬根據《銀行業條例》(香港法例第 155 章)界定的認可財務機構
<input type="checkbox"/>	(j) Bank which is not an Authorised Financial Institution referred in item (i) above but is regulated under the law of any place outside Hong Kong 屬受香港以外地方法律規管的銀行，而此銀行並非以上(i)項指明的認可財務機構
<input type="checkbox"/>	(k) Insurer authorised under the Insurance Ordinance (Cap. 41 of the Laws of Hong Kong) 屬根據《保險業條例》(香港法例第 41 章)獲授權的保險人
<input type="checkbox"/>	(l) Insurance Business Operator regulated under the law of any place outside Hong Kong 屬受香港以外地方法律規管的保險業務經營者
<input type="checkbox"/>	(m) Collective Investment Scheme authorised under the SFO 屬根據《證券及期貨條例》獲認可的集體投資計劃
<input type="checkbox"/>	(n) Scheme 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 屬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的計劃
<input type="checkbox"/>	(o) Person who operates any Scheme referred in items (m) or (n) above

	屬營辦任何以上(m)或(n)項指明計劃的人
<input type="checkbox"/>	(p) Registered Scheme as defined under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong) (“MPFSO”) 屬根據《強制性公積金計劃條例》(香港法例第 485 章) (「《強積金條例》」)界定的註冊計劃
<input type="checkbox"/>	(q) Constituent Fund of Registered Scheme referred in item (p) above as defined under the Mandatory Provident Fund Schemes (General) Regulation (Cap 485A of the Laws of Hong Kong) 屬根據《強制性公積金計劃(一般)規例》(香港法例第 485A 章)界定的以上(p)項指明的註冊計劃之成分基金
<input type="checkbox"/>	(r) Approved Trustee as defined under the MPFSO in relation to any such Registered Scheme referred to in item (p) above 就任何以上(p)項指明註冊計劃而言, 屬根據《強積金條例》界定的核准受託人
<input type="checkbox"/>	(s) Service Provider as defined under the MPFSO in relation to any such Registered Scheme referred to in item (p) above 就任何以上(p)項指明註冊計劃而言, 屬根據《強積金條例》界定的服務提供者
<input type="checkbox"/>	(t) Investment Manager of any such Registered Scheme or Constituent Fund referred to in items (p) or (q) above 就任何以上(p)及(q)項指明註冊計劃或成分基金而言, 該註冊計劃或成分基金的投資經理
<input type="checkbox"/>	(u) Registered Scheme as defined under the Occupational Retirement Schemes Ordinance (Cap. 426 of the Laws of Hong Kong) (“ORSO”) 屬根據《職業退休計劃條例》(香港法例第 426 章) (「《職業退休計劃條例》」)界定的註冊計劃
<input type="checkbox"/>	(v) Offshore Scheme as defined under the ORSO 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 根據《職業退休計劃條例》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
<input type="checkbox"/>	(w) Administrator as defined under the ORSO in relation to any such Scheme referred to in items (u) or (v) above 就任何以上(u)或(v)項指明的計劃而言, 屬根據《職業退休計劃條例》界定的管理人
<input type="checkbox"/>	(x) Government (other than Municipal Government Authority) 政府(市政府當局除外)
<input type="checkbox"/>	(y) Institution which performs the functions of a central bank 屬執行中央銀行職能的機構
<input type="checkbox"/>	(z) Multilateral Agency as defined under the SFO 屬根據《證券及期貨條例》界定的多邊機構
<input type="checkbox"/>	(aa) Wholly Owned Subsidiary of a Licensed Corporation, Registered Institution or Investment Services Provider referred in items (f), (g) or (h) above 屬任何以上(f)、(g)或(h)項指明的持牌法團、註冊機構或投資服務提供者的全資附屬公司
<input type="checkbox"/>	(bb) Holding Company which wholly owns a Licensed Corporation, Registered Institution or Investment Services Provider referred in items (f), (g) or (h) above 屬任何以上(f)、(g)或(h)項指明的持牌法團、認可財務機構或投資服務提供者所有已發行股本的控權公司
<input type="checkbox"/>	(cc) Wholly Owned Subsidiary of an Authorised Financial Institution or Bank referred in items (i) or (j) above 屬任何以上(i)或(j)項指明的認可財務機構或銀行的全資附屬公司
<input type="checkbox"/>	(dd) Holding Company which wholly owns an Authorised Financial Institution or Bank referred in items (i) or (j) above 屬任何以上(i)或(j)項指明的認可財務機構或銀行的所有已發行股本的控權公司
<input type="checkbox"/>	(ee) Wholly Owned Subsidiary of a Holding Company referred to in items (bb) or (dd) above 屬任何以上(bb)或(dd)項指明的控權公司之全資附屬公司

## E. RELATED MARGIN FINANCING ACCOUNT(S) 相關保證金融資賬戶 (For Margin Account only 只適用於保證金賬戶)

1. Does any member of the same group of companies which you belong to have a margin account with Funderstone Group?  
 貴機構的同一集團公司旗下之其他公司是否有在 Funderstone 集團開立保證金賬戶?  
 No 否  
 Yes 是

Name of the Relevant Company 相關公司名稱: \_\_\_\_\_

Account No. 賬戶號碼: \_\_\_\_\_

2. Are you in control of 35% or more of the voting rights of another margin client of Funderstone Group?  
 貴機構是否控制 Funderstone 集團其他保證金賬戶持有人 35%或以上之表決權?  
 No 否  
 Yes 是

Name of the Relevant Account 相關賬戶名稱: \_\_\_\_\_

Account No. 賬戶號碼: \_\_\_\_\_

## F. AUTHORISED PERSON 獲授權人士

All instructions will follow your Board Resolution.  
 所有指示以貴機構的公司董事決議案為準。

Note: Please provide a certified copy of the Board Resolution with list of Authorised Person(s) (identity information and title), signing instructions and the signature specimen of the Authorised Person(s).

備註: 請提交一份經核證的公司董事決議案, 註明獲授權人士名單(身份信息及職銜), 簽署安排及獲授權人士的簽字式樣。

## G. FATCA QUESTIONNAIRE AND DECLARATION 海外帳戶稅收合規法案問卷及聲明

This Part allows you to declare your identity under the Foreign Account Tax Compliance Act ("FATCA") classification.

請於本部分根據美國《海外帳戶稅收合規法案》(「FATCA」)申報貴機構的身份。

FATCA Identity Declaration FATCA 身份聲明		Additional Document
<input type="checkbox"/>	The entity is incorporated, created or organised in the United States of America or under the law of the United States of America or of any of the States of the United States of America, including the District of Columbia. 公司是在美利堅合眾國或根據美利堅合眾國或任何美國州份法律下所註冊、成立或創建。	W-9 Form 表格
<input type="checkbox"/>	The entity is a financial Institution. 公司是金融機構。	W-8BEN-E Form 表格
<input type="checkbox"/>	The entity has US citizen(s)/US tax resident(s) who is/are substantial shareholder(s) owning more than 10% of shareholding. 公司大股東(持有股權超過 10%)是美國公民/美國稅務居民。	W-8BEN-E Form 表格
<input type="checkbox"/>	The entity is setup as an investment vehicle (e.g. hedge fund) having US citizen(s)/US tax resident(s) who is/are substantial shareholder(s) owning more than 10% of shareholding. 公司是設置作為投資公司(如對沖基金),公司大股東(持有股權超過 10%)是美國公民/美國稅務居民。	W-8BEN-E Form 表格
<input type="checkbox"/>	The entity is setup as trust which has US citizen(s)/US tax resident(s) who is/are beneficiary(ies) of the trust. 公司是設置作為信託公司,而最終受益人是美國公民/美國稅務居民	W-8BEN-E Form 表格
<input type="checkbox"/>	Other entity that is not conducting a financial institution related business (e.g. retail, catering, trading and importing/ exporting, manufacturing, property agent, IT solutions, marketing, education, telecommunications, etc.) and without any U.S. Person as its substantial shareholders or ultimate beneficial owners. 公司非從事金融相關業務(如零售、餐飲、貿易、進口/出口、製造、物業代理、資訊科技解決方案、市場營銷、教育、電信等)和不帶任何美國人士作為其主要股東或最終實益人。	W-8BEN-E Form 表格
<input type="checkbox"/> We declare and confirm that the information provided in this Part is true, accurate and complete. We undertake to inform Funderstone Group within 30 calendar days if there is a change in any information which we have provided in this Part. 本機構在本部份所提供的資料為真實、準確及完整的。本機構同意倘若本機構在本部份所提供的資料有任何變更,本機構會於 30 個曆日內通知 Funderstone 集團。		

## H. CLIENT'S DECLARATION, CONFIRMATION AND AGREEMENT 客戶聲明、確認及協議

- We agree to open the account(s) listed in Section A1 herein ("Account(s)") with Funderstone Group, and is bound by this Account Opening Form, "Acknowledgement by Client", the relevant sections/schedules of the "Terms and Conditions for Trading Account" and all the provisions of the rules and guidelines promulgated by Funderstone Group from time to time (collectively referred to as "All Those Terms"). All Those Terms have been published at www.funderstonesec.com. We have already been advised by Funderstone Group to seek independent legal advice for All Those Terms. We agree that Funderstone Group can request us to sign any documents as required under All Those Terms.  
本機構同意遵守開戶表格、《客戶守則》、《交易賬戶條款及條件》之相關章節/附表的所有條款及條件及其他由Funderstone 集團不時發出之守則及指引內之所有條款及條件(統稱"該等條款")開立此開戶表格A1章節所列出的賬戶("賬戶")。該等條款亦已刊載於www.funderstonesec.com上。Funderstone 集團已經建議本機構對上述之該等條款尋求獨立法律意見。本機構同意Funderstone 集團有權要求本機構簽署該等條款所要求的任何文件。
- Before opening the Account(s) with Funderstone Group, we have fully read and understood the contents of All Those Terms and we agree, accept and confirm all their provisions and agree and accept to be bound by All Those Terms.  
本機構在與Funderstone 集團開立賬戶前已經細閱及完全明白所有該等條款之內容,本機構並同意、接受及確認該等條款內所有條款及條件,並同意及接納該等條款的約束。
- We hereby declare that unless specifically stated otherwise, we are the person(s) who is/are ultimately responsible for originating the instructions and unless specifically stated otherwise, we are the person(s) who stand(s) to gain the economic benefit of the transactions and bear the economic risk.  
本機構特此聲明,除非另有明確述明,否則本機構是最終負責發出指示的人,而且除非另有明確述明,否則本機構是從交易取得經濟利益及承擔其經濟風險的人。
- We hereby acknowledge and confirm that we have authorised Funderstone Group to deal with our moneys, securities, the Collateral (as defined in the relevant section(s)/schedule(s) of the "Terms and Conditions for Trading Account") and the Margin (as defined in relevant section(s)/schedule(s) of the "Terms and Conditions for Trading Account") upon and in accordance with the relevant section(s)/schedule(s) of the "Terms and Conditions for Trading Account" (the "Relevant Standing Authority"). We acknowledge and confirm that the contents and effects of the Relevant Standing Authority have been explained to us, and we fully understand:- (i) the contents and effects of the Relevant Standing Authority; and (ii) we hereby authorise Funderstone Group to renew the Relevant Standing Authority at its absolute discretion. The Standing Authority (Client Securities) is applicable to the Margin Account and Futures Account Clients while it is not applicable to Clients who only hold a Cash Account. The Standing Authority (Client Money) is applicable to Clients with multiple accounts while it is not applicable to Clients holding one account only.  
本機構謹此知悉及確認,已根據《交易賬戶條款及條件》內適用部分("適用常設授權"),授權Funderstone 集團處置本機構的金錢、證券、抵押品(其定義見《交易賬戶條款及條件》之相關章節/附表)及保證金(其定義見《交易賬戶條款及條件》之相關章節/附表)。本機構知悉及確認適用常設授權的內容及作用已獲清楚解釋,而本機構亦完全明白(i)適用常設授權的內容及作用;及(ii)本機構已授權Funderstone 集團有絕對的酌情權延續適用常設授權。常設授權(客戶證券)適用於保證金賬戶及期貨賬戶的客戶,並不適用於只持有現金賬戶的客戶。常設授權(客戶款項)適用於持有多於一個賬戶的客戶,並不適用於只持有單一賬戶的客戶。

5. We acknowledge and confirm the Relevant Standing Authority is required to be renewed annually. We authorise Funderstone Group to renew the Relevant Standing Authority annually and we have the choice to reject the renewal. If no written objection is received by mail from us, it means we agree and accept the extension and to be bound by the renewed Relevant Standing Authority.  
 本機構知悉及確認適用常設授權每年需延續一次。本機構授權Funderstone 集團每年延續適用常設授權，本機構可提出反對。如Funderstone 集團未收到本機構書面反對，則表示本機構同意及接受延續適用常設授權並繼續受其約束。
6. We will NOT create any charge, pledge or encumbrance over the whole or any part of the Account(s) when such Account(s) is/are held with Funderstone Group.  
 本機構在Funderstone 集團擁有賬戶期限內不會對該(等)帳戶的整體或任何部分設置任何押記、質押或產權負擔。
7. We declare and confirm that all the information provided in this Account Opening Form is true, complete and correct and authorise Funderstone Group to confirm this from any source. Funderstone Group is entitled to rely on such information and representations for all purposes, unless and until Funderstone Group receives notice in writing from us of any change of the aforesaid information.  
 本機構聲稱及確認，所有填寫於本開戶表格的資料均屬真實，完全及正確，並授權Funderstone 集團可向任何方面查證。除非及直至Funderstone 集團接到本機構的書面通知變更提供的資料，否則Funderstone 集團有權根據此等資料及聲明作一切用途。
8. We acknowledge and confirm that we have received, read and fully understood the Risk Disclosure Statements as set out in the relevant section(s)/schedule(s) of the "Terms and Conditions for Trading Account" in a language of our choice. We confirm that we have been invited to ask questions in writing and seek independent legal advice, and that we fully understood and accepted all the aforesaid Risk Disclosure Statements.  
 本機構知悉及確認已收到一份按本機構選擇的語言的《交易賬戶條款及條件》之相關章節/附表內的風險披露聲明，且本機構已閱讀及完全明白該風險披露聲明。本機構亦確認已獲邀請透過書面途徑提出問題及尋求獨立法律意見，並確認本機構已完全明白及接受所有上述的風險披露聲明。
9. We have carefully considered the Risk Disclosure Statements as set out in the relevant section(s)/schedule(s) of the "Terms and Conditions for Trading Account" and recognize that trading in investment products involves a high degree of risk. We have considered our financial position and investment objective, we confirm that we are financially able to assume such risks and to sustain any losses resulting from such trading and voluntarily confirm that trading in investment products is a suitable investment vehicle for us.  
 本機構已仔細考慮《交易賬戶條款及條件》之相關章節/附表的風險披露聲明，而且瞭解進行投資產品買賣所涉及之高風險。本機構已考慮到本機構的財務狀況和投資目標，並確認本機構之財務狀況能承擔該交易帶來之風險和承受其帶來之任何損失，亦自願確認買賣投資產品是一項對本機構合適的投資方式。
10. We acknowledge and confirm to trade derivative products with and through Funderstone Group unless otherwise ticked in the box below. We confirm and accept the explanation of risks in trading different derivative products provided by Funderstone Group. We clearly understand the risks that may be caused by trading these derivative products and agree to bear such risks, as well as to take responsibilities involved.  
 除非本機構在下面方格內加上剔號，否則本機構知悉及同意與Funderstone 集團進行衍生產品買賣交易。本機構現確認及接受Funderstone 集團就有關交易各類衍生產品作出之風險解釋，本機構清楚明白相關衍生產品所帶來的風險及同意承擔風險及責任。
- We will **NOT** trade derivative products with and through Funderstone Group. However, if we start trading derivative products with and through Funderstone Group, we acknowledge and accept the risks that may be caused by trading these derivative products and agree to bear such risks, as well as to take responsibilities involved.  
 本機構不會在Funderstone 集團進行衍生產品買賣交易。如本機構日後決定通過Funderstone 集團進行衍生產品買賣交易，即代表本機構知悉及接受相關衍生產品所帶來的風險及同意承擔風險及責任。
11. We acknowledge and confirm that we should pay attention to the announcement / notice promulgated on www.funderstonesec.com from time to time.  
 本機構知悉及確認本機構應不時留意於www.funderstonesec.com刊載的公告及通知。
12. We are hereby informed that Funderstone Group intends to use the Authorised Person(s)'s personal data for the direct marketing of: (i) financial services and investment products; (ii) related promotional schemes; (iii) financial and investment advices; or (iv) promotional and marketing events of Funderstone Group for the aforesaid services or products. Such personal data includes the Authorised Person(s)'s name, contact details, financial background and statistical data which are provided to Funderstone Group under this Account Opening Form or obtained by Funderstone Group from time to time. We understand that the Authorised Person(s) may, at any time, require Funderstone Group to cease to use his personal data for direct marketing through such channel prescribed by Funderstone Group. We acknowledge and accept the terms in the relevant section(s)/schedule(s) of the "Terms and Conditions for Trading Account" relating to the Personal Information Collection Statements.  
 本機構現獲告知Funderstone 集團擬使用本機構獲授權人士之個人資料以直接促銷: (i) 金融服務和產品; (ii) 相關優惠計劃; (iii) 金融與投資建議; 或(iv) Funderstone 集團就前述產品及服務之業務推廣和宣傳活動。該等個人資料包括本機構獲授權人士在本開戶表格中不時向Funderstone 集團提供的或由Funderstone 集團不時獲得的姓名、聯絡詳情、財務背景及統計資料等個人資料。本機構明白本機構獲授權人士可以隨時通過Funderstone 集團指定的渠道要求Funderstone 集團停止在直接促銷中使用該獲授權人士的個人資料。本機構知悉及同意《交易賬戶條款及條件》相關章節/附表內個人資料收集聲明。
13. We acknowledge and accept the terms in the relevant section(s)/schedule(s) of the "Terms and Conditions for Trading Account" relating to trading under Shanghai-Hong Kong Stock Connect/Shenzhen-Hong Kong Stock Connect (collectively referred to as "**Stock Connect**") through Funderstone Group. We understand and accept the risks relating to trading of A-Shares via the Northbound trading under Stock Connect through Funderstone Group and agree to bear such risks, as well as to take responsibilities involved.  
 本機構知悉及同意《交易賬戶條款及條件》內相關章節/附表內有關通過Funderstone 集團進行滬港通及/或深港通之交易的相關條款。本機構明白及同意通過Funderstone 集團在滬港通及/或深港通的北向交易之下進行A股交易之相關風險及責任。
14. We acknowledge and accept that if we conduct any trading of A-shares under Stock Connect through Funderstone Group, we acknowledge and accept the risks relating to trading of A-Shares under Stock Connect, agree to bear such risks, as well as to take responsibilities involved and agree to Funderstone Group's use of the Authorised Person(s)'s personal data in such relation.  
 本機構知悉及同意，如本機構日後通過Funderstone 集團在滬港通及/或深港通下進行A股交易，即代表本機構知悉及接受滬港通及/或深港通下進行A股交易所帶來的風險及同意承擔風險及責任，並同意Funderstone 集團就此使用本機構獲授權人士之個人資料。

15. We hereby declare that our signing in the signature column herein below indicates that we have already fully read, confirmed, agreed, accepted, understood and are willing to comply with All Those Terms (including all the relevant contents and provisions of this Account Opening Form, "Acknowledgement by Client", the relevant section(s)/schedule(s) of the "Terms and Conditions for Trading Account") and the Risk Disclosure Statements as set out the "Terms and Conditions for Trading Account". In relation to all the above-mentioned contents and provisions, we have been invited to seek independent legal advice and have also understood and accepted all the contents and provisions.  
 本機構茲聲明，本機構於下列簽署欄內簽署，即表示本機構已完全細閱、確認、同意、接受、明白及願意遵守該等條款(包括本開戶表格內各項之所有內容、《客戶守則》、《交易賬戶條款及條件》之相關章節/附表)及《交易賬戶條款及條件》內的風險披露聲明的所有內容和細則。關於上述各項所有內容和細則，本機構已獲邀請尋求獨立法律意見，並完全明白及接受所有其內容和細則。
16. Subject to applicable local laws, we hereby consent for Funderstone Group (or any of its local or oversea subsidiaries) to disclose, report, or share our information with local and overseas regulators or tax authorities where necessary to establish our tax liability in any jurisdiction.  
 在不抵觸當地適用的法律的情況下，本機構特此同意Funderstone 集團(或任何其本地及海外附屬公司)可向本地及海外監管機構或稅務機構披露、呈交或提供本機構資料以確立本機構於任何司法管轄區的稅務責任。
17. Where required by local or overseas regulators or tax authorities, we consent and agree that Funderstone Group (or any of its local or oversea subsidiaries) may withhold from our Account(s) such amounts as may be required according to applicable laws, regulations and directives.  
 因應本地及海外監管機構或稅務機構的要求，本機構同意並准許Funderstone 集團(或任何其本地及海外附屬公司)可按適用的法律、法規和指令在本機構銀行賬戶中扣留所須的相關款項。
18. We undertake to fully cooperate with Funderstone Group to ensure it meets its obligations under applicable laws, regulations and directives in connection with our Account(s).  
 本機構承諾會與Funderstone集團充分合作，以確保Funderstone 集團就處理與本機構賬戶相關的事宜會符合適用的法律、法規和指令。
19. If there is any inconsistency between the Chinese and English versions of this Account Opening Form, the English version shall prevail.  
 本開戶申請表之中英文本如有歧義，概以英文本為準。

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

Client's Company Chop 客戶之公司印章

Name of Client

客戶名稱: \_\_\_\_\_

Date 日期: \_\_\_\_\_

Client's Signature 客戶簽署

Client's Signature 客戶簽署

Name of Authorised Signatory(ies)

獲授權簽署人姓名:

Title 職銜:

Date 日期:

Name of Authorised Signatory(ies)

獲授權簽署人姓名:

Title 職銜:

Date 日期:

Client's Signature 客戶簽署

Client's Signature 客戶簽署

Name of Authorised Signatory(ies)

獲授權簽署人姓名:

Title 職銜:

Date 日期:

Name of Authorised Signatory(ies)

獲授權簽署人姓名:

Title 職銜:

Date 日期:

## **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 the information provided by you in this Account Opening Form, Funderstone Group has classified you as an Institutional Professional Investor.

鑒於貴機構於此開戶表格填寫的內容及已提交之證明文件，Funderstone 集團已將貴機構視為機構專業投資者。

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 Institutional Professional Investor**

#### **被視為機構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 Institutional 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.

由於貴機構被視為《證券及期貨條例》及《專業投資者規則》定義的專業投資者，貴機構務須閱讀《操守準則》第 15.4 及 15.5 段的詳細內容，並確保貴機構明白被視為機構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.

如貴機構以中介人身分執行交易，貴機構需應 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。即使是貴機構在 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.

儘管貴機構在 Funderstone 集團具有專業投資者的資格，但 Funderstone 集團謹提醒貴機構，貴機構必須遵守香港或適用於貴機構的任何香港監管部門的所有規則、規例及法例。因此，Funderstone 集團建議貴機構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.

假如貴機構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聲明」（「**聲明**」）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.

假若貴機構發現其不再符合《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.

假如貴機構同意被視為專業投資者，Funderstone 集團需要每年向貴機構進行一次確認，從而確保貴機構繼續符合「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.

如若貴機構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.

貴機構若成為專業投資者，貴機構有權利隨時向 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。當收到貴機構的書面通知，Funderstone 集團會在**14 個工作天之內處理**貴機構的要求，並會通知貴機構該撤



回的生效日期。在該撤回還未生效之前，Funderstone 集團仍會視貴機構為專業投資者，並在此條件下向貴機構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貴機構發出通知期不少於14天的書面通知停止貴機構被視為一名專業投資者，在通知期屆滿後生效。除非貴機構按 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 account opening form 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.

貴機構須確認在本開戶表格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。如貴機構所提供的資料及相關證明文件在之後有任何改變，而其改變足以影響貴機構繼續成為專業投資者，貴機構有責任即時通知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

- We hereby confirm that the information provided above is true and complete. We also understand and agree that Funderstone Group may rely on the above information provided to assess whether we have acquired general knowledge of the nature and risks of derivative instruments. Funderstone Group is entitled to rely fully on such information for all purposes, unless they receive notice in writing from us of any change.  
 本機構確認上述資料完全真實及完整，並明白及同意 Funderstone 集團可能根據以上提供之資料評估本機構是否對衍生工具的性質及風險有一般認識。除非 Funderstone 集團收到本機構的任何書面變更通知，否則他們有權完全倚賴該等資料作任何用途。
- We fully understand the above-mentioned Notice of Treatment as a Professional Investor fully explained by Licensed Representative, including:  
 本機構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) We fall within the definition of Professional Investor under the SFO and the PI Rules;  
 本機構符合《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 at any time as contained in the Notice provided to us by them;  
 Funderstone 集團已向本機構解釋被視為專業投資者的風險及後果，以及隨時撤回被視為專業投資者的權利，如 Funderstone 集團向本機構提供的通知中所述；
  - (c) We fully understand the provisions in the Notice and we are 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  
 本機構完全明白通知中的條文，本機構完全知悉被視為專業投資者的風險及後果以及本機構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) We agree that we 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 we effect a transaction otherwise than for our own benefits.  
 本機構同意，若本機構並非為本機構的利益而執行一項交易，本機構須在 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) We further agree to provide supporting documents for verification of our status as a Professional Investor upon request.  
 本機構進一步同意，為核實本機構的專業投資者身份，本機構同意按需要提供相關證明文件。
- We hereby give consent to be treated as an Institutional Professional Investor.  
 本機構謹此同意成為機構專業投資者。

#### CONFIRMED, AGREED AND SIGNED BY 茲由確認、同意並簽署:

Client's Company Chop 客戶之公司印章

Name of Client

客戶名稱: \_\_\_\_\_

Date 日期: \_\_\_\_\_

Client's Signature 客戶簽署

Client's Signature 客戶簽署

Name of Authorised Signatory(ies)

獲授權簽署人姓名:

Title 職銜:

Date 日期:

Name of Authorised Signatory(ies)

獲授權簽署人姓名:

Title 職銜:

Date 日期:

Client's Signature 客戶簽署

Client's Signature 客戶簽署

Name of Authorised Signatory(ies)

獲授權簽署人姓名:

Title 職銜:

Date 日期:

Name of Authorised Signatory(ies)

獲授權簽署人姓名:

Title 職銜:

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 these Account Opening Form and Client Declaration before me, and reviewed his/her/their original identification document(s). 本人(姓名見下)核證已經與本開戶表格及客戶聲明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開戶表格及客戶聲明。

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)

### Professional Investor 專業投資者

I have clearly explained the Notice of Treatment as a Professional Investor, Declaration from Client, Definition of Professional Investor (**Annexure 1**) and Provisions that may be waived for Professional Investors (**Annexure 2**) in this Account Opening Form 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開戶表格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 Account Opening Form above. I am satisfied that it meets the requirements for Institutional 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開戶表格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機構專業投資者的規定, 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。

### Risk Disclosure Statements 風險披露聲明

I have clearly explained the Risk Disclosure Statements as set out in the "Terms and Conditions for Trading Account" 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《交易賬戶條款及條件》內的風險披露聲明, 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。

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: \_\_\_\_\_

**For Funderstone Group's Use Only**  
**Funderstone 集團專用**

Base on the information provided by Client in this Account Opening Form, we are **satisfied** that the Client meets Funderstone Group's requirements for account opening and has provided valid KYC documents.

基於客戶在此開戶表格中提供的資料，我們已**信納**客戶已符合 Funderstone 集團的開戶要求，而且客戶已提供有效的「認識您的客戶」文件。

We are **satisfied** that the Client meets the requirements for Institutional Professional Investor and has provided valid proof and **can** be treated as such.

我們已**信納**客戶已符合對機構專業投資者的規定及已提供有效的證明，並**可**視客戶為機構專業投資者。

\_\_\_\_\_  
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權公司—
- (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)節提述的控權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) 段所指的专业投資者; 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 authorised financial institution; or  
認可財務機構發行的存款證; 或
- (ii) a bank which is not an authorised 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 authorised financial institution;  
認可財務機構；
- (ii) a bank which is not an authorised 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 15.3B 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 characterise 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）。