

## CORPORATE PROFESSIONAL INVESTOR NOTICE

This Corporate Professional Investor Notice is in relation to transactions entered into by you with or through China International Capital Corporation Hong Kong Securities Limited (CE Number AEN894), China International Capital Corporation Hong Kong Asset Management Limited (CE Number ANA195) and/or China International Capital Corporation Hong Kong Futures Limited (CE Number AWQ263) ("**CICC Group Companies**", "**we**" or "**us**").

We hereby notify you that you qualify as a Corporate Professional Investor for the purposes of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the "**Code**") in respect of the investment products and markets that you will invest in through us.

### Notice of treatment as a Corporate Professional Investor ("**Notice**")

You are a Corporate Professional Investor for the purposes of the Code by reason of: (i) you falling within a category of person described in section 3(a), (c) or (d) of the Securities and Futures (Professional Investor) Rules (Cap. 571D) (please refer to **Appendix 1**), and (ii) you having satisfied the relevant criteria ("**Relevant Criteria**") set out in paragraph 15.3A(b) of the Code (please refer to **Appendix 2**) in respect of all investment products and markets you will invest in through us. If you believe that you do not meet or that you cease to meet: (A) the requirements to fall within section 3(a), (c) or (d) of the Securities and Futures (Professional Investor) Rules (Cap. 571D); or (B) the Relevant Criteria, please notify us in writing immediately.

You hereby agree that you will confirm to us annually that you continue to fall within one of the categories of Professional Investor shown in **Appendix 1** (provided, of course, that you continue to meet the relevant criteria set out in **Appendix 1**).

Provided that you continue to meet the Relevant Criteria set out in **Appendix 2** in relation to the investment products and markets that you will invest in through us, you will be treated as a Corporate Professional Investor for the purposes of the Code in relation to all such investment products and markets.

Please note that in the event that you have not requested services from all of the above mentioned CICC Group Companies, if you subsequently request services from other CICC Group Companies, they will be entitled to rely on the Corporate Professional Investor declaration you sign below and will treat you accordingly. You are reminded that you may nevertheless withdraw from being treated as a Corporate Professional Investor by any of the CICC Group Companies in relation to any products or markets at any time.

### 1 Consequences of categorization as a Corporate Professional Investor

As a consequence of us treating you as a Corporate Professional Investor for the purposes of the Code, we are not required to fulfil certain requirements under the Code. In addition, as you fall within section 3(a), (c) or (d) of the Securities and Futures (Professional Investor) Rules (Cap. 571D), we are exempted from certain requirements under other Hong Kong regulations. While we may in fact do some or all of the following in providing services to you, we have no regulatory responsibility:

- (a) to establish your financial situation, investment experience and investment objectives, except where we are providing advice on corporate finance work;

- (b) to ensure that a recommendation or solicitation is suitable for you in the light of your financial situation, investment experience and investment objectives;
- (c) to enter into a written agreement complying with the Code relating to the services provided to you (other than this Notice) and provide relevant risk disclosure statements;
- (d) to inform you about our business and the identity and status of our employees and others acting on our behalf;
- (e) to confirm promptly to you the essential features of a transaction after effecting a transaction for you;
- (f) to provide you with any contract notes, statements of account or receipts under the Securities and Futures (Contract Notes, Statements of Account and Receipts) Rules where such would otherwise be required, unless you instruct us to the contrary;
- (g) to assess your knowledge of derivatives and characterize you based on your knowledge of derivatives;
- (h) to deliver the following information to you prior to or at the point of entering into a transaction where we distribute an investment product to you:
  - the capacity (principal or agent) in which we are acting;
  - our affiliation with the product issuer;
  - whether or not we are independent when distributing an investment product and the basis for such determination;
  - disclosure of monetary and non-monetary benefits;
  - terms and conditions in generic terms under which you may receive a discount of fees and charges from us;
- (i) to ensure the suitability of a transaction in a complex product, to provide sufficient information about complex product and to provide warning statements to you;
- (j) to provide you with documentation on the Nasdaq-Amex Pilot Program if you wish to deal through The Stock Exchange of Hong Kong Limited in securities admitted to trading under the Nasdaq-Amex Pilot Programme; and
- (k) to follow certain provisions set out in the Code in relation to the procedures to be followed to obtain your written authority prior to effecting transactions for your discretionary account, to explain such authority and re-confirm it on an annual basis and to disclose to you benefits receivable for effecting transactions for you under a discretionary account (*applicable to discretionary accounts only*).

There are risks and consequences of being treated as a Corporate Professional Investor for the purposes of the Code, in particular, you should note the information that we are not required to provide to you. You acknowledge that the persons responsible for investment decisions of the account are aware of the risks involved in trading the products and markets. You have the right to withdraw from being treated as a Corporate Professional Investor for the purposes of the Code whether in respect of all products or markets or any part thereof at any time.

## **2 Compliance with the Relevant Criteria**

You confirm that, in relation to the products and markets in which you will invest through us, you satisfy the Relevant Criteria which allow us to treat you as a Corporate Professional Investor for the purposes of the Code. We have carried out our own assessment of you to ensure that you satisfy the Relevant Criteria.

## **3 Miscellaneous**

Except to the extent permitted by applicable laws and regulations, nothing in this Notice removes, excludes or restricts any of your rights or our obligations under the laws of Hong Kong. We may do or omit to do anything which we believe is necessary or desirable to ensure compliance with any applicable law or regulatory requirement. You acknowledge and agree that your transactions are subject to, and you shall comply with, all applicable laws and regulatory requirements and requests.

## **4 Applicability**

This Notice applies to all transactions entered into by you with or through us.

If you have any questions regarding this Notice, please do not hesitate to contact your customer representative.

**DECLARATION BY CLIENT**

We confirm that we have been provided with the foregoing Corporate Professional Investor Notice, that the consequences of consenting to being treated as a Corporate Professional Investor and the right to withdraw from being so treated have been explained to us, that we fall within a category of person described in section 3(a), (c) or (d) of the Securities and Futures (Professional Investor) Rules (Cap. 571D), and satisfy the Relevant Criteria set out in paragraph 15.3A(b) of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission and that I/we wish to be treated as a Corporate Professional Investor.

*x*

\_\_\_\_\_  
Authorized signatures (with Corporate Seal/Chop if applicable)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name of Company

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title (if applicable)

\_\_\_\_\_  
ID / Passport / CI No

## Appendix 1

- (i) A trust corporation 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 or as ascertained in accordance with section 8 of the Securities and Futures (Professional Investor) Rules (Cap. 571D) (“**PI Rules**”) (see below).
- (ii) A corporation -
- (A) having a portfolio of not less than HK\$8 million or total assets of not less than HK\$40 million, at the relevant date or as ascertained in accordance with section 8 of the PI Rules (see below);
- (B) which, at the relevant date, has as its principal business the holding of investments and is wholly owned by any one or more of the following persons –
- a trust company specified in paragraph (i) above;
  - an individual having a portfolio of not less than HK\$8 million at the relevant date or as ascertained in accordance with section 8 of the PI Rules (see below), when any one or more of the following are taken into account -
    - a portfolio on the individual’s own account;
    - a portfolio on a joint account with the individual’s associate;
    - the individual’s share of a portfolio on a joint account with one or more persons other than the individual’s associate;
    - 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.
  - a corporation specified in this sub paragraph (B) or subparagraph (A) above;
  - a partnership specified in paragraph (iii) below;
  - 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 the Securities and Futures Ordinance (Cap. 571); or
- (C) which, at the relevant date, wholly owns a corporation referred to in subparagraph (A).
- (iii) a partnership having a portfolio of not less than HK\$8 million or total assets of not less than HK\$40 million at the relevant date or as ascertained in accordance with section 8 of the PI Rules (see below).

### **Section 8 of the Securities and Futures (Professional Investor) Rules (Cap. 571D)**

For the purposes of paragraph (i), (ii)(A) or (iii), the total assets entrusted to a trust corporation, the portfolio of an individual, or the portfolio or total assets of a corporation or partnership, are to be ascertained by referring to any one or more of the following –

- (a) for a trust corporation, corporation or partnership, the most recent audited financial statement prepared within 16 months before the relevant date in respect of the trust corporation (or a trust of which it acts as a trustee), corporation or partnership;
- (b) for a trust corporation, individual, corporation or partnership, any one or more of the following documents issued or submitted within 12 months before the relevant date –
  - (i) a statement of account or a certificate issued by a custodian;
  - (ii) a certificate issued by an auditor or a certified public accountant;
  - (iii) a public filing submitted by or on behalf of the trust corporation (whether on its own behalf or in respect of a trust of which it acts as a trustee), individual, corporation or partnership.

## **Appendix 2**

Corporate Professional Investor shall satisfy all of the following three criteria:

- (i) the Corporate Professional Investor has the appropriate corporate structure and investment process and controls (i.e., how investment decisions are made, including whether the corporation has a specialised treasury or other function responsible for making investment decisions);
- (ii) the person(s) responsible for making investment decisions on behalf of the Corporate Professional Investor has(have) sufficient investment background (including the investment experience of such person(s)); and
- (iii) the Corporate Professional Investor is aware of the risks involved which is considered in terms of the person(s) responsible for making investment decisions.