

## PROFESSIONAL INVESTOR NOTICE

This 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**").

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

You are a Professional Investor by reason of your being within a category of person described in the Securities and Futures (Professional Investor) Rules (Cap. 571D) (please refer to the **Appendix**). You hereby confirm that you fall within one or more of the categories of Professional Investor shown in the Appendix. Further, 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 the **Appendix** (provided, of course, that you continue to meet the relevant criteria set out in the **Appendix**).

You will be treated as a 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 relation to all the investment products and markets that you will invest in through us. If you believe that you are not a Professional Investor or that you cease to meet the requirements to be a Professional Investor, please notify us in writing immediately.

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 Professional Investor declaration you sign below and will treat you accordingly. You are reminded that you may nevertheless withdraw from being treated as a Professional Investor for the purposes of the Code by any of the CICC Group Companies whether in relation to all products or markets or any part thereof at any time.

### 1 Consequences of categorization as a Professional Investor

As a consequence of us treating you as a 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 a category of person described in 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 inform you about our business and the identity and status of our employees and others acting on our behalf;
- (b) to confirm promptly to you the essential features of a transaction after effecting a transaction for you;
- (c) 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; and
- (d) 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.

There are risks and consequences of being treated as a Professional Investor, in particular, the information that will not be provided to you. You have the right to withdraw from being treated as a Professional Investor whether in respect of all products or markets or any part thereof.

## **2 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.

## **3 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.

Date:

**DECLARATION BY CLIENT**

I/We confirm that I/We have been provided with the foregoing Professional Investor Notice, that the consequences of consenting to being treated as a Professional Investor and the right to withdraw from being so treated have been explained to me/us, that I/we fall within a category of person described in sections 3(a) to 3(d) of the Securities and Futures (Professional Investor) Rules (Cap. 571D), and that I/we wish to be treated as a Professional Investor.

*x*

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Name

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

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

**Appendix**

- (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) 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) a portfolio on the individual’s own account;
  - (B) a portfolio on a joint account with the individual’s associate;
  - (C) the individual’s share of a portfolio on a joint account with one or more persons other than the individual’s associate;
  - (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.
- Note: For the purposes of subparagraph (ii)(C), an individual’s share of a portfolio on a joint account with one or more persons other than the individual’s associate is -
- (1) the individual’s share of the portfolio as specified in a written agreement among the account holders; or
  - (2) in the absence of an agreement referred to in paragraph (1), an equal share of the portfolio.
- (iii) 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 specified in paragraph (ii) above;
    - a corporation specified in this sub paragraph (B) or subparagraph (A) above;
    - a partnership specified in paragraph (iv) 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).
- (iv) 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), (iii)(A) or (iv) above, 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.