

永豐商業銀行香港分行

〔證券及期貨事務監察委員會(“證監會”)之 CE 編號：ABR747〕

致：敬啟者

有關專業投資者的說明

根據證監會《持牌人或註冊人操守準則》(《操守準則》)，當我們跟客戶進行交易時，倘若我們相信該客戶符合《證券及期貨條例》及《證券及期貨(專業投資者)規則》(《專業投資者規則》)對於專業投資者的定義，我們可界定該客戶為專業投資者。

儘管閣下跟我們的交易為專業投資者的身份，我們在此提醒閣下有責任遵守所有適用於閣下之香港特別行政區及其下監管機構的規則、法例及法律。因此，我們建議閣下諮詢您的法律顧問。

閣下的專業投資者身份有效期為一年，到期後需重新進行專業投資者身份的資格審核。

閣下享有撤回被視作專業投資者的權利，惟需以一個月前以書面通知本行行使此權利。

我們附上有關《證券及期貨條例》及《證券及期貨(專業投資者規則)》對專業投資者的定義說明以供閣下參考。倘若閣下同意被視為專業投資者，請閣下簽署載於有關申請書內的專業投資者確認書。

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專業投資者的定義

證券及期貨條例(第 571 章) – 附表一

“專業投資者” (professional investor) 指—

- (a) 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) 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) 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) 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) 符合以下說明的計劃—
 - (i) 屬根據本條例第 104 條獲認可的集體投資計劃；或
 - (ii) 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) 《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) 符合以下說明的計劃—
 - (i) 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) 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) 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) (除為施行本條例附表 5 外)符合以下說明的法團—
 - (i) 屬下述者的全資附屬公司—
 - (A) 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) 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) 屬持有下述者的所有已發行股本的控股公司—
 - (A) 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) 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) 屬第(ii)節提述的控股公司的任何其他全資附屬公司；或

- (j) 屬於為施行本段而藉根據本條例第 397 條訂立的規則訂明為就本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本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；

證券及期貨(專業投資者)規則(第 571D 章) – 第三條

為施行本條例附表 1 第 1 部第 1 條“專業投資者”的定義的(j)段，現就本條例的任何條文(附表 5 除外)訂明以下人士屬該定義所指的人—

- (a) 符合以下說明的任何信託法團：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不少於\$40000000 或等值外幣，或該總資產值—(2011 年第 135 號法律公告)
- (i) 已載於—
 - (A) 就該信託法團；並
 - (B) 在有關日期前 16 個月內，
擬備的最近期的經審計的財務報表內；
 - (ii) 通過參照—
 - (A) 就該項信託或該等信託中任何一項信託；並
 - (B) 在有關日期前 16 個月內，
擬備的一份或多於一份屬最近期的經審計的財務報表而獲確定；或
 - (iii) 通過參照—
 - (A) 就該項信託或該等信託中任何一項信託；並
 - (B) 在有關日期前 12 個月內，
發給該信託法團的一份或多於一份保管人結單而獲確定；
- (b) 符合以下說明的任何個人：單獨或聯同其有聯繫者於某聯權共有帳戶擁有的投資組合在有關日期不少於\$8000000 或等值外幣，或該投資組合的總值—(2011 年第 135 號法律公告)
- (i) 已載於由該人的核數師或會計師在有關日期前 12 個月內發出的證明書內；或(2004 年第 23 號第 56 條)
 - (ii) 通過參照在有關日期前 12 個月內發給該人(單獨或聯同有關有聯繫者)的一份或多於一份保管人結單而獲確定；
- (c) 符合以下說明的任何法團或合夥— (2011 年第 135 號法律公告)
- (i) 擁有的投資組合在有關日期不少於\$8000000 或等值外幣；或(2011 年第 135 號法律公告)
 - (ii) 擁有的總資產在有關日期不少於\$40000000 或等值外幣，(2011 年第 135 號法律公告)
 - (iii) 通過參照—
 - (A) 就該法團或合夥(視屬何情況而定)；並
 - (B) 在有關日期前 16 個月內，
擬備的最近期的經審計的財務報表而獲確定；或
 - (iv) 通過參照在有關日期前 12 個月內發給該法團或合夥(視屬何情況而定)的一份或多於一份保管人結單而獲確定；及
- (d) 在有關日期的唯一業務是持有投資項目並在有關日期由以下任何一名或多於一名人士全資擁有的任何法團—
- (i) 符合(a)段描述的信託法團；
 - (ii) 符合(b)段描述的個人(不論是單獨或聯同其有聯繫者於某聯權共有帳戶)；
 - (iii) 符合(c)段描述的法團；
 - (iv) 符合(c)段描述的合夥。(2011 年第 135 號法律公告)

BANK SINOPAC, HONG KONG BRANCH
(CE Number with The Securities & Futures Commission: ABR747)
To: CUSTOMER

Explanation Regarding Professional Investor

Under the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “Code of Conduct” or the “Code”), we may, in dealing with a client, classify such client as a Professional Investor where we believe such client falls within the definition of Professional Investor under the Securities and Futures Ordinance (the SFO) and the Securities and Futures (Professional Investor) Rules (“Professional Investor Rules”).

Notwithstanding your Professional Investor status with us, we should remind you that you are obliged to observe all rules, regulations and laws of the Hong Kong Special Administrative Region or any of its regulatory authority which apply to you. Accordingly, we should advise that you consult your own legal advisers.

Your Professional Investor status is valid for one year, and we will re-assess your Professional Investor status after expiration.

Please note that you have the right to withdraw from being treated as a Professional Investor by giving us one month’s prior notice in writing.

For your easy reference, we enclose the Definition of Professional Investor under the Securities and Futures Ordinance and Securities and Futures (Professional Investor) Rules. If you agree to being treated as a Professional Investor, please sign and return to us the Confirmation of Being Treated As a Professional Investor as contained in the relevant Application Form.

For and on behalf of
Bank SinoPac, Hong Kong Branch

Definition of Professional Investor Securities and Futures Ordinance (Cap.571) Schedule 1

“professional investor” (專業投資者) means-

- (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;
- (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;
- (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;
- (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;
- (e) any scheme which-
 - (i) is a collective investment scheme authorized under section 104 of this Ordinance; or
 - (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;
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;
- (f) any scheme which-
 - (i) is a registered scheme as defined in section 2(1) of the Occupational Retirement Schemes Ordinance (Cap. 426); or
 - (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;
- (g) any government (other than a municipal government authority), any institution which performs the functions of a central bank, or any multilateral agency;

- (h) except for the purposes of Schedule 5 to this Ordinance, any corporation which is-
 - (i) a wholly owned subsidiary of
 - (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
 - (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;
 - (ii) a holding company which holds all the issued share capital of
 - (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
 - (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; or
 - (iii) any other wholly owned subsidiary of a holding company referred to in subparagraph (ii); or
- (i) any person of a class which is prescribed by rules made under section 397 of this Ordinance for the purposes of this paragraph as within the meaning of this definition for the purposes of the provisions of this Ordinance, 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 this Ordinance;

Securities and Futures (Professional Investor) Rules (Cap.571D) Section 3

For the purposes of paragraph (j) of the definition of “professional investor” in section 1 of Part 1 of Schedule 1 to the Ordinance, the following persons are prescribed as within the meaning of that definition for the purposes of any provision of the Ordinance other than Schedule 5-

- (a) any trust corporation having been entrusted under the trust or trusts of which it acts as a trustee with total assets of not less than \$40 million or its equivalent in any foreign currency at the relevant date or- (L.N.135 of 2011)
 - (i) as stated in the most recent audited financial statement prepared-
 - (A) in respect of the trust corporation; and
 - (B) within 16 months before the relevant date;
 - (ii) as ascertained by referring to one or more audited financial statements, each being the most recent audited financial statement, prepared-
 - (A) in respect of the trust or any of the trusts; and
 - (B) within 16 months before the relevant date; or
 - (iii) as ascertained by referring to one or more custodian statements issued to the trust corporation-
 - (A) in respect of the trust or any of the trusts; and
 - (B) within 12 months before the relevant date;
- (b) any individual, either alone or with any of his or her associates on a joint account, having a portfolio of not less than \$8 million or its equivalent in any foreign currency at the relevant date or- (L.N. 135 of 2011)
 - (i) as stated in a certificate issued by an auditor or a certified public accountant of the individual within 12 months before the relevant date; or (23 of 2004 s. 56)
 - (ii) as ascertained by referring to one or more custodian statements issued to the individual (either alone or with the associate) within 12 months before the relevant date;
- (c) any corporation or partnership having-
 - (i) a portfolio of not less than \$8 million or its equivalent in any foreign currency; or
 - (ii) total assets of not less than \$40 million or its equivalent in any foreign currency, at the relevant date, or as ascertained by referring to- (L.N. 135 of 2011)
 - (iii) the most recent audited financial statement prepared-
 - (A) in respect of the corporation or partnership (as the case may be); and
 - (B) within 16 months before the relevant date; or
 - (iv) one or more custodian statements issued to the corporation or partnership (as the case may be) within 12 months before the relevant date; and
- (d) any corporation the sole business of which at the relevant date is to hold investments and which at the relevant date is wholly owned by any one or more of the following persons-
 - (i) a trust corporation that falls within the description in paragraph (a);
 - (ii) an individual who, either alone or with any of his or her associates on a joint account, falls within the description in paragraph (b);
 - (iii) a corporation that falls within the description in paragraph (c);
 - (iv) a partnership that falls within the description in paragraph (c). (L.N. 135 of 2011)