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Corporate Professional Investor Application Form

公司專業投資者申請表格

(To be completed by Corporate Client 由公司客戶填寫)

Part A: Client's Information 客戶資料

Account No. 帳戶號碼	
Company Name 公司名稱	

Part B: Assessment of Portfolio and/or Total Assets 投資組合及/或總資產評估

For the application of being treated as “professional investor”, pursuant to the definition of professional investor in section 1 of part 1 of Schedule 1 to the Securities and Futures Ordinance. We understand that we should fulfill one of the following criteria and be willing to provide the relevant supporting documents. 吾等明白吾等如欲申請訂明為根據證券及期貨條例附表一第一部第一條而定義為之“專業投資者”，吾等須達到以下其中一樣條件及願意提供有關之證明文件。

We hereby confirm that we are:

吾等確認吾等為:

(Please select the appropriate boxes below with a tick and provide relevant supporting documents.)

(請選擇下面適當選項並打勾及提供有關之證明文件。)

<input type="checkbox"/>	Corporation / Partnership 法團或合夥	Maintain a portfolio of not less than HK\$8 million (or its equivalent in any foreign currency) or total assets of not less than HK\$40 million (or its equivalent in any foreign currency) as evidenced the most recent audited financial statement(s) prepared within 16 months / custodian statement(s) issued by bank or brokerage firm within 12 months before the date of this assessment. 持有不少於港幣\$8,000,000(或等值外幣)的投資組合或不少於港幣\$40,000,000(或等值外幣)的總資產,及能夠提供在此項評估前16個月內擬備的最近期經審計的財務報表 / 銀行或經紀行在此項評估前12個月內發出的戶口結單證明。
<input type="checkbox"/>	Trust Corporation 信託法團	Having been entrusted under trust(s) with total assets of not less than HK\$40 million (or its equivalent in any foreign currency) as evidenced by the most recent audited financial statement(s) prepared within 16 months / custodian statement(s) issued by bank or brokerage firm within 12 months before the date of this assessment. 信託管理不少於港幣\$40,000,000(或等值外幣)的資產,及能夠提供在此項評估前16個月內擬備的最近期經審計的財務報表 / 銀行或經紀行在此項評估前12個月內發出的戶口結單證明。
<input type="checkbox"/>	Institutional 機構	Falls under one of the categories in (a) to (i) (inclusive) of Part 1 of Schedule 1 to the SFO: 屬於<證券及期貨條例>附表1第1部第1條(a)至(i)其中一個類別: a) Recognized exchange company / clearing house / automated trading services provider 交易所 / 結算所 / 自動化交易服務提供商 b) HK licensed corporation / registered institution or regulated investment services provider outside Hong Kong 香港持牌仲介人 / 受香港以外地方規管投資服務提供商 c) HK regulated bank / deposit taking company or regulated bank outside Hong Kong 香港認可的財務機構/受香港以外地方規管的銀行 d) HK regulated insurance company or regulated insurance company outside Hong Kong 香港認可或受香港以外地方規管的保險公司 e) HK SFC-authorized fund or regulated collective investment scheme outside Hong Kong. 香港認可基金或受香港以外地方規管的集體投資計畫 f) Government (other than municipal government) / central bank / multilateral agency 政府(市政府除外) / 中央銀行 / 多邊機構

		<p>g) HK registered occupational retirement scheme / offshore scheme / its administrator defined under the Occupational Retirement Schemes Ordinance or its offshore equivalent or the administrator 香港註冊的職業退休計畫 / 離岸計畫 / 其經《職業退休計畫條例》所訂明的管理人</p> <p>h) HK registered retirement scheme / constituent fund / approved trustee / service provider regulated under the Mandatory Provident Fund Schemes Ordinance / investment manager of the registered retirement scheme or constituent fund regulated under the Mandatory Provident Fund Schemes Ordinance 香港註冊的退休計畫 / 成分基金 / 經核准的受託人 / 受《強制性公積金計畫條例》規管的服務提供者 / 屬香港註冊的退休計畫或成份基金的投資經理</p> <p>i) I) Wholly owned subsidiary of the investor in (b) or (c) above 上述(b)及(c)的全資附屬公司</p> <p>II) Holding Company which wholly owns the investor in (b) or (c) above 擁有上述(b)及(c)的附屬公司的全資控股公司</p> <p>III) Other wholly owned subsidiary of a holding company referred to in (II) 上述(II)提及的控股公司的其他全資附屬公司</p>
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Part C: Investment Experience 投資經驗

<p>1. Does your Company have a corporate structure and investment processes and controls (i.e. how investments are decisions are made, including information on specialized treasury, or other function responsibilities for making investment decisions) in place, which are specifically outlined in a company document such as a Compliance Manual? 貴公司是否有合適的企業結構和投資流程及控管(即投資是如何做出決定,包括對投資決策的專業財務資訊,或其他功能職責),其程式已具體於綱要概述,像合規手冊?</p> <p><input type="checkbox"/> Yes 是 <input type="checkbox"/> No 否</p>	
<p>If "Yes", please detail the process and structures you have in place: 如果「是」,請您具體描述其過程和架構:</p>	
<p>2. Does the person responsible for making the investment decisions on behalf of the Corporate Professional Investor have sufficient investment background and investment experience? 負責代表法團專業投資者作出投資決定的人是否具有足夠的投資背景與投資經驗?</p> <p><input type="checkbox"/> Yes 是 <input type="checkbox"/> No 否</p>	
<p>a) Who is the person responsible for making the investment decisions? 誰負責作出投資決策?</p>	
<p>b) Detail the persons investment experience and background: 詳細的個人投資經驗和背景:</p>	
<p>3. Is the Corporate Professional Investor aware of the risks involved, which is considered in terms of the person responsible for making the investment decisions? 法團的專業投資者是否意識到所涉及的風險,以負責制定投資決策的人來考慮?</p> <p><input type="checkbox"/> Yes 是 <input type="checkbox"/> No 否</p>	

Confirmed and signed by:

簽名並確認: _____

Client name 客戶姓名: _____

Account No. 帳戶號碼: _____

Date 日期: _____

Part D: Risks and Consequences of being treated as a Professional Investor 被視為專業投資人之風險及後果

A client is a Professional Investor if the client falls into any one of the following categories:

如客戶符合下列任何一個類別即為專業投資者

- A. A person falling under paragraphs (a) to (i) of the definition of “professional investor” in Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the “SFO”).
符合證券及期貨條例附表 1 第 1 部(a)至(i)的定義(香港條例第 571 章)(縮寫為“SFO”)
- B. A person falling under paragraph (j) of the definition of “professional investor” in Part 1 of Schedule 1 to the SFO and under the Securities and Futures (Professional Investor) Rules (Chapter 571D of the Laws of Hong Kong).
符合證券及期貨條例附表 1 第 1 部(j)的定義以及證券期貨條例(專業投資者)規則(香港條例第 571D 章)

A summary of the above paragraphs of the SFO are attached for your reference.

已附上證券及期貨條例上述段落的匯總供你參考

Where a client is a Professional Investor, Joy Rich Securities Investment Limited (“JRSIL”) will not be required to fulfill certain requirements set out in the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “Code”) while serving such client in respect of the relevant products and/or markets of which the client is treated as a Professional Investor.

根據證券及期貨事務監察委員會持牌人或註冊人操守準則，一旦閣下被視為專業投資人，海富證券投資有限公司(“海富證券”)可以無須履行可就專業投資人放寬的條文。

If a client is a Professional Investor, while JRSIL may still do or provide some or all of the following to the client, JRSIL has no regulatory responsibility under the Code to do so:

如果客人是專業投資人，雖然海富證券可能會執行下列的部分或全部服務，但海富證券並無責任必須執行《證券及期貨條例》及操守準則所定的監管要求：

1. Information for clients 關於客戶的資料

a) Information about the firm 為客戶提供資料

JRSIL is not required to provide the client with information about our business or the identity and status of our employees or others acting on our behalf with whom you may have contact.

海富證券無須向客戶提供有關我們業務的資訊，或與客戶聯繫的員工或代理人的身份和受雇狀況資訊。

b) Prompt confirmation 盡快交易確認

JRSIL is not required to confirm to the client promptly the essential features of a transaction after effecting a transaction for the client.

海富證券無須在為客戶提供交易服務後，盡快向客戶確認有關交易的重點。

c) Nasdaq-Amex Pilot Program 納斯達克-美國證券交易所試驗計劃資料文件

JRSIL is not required to provide the client with documentation about the Nasdaq-Amex Pilot Program.

海富證券無須向客戶提供關於納斯達克-美國證券交易所試驗計畫的資料文件。

2. Information about clients 有關客戶的資料

JRSIL is not required to establish the client’s financial situation, investment experience and investment objectives, nor to ensure the suitability of any recommendation or solicitation that JRSIL may make. JRSIL is not required to assess the client’s knowledge of derivatives and characterize the client based on the client’s knowledge of derivatives.

海富證券無須確立客戶的財務狀況、投資經驗及投資目標，亦不須確保向客戶作出的建議或招攬行為是否合適。海富證券無須評估客戶對衍生產品的認識，並根據客戶對衍生產品的知識，將客戶分類。

3. Client agreement 客戶協定

JRSIL is not required to need to enter into a written agreement with the client in respect of the services to be provided to the client although any agreement that JRSIL has with the client remains in force and effect unless the client is otherwise advised, nor is JRSIL required to provide the Client with either written or verbal risk warnings or risk disclosure statements otherwise required by the Code in respect of the risks involved in ant transactions JRSIL enters into with the client or to bring those risks to the client’s attention.

海富證券無須就向客戶提供之服務與客戶訂立書面協定，但若海富證券與客戶有任何協定，此協定仍然生效直至客戶另作要求，海富證券也不須就客戶有意進行之交易提供書面或口頭的風險警告或操守準則要求提供的風險披露聲明或使客戶注意到有關的風險。

4. Discretionary accounts 委託帳戶

JRSIL is not required to obtain from the client written authorization prior to effecting transactions from the client on a discretionary basis or to comply with the requirement to explain to the client the terms of any such written authorization or renew it on an annual basis.

在為客戶進行未經客戶特定授權的交易之前，海富證券將無須取得客戶的書面授權；亦無須向客戶解釋該項授權，及該項授權不須每年確認一次。

A client have the right to withdrawal from being treated as a Professional Investor at any time in respect of any investment products or markets or any part thereof by giving written notice to us not less than five (5) business days prior to the proposed effective date of the withdrawal.

客人有權在任何時候就任何投資產品、市場或任何原因要求撤銷專業投資者資格，閣下需要在擬定的撤銷生效日期前不少於 5 個工作日向我們發出書面撤銷通知。

Please inform JRSIL in writing immediately if the client finds no longer fall within the definition of Professional Investor within the meaning of section 3 of the Securities and Futures (Professional Investor) Rules.

如果客戶發現自己不再符合《證券及期貨（專業投資者）規則》第 3 條專業投資者的定義，請立即書面通知海富證券。

Part E: Client's Confirmation 客戶確認

We hereby confirm that

吾等在此確認:-

- (a) The information provided in this Assessment Form is accurate;
在本評估表格內提供的資料準確無誤;
- (b) We further confirm that We fully understand the risks and consequences of being treated as a Professional investor and We have been given an opportunity to obtain independent advice;
吾等確認完全瞭解被界定為專業投資者的風險及後果。吾等確認吾等有諮詢獨立意見的機會;
- (c) We understand that lodging of this Assessment Form shall in no way implies approval of our status as a Professional Investor;
吾等明白提交本評估表格不代表吾等已經獲批成為專業投資者;
- (d) JRSIL has the right to reject our request for treating as Professional Investor without giving any reason;
海富證券可以不提供任何理由而拒絕批准吾等成為專業投資者;
- (e) After being treated as a Professional Investor, we still have the right, at any time, to stop being so treated upon five (5) days written notice to JRSIL; and 被作為專業投資者後, 吾等有權提前 5 天書面聲明海富證券以結束吾等的專業投資者身份;及
- (f) We shall inform JRSIL immediately if we find ourselves no longer fall within the definition of professional investor under Securities and Futures (Professional Investor) Rules.
吾等若發現自己不再符合《證券及期貨(專業投資者)規則》1 關於專業投資者的定義時,必須立刻告知海富證券。
- (g) JRSIL may renew our Professional Investor status if our portfolio and/or total assets fulfill the relevant requirements as stated in Part B before expiry date.
在到期日之前,如果吾等的投資組合和/或總資產符合 Part B 所述的相關規定, 海富證券可延續吾等的專業投資者身份。

We hereby agree to be treated as a Professional Investor and confirm that all information provided by us in order to prove our identity as Professional Investor is true, complete and accurate.

吾等確認同意貴公司將吾等界定為專業投資者, 並確認吾等提供的資料以證明吾等作為專業投資者的身份是真實, 完整和準確的。

	Name of Authorized Signatory(ies): 獲授權簽署人姓名:		
	Position of Authorized Signatory(ies): 獲授權簽署人職位:		
Authorized Signature(s) with company chop 公司印章及獲授權簽署			
Signature of Witness: 見證人簽署:	Name of Witness: 見證人姓名:		
Declaration by Licensed Staff 持牌職員聲明			
I, undersigned, hereby confirm that the consequences and risks of being treated as a Professional Investor have been provided in a language (English or Chinese) of the client's choice, and that the client has been invited to read the consequences and risks, ask questions and take independent advice, if the client wishes to do so. 本人(下列簽署者)在此確認已經按客戶選擇的語言(英文或中文), 向客戶闡明作為專業投資者的風險及結果, 並已邀請客戶閱讀該風險及後果、按其意願提出問題, 以及徵求獨立意見。			
Signature of Licensed Person:	CE No. :	Name of Licensed Person:	Date:
持牌人士簽署: _____	中央編號: _____	持牌人士姓名: _____	日期: _____
Checked by: 資料核對: Name of the Staff: 職員姓名:		Signature: 簽署: Date: 日期:	
Approved by: 帳戶批核: Name of the Staff: 職員姓名:		Signature: 簽署: Date: 日期:	

Summary of definitions of “professional investors”

in Part 1 of Schedule 1 to the SFO

and under the Securities and Futures (Professional Investor) Rules

列於證券及期貨條例附表1第1部第571章以及證券及期貨(專業投資者)規則中“專業投資者”的定義概述

"Professional Investor" (專業投資者) means-
“專業投資者” (professional investor) 指—

- (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 the 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-
符合以下說明的計劃—
 - (i) is a collective investment scheme authorized under section 104 of the SFO; 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-
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); 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)條界定的管理人的的人；
- (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 the SFO, 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; 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)節提述的控股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 the SFO for the purposes of this paragraph as within the meaning of this definition for the purposes of the provisions of the 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 the SFO;
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；

For the purposes of paragraph (j) above, the following persons are prescribed as within the meaning of that definition for the purposes of any provision of the SFO other than Schedule 5-
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) 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-
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) as stated in the most recent audited financial statement prepared-
已載於—
 - (A) in respect of the trust corporation; and
就該信託法團；並
 - (B) within 16 months before the relevant date;
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) as ascertained by referring to one or more audited financial statements, each being the most recent audited financial statement, prepared-
通過參照—
 - (A) in respect of the trust or any of the trusts; and
就該項信託或該等信託中任何一項信託；並
 - (B) within 16 months before the relevant date; or
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) as ascertained by referring to one or more custodian statements issued to the trust corporation-
通過參照—
 - (A) in respect of the trust or any of the trusts; and
就該項信託或該等信託中任何一項信託；並
 - (B) within 12 months before the relevant date;
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) 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-
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，或該投資組合總值— (2011年第135號法律公告)

- (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
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)
 - (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;
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) any corporation or partnership having-
符合以下說明的任何法團或合夥— (2011年第135號法律公告)
- (i) a portfolio of not less than \$8 million or its equivalent in any foreign currency; or
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) total assets of not less than \$40 million or its equivalent in any foreign currency,
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)
- at the relevant date, or as ascertained by referring to-
或該投資組合總值或總資產值— (2011年第135號法律公告)
- (iii) the most recent audited financial statement prepared-
通過參照—
- (A) in respect of the corporation or partnership (as the case may be); and
就該法團或合夥(視屬何情況而定)；並
 - (B) within 16 months before the relevant date; or
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) one or more custodian statements issued to the corporation or partnership (as the case may be) within 12 months before the relevant date; and
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) 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-
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) a trust corporation that falls within the description in paragraph (a);
符合(a)段描述的信託法團；
 - (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);
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) a corporation that falls within the description in paragraph (c);
符合(c)段描述的法團；
 - (iv) a partnership that falls within the description in paragraph (c).
符合(c)段描述的合夥 (2011年第135號法律公告)