

日期:

客戶名稱:

賬戶號碼(證券/期貨):

### **同意被視為專業投資者聲明書**

根據《證券及期貨條例》附表 1 第 1 部專業投資者的定義及《證券及期貨(專業投資者)規則》第 571D 章第三條的解釋，閣下意欲在日發金融(‘本公司’)開立的證券交易賬戶及/或期貨交易賬戶被視為專業投資者。

專業投資者可以分為三個種類，分別是機構專業投資者、法團專業投資者和個人專業投資者。若符合以下的準則，投資者就會被視為專業投資者。

#### **1. 成為機構專業投資者的準則**

- a. 所有符合《證券及期貨條例》附表 1 第 1 部第 1 條第(a)至(i)段“專業投資者”的定義所指的人士及機構。機構專業投資者的例子如下：認可交易所，結算所，外匯管制，銀行及中央銀行等。

#### **2. 成為個人專業投資者的準則**

- a. 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\$8,000,000 或等值外幣，或該投資組合總值
  - 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；
  - 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；

#### **3. 成為法團專業投資者的準則**

- a. 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\$40,000,000 或等值外幣，或該總資產值；
  - i. 已載於
    - 就該信託法團；並
    - 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
    - 就該項信託或該等信託中任何一項信託；並
    - 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
    - 就該項信託或該等信託中任何一項信託；並
    - 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法團或合夥；
  - i. 擁有的投資組合在有關日期不少於\$8,000,000 或等值外幣；或
  - ii. 擁有的總資產在有關日期不少於\$40,000,000 或等值外幣，或該投資組合總值或總資產值；
  - iii. 通過參照
    - 就該法團或合夥(視屬何情況而定)；並
    - 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

- c. 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 3(a)段描述的信託法團；
  - ii. 符合 2(a)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 3(b)段描述的法團；
  - iv. 符合 3(b)段描述的合夥。

如若符合了上述的準則，閣下已經可以被視為專業投資者。要享有專業投資者的特別豁免條文，必需達到以下的豁免規定。

### 1. 適用於機構專業投資者

- a. 機構專業投資者可自動獲豁免，不需經過評估規定，自動享有專業投資者的豁免條文。

### 2. 適用於法團專業投資者

- a. 法團專業投資者擁有合適的企業架構和投資程序及監控措施；
  - i. 投資決定是如何作出的；
  - ii. 法團是否設有專門的庫務或負責作出投資決定的其他職能；
- b. 負責代表法團專業投資者作出投資決定的人士具備充分的投資背景（包括該人士的投資經驗）；
- c. 法團專業投資者對所涉及的風險有所認知。

### 3. 適用於法團專業投資者和個人專業投資者

- a. 在享受豁免條文之前，日發金融需要作出以下措施：
  - i. 向該客戶取得經簽署的聲明書，當中述明該客戶已給予同意；
  - ii. 向該客戶詳盡說明被視為專業投資者一事的後果（即持牌人或註冊人獲得的所有相關監管豁免），以及該客戶享有隨時撤回被視為專業投資者的權利；
  - iii. 述明該客戶是就某特定產品及市場被視為專業投資者，並告知該客戶享有撤回被視為專業投資者（不論就所有或任何部分產品或市場而言）的權利。
- b. 日發金融應每年進行一次確認，從而確保該客戶繼續符合《專業投資者規則》所界定的有關規定。
  - i. 以書面提醒客戶被視為專業投資者的風險及後果（即持牌人或註冊人獲得的所有相關監管豁免）；
  - ii. 以書面提醒客戶享有撤回被視為專業投資者（不論就所有或任何部分產品或市場而言）的權利。

若閣下能夠符合以上的各項豁免要求，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（“操守準則”），本公司無須就提供予閣下之服務履行守則內以下的規定。

### 1. 適用於機構專業投資者及法團專業投資者的豁免條文

- a. 有關客戶的資料
  - i. 無須確立客戶的財務狀況、投資經驗及投資目標；
  - ii. 無須確保所作出的建議或招攬行為是否合適；
  - iii. 無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；
- b. 為客戶提供資料
  - i. 無須披露與交易相關的資料，例如：日發金融以何種身分（主事人或代理人）行事；日發金融與產品發行人的聯繫；無須披露有關金錢收益及非金錢收益的資料及向客戶提供費用及收費折扣的條款及細則。
- c. 委託帳戶
  - i. 無須先向該客戶取得書面授權，就可為該客戶進行交易；
  - ii. 無須解釋授權，並無須每年確認該項授權一次；
- d. 客戶協議\**(此項將在年2017年6月9日起生效)*
  - iii. 無須訂立協議書及提供相關的風險披露聲明；

## 2. 適用於機構專業投資者，法團專業投資者及個人專業投資者的豁免條文

### a. 為客戶提供資料

- i. 無須向客戶提供有關本公司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；
- ii. 為客戶完成交易後，無須盡快向該客戶確認有關該宗交易的重點；
- iii. 無須向客戶提供關於納斯達克－美國證券交易所試驗計劃 的資料文件。

若閣下接納及同意成為專業投資者，須簽署及交回附件之確認聲明書。若閣下發現已不符合《證券及期貨條例》附表 1 第 1 部專業投資者的定義及《證券及期貨(專業投資者)規則》第 571D 章第三條的解釋，請立刻通知本公司。

閣下如對此聲明書之內容或含義有任何疑問或不清楚之處，應諮詢獨立法律顧問或專業人士之意見。閣下歡迎致電(852) 3900-1701 與我們的客戶服務部聯絡。

日發證券有限公司及日發期貨有限公司謹啟

# 如果不適用，劃掉

致： 日發證券有限公司  
日發期貨有限公司

本人／吾等同意及確認本人／吾等已符合《證券及期貨條例》附表 1 第 1 部專業投資者的定義及《證券及期貨(專業投資者)規則》第 571D 章第三條的解釋，包括下列各項：

1. 已對相關產品有認識及專業知識
2. 已對相關交易產品進行不少於 40 宗交易
3. 已對相關交易產品有最少 2 年交易經驗
4. 已明白及知悉相關交易產品與市場涉及之風險

本人／吾等確認本人／吾等明白視為專業投資者的風險及後果。本人／吾等亦明白本人／吾等如有意取消被視為專業投資者資格時，均須給予日發證券有限公司及/或日發期貨有限公司書面通知。

\_\_\_\_\_  
客戶簽署  
賬戶號碼：  
日期：

For Official Use Only			
A.E.	Approval	Input	Check

Date:

Client Name:

Account No.(Securities/Futures) #:

### **Declaration of Consent for being treated as Professional Investor**

According to the definition of Professional Investor under Part 1 of Schedule 1 of the Securities and Futures Ordinance (SFO) and the Professional Investor Rules stated in Section 3, Cap. 571D, you propose to open an account in Rifa Securities Limited/ Rifa Futures Limited and advise that you wish to be treated as a Professional Investor.

Professional Investors are divided into three types, which are Institutional Professional Investors, Corporate Professional Investors, and also Individual Professional Investors. Please note the following criteria for being treated as a Professional Investor.

#### **1. Criteria for being treated as an Institutional Professional Investor**

- a. Any person or corporation that fall under paragraphs (a) to (i) of the definition of ‘professional investor’ in section 1 of Part 1 of Schedule 1 to the SFO. Examples of these Institutional Professional Investors are recognized exchange company, clearing house, exchange controller, banks, government which performs the functions of a central bank etc.

#### **2. Criteria for being treated as an Individual Professional Investor**

- a. Any individual, either alone or with any of his or her associates on a joint account, have a portfolio of not less than \$8 million or its equivalent in any foreign currency at the relevant date or-
  - 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;
  - 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;

#### **3. Criteria for being treated as a Corporate Professional Investor**

- a. Any trusted corporation that have 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-
  - i. as stated in the most recent audited financial statement prepared-
    - in respect of the trust corporation; and
    - 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-
    - in respect of the trust or any of the trusts; and
    - within 16 months before the relevant date;
  - iii. as ascertained by referring to one or more custodian statements issued to the trust corporation-
    - in respect of the trust or any of the trusts; and
    - within 16 months before the relevant date;
- b. Any corporation or partnership that have-
  - 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-
    - iii. The most recent audited financial statement prepared-
      - in respect of the corporation or partnership (as the case may be); and
      - 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;

- c. 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 3(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 2(a);
  - iii. a corporation that falls within the description in paragraph 3(b);
  - iv. a partnership that falls within the description in paragraph 3(b).

If you fall into the criteria mentioned above, you are classified as a Professional Investor. To enjoy the Professional Investor exemptions, you must fulfil the exemption requirements listed below.

1. For Institutional Professional Investors

- a. they are automatically exempt from the exemption provisions set out in paragraph hereunder.

2. For Corporate Professional Investors only

- a. the corporate should have appropriate corporate structure and investment process and controls;
  - i. how investment decisions are made;
  - ii. whether the corporation has a specialized treasury;
- b. the responsible person of the corporate should have sufficient investment background/experience;
- c. the responsible person should have the awareness of the risks involved.

3. For Corporate Professional Investors and Individual Professional Investors

- a. prior to dis-applying the exemption provisions, Rifa Securities Limited/ Rifa Futures Limited have to:-
  - i. obtain a written and signed declaration under the individual's consent;
  - ii. fully explain the consequences (e.g. all relevant regulatory exemptions that Rifa Securities Limited/ Rifa Futures Limited is entitled to) of being treated as a Professional Investor and the individual has the right to withdraw from being treated as such at any time; and
  - iii. specify that the individual is treated as a Professional Investor in a particular product and market and inform the individual that he has the right to withdraw from being treated as a Professional Investor whether in respect of all products or markets or any part thereof.
- b. Rifa Securities Limited/ Rifa Futures Limited have to carry out a confirmation exercise annually to ensure that the individual continues to fulfil the requisite requirements under the Professional Investor Rule:-
  - i. remind the individual in writing of the risks and consequences (all the relevant regulatory exemptions that Rifa Securities Limited/ Rifa Futures Limited is entitled to) of being treated as a Professional Investor; and
  - ii. remind the individual that he has the right to withdraw from being treated as a Professional Investor whether in respect of all products or markets or any part thereof.

When Professional Investors fulfilled the above exemption requirements, according to the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission, Rifa would not provide the following services to you.

1. Exempt provisions for Institutional Professional Investors and Corporate Professional Investors

- a. Information about clients
  - i. not required to establish your financial situation, investment experience, and investment objectives;
  - ii. not required to ensure the suitability of a recommendation or solicitation;
  - iii. not required to assess your knowledge about derivatives.
- b. Information for client
  - i. not required to disclose transaction related information (e.g. the capacity in which Rifa is acting, the affiliation of Rifa and the product issuer, the disclosure of monetary and non-monetary benefits, the terms and conditions in generic terms);

- c. Discretionary accounts
    - i. not required to obtain authorization from the client to effect a transaction;
    - ii. not required to explain the terms and conditions of the authority and also no need to confirm annually whether the client wishes to revoke the authority.
  - d. *Client Agreement\** (effective on 9 June 2017)
    - i. not required to enter into a written agreement and the provision of relevant risk disclosure statements.
2. Exempt provisions for Institutional Professional Investors, Corporate Professional Investors and Individual Professional Investors
- a. Information for clients
    - i. not required to inform the client about Rifa identity and status of its employees;
    - ii. not required to confirm promptly with client about the essential features of the transaction after effecting a transaction;
    - iii. not required to provide the client with the documentation on the Nasdaq-Amex Pilot Program.

In order to treat you as a Professional Investor, we are required to obtain a written confirmation that you wish to be treated as such. Please sign and return the confirmation below to us. Please inform us immediately if you find yourself no longer falling into the category of persons described as “Professional Investor” under Part 1 of Schedule 1 of the Securities and Futures Ordinance and the “Professional Investor Rules” stated in Section 3, Cap. 571D.

Should you have any queries on this Declaration, please consult independent legal counselors or professionals. Please do not hesitate to contact our Customer Services Department on (852) 39001701.

**RIFA SECURITIES LIMITED/ RIFA FUTURES LIMITED SECURITIES CO. LIMITED**

<sup>#</sup> Please delete if not applicable

To: Rifa Securities Limited/ Rifa Futures Limited Securities Co. Limited / Rifa Securities Limited/ Rifa Futures Limited Futures Co. Limited

I /We confirm that I/we meet the condition under Part 1 of Schedule 1 of the Securities and Futures Ordinance and the Cap. 571D, section 3, including the following:

1. be familiar and knowledgeable in the type of products being traded;
2. have traded the products not less than 40 transactions per annum;
3. have been active in the relevant market for at least 2 years; and;
4. be aware of the risks involved in trading in the relevant products and markets

I /We confirm that I/we understand the risks and consequences of consenting to being treated as a Professional Investor and understand that I/we should immediately inform Rifa Securities Limited/ Rifa Futures Limited Securities Co. Limited and/or Rifa Securities Limited/ Rifa Futures Limited Futures Co. Limited by notice in writing if I/we want no longer to be treated as a Professional Investor.

\_\_\_\_\_  
 Client's signature  
 Account No. (Securities/Futures)#  
 Date:

For Official Use Only			
A.E.	Approval	Input	Check