

### 被視為專業投資者的影響

當客戶同意被視為專業投資者(“該客戶”), 意味著該客戶在相關產品和市場上擁有足夠的投資知識和專業知識, 因此本公司可以免除向該客戶提供通常必須提供予非專業投資者的某些資訊和服務。詳見以下“適用於專業投資者的豁免條文”

本公司有權假定該客戶對本公司將提供的產品和市場具有適當的知識, 理解和足夠的專業知識。因此, 作為專業投資者, 該客戶從本公司獲得的資訊和解釋的水準大大低於將該客戶視為非專業投資者時所提供的資訊和解釋的水準。此外, 作為專業投資者, 該客戶將被視為瞭解該客戶所採用的投資策略以及所進行的金融工具和投資所帶來的特殊風險。

在與本公司建立關係期間, 該客戶有權隨時發出不少於 14 天通知期的書面通知以終止所有產品或其任何部分產品的專業投資者待遇。

### 適用於專業投資者的豁免條文

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》第 15.4 及 15.5 條(以下簡稱“**操守準則**”), 對於被歸類為**機構/ 法團/ 個人專業投資者**的客戶, 本公司不需要滿足該操守準則的某些監管要求。本公司可以免除以下準則的要求:

#### **同時適用於機構/ 法團/ 個人專業投資者的豁免條文**

##### (a) 為客戶提供資料

- (i) 須披露與交易相關的資料 (操守準則第 8.3A 段);
- (ii) 須向客戶提供有關持牌人或註冊人和有關其雇員及其他代表其行事的人士的身分和受雇狀況的資料 (操守準則第 8.1 段);
- (iii) 為客戶完成交易後, 須儘快向該客戶確認有關該宗交易的重點 (操守準則第 8.2 段、附表 3 第 4 段及附表 6 第 18 段); 及
- (iv) 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檔案 (操守準則附表 3 第 1 段)。

#### **僅適用於機構專業投資者的豁免條文**

##### (b) 有關客戶的資料

- (i) 須確立客戶的財務狀況、投資經驗及投資目標 (操守準則第 5.1 段及附表 6 第 2(d)及 2(e)段), 但上述豁免不適用於提供企業融資意見的持牌人或註冊人;
- (ii) 須確保所作出的建議或招攬行為是合適的 (操守準則第 5.2 段及附表 6 第 49 段); 及
- (iii) 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 (操守準則第 5.1A 段);

##### (c) 客戶協定

- (i) 須訂立協議書及提供相關的風險披露聲明 (操守準則第 6.1 段、第 20.2(c)段、附表 3 第 2 段、附表 4 第 2 段及附表 6 第 1 段);

##### (d) 委託帳戶

- (i) 持牌人或註冊人在為該客戶進行未經該客戶特定授權的交易之前，須先向該客戶取得書面授權(操守準則第 7.1(a)(ii)段);
  - (ii) 須解釋操守準則第 7.1(a)(ii)段所述的授權，並須每年確認該項授權一次 (操守準則第 7.1(b)段); 及
  - (iii) 持牌人或註冊人須披露因應在委託帳戶下為客戶進行交易而可取得的收益 (操守準則第 7.2 段)。
- (e) 須確保複雜產品交易的合適性，提供有關複雜產品的充分資料及提供警告聲明 (《操守準則》第 5.5(a)段)。

### **Impact of being treated as a Professional Investor**

For a client who agrees to be treated as a Professional Investor (“the client”), that client has sufficient investment knowledge and expertise in relevant products and markets that CLCS can be exempted from providing that client with certain information and services that CLCS would ordinarily be required to provide in relation to non-professional investors. For details please refer to the “Exempt provisions for Professional Investors” below.

CLCS will be entitled to assume that the client has appropriate knowledge, understanding and sufficient expertise in relation to the products and markets which CLCS will be providing. As a result, the level of information and explanation that will be provided to the client as a Professional Investor is considerably less than that which would be provided were the client to be treated as a non-professional investor. Furthermore, as a Professional Investor the client will be deemed to understand the particular risks attaching to the investment strategies the client adopts and the financial instruments and investments the client makes.

During the course of relationship between the client and CLCS, the client has the right to withdraw from being treated as a Professional Investor in respect of all products or any part thereof and alter the exempt provisions at any time by a prior written notice to CLCS 14 days in advance.

### **Exempt provisions for Professional Investors**

Pursuant to the Paragraph 15.4 and 15.5 of Code of Conduct for Persons Licensed by or Registered with the SFC, to a client who agrees to be treated as a Professional Investor, CLCS will not be required to fulfil certain regulatory requirements under the Code. CLCS may be exempted from the following requirements of the Code:

#### **Exempt provisions for all of the Institutional/ Corporate/ Individual Professional Investors**

(a) Information for clients

- (i) the need to disclose transaction related information (paragraph 8.3A of the Code);
- (ii) the need to inform the client about the Company and the identity and status of its employees and others acting on its behalf (paragraph 8.1 of the Code);
- (iii) the need to confirm promptly with the client the essential features of a transaction after effecting a transaction for a client (paragraph 8.2, paragraph 4 of Schedule 3 and paragraph 18 of Schedule 6 to the Code); and
- (iv) the need to provide the client with documentation on the Nasdaq-Amex Pilot Program (paragraph 1 of Schedule 3 to the Code).

#### **Exempt provisions for only Institutional Professional Investors**

(b) Information about clients

- (i) the need to establish a client's financial situation, investment experience and investment objectives (paragraph 5.1 and paragraphs 2(d) and 2(e) of Schedule 6 to the Code), except where the licensed or registered person is providing advice on corporate finance work;
  - (ii) the need to ensure the suitability of a recommendation or solicitation (paragraph 5.2 and paragraph 49 of Schedule 6 to the Code); and
  - (iii) the need to assess the client's knowledge of derivatives and characterize the client based on his knowledge of derivatives (paragraph 5.1A of the Code);
- (c) Client agreement
- (i) the need to enter into a written agreement and the provision of relevant risk disclosure statements (paragraph 6.1, paragraph 20.2(c), paragraph 2 of Schedule 3, paragraph 2 of Schedule 4 and paragraph 1 of Schedule 6 to the Code);
- (d) Discretionary accounts
- (i) the need for a licensed or registered person to obtain from the client an authority in a written form prior to effecting transactions for the client without his specific authority (paragraph 7.1(a)(ii) of the Code);
  - (ii) the need to explain the authority described under paragraph 7.1(a)(ii) of the Code and the need to confirm it on an annual basis (paragraph 7.1(b) of the Code); and
  - (iii) the need for a licensed or registered person to disclose benefits receivable for effecting transactions for a client under a discretionary account (paragraph 7.2 of the Code).
- (e) the need to ensure the suitability of a transaction in a complex product, to provide sufficient information about a complex product and to provide warning statements (paragraph 5.5(a) of the Code).

**創僑證券有限公司 | CLC Securities Limited**

Unit 8506B, International Commerce Centre, Kowloon, Hong Kong

香港九龍環球貿易廣場 8506B 室

☎ +852 3153 1128 | ✉ [cs@clchk.com](mailto:cs@clchk.com) | 🌐 <http://www.clchk.com>

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