

致：國證國際證券（香港）有限公司（下稱「**國證國際證券**」）

To: SDICS International Securities (Hong Kong) Limited (hereinafter referred to as “**SDICSI SECURITIES**”)

帳戶名稱 Account Name: _____

帳戶號碼 Account Number: _____) (下稱「**本人/吾等/客戶**」) (hereinafter referred to as “**I/we**” or the “**Client**”)

日期 Date: _____

場外交易或暗盤交易確認書（「確認書**」）**

Over-the-counter Trading (the “OTC trading”) or Grey Marketing Trading Acknowledgement (the “Acknowledgement”)

本人/吾等就已進行或將予進行的場外交易(指新證券(不包括衍生產品)在香港聯合交易所有限公司(「**交易所**」)上市前的交易確認及同意以下條款：

I/We acknowledge and agree to the below terms for my/our existing or future trades under the Over-the-counter (“**OTC**”) market (that is, new securities (not including derivatives) traded before their listing on the Stock Exchange of Hong Kong Limited(the “**Exchange**”)) (“**OTC Transaction(s)**”):

- (1) 按照國證國際證券的證券交易賬戶協議書(「**協議書**」)，國證國際證券將在交易中作為本人/吾等的代理人，除非國證國際證券在有關交易的成交單據中或以其他方式指出國證國際證券以其他身份行事，國證國際證券只擔任本人/吾等的代理，並不保證此等場外交易之結算：

Pursuant to the Agreement for Securities Trading Account (“**Agreement**”) of SDICSI SECURITIES and save as otherwise stated in a contract note or in another manner, SDICSI SECURITIES will only act as my/our agent and not as a principal in the OTC Transaction to be conducted for or on my/our behalf, and SDICSI SECURITIES does not guarantee the settlement of such OTC Transactions;

- (2) 當本人/吾等利用國證國際證券所提供的交易系統或交易服務進行場外交易或暗盤交易，將被視為已接納本確認書所載之條款。國證國際證券有最終權利增加、修改或取消任何本確認書所載之條款：

If I/we conduct the OTC trading or grey market trading via SDICSI SECURITIES’s trading system or services, I/we am/are deemed to have accepted the terms herein. SDICSI SECURITIES has the sole discretion to add, modify or cancel any of the terms;

- (3) 本人/吾等的指示可能只有部份執行或全部未能執行。倘有關證券其後無法在交易所上市，已執行的交易將會被取消或成為無效：

There may be cases where my/our instruction(s) may only be partially filled or may not be filled at all if

the relevant securities cannot be subsequently listed on the Exchange, then the executed OTC Transactions will be cancelled or become invalid;

- (4) 如本人/吾等無法交付已沽出之證券，國證國際證券有權為本人/吾等就此項已進行的銷售在市場及/或購入相關的證券(以當時市價)，以完成相關交易的結算。本人/吾等須承擔此項交易引致或招致的一切虧損及法律責任；

If I/we fail to deliver the securities that have already been sold, SDICSI SECURITIES has the right to act on my/our behalf to purchase the relevant securities for from the market (at the then market price) to complete the settlement of the relevant OTC Transaction. I/We shall bear all costs, expenses, losses and legal responsibilities which arise from such OTC Transactions;

- (5) 倘若本人/吾等向賣方購入證券，而(i)該賣方無法交付相關證券或(ii)因任何原因未能完成交易或(iii)國證國際證券行使絕對酌情權決定根據確認書規定不購入相關證券，本人/吾等無權以配對價格取得相關證券，並且只能有權取回買入相關證券所付的款項；

If I/we am/are buying securities from a seller and if (i) the said seller is unable to deliver the underlying securities or (ii) for any reason, the said seller is unable to complete the OTC Transaction or (iii) SDICSI SECURITIES may in its sole and absolute discretion and according to the terms of trade confirmation decide not to purchase any securities, then I/we do/does not have the right to obtain the relevant securities at the agreed matching price and only have/has the right to get a refund of the monies paid for purchase of the relevant securities;

- (6) 倘若本人/吾等無法為買入之證券進行清算，國證國際證券有權出售本人/吾等賬戶內任何及所有證券或抵押品或/及使用經扣除結算交易所有費用後的出售所得款項為買入之證券進行清算。然而，如本人/吾等於該宗交易內屬於賣方，而該宗交易並非本人/吾等之作為，不作為或過失而未能結算，則本人/吾等只可取回相關證券，而並非相關證券的出售所得款項；及

If I/we am/are a purchaser of securities in an OTC Transaction and am/are unable to settle it, SDICSI SECURITIES may in its sole and absolute discretion liquidate any and all securities or collaterals in my/our securities account and/or use the net proceeds (that is the liquidation amount less all relevant transaction fees, levies and charges arisen from the such OTC Transaction). However, if I/we am/are a seller in an OTC Transaction through no act, omission or fault on my/our part, settlement of the OTC Transaction fails, then I/we may only be entitled to recover the relevant securities and not the sale proceeds of the relevant securities; and

- (7) 在不影響證券交易賬戶協議書所載的原則下，本人/吾等須自行承擔虧損或開支，並向國證國際證券負責因本人/吾等及/或交易對手無法結算所招致的任何虧損及開支。

Without prejudice to the Terms and Conditions, I/we shall bear all losses, fees, costs and expenses arising from all OTC Transactions and shall indemnify SDICSI SECURITIES against all losses and fees, costs and expenses incurred by SDICSI SECURITIES as a result of my/our failure or the failure of an OTC Transaction counterparty to settle any such transactions.

本人/吾等已閱讀及瞭解以下場外交易或暗盤交易之風險，並知悉於本確認書及協議書說明的以下之風險披露聲明未必能載列所有相關風險：

I/We have read and understood the risks related to OTC trading or grey market trading and acknowledge that the following risk disclosure stated in the Acknowledgement and Agreement may not be capable of covering all relevant risks.

風險披露 Risk Disclosure

- (a) 客戶必須了解場外交易的性質、交易設施及客戶可承擔的風險程度，才可利用場外交易設施進行交易。在交易場進行交易須承擔信貸、結算及相關場外交易，包括(但不限於)證券在交易所上市前的交易的其他交易對手風險。國證國際證券並不保證相關證券的結算，客戶須承擔客戶及或客戶的交易對手無法結算所招致的任何虧損或開支。

Before conducting transaction utilizing any OTC trading facilities, the Client must familiarize himself or herself or themselves with the nature of the OTC Transactions, the relevant trading facilities and the degree of risk that the Client can bear. Transactions in the OTC market are subject to the credit risks, settlement risks and other risks associated with OTC trading, including (but not limited to) counterparty risks before the securities are listed on the Exchange. SDICSI SECURITIES is not in a position to guarantee the settlement of any OTC Transactions and the Client must bear all losses, costs, fees and expenses resulting from any failed settlement caused by the Client or its representative.

- (b) 如個別證券其後無法在交易所上市，執行的交易可能會取消或成為無效。此外，由於交易的流通性相對交易所正規市場時間為低，客戶的指示可能只有部份執行或全部未能執行。而且，交易的波幅亦可能較交易所正規市場時間為高。上述風險因素可能導致個別證券種類的買賣差價較正常闊。

If the securities cannot be subsequently listed on the Exchange, the executed transaction(s) may be cancelled or become invalid. In addition, as the liquidity of such OTC Transaction(s) could be low relative to that of the regular markets, the Client's order may only be partially filled or not filled at all. The volatility of such OTC Transaction may also be higher than that of the regular market. The above risk factors may also result in a wider trading spread as compared with securities that is trading on the Exchange.

- (c) 證券價格亦可能與證券在交易所上市後在正規市場時間交易的開市或交易價格出現重大差距。場外交易顯示的證券價格可能無法反映相同證券於其他同時運作的自動化交易系統交易的價格。發行人發表的上市或新聞公告可能會影響證券在正規市場時間後的價格。同樣地，重要財務資料通常會在正規市場時間以外發表。此等公告可能會在場外交易進行期間發放，並會導致個別證券種類的價格被誇大及產生不能持續的影響。

There may also be a significant gap between the price of the securities and the opening price or the trading price of the securities when it is listed and is traded on the Exchange. The price of the securities displayed on the OTC Transaction may not be an accurate representation of the price of the same security in other

automated trading systems that are simultaneously operating. Any announcement issued by the securities issuer after trading hours may also affect the price of the securities in the regular market. Similarly, important financial information is usually announced after regular trading hours. Such announcements may be issued during the OTC trading hours and may result in a price inflation or other unsustainable effects on the prices of the related securities.

- (d) 場外交易市場不受交易所監管，除非相關交易於證券在交易所上市後正式記錄於交易所的交易系統，否則亦不獲投資者賠償基金保障。

The OTC market is not regulated by the Exchange, unless the relevant OTC Transaction(s) will be formally recorded on the Exchange's trading system upon listing of the securities, otherwise, such OTC Transaction(s) will not be protected under the Investor Compensation Fund.

- (e) 本風險披露聲明同時提供以下有關暗盤交易的基本資訊，並說明客戶需要對相關的風險和不確定性作出評估。

This risk disclosure also provides the following basic information about grey market trading and explains the Client is required to conduct assessment of related risks and uncertainties:

- i. 鑒於風險因素考量，只有在客戶瞭解交易的性質和閣下所面臨的風險程度的情況下，客戶才應進行此類交易。並非所有客戶都適合進行暗盤交易，因此，客戶應根據自身的經驗、目標、財務資源、風險承受能力和其他相關因素，仔細考慮是否適合進行暗盤交易。

In view of the risk factor, the Client should only enter into such transactions if the Client understands the nature of the transaction and the degree of risk. Not all Clients are suitable to conduct grey market trading. Therefore, the Client should carefully consider whether they are suitable to conduct grey market trading based on his or her or their experience, goals, financial resources, risk tolerance and other relevant factors.

- ii. 暗盤是場外交易市場。在香港一般用於新股上市前交易，於新股上市前一個交易日，收盤後進行。港股交易一般是交易時段通過交易所系統撮合，但是，暗盤交易不通過交易所系統，而是通過某些券商提供的內部系統進行報價。因此，價格和其他平臺有差異是非常正常的現象。國證國際證券會經外部的券商，包括但不限於輝立證券(香港)有限公司(下稱「**輝立證券**」)，進行暗盤和場外交易。

The grey market is an over-the-counter market. In Hong Kong, it is generally used for pre-listing trading of new shares, which is carried out after the market closed and one trading day prior to the listing of new shares. Hong Kong stock trading is generally matched through the trading system of the Exchange during trading hours. However, grey market trading does not go through the trading system of Exchange, but its price is quoted through the internal system provided by some securities brokerage firm. Therefore, it is very normal that the price is different from other platforms. SDICSI SECURITIES will conduct grey market trading and OTC trading through external securities brokerage firm, including but not limited to Phillip Securities (Hong Kong) Limited (hereinafter referred to as "**Phillip Securities**").

- iii. 有關香港天文台發出八號或以上熱帶氣旋警告信號/黑色暴雨警告時的特別安排:
Special arrangements when the Hong Kong Observatory issues Tropical Cyclone Warning Signal No. 8 or above / Black Rainstorm Warning:

- 中午12:00 前解除信號/警告:暗盤交易將如常於下午4:15 (半日市為下午2:15) 開始。

The warning signal is discontinued before 12:00 noon: Grey market trading will start at 4:15

pm as usual (2:15 pm for half-day market).

- 中午12:00後始解除信號/警告:全日停止交易。
The warning signal is discontinued after 12:00 noon: No trading for the day.
- 於暗盤交易時段內發出信號/警告: 暗盤交易將如常進行至下午6:30 (半日市為下午4:30) 以上暗盤交易時間以輝立證券為準。
The warning signal is issued during grey market trading session: Grey market trading will continue as usual until 6:30pm (4:30pm for half-day market). The above grey marketing trading hours is subject to Phillip Securities.

- (f) 客戶也應閱讀證券交易賬戶及協議書中所述其他有關股票交易的風險披露聲明。
The Client should also read the Risk Disclosure relating to other securities trading stated in the Agreement.
- (g) 在客戶決定投資前, 客戶應仔細閱讀確認書及協議書中條款和並充分知悉有關規則及相關責任。
Before the Client decides to invest, the Client should read carefully relating to the terms on the Acknowledgement and Agreement and fully understand the relevant rules and related liabilities.
- (h) 如有任何疑問, 客戶應尋求專業意見。
In case of any doubts, the Client should seek professional advice.
- (i) 本風險披露聲明會不時修訂或補充, 客戶應參閱不時修訂或已補充的版本。
The Risk Disclosure will be modified or supplemented from time to time, the Client should refer to the revised or supplemented version.

本人/吾等同意根據本身的經驗、風險承受能力及其他相關情況, 仔細考據此等交易是否適合本人/吾等, 如有疑問, 本人/吾等會尋求獨立的專業意見。

I/We agree to consider whether such tradings are suitable for me/us based on my/our own experience, risk tolerance and/or other relevant circumstances. If in doubt, I/we will seek professional advice from an independent party.

客戶確認並簽署 Confirmed and signed on behalf of the Client:

授權人簽名 Authorized Signature(s)