

This English text shall prevail in the event of any inconsistency between the English and Chinese Texts.
中英文本若有任何歧議，須以英文本為準

PLUTUS SECURITIES LIMITED
貝德斯證券有限公司
U.S. IPO AND VOLUNTARY INITIATIVE CERTIFICATION
美國首次公開發售及自律行動證書

Account No. 賬戶號碼	
Account Name 賬戶名稱	

CERTIFICATE FOR THE PURCHASE OF INITIAL PUBLIC OFFERINGS OF EQUITY SECURITIES IN THE UNITED STATES

購買美國首次公開發售股本證券的證書

Pursuant to FINRA Rule 5130 (*formerly NASD Rule 2790*) (the Rule), a new issue in the United States (as defined in the Rule; generally, initial public offerings of equity securities) may not be sold or causes to be sold to any account in which a **restricted person** (all bolded terms relating to the Rules are defined in Annex A) holds a **beneficial interest** unless the account qualifies for a **general exemption** under the Rule. PLUTUS Securities Limited (“**PLUTUS**”) and its affiliates require that you sign and return this Certificate indicating whether or not your account is eligible to purchase IPO shares in accordance with the Rule. In addition, in connection with any new issue, you hereby represent that you will not act as a **finder** or in a fiduciary capacity to any managing underwriter of any new issue and that you shall notify PLUTUS immediately in the event that such representation ceases to be true and correct. You should refer to the Rule for the detailed restrictions and requirements.

根據美國金融業監督局(簡稱 FINRA)規則第 5130 條(前為納斯達克規則第 2790 條)(該規則)規定，在美國的新股本證券定義見該規則，一般指首次公開發售的股本證券不得售予或被安排出售予由**受限制人士**(所有以體顯示有關該規則的詞彙，定義見附錄 A)持有**實益權益**的任何賬戶，除非該賬戶根據該規則獲授予**一般豁免**。貝德斯證券有限公司(「**貝德斯**」)及其聯營要求閣下簽署並交回本證書，以示閣下的賬戶是否合資格根據該規則購買首次公開發售股份。此外，就任何新股本證券閣下謹此聲明，閣下將不會作為任何新股本證券的**發起人**或以任何執行包銷商的受信人身份行事，倘若上述聲明不再真實及準確，閣下將立即知會貝德斯。閣下應參照該規則的詳細約束及規定。

Some investment banks have agreed to a Voluntary Initiative Regarding IPO Allocations (“**Voluntary Initiative**”). (All bolded terms relating to the Voluntary Initiative are defined in Annex B) Among other things, the Voluntary Initiative prohibits the allocation of IPOs to accounts **beneficially owned** by executive officers or directors (or their immediate family members) of U.S. **public companies** and of foreign companies for which a U.S. market is the **principal equity trading market** (collectively, “**Covered Persons**”).*

一些投資銀行同意一項有關分配首次公開發售的自律行動(「**自律行動**」)。(所有以粗體顯示有關自律行動的詞彙，定義見附錄 B)自律行動(其中包括)禁止向美國公眾公司及以美國市場為**主要股本交易市場**的外國公司的行政人員或董事(或其直屬家庭成員)(統稱「**涵蓋人士**」)**實益擁有**的賬戶分配首次公開發售。

* Covered Person does not include U.S. Securities and Exchange Commission Registered investment companies or its registered investment advisers acting on its behalf.

涵蓋人士不包括美國證券交易委員會的登記投資公司或代表其行事的登記投資顧問。

**PLUTUS SECURITIES LIMITED
U.S. IPO AND VOLUNTARY INITIATIVE CERTIFICATION**

Account No.	
Account Name	

PLEASE TICK ONE BOX FROM SECTION “A” AND ONE BOX FROM SECTION “B”, AND INITIAL NEXT TO THE RELEVANT BOXES.

SECTION A

The undersigned hereby certifies that with respect to its PLUTUS securities account in which it has the opportunity to purchase and/or allocate new issues:

- The account is eligible to purchase new issues either because no restricted person (which includes those accounts that meet a general exemption and, by definition, are not restricted persons) holds the beneficial interests in the account, or because the account has implemented procedures to reduce the beneficial interests of all restricted persons with respect to new issues to in the aggregate below 10%, and the undersigned hereby represents that it will follow such procedures in connection with the purchase by the account of all new issues; OR
- The undersigned is a conduit (such as a bank, foreign bank, broker/dealer or investment adviser) and all purchases of new issues are, and will be, in compliance with the Rule. If the beneficial interests of all restricted persons in any one account exceeds in the aggregate 10% of the account but the account has implemented procedures to reduce the beneficial interest of all restricted persons with respect to new issues to below in the aggregate below 10%, the undersigned hereby represents that it will follow such procedures in connection with the purchase by the account of all new issues; OR
- The account is a restricted person and is not eligible to purchase new issues.

SECTION B

- Customer is not a Covered Person. The undersigned confirms that at least **one** of the following statements is correct:
 - (i) The account is eligible to purchase initial public offerings because the account is not beneficially owned by an executive officer or director (or an immediate family member of any such person) of a U.S. public company or a public company for which a U.S. market is the principal equity trading market (account for more than 50% of the company’s common stock and equivalents).
 - (ii) The account is an investment adviser registered with the U.S. Securities and Exchange Commission.
- Customer is a Covered Person and is **not** eligible to purchase IPOs.

The undersigned hereby certifies that the undersigned is authorized to provide this Certification and that the undersigned or an authorized representative of the account will promptly notify PLUTUS Securities Limited in the event this Certification ceases to be true and correct.

Individual / Joint Customer(s)

Signature of customer
Name of customer: Date:
<i>(Applicable to Joint Accounts)</i> Signature(s) of additional customer(s)
Name(s) of additional customer(s): Date:

Corporate Customer

Signature(s) of authorized signatory(ies) with company chop
Name(s) of authorized signatory(ies):
Date: For and on behalf of (Company name):

Please sign and return the Certificate to us. Please understand that PLUTUS Securities Limited is required to obtain this certification from you within 12 months prior to each offer of a new issue to you.

貝德斯證券有限公司
美國首次公開發售及自律行動證書

賬戶號碼	
賬戶名稱	

請在以下「A」部分及「B」部分其中一個方格內填上 號，並於有關方格側草簽。

A 部分

下述簽署人謹此證明就其有機會購買及/或分配新股本證券的貝德斯證券賬戶而言：

- 由於賬戶並非由受限制人士（包括獲授予一般豁免的該等賬戶及按定義所界定並非受限制人士者）持有實益權益，或由於賬戶已辦理手續將所有受限制人士就新股本證券而言的實益權益削減至合共低於 10%，故賬戶合資格購買新股本證券，而下述簽署人謹此聲明其將會遵從辦理就賬戶購買所有新股本證券而言的相關手續；或
- 下述簽署人為金融機構（如銀行、外資銀行、經紀 / 交易商或投資顧問）及所有新股本證券的購買需及需遵守該規則。倘若所有受限制人士在任一個賬戶的實益權益合共超過賬戶 10%，但賬戶已辦理手續將所有受限制人士就新股本證券而言的實益權益削減至合共低於 10%，而下述簽署人謹此表示其將會遵從辦理就賬戶購買所有新股本證券而言的相關手續；或
- 賬戶為受限制人士及**不**合資格購買新股本證券。

B 部分

- 客戶並非涵蓋人士，下述簽署人確認以下聲明至少一項為正確：
 - (i) 賬戶合資格購買首次公開發售，因為賬戶並非由美國公眾公司或以美國市場為主要股本交易市場(佔該公司 普通股及同等股份 50%以上) 的公眾公司的行政人員或董事(或任何該等人士的直屬家庭成員)實益擁有。
 - (ii) 賬戶為美國證券交易委員會的登記投資顧問。
- 客戶為涵蓋人士及**不**合資格購買首次公開發售。

下述簽署人謹此證明下述簽署人獲授權提供本證書，且倘若本證書不再真實及準確，下述簽署人或賬戶的授權代表將立即知會貝德斯。

個人 / 聯名客戶

客戶簽署
客戶姓名:
日期:
(適用於聯名賬戶)
其他客戶簽署
其他客戶姓名:
日期:

公司客戶

授權簽署人簽署及公司蓋印
授權簽署人姓名:
日期:
代表 (公司名稱):

請簽署並交回證書。請理解貝德斯證券有限公司需於每次向閣下發售股本證券前 12 個月內從閣下取得本證書。

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ANNEX A TO IPO AND VOLUNTARY INITIATIVE CERTIFICATION

首次公開發售及自律行動證書附錄 A

General Exemptions:

一般豁免:

1. An investment company registered under the investment Company Act of 1940, as amended.
一家根據 1940 年投資公司法(經修訂)註冊的投資公司。
2. A common trust fund or similar fund as described in Section 3(a)(12)(A)(iii) of the Securities Exchange Act of 1934, as amended, provided that : (i) the fund has investment for 1,000 or more accounts, and (ii) the fund does not limit beneficial interests in the fund principally to trust accounts of restricted persons.
1934 年證券交易法第 3(a)(12)(A)(iii)條(經修訂)所述的共同信託基金或類似基金，條件是(i)基金為 1,000 或以上賬戶進行投資；及(ii)基金並無限制受限制人士信託賬戶內大部分基金的實益權益。
3. An insurance company general, separate or investment account, provided: (i) the account is funded by premiums from 1,000 or more policyholders or, if a general account, the insurance company has 1,000 or more policyholders, **and** (ii) the insurance company does not limit the policyholders whose premiums are used to fund the account principally to restricted persons, or if a general account, the insurance company does not limit its policyholders principally to restricted persons.
保險公司一般、獨立或投資賬戶，條件是(i)賬戶資金來自 1,000 名或以上保單持有人的保費，或倘若為一般賬戶，保險公司擁有 1,000 名或以上保單持有人；**及**(ii)保險公司並無限制其保費主要用作為受限制人士賬戶提供資金的保單持有人，或倘若為一般賬戶，保險公司並無限制其保單持有人主要向受限制人士賬戶提供資金。
4. An account, including a fund, limited partnership, joint back office broker-dealer or other entity, if the beneficial interests of restricted persons do not exceed in the aggregate 10% of the account.
倘若受限制人士的實益權益合共並無超過賬戶的 10%，一個賬戶包括一個基金、有限合夥經營、聯合後勤辦公室經紀交易商或其他實體。
5. A publicly traded entity (other than a broker-dealer authorized to engage in the public offering of new issues either as a selling group member or underwriter, or an affiliate of such a broker-dealer) that is: (i) listed on a U.S. national securities exchange, (ii) traded on Nasdaq National Market, or (iii) a non-U.S. issuer whose securities meet the quantitative designation criteria for listing on a national securities exchange or trading on the Nasdaq National Market.
本身(i) 在美國全國證券交易所上市；(ii)在納斯達克全市場買賣；或(iii)非美國發行人(其證券符合在全國證券交易所上市或在納斯達克全國市場買賣的定量指定標準)的公開買賣實體(不包括獲授權以售股集團成員或包銷商身份與新發售的經紀交易商，或該經紀交易商的聯屬人)。
6. An investment company organized under the laws of a non-U.S. jurisdiction, provided that: (i) the investment company is listed on a non-U.S. exchange or authorized for sale to the public by a non-U.S. regulatory authority; **and** (ii) no person owning 5% or more of the shares of the investment company is a restricted person.
根據美國司法權區法例成立的一家投資公司，條件是(i)投資公司在非美國交易所上市或獲授權由非美國監管機關售予公眾人士；**及**(ii)並無持有投資公司 5%或以上股份的人士為受限制人士。
7. An ESISA benefit plan that is qualified under Section 401(a) of the Internal Revenue Code, provided that the plan is not sponsored solely by a broker-dealer.
員工退休收入保障法(簡稱 ESISA)福利計劃符合美國國內稅收法第 401(a)條規定，條件是計劃並非由經紀交易商單獨贊助。
8. A state or municipal government benefits plan that is subject to state regulation and/or municipal regulation.
受州或市規例所限的州或市政府福利計劃。
9. A tax-exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code.
根據美國國內稅收法第 501(c)(3)條的免稅慈善機構。
10. A church plan under Section 414(e) of the Internal Revenue Code.
根據美國國內稅收法第 414(e)條的教堂計劃。

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Restricted Person/Entities:

受限制人士/實體:

1. A NASD or FINRA member firm or other broker-dealer.
納斯達克或 FINRA 會員公司或其他經紀交易商。
2. An officer, director, general partner, **associated person or employee of a NASD or FINRA member firm** or any other broker-dealer (other than a **limited business broker-dealer**).
任何納斯達克或 FINRA 會員公司或任何其他經紀交易商(有限業務經紀交易商除外)之高級人員、董事、一般合類人、聯繫人士或僱員。
3. An agent of a NASD or FINRA member firm or any other broker-dealer (other than a limited business broker-dealer) that is engaged in the investment banking or securities business.
任何納斯達克或 FINRA 會員公司或任何其他經紀交易商(有限業務經紀交易商除外)之從事投資銀行業務或證券業務的任何代理人。
4. A person who has authority to buy or sell securities for a bank, savings and loan association, insurance company, investment company, investment advisor (whether or not registered as an investment advisor) or **collective investment account**.
任何有權為銀行、儲蓄及貸款機構、保險公司、投資公司、投資顧問(無論是否註冊為一名投資顧問)或集體投資賬戶買賣證券之人士。
5. A person listed, or required to be listed, on one of the following schedules to Form BD as filed, or required to be filed, with the SEC by a broker-dealer (other than with respect to a limited broker-dealer): (i) Schedule A, unless the person is identified by an ownership code of less than 10%; (ii) Schedule B, except persons whose listing on Schedule B relates to an ownership interest in a person listed on Schedule A identified by an ownership code of less than 10%; or (iii) Schedule C, unless the person would be excluded under the percentage ownership criteria for Schedule A or B above.
列入或須列入下列任何一份已經或須由經紀交易商遞交美國證券交易委員會存檔的表格 BD 附表之人士(有關有限業務經紀交易商者除外): 附表 A, 而按擁有權守則識別為擁有 10% 以下擁有權權益之人士除外; (ii) 附表 B, 其列入附表 B 與列入附表 A 而按擁有權守則識別為擁有 10% 以下擁有權權期之人士有關除外; 或(iii) 附表 C, 不包括在上文附表 A 或 B 的百分比擁有權權益標準下的人士除外。
6. A person that directly or indirectly owns an interest, in the amounts specified below, of a public reporting company listed, or required to be listed, on Schedule A or B of Form BD relating to a broker-dealer (other than a limited business broker-dealer), unless the public reporting company is listed on a national securities exchange or is traded on the Nasdaq National Market; (i) 10% or more of a public reporting company listed, or required to be listed, on Schedule A; or (ii) 25% or more of a public reporting company listed, or required to be listed, on Schedule B.
直接或者間接擁有下文所指明一家已上市公眾申報公司之權益, 或須列入與經紀交易商有關美國證券交易委員會表格 BD 附表 A 或附表 B 之人士(有限業務經紀交易場除外) (已於一家全國證券交易所上市或已於納斯達克環球市場買賣之公眾申報公司除外): (i) 一家已上市公眾申報公司之 10% 或以上權益或須列入附表 A 的權益; 或(ii) 一家已上市公眾申報公司之 25% 或以上權益或須列入附表 B 的權益。
7. A person acting: as a **finder** in connection with any new issue in which the person is participating or (ii) in a fiduciary capacity to the managing underwriter(s) in connection with any new issue in which the person is participating.
以(i) 與該人士所參與的任何新股本證券有關的**發起人**; 或(ii)為與該人士所參與的任何新股本證券有關的執行包銷商擔任受信任人身份事之任何人士。
8. An **immediate family member**: (i) a person specified in items 2-7 **materially supports**, or receives support from, that person; (ii) a person specified in items 2-3 that is employed by or associated with the NASD or FINRA member or its affiliate selling the new issue to the immediate family member, or that has an ability to control the allocation of the new issue; or (iii) a person specified in items 5-6 that is an owner of the NASD or FINRA member or its affiliate selling the new issue to the immediate family member, or that has an ability to control the allocation of the new issue.
下列各類人士之**直系家庭成員**: (i) 第 2 至 7 項指定由該人士獲得**重大支援**或支援人士; (ii) 第 2 至 3 項指定獲納斯達克或 FINRA 會員聘月或與該納斯達克或 FINRA 會員有聯繫的人士, 或為該納斯達克或 FINRA 會員之聯繫人士, 或向該直系家庭成員出售該新股本證券或有能力控制該新股本證券之分配之人士; 或(iii)第 5 至 6 項指定身為納斯達克或 FINRA 會員之擁有人, 或為該納斯達克或 FINRA 會員之聯繫人士, 或向該直系家庭成員出售該新股本證券或有能力控制該新股本證券之分配之人士。

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NASD Rule 2790 Definitions:

納斯達克規則第 2790 條定義:

Associated person or employee of a NASD or a FINRA member firm. (1) Any natural person registered with NASD or FINRA and (2) any natural person, whether or not registered or exempt from registration with NASD or FINRA, who is a sole proprietor, partner, officer, director, or branch manager of NASD or FINRA member firm, or any natural person occupying a similar status or performing similar functions, or any natural person engaged in the investment banking or securities business who is directly or indirectly controlling or controlled by NASD or FINRA member firm (for example, any employee).

納斯達克或 FINRA 會員公司聯繫人或僱員: (1)向納斯達克或 FINRA 登記的任何自然人及(2)無論有否向納斯達克或 FINRA 登記或獲豁免向納斯達克或 FINRA 登記的任何自然人(彼等身為獨資經營者、合夥人、高級職員、董事或納斯達克或 FINRA 會員公司的分公司經理)或擁有類似地位或履行類似職責的任何自然人, 或從事投資銀行或證券業務且目前或曾經由納斯達克或 FINRA 會員公司直接或間接控制的任何自然人(如任何僱員)。

Beneficial interest. Any economic interest, including the right to share in gains or losses, other than management or performance based fee for operating a collective investment account, or other fees for acting in a fiduciary capacity.

實益權益: 任何經濟權益, 包括分佔利潤或虧損之權利, 但經營集合投資賬戶而收取管理費或表理費, 或擔任受信人身份而收取其他費用則除外。

Collective investment account. Any hedge fund, investment partnership, investment corporation, or any other collective investment vehicle that is engaged primarily in the purchase and sale of securities, but not (1) a legal entity that is beneficially owned solely by immediate family members or (2) an investment club comprising a group of friends, neighbors, business associates or others who pool their money to invest in stock or other securities and are collectively responsible for making investment decisions.

集體投資賬戶: 任何對沖基金、投資合夥、投資公司、或主要從事買賣證券之任何其他集體投資公司, 不包括(1)由直系家庭成員獨自實益擁有的法律實體或(2)由一群朋友、鄰居、業務夥伴或其他人士集合資金以投資於股份或其他證券, 並共同負責作出投資決定的投資俱樂部。

Finder. A person who receives compensation for identifying potential investors in an offering.

發起人: 在發售事項中因物色潛在投資者而獲得報酬的人士。

Immediate family member. A person's parents, mother-in-law or father-in-law, spouse, brother or sister, brother-in-law or sister-in-law, son-in-law or daughter-in-law and children, and any other individual to whom the person provides material support.

直系家庭成員: 一位人士之父母、岳母或家姑、岳父或家翁、配偶、兄弟、姐妹、配偶的兄弟姐妹、女婿或兒媳婦及子女, 以及由該人士提供重大支援之任何其他人士。

Limited business broker-dealer. Any broker-dealer whose authorization to engage in the securities business is limited solely to the purchase and sale of investment company/variable contracts securities and direct participation program securities.

有限業務經紀交易商: 任何從事證券業務之授權僅限於買賣投資公司 / 可給合約證券及直接參與計劃證券之經紀交易商。

Material support. Directly or indirectly providing more than 25% of a person's income in the prior calendar year. Members of the immediate family living in the same household are deemed to be providing each other with material support.

重大支援: 於上一公曆年直接或間接提供一位人士 25% 以上之收入。生活在同一家庭的直系家庭成員被視為互相提供重大支援。

ANNEX B TO IPO AND VOLUNTARY INITIATIVE CERTIFICATION
首次公開發售及自律行動證書附錄 B

Voluntary Initiative Definitions Regarding IPO Allocations:

有關分配首次公開發售的自律行動釋義:

Executive officer or director. Any person named as an executive officer or director in a U.S. public company's most recent proxy filed with the SEC or in an annual report filed with the SEC on Form 10-K or Form 20-F, as well as any director of a foreign company that is registered with the SEC under the '34 Act, as amended.

行政人員或董事: 於一間美國公眾公司最近期向美國證交會遞交存檔的代表委任表格上或以 10-K 表格或 20-F 表格向美國證交會遞交存檔的年報內名列為行政人員或董事的任何人士，以及根據一九三四年證券法(經修訂)向美國證交會登記的外國公司的任何董事。

Participating Firm. Firms (which includes their U.S. broker-dealer affiliates) named in the Global Settlement reached by the Securities & Exchange Commission, the FINRA, the New York Stock Exchange, the Office of the New York Attorney General, and the North American Securities Administrators Association.

參與商號: 名列於合球和解並由美國證券交易委員會、美國金融業監管局、紐約證券交易所、紐約司法部長辦公室及北美洲證券行政人員協會接觸的商號(包括其美國經紀交易商的聯屬公司)

Beneficial Owner. Any executive officer or director of a U.S. public company, or the person's spouse or minor child having the same last name or living at the same address as the person, who holds a 50% or greater interest in an account and has the power either directly or indirectly to dispose of or direct the disposition of or vote or direct the voting of securities held in the account.

實益擁有人: 於賬戶持有 50%或以上權益並有權對賬戶持有的證券進行直接或間接處置或指示處置或投票或指示投票的美國公眾公司任何行政人員或董事、或該名人士的配偶或具有與該名人士相同姓氏或居於與該名人士相同地址的未成年孩童。

Public Company. Any company that is registered under Section 12 of the Securities Exchange or files period reports pursuant to Section 15(d) thereof.

公眾公司: 根據證券交易所第 12 條規則登記或根據證券交易所第 15(d)條規則遞交定期報告存檔的任何公司。

Principal Equity Trading market. A company's "principal equity trading market" is a U.S. market if, in the second preceding quarter, more than 50% of worldwide trading in the company's common stock and equivalents (such as ordinary shares or common stock or ordinary shares represented by American Depository Receipts) takes place in the U.S. trading volume, for these purposes shall be measured by publicly reported share volume.

主要股本交易市場: 倘於先前第二個季度公司的普通股或同等股份(如普通股股份或普通股或以美國預托證券代表的普通股股份)超過 50%的全球交易於美國進行，且成交量(就此目的而言)須按公開報告的股份成交量計量，則該公司的「主要股本交易市場」為美國市場。