

**Explanation of Restrictions Applicable to Securities of Companies Listed on The Stock Exchange of Hong Kong Limited that have:**

- (1) The Letters “RS” Appearing at the End of Their Full Names;**
- (2) The Letters “RS” Appearing at the End of Their Short Names; and/or**
- (3) Stock Codes Ranging from 06300 to 06399**

Companies listed on The Stock Exchange of Hong Kong Limited (“SEHK”) that have (1) the letters “RS” appearing at the end of their full name, (2) the letters “RS” appearing at the end of the short name for their security(ies) and/or (3) stock codes ranging from 06300 to 6399, are companies organized within the United States of America that have listed Hong Kong depositary receipts (“HDRs”) on SEHK that evidence Hong Kong depositary shares (“HDSs”).

These securities are subject to the following restrictions:

**NEITHER THE HDRs NOR THE HDSs EVIDENCED THEREBY HAVE BEEN OR WILL BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND MAY NOT BE RE-OFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OF, A U.S. PERSON (AS DEFINED BELOW), UNLESS THE SECURITIES ARE REGISTERED UNDER THE SECURITIES ACT OR PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT, AND HEDGING TRANSACTIONS INVOLVING THE HDRs OR THE HDSs MAY NOT BE CONDUCTED UNLESS IN COMPLIANCE WITH THE SECURITIES ACT.**

**Definition of U.S. Person Under Regulation S**

Under Rule 902 of Regulation S promulgated under the United States Securities Act of 1933, as amended (the “Securities Act”), the term “U.S. person” means:

- any natural person resident in the United States;
- any partnership or corporation organized or incorporated under the laws of the United States;
- any estate of which any executor or administrator is a U.S. person;
- any trust of which any trustee is a U.S. person;

- any agency or branch of a foreign entity located in the United States;
- any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
- any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
- any partnership or corporation if: (a) organized or incorporated under the laws of any foreign jurisdiction; and (b) formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) promulgated under the Securities Act) who are not natural persons, estates or trusts.

The following are not "U.S. persons":

- any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
- any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if: (a) an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and (b) the estate is governed by foreign law;
- any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;
- an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
- any agency or branch of a U.S. person located outside the United States if: (a) the agency or branch operates for valid business reasons; and (b) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and
- the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

中文譯文(部分)

中英文版如有歧義，概以英文版為準。

**闡釋——適用於在香港聯合交易所有限公司上市的下列公司之證券的限制：**

- (1) 公司全名未標有「RS」字眼者；**
- (2) 證券簡稱未標有「RS」字眼者；及／或**
- (3) 股份代號介乎 06300 至 06399 者**

在香港聯合交易所有限公司（「聯交所」）上市而其 (1) 公司全名未標有「RS」字眼；(2) 證券簡稱未標有「RS」字眼；及／或 (3) 股份代號介乎06300至6399的公司，皆屬在美國成立的公司，其香港預託股份（「HDS」）以香港預託證券（「HDR」）作證明，並以此在聯交所上市。

有關證券有下列限制：

[《美國證券法(1933)》（修訂本）所定的限制並無中文譯本，請參閱[英文版](#)]