**[LICENSED CORPORATION LETTERHEAD]**

[DATE]

Licensing Department

Intermediaries Division

Securities and Futures Commission

35/F, Cheung Kong Center

2 Queen's Road Central

Hong Kong

Dear Sirs

**Re: Exemption from Registration Pursuant to U.S. Commodity Futures Trading Commission Rule 30.10**

In connection with the application of [Licensed Corporation] for an exemption from registration as a futures commission merchant, and in accordance with the Commodity Futures Trading Commission (“CFTC”)’s Order dated March 19, 2015 (the “CFTC Order”), [Licensed Corporation] hereby makes the following representations and gives the following undertakings to the SFC.

[Licensed Corporation]:

(a) Holds a current licence issued by the SFC under the Securities and Futures Ordinance (Cap. 571) (“SFO”) which has not been suspended.

(b) Trades on behalf of customers in Hong Kong and intends to trade on behalf of customers in the United States of America (“U.S.”).

(c) Undertakes to notify the SFC immediately if it terminates its activities in the U.S. or if there is any other change in its status that would affect its continued eligibility for the exemption granted under the CFTC Order.

(d) Undertakes to hold the SFC harmless and to indemnify the SFC for any liability, damage, loss, cost and expense (legal or otherwise) that the SFC may incur by reason of the operation or enforcement of the CFTC Order with respect to it.

(e) Confirms that it and its licensed individuals who engage in activities subject to the CFTC Order are not statutorily disqualified from registration under the U.S. Commodity Exchange Act and that it will ensure that its licensed individuals remain not so statutorily disqualified.

(f) Undertakes not to allow any unlicensed persons or persons whose SFC licences are suspended or revoked to engage in activities subject to the CFTC Order.

(g) Gives consent to the SFC to provide all necessary information (including personal data of persons related to it) without restrictions to the CFTC and the National Futures Association (“NFA”) to fulfil SFC’s regulatory obligations.

(h) Authorizes the SFC to pass the [Licensed Corporation]’s letter of [date] and Agency Agreement to the CFTC and/or the NFA.

[Licensed Corporation] confirms that the representations made in this letter are accurate and true, and understands that knowingly or recklessly (a) making any representation to the SFC that is false or misleading in a material particular is a criminal offence under section 383 of the SFO and (b) providing any information to the SFC which is false or misleading in a material particular constitutes a criminal offence under section 384(3) of the SFO.

Dated this\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2015.

The Common Seal of [Licensed Corporation] was hereby

affixed pursuant to a resolution of the Board

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Signature of Director

Name of Director: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_