

《證券及期貨(專業投資者)規則》  
(第 571 章, 附屬法例 D)

**Securities and Futures (Professional Investor) Rules**  
(Cap. 571 sub. leg. D)

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經核證文本  
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**尚未實施的條文 / 修訂** —

尚未實施的條文及修訂的資料，可於「電子版香港法例」(<http://www.elegislation.gov.hk>) 閱覽。

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### 制定史

本為 2002 年第 188 號法律公告——2004 年第 23 號，2011 年第 135 號法律公告，2012 年第 1 號編輯修訂紀錄，2014 年第 2 號編輯修訂紀錄，2018 年第 99 號法律公告

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## 《證券及期貨(專業投資者)規則》

## (第 571 章, 附屬法例 D)

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## Securities and Futures (Professional Investor) Rules

## (Cap. 571 sub. leg. D)

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## 《證券及期貨(專業投資者)規則》

(第 571 章第 397(1) 條)

(略去制定語式條文——2012 年第 1 號編輯修訂紀錄)

[2003 年 4 月 1 日] 2003 年第 12 號法律公告

(格式變更——2012 年第 1 號編輯修訂紀錄)

1. (已失時效而略去——2012 年第 1 號編輯修訂紀錄)

## 2. 釋義

在本規則中，除文意另有所指外——

**公開檔案** (public filing) 指由或代表——

- (a) 信託法團 (不論是代表其本身或就其擔任信託人的任何信託)；
- (b) 個人；
- (c) 法團 ((a) 段提述的信託法團除外)；或
- (d) 合夥，

依據香港或香港以外地方的法律規定或規管性規定而呈交給某人士或團體的文件，而該人士或團體有責任向香港或香港以外地方的公眾發表該文件，或以其他方式提供該文件予有關的公眾查閱；(2018 年第 99 號法律公告)

**有聯繫者** (associate) 就任何個人而言，指該人的配偶或任何子女；

**有關日期** (relevant date) ——

- (a) 就本條例第 103(3)(k) 條所描述的廣告、邀請或文件而言，指發出或為發出而管有該廣告、邀請或文件的日期；

## Securities and Futures (Professional Investor) Rules

(Cap. 571, section 397(1))

(Enacting provision omitted—E.R. 1 of 2012)

[1 April 2003] L.N. 12 of 2003

(Format changes—E.R. 1 of 2012)

1. (Omitted as spent—E.R. 1 of 2012)

## 2. Interpretation

In these Rules, unless the context otherwise requires—

**associate** (有聯繫者), in relation to an individual, means the spouse or any child of the individual;

**custodian** (保管人) means—

- (a) a corporation the principal business of which is to act as a custodian of securities or other property for another person, whether on trust or by contract; or
- (b) any of the following persons whose business includes acting as a custodian of securities or other property for another person, whether on trust or by contract—(L.N. 99 of 2018)
  - (i) an authorized financial institution;
  - (ii) a bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong;
  - (iii) a licensed corporation;

- (b) 就本條例第 174(2)(a) 條所描述的造訪而言，指進行該造訪的日期；
- (c) 就本條例第 175(5)(d) 條所描述的要約而言，指提出該要約的日期；或
- (d) 就憑藉根據本條例訂立的規則而規定須於某日期或之前或須於某日期履行某項責任的其他情況而言，指該日期；

**投資組合** (portfolio) 指由任何下述項目組成的投資組合 ——

- (a) 證券；
- (b) 由 ——
  - (i) 認可財務機構發行的存款證；或
  - (ii) 並非認可財務機構但根據香港以外地方的法律受規管的銀行發行的存款證；
- (c) 就任何個人、法團或合夥而言，由保管人替該人、法團或合夥持有的款項；

**信託法團** (trust corporation) 指 ——

- (a) 根據《受託人條例》(第 29 章) 第 8 部註冊的任何信託公司；或
- (b) 符合以下說明的其他法團 ——
  - (i) 所經營的業務的性質與 (a) 段提述的信託公司所經營的業務的性質相似；並
  - (ii) 根據香港以外地方的法律受規管；

**保管人** (custodian) 指 ——

- (a) 主要業務是作為另一人的證券或其他財產的保管人 (不論是以信託或合約形式保管) 的法團；或
- (b) 業務包括作為另一人的證券或其他財產的保管人 (不論是以信託或合約形式保管) 的下述人士 ——
  - (i) 認可財務機構；

- (iv) a person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong; (*L.N. 99 of 2018*)

**portfolio** (投資組合) means a portfolio comprising any of the following—

- (a) securities;
- (b) a certificate of deposit issued by—
  - (i) an authorized financial institution; or
  - (ii) a bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong;
- (c) in relation to an individual, corporation or partnership, money held by a custodian for the individual, corporation or partnership;

**public filing** (公開檔案) means a document that, pursuant to the legal or regulatory requirements in Hong Kong or in a place outside Hong Kong, has been submitted to a person or body that is under a duty to publish the document to, or otherwise make the document available for inspection by, members of the public in Hong Kong or in a place outside Hong Kong, by or on behalf of—

- (a) a trust corporation (whether on its own behalf or in respect of a trust of which it acts as a trustee);
- (b) an individual;
- (c) a corporation (other than a trust corporation referred to in paragraph (a)); or
- (d) a partnership; (*L.N. 99 of 2018*)

**relevant date** (有關日期)—

- (a) in the case of an advertisement, invitation or document described in section 103(3)(k) of the Ordinance, means

- (ii) 並非認可財務機構但根據香港以外地方的法律受規管的銀行；
- (iii) 持牌法團；
- (iv) 經營提供投資服務的業務並根據香港以外地方的法律受規管的人。(2018 年第 99 號法律公告)  
(2014 年第 2 號編輯修訂紀錄；2018 年第 99 號法律公告)

**2A. 港元款額包括其等值的任何外幣**

在本規則中，凡提述以港元表示的款額，包括其等值的任何外幣。

(2018 年第 99 號法律公告)

**3. 訂明為專業投資者的人士**

- the date on which the advertisement, invitation or document is issued, or possessed for the purposes of issue;
- (b) in the case of a call described in section 174(2)(a) of the Ordinance, means the date on which the call is made;
- (c) in the case of an offer described in section 175(5)(d) of the Ordinance, means the date on which the offer is made; or
- (d) in any other case which, by virtue of any rules made under the Ordinance, requires compliance with an obligation, means the date by or on which the obligation is required to be complied with;

**trust corporation** (信託法團) means—

- (a) any trust company registered under Part 8 of the Trustee Ordinance (Cap. 29); or
- (b) any other corporation which—
  - (i) carries on a business which is of a nature similar to that of a trust company referred to in paragraph (a); and
  - (ii) is regulated under the law of any place outside Hong Kong.

(E.R. 2 of 2014; L.N. 99 of 2018)

**2A. Amount in Hong Kong dollars includes its equivalent in any foreign currency**

In these Rules, a reference to an amount expressed in Hong Kong dollars includes its equivalent in any foreign currency.

(L.N. 99 of 2018)

**3. Persons prescribed as professional investors**

為施行本條例附表 1 第 1 部第 1 條**專業投資者**的定義的 (j) 段，現就本條例的任何條文(附表 5 除外)訂明以下人士屬該定義所指的人——(2018 年第 99 號法律公告)

- (a) 第 4 條指明的信託法團；
- (b) 第 5(1) 條指明的個人；
- (c) 第 6 條指明的法團 ((a) 段提述的信託法團除外)；
- (d) 第 7 條指明的合夥。(2018 年第 99 號法律公告)

#### 4. 信託法團

為施行第 3(a) 條而指明的信託法團，是符合以下說明的信託法團：擔任一項或多於一項信託的信託人，而在該項或該等信託下獲託付的總資產在有關日期或按照第 8 條獲確定，不少於 \$40,000,000。

(2018 年第 99 號法律公告)

#### 5. 個人

- (1) 為施行第 3(b) 條而指明的個人，是符合以下說明的個人：在考慮以下任何一項或多於一項時，擁有的投資組合在有關日期或按照第 8 條而獲確定，不少於 \$8,000,000 ——
- (a) 該個人本人的帳戶內的投資組合；
  - (b) 該個人聯同其有聯繫者於某聯權共有帳戶內的投資組合；
  - (c) 該個人在聯同一名或多於一名其有聯繫者以外的人士於某聯權共有帳戶內的投資組合中所佔部分；
  - (d) 在有關日期的主要業務是持有投資項目並在有關日期由該個人全資擁有的法團的投資組合。

For the purposes of paragraph (j) of the definition of **professional investor** in section 1 of Part 1 of Schedule 1 to the Ordinance, the following persons are prescribed as within the meaning of that definition for the purposes of any provision of the Ordinance other than Schedule 5—(L.N. 99 of 2018)

- (a) a trust corporation specified in section 4;
- (b) an individual specified in section 5(1);
- (c) a corporation (other than a trust corporation referred to in paragraph (a)) specified in section 6;
- (d) a partnership specified in section 7. (L.N. 99 of 2018)

#### 4. Trust corporations

A trust corporation specified for the purposes of section 3(a) is a trust corporation having been entrusted under one or more trusts of which it acts as a trustee with total assets of not less than \$40 million at the relevant date or as ascertained in accordance with section 8.

(L.N. 99 of 2018)

#### 5. Individuals

- (1) An individual specified for the purposes of section 3(b) is an individual having a portfolio of not less than \$8 million at the relevant date or as ascertained in accordance with section 8, when any one or more of the following are taken into account—
- (a) a portfolio on the individual's own account;
  - (b) a portfolio on a joint account with the individual's associate;
  - (c) the individual's share of a portfolio on a joint account with one or more persons other than the individual's associate;

- (2) 就第 (1)(c) 款而言，某名個人在聯同一名或多於一名其有聯繫者以外的人士於某聯權共有帳戶內的投資組合中所佔部分——
- (a) 為帳戶持有人之間訂立的書面協議中指明，該個人於該投資組合中所佔部分；或
- (b) (如沒有訂立 (a) 段所述的協議) 為於該投資組合中平均所佔部分。

(2018 年第 99 號法律公告)

## 6. 法團

為施行第 3(c) 條而指明的法團，是——

- (a) 符合以下說明的法團——
- (i) 擁有的投資組合在有關日期或按照第 8 條而獲確定不少於 \$8,000,000；或
- (ii) 擁有的總資產在有關日期或按照第 8 條而獲確定不少於 \$40,000,000；
- (b) 在有關日期的主要業務是持有投資項目並在有關日期由以下任何一名或多於一名人士全資擁有的法團——
- (i) 第 4 條指明的信託法團；
- (ii) 第 5(1) 條指明的個人；
- (iii) 本段或 (a) 段指明的法團；
- (iv) 第 7 條指明的合夥；
- (v) 屬本條例附表 1 第 1 部第 1 條**專業投資者**的定義的 (a)、(d)、(e)、(f)、(g) 或 (h) 段所指的專業投資者；或

- (d) a portfolio of a corporation which, at the relevant date, has as its principal business the holding of investments and is wholly owned by the individual.
- (2) For the purposes of subsection (1)(c), an individual's share of a portfolio on a joint account with one or more persons other than the individual's associate is—
- (a) the individual's share of the portfolio as specified in a written agreement among the account holders; or
- (b) in the absence of an agreement referred to in paragraph (a), an equal share of the portfolio.

(L.N. 99 of 2018)

## 6. Corporations

A corporation specified for the purposes of section 3(c) is—

- (a) a corporation having—
- (i) a portfolio of not less than \$8 million; or
- (ii) total assets of not less than \$40 million, at the relevant date or as ascertained in accordance with section 8;
- (b) a corporation which, at the relevant date, has as its principal business the holding of investments and is wholly owned by any one or more of the following persons—
- (i) a trust corporation specified in section 4;
- (ii) an individual specified in section 5(1);
- (iii) a corporation specified in this paragraph or paragraph (a);
- (iv) a partnership specified in section 7;

- (c) 在有關日期全資擁有 (a) 段提述的法團的法團。  
(2018 年第 99 號法律公告)

## 7. 合夥

為施行第 3(d) 條而指明的合夥，是符合以下說明的合夥——

- (a) 擁有的投資組合在有關日期或按照第 8 條而獲確定不少於 \$8,000,000；或  
(b) 擁有的總資產在有關日期或按照第 8 條而獲確定不少於 \$40,000,000。

(2018 年第 99 號法律公告)

## 8. 確定總資產或投資組合

為施行第 4、5(1)、6(a) 或 7 條，託付予某信託法團的總資產、某名個人的投資組合、或某法團或合夥的投資組合或總資產，將通過參閱以下任何一份或多於一份文件而獲確定——

- (a) 就信託法團、法團或合夥而言，該信託法團(或其擔任信託人的任何信託)、法團或合夥在有關日期前 16 個月內擬備的最近期的經審計的財務報表；  
(b) 就信託法團、個人、法團或合夥而言，在有關日期前 12 個月內發出或呈交的任何一份或多於一份以下文件——  
(i) 由保管人發出的帳戶結單或證明書；  
(ii) 由核數師或會計師發出的證明書；

- (v) a professional investor within the meaning of paragraph (a), (d), (e), (f), (g) or (h) of the definition of **professional investor** in section 1 of Part 1 of Schedule 1 to the Ordinance; or  
(c) a corporation which, at the relevant date, wholly owns a corporation referred to in paragraph (a).  
(L.N. 99 of 2018)

## 7. Partnerships

A partnership specified for the purposes of section 3(d) is a partnership having—

- (a) a portfolio of not less than \$8 million; or  
(b) total assets of not less than \$40 million,

at the relevant date or as ascertained in accordance with section 8.

(L.N. 99 of 2018)

## 8. Ascertaining total assets or portfolio

For the purposes of section 4, 5(1), 6(a) or 7, the total assets entrusted to a trust corporation, the portfolio of an individual, or the portfolio or total assets of a corporation or partnership, are to be ascertained by referring to any one or more of the following—

- (a) for a trust corporation, corporation or partnership, the most recent audited financial statement prepared within 16 months before the relevant date in respect of the trust corporation (or a trust of which it acts as a trustee), corporation or partnership;  
(b) for a trust corporation, individual, corporation or partnership, any one or more of the following documents issued or submitted within 12 months before the relevant date—

- (iii) 由或代表該信託法團(不論是代表其本身或就其擔任信託人的任何信託)、個人、法團或合夥呈交的公開檔案。

*(2018 年第 99 號法律公告)*

- (i) a statement of account or a certificate issued by a custodian;
- (ii) a certificate issued by an auditor or a certified public accountant;
- (iii) a public filing submitted by or on behalf of the trust corporation (whether on its own behalf or in respect of a trust of which it acts as a trustee), individual, corporation or partnership.

*(L.N. 99 of 2018)*