SCHEDULE 4: PROFESSIONAL INVESTOR
附表 4: 專業投資者

1. Definition 定義

A "**professional investor**" is defined as a person falling under paragraphs (a) to (j) of the definition of "professional investor" in Part 1 of Schedule 1 to the SFO. **「專業投資者」**指該條例附表 1 第 1 部份定義中第(a)至(j)段項下所描述的人士。

Definition of professional investors described in paragraphs (a) to (j) in Part 1 of Schedule 1 to the SFO: 該條例附表 1 第 1 部份項下第(a)至(j)段所描述的專業投資者之定義：

(a) any recognized exchange company, recognized clearing house, recognized exchange controller or recognized investor compensation company, or any person authorized to provide automated trading services under section 95(2) of the SFO; 認可交易所、認可結算所、認可控制人或認可投資者賠償公司，或根據該條例第 95(2)條獲認可提供自動化交易服務的人；

(b) any intermediary, or any other person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong; 中介人，或經營提供投資服務的業務並受香港以外地方的法律規管的其他人；

(c) any authorized financial institution, or any bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong; 認可財務機構，或並非認可財務機構但受香港以外地方的法律規管的銀行；

(d) any insurer authorized under the Insurance Companies Ordinance (Cap 41), or any other person carrying on insurance business and regulated under the law of any place outside Hong Kong; 根據《保險公司條例》(第 41 章)獲授權的保險人，或經營保險業務並受香港以外地方的法律規管的其他人；

(e) any scheme which 符合以下說明的計劃-

  (1) is a collective investment scheme authorized under section 104 of the SFO; or 屬根據該條例第 104 條獲認可的集體投資計劃；或

  (2) is similarly constituted under the law of any place outside Hong Kong and, if it is regulated under the law of such place, is permitted to be operated under the law of such place, or any person by whom any such scheme is operated; 以相似的方式根據香港以外地方的法律成立，並(如受該地方的法律規管)根據該地方的法律獲准許營辦，或營辦任何該等計劃的人；

(f) any registered scheme as defined in section 2(1) of the Mandatory Provident Fund Schemes Ordinance (Cap 485) ("MPFSO"), or its constituent fund as defined in section 2 of the Mandatory Provident Fund Schemes (General) Regulation (Cap 485 sub. leg. A), or any person who, in relation to any such registered scheme, is an approved Trustee or service provider as defined in section 2(1) of the MPFSO or who is an investment manager of any such registered scheme or constituent fund; 《強制性公積金計劃條例》(第 485 章)(「MPFSO」)第 2(1)條界定的註冊計劃，或《強制性公積金計劃(一般)規例》(第 485 章，附屬法例 A)第 2 條界定的該等計劃的成分基金，或就任何該等計劃而言屬 MPFSO 第 2(1)條界定的核准受託人或服務提供者或屬任何該等計劃或基金的投資經理的人；

(g) any scheme which 符合以下說明的計劃-

  (1) is a registered scheme as defined in section 2(1) of the Occupational Retirement Schemes Ordinance (Cap 426) ("ORSO"); or 屬《職業退休計劃條例》(第 426 章)(「ORSO」)第 2(1)條界定的註冊計劃；或

  (2) is an offshore scheme as defined in section 2(1) of the ORSO and, if it is regulated under the law of the place in which it is domiciled, is permitted to be operated under the law of such

place, or any person who, in relation to any such scheme, is an administrator as defined in section 2(1) of the ORSO; 屬 ORSO 第 2(1)條界定的離岸計劃，並(如以某地方為本籍而受該地方的法律規管)根據該地方的法律獲准許營辦，或就任何該等計劃而言屬 ORSO 第 2(1)條界定的管理人的人；

(h) any government (other than a municipal government authority), any institution which performs the functions of a central bank, or any multilateral agency; 任何政府(市政府當局除外)、執行中央銀行職能的任何機構，或任何多邊機構；

(i) except for the purposes of Schedule 5 to the SFO, any corporation which is (除為施行該條例附表 5 外)符合以下說明的法團-

(1) a wholly owned subsidiary of 屬下述者的全資附屬公司-

i. an intermediary, or any other person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong; or 中介人，或經營提供投資服務的業務並受香港以外地方的法律規管的其他人；或

ii. an authorized financial institution, or any bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong; 認可財務機構，或並非認可財務機構但受香港以外地方的法律規管的銀行；

(2) a holding company which holds all the issued share capital of 屬持有下述者的所有已發行股本的控權公司-

i. an intermediary, or any other person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong; or 中介人，或經營提供投資服務的業務並受香港以外地方的法律規管的其他人；或

ii. an authorized financial institution, or any bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong; or 認可財務機構，或並非認可財務機構但受香港以外地方的法律規管的銀行；或

(3) any other wholly owned subsidiary of a holding company referred to in subparagraph (2);or 屬第(2)節提述的控權公司的任何其他全資附屬公司；或

(j) any person of a class which is prescribed by rules made under section 397 of the SFO for the purposes of this paragraph as within the meaning of this definition for the purposes of the provisions of the SFO, or to the extent that it is prescribed by rules so made as within the meaning of this definition for the purposes of any provision of the SFO. (For the purposes of this paragraph (j), please refer to the definition of "professional investor" under the Securities and Futures (Professional Investor) Rules as set out below.) 屬於為施行本段而藉根據該條例第 397 條訂立的規則訂明為就該條例條文屬本定義所指的類別的人，或(如為施行本段而藉如此訂立的規則訂明某類別為就該條例任何條文屬本定義所指的類別)在該範圍內屬於該類別的人。(以施行本(j)段為目的，請參看「專業投資者」於下列《證券及期貨(專業投資者)規則》項下的定義。)

Definition of professional investors described in paragraph (j) in Part 1 of Schedule 1 to the SFO – Securities and Futures (Professional Investor) Rules: 該條例附表 1 第 1 部份項下第(j)段所描述的專業投資者之定義 - 《證券及期貨(專業投資者)規則》：

(A) For the purposes of paragraph (j) of the definition of "professional investor" in section 1 of Part 1 of Schedule 1 to the SFO, the following persons are prescribed as within the meaning of that definition for the purposes of any provision of the SFO other than Schedule 5 為施行該條例附表 1 第 1 部第 1 條「專業投資者」的定義的(j)段，現就該條例的任何條文(附表 5 除外)訂明以下人士屬該定義所指的人-

(a) 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 HK$40,000,000 (include its equivalent in any foreign currency) at the relevant date or as ascertained in accordance with section (B) 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(B)部獲確定，不少於港幣 40,000,000(包括其等值的任何外幣)。

(b) an individual having a portfolio of not less than HK$8,000,000 (include its equivalent in any foreign currency) at the relevant date or as ascertained in accordance with section (B), when any one or more of the following are taken into account 符合以下說明的任何個人：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(B)部而獲確定，不少於港幣 8,000,000(包括其等值的任何外幣)-

(1) a portfolio on the individual's own account 該個人本人的帳户內的投資組合；

(2) a portfolio on a joint account with the individual's associate 該個人聯同其有聯繫者於某聯權共有帳户內的投資組合；

(3) the individual's share of a portfolio on a joint account with one or more persons other than the individual's associate 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户內的投資組合中所佔部分；

An individual's share of a portfolio on a joint account with one or more persons other than the individual's associate is 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户內的投資組合中所佔部分-

i. the individual's share of the portfolio as specified in a written agreement among the account holders 為帳户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；or 或

ii. in the absence of an agreement referred to in paragraph (i), an equal share of the portfolio (如沒有訂立(i)段所述的協議)為於該投資組合中平均所佔部分。

(4) 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 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。

(c) a corporation 符合以下說明的任何法團-

(1) having the following at the relevant date or as ascertained in accordance with section (B) 在有關日期或按照(B)部而獲確定擁有：

i. a portfolio of not less than HK$8,000,000 (include its equivalent in any foreign currency) 投資組合不少於港幣 8,000,000(包括其等值的任何外幣)；or 或

ii. total assets of not less than HK$40,000,000 (include its equivalent in any foreign currency) 總資產不少於港幣 40,000,000(包括其等值的任何外幣)；

(2) 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 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-

i. a trust corporation specified in part (a) of section (A) (A)部(a)節指明的信託法團；

ii. an individual specified in part (b) of section (A) (A)部(b)節指明的個人；

iii. a corporation specified in this paragraph or paragraph (1) 本段或(1)段指明的法團；

iv. a partnership specified in part (d) of section (A) (A)部(d)節指明的合夥；

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 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；or 或

(3) which, at the relevant date, wholly owns a corporation referred to in paragraph (1) 在有關日期全資擁有(1)段提述的法團

(d) a partnership having the following at the relevant date or as ascertained in accordance with section (B) 符合以下說明的合夥：在有關日期或按照(B)部而獲確定擁有-

(1) a portfolio of not less than HK$8,000,000 投資組合不少於港幣 8,000,000(包括其等值的任何外幣)；or 或

(2) total assets of not less than HK$40,000,000 總資產不少於港幣 40,000,000(包括其等值的任何外幣)。

(B) 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 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) 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 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) 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 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-

(1) a statement of account or a certificate issued by a custodian 由保管人發出的帳户結單或證明書；

(2) a certificate issued by an auditor or a certified public accountant 由核數師或會計師發出的證明書；

(3) 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 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。

2. Risk Disclosure Statement to and Notice of Consequences of Being Treated as a Professional Investor 專業投資者風險披露書及被視為專業投資者後果的通知書

VSAL is a licensed corporation and is obliged to comply with the provisions of the Securities and Futures Ordinance (Chapter 571), Laws of Hong Kong and the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the "Code").
意博是一間持牌法團，並必須遵守「證券及期貨條例」(香港法例第 571 章)及《證券及期貨事務監察委員會持牌人或註冊人操守準則》。

(a) Risk Disclosure (applicable to Institutional Professional Investor) 風險披露（適用於機構專業投資者)

VSAL is automatically exempt from the obligations set out in paragraphs 15.4 and 15.5 of the Code.
VSAL 自動免於本準則第 15.4 及 15.5 段所列的義務。

(b) Risk Disclosure (applicable to Corporate Professional Investor) 風險披露（適用於法團專業投資者)

Where VSAL is satisfied that the Corporate Professional Investor has complied with the assessment requirements under paragraph 15.3A of the Code and VSAL has followed the procedures as set out in 15.3B of the Code, VSAL is not required to perform the following obligations for the Corporate Professional Investor:
凡 VSAL 認為企業專業投資者已符合本準則第 15.3A 段下的評估要求，以及當 VSAL 已按照本準則 15.3B 所列的程序行事時，VSAL 無需為企業專業投資者履行以下義務：

(1) to establish its financial situation, investment experience and investment objectives;
確立其財政狀況、投資經驗及投資目標；

(2) to ensure the suitability of a recommendation or solicitation given to it;
確保向其提供合適的建議或招攬；

(3) to assess its knowledge on derivatives and to characterize it based on its knowledge of derivatives;
評估其有關衍生工具的知識，及根據其衍生工具的知識來辨識此投資者的特點；

(4) to enter into written agreement with you and provide relevant risk disclosure statements with you;
與閣下訂立書面協議，並向閣下提供相關的風險披露聲明；

(5) to disclose transaction related information including monetary and non-monetary benefits in relation to transaction;
披露與交易相關的資訊，包括有關交易的金錢及非金錢利益；

(6) (applicable to discretionary account) to obtain from you an authority in a written form prior to effecting transaction for you without your specific authority; and to explain the authority; and to confirm the authority on an annual basis;
(適用於全權委託帳戶) 在沒有你的特定授權下為你進行交易前，先獲得你的書面授權；說明授權事宜；及每年確認授權一次；

(7) to inform you about VSAL and the identity and status of VSAL employees and others acting on VSAL behalf;
向閣下通知有關 VSAL，以及 VSAL 僱員的身份與狀況及其他代表 VSAL 所進行的事項；

(8) to confirm promptly with you the essential features of a transaction after effecting a transaction for you; and
在為閣下進行一宗交易後，盡快與閣下確認該宗交易的基本特性；及

(9) to provide you with documentation on the Nasdaq-Amex Pilot Program.
向閣下提供納斯達克-美國證券交易所試驗計劃的文件。

(c) Risk Disclosure (applicable to Individual Professional Investor) 風險披露 (適用於個人專業投資者)

Where VSAL has followed the procedures as set out in 15.3B of the Code, VSAL is not required to perform the following obligations for the Individual Professional Investor:
凡 VSAL 已按照本準則 15.3B 所列的程序行事，VSAL 無需為個人專業投資者履行以下義務：

(1) to inform it about VSAL and the identity and status of VSAL employees and others acting on VSAL behalf;
向其通知 VSAL，以及 VSAL 僱員的身份與狀況及其他代表 VSAL 所進行的事項；

(2) to confirm promptly with it the essential features of a transaction after effecting a transaction for it; and
在為其進行一宗交易後，盡快與其確認該宗交易的基本特性；及

(3) to provide it with documentation on the Nasdaq-Amex Pilot Program
向其提供納斯達克-美國證券交易所試驗計劃的文件。

Right to withdraw from being treated as a Professional Investor 退出獲視為專業投資者的權利

You have the right, at any time, in respect of all investment products and/or market or any part thereof on giving a written notice of not less than 7 business days to VSAL to object to being treated as a Professional Investor as described above and request to withdraw from being so treated provided that 7 business days shall not start to run unless and until VSAL has actually received the written notice thereof.
在任何時候，閣下均有權就所有投資產品及 / 或市場或其中的任何部份，透過向 VSAL 發出不少於 7 個工作天的書面通知，以反對閣下獲視為如上文所描述的專業投資者，以及要求退出獲視為專業投資者，前提是除非及直至 VSAL 確實收到相關的書面通知，否則 7 個工作天並不會開始予以計算。

Annual Confirmation 年度確認

VSAL is required to carry out a confirmation exercise annually to enable it to ensure that you continue to fulfil the requisite requirements under the Professional Investor Rules.
VSAL 需要每年履行確認程序一次，以讓其確保閣下持續滿足專業投資者守則項下的必要條件。