



UHY 國際會計師及顧問事務所聯會獨立成員所
 A member of UHY, an International association of independent accounting
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本通訊只供參考，如需查詢詳細內容，請聯絡本公司。

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Wishing You A Happy & Prosperous New Year

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New PRC Corporate Income Tax Law

China's new CIT Law has become effective on 1 January 2008. Highlights of the new CIT Law are as follows:

- 1) The new CIT Law unifies tax rate at 25% on income (on profits) for both Foreign Investment Enterprises ("FIE") and domestic enterprises. For FIEs, whose business registration have been completed on or before 16 March 2007 ("Old FIEs"), enjoying the reduced tax rate of 15%, will have a 5 year period to phase in to the new standard rate. The tax rates for Old FIEs will be 18%, 20%, 22%, 24% and 25% for the years 2008 to 2012 respectively. For FIEs originally taxed at 24% or 33%, they will be taxed at 25% immediately under the new CIT Law.
- 2) Old FIEs already commenced their tax holidays (for example, tax exemption for 2 years and half reduction for 3 years or exemption for 5 years and half reduction for 5 years) before 2008, the grandfathering treatments would allow them to enjoy the remaining unutilized tax holidays until expiry. For old FIEs where tax holidays have not yet begun, the grandfathering provisions will commence in 2008.
- 3) For enterprises qualify for the grandfathering treatments and also new reduced tax rates under the new CIT Law, they could choose the one which is more preferential. Once the choice is made, it cannot be changed.
- 4) The DTA between HKSAR Government and Mainland Government came into effect on 1 January 2007. Prior to 1 January 2008, dividends paid by FIEs to HK companies are exempted from Withholding Income Tax, while repatriation of royalty and interest will be subject to 7% Withholding Income Tax. At the commencement of the New CIT Law, dividend will be taxed at 5%.

Taxpayers need to refer to the New CIT Law and the Detailed Implementation Regulations for further details.

Payroll Management Services

We provide flexible corporate payroll services that improve payroll management for employers of every size. Our services include:

- i liaise with client on the collection of initial payroll data and set-up employee's master files, rules and methods for calculating pay and deduction items, MPF schemes and reports in our payroll system;
- ii prepare payroll each month for approval by authorized representative of the client;
- iii arrange for the designated bank account of the employee to be credited on time;
- iv pay MPF contributions;
- v provide the employee with the monthly pay advice;
- vi provide leave tracking services; and
- vii prepare and file the employers' salaries tax return

Our clients include international law firms, investment banks, financial and I.T. service providers, etc.

新 <<中華人民共和國企業所得稅法>>

新稅法已於 2008 年 1 月 1 日生效。新稅法之要點如下:

- 1) 新稅法將企業所得稅劃一為 25%，內資企業及外商投資企業皆適用。於 2007 年 3 月 16 日或以前經工商等登記管理機關登記設立的外商投資企業，並享受企業所得稅 15% 稅率的低稅率優惠政策的企業，在新稅法施行後 5 年內逐步過渡到法定稅率：自 2008 年至 2012 年，每年稅率分別為 18%、20%、22%、24% 及 25%；原執行 24% 或 33% 稅率的企業，2008 年起即按 25% 稅率執行。
- 2) 自 2008 年 1 月 1 日起，原享受企業所得稅“兩免三減半”、“五免五減半”等定期減免稅優惠的企業，新稅法施行後繼續按原稅收法律、行政法規及相關文件規定的優惠辦法及年限享受至期滿為止，但因未獲利而尚未享受稅收優惠的，其優惠期限從 2008 年度起計算。
- 3) 企業所得稅過渡優惠政策與新稅法及實施條例規定的優惠政策存在重疊的，企業可選擇最優惠的政策執行，不得疊加享受，且一經選擇，不得改變。
- 4) 香港與中國大陸訂立的雙邊稅收安排在 2007 年 1 月 1 日生效。在 2007 年 1 月 1 日至 2007 年 12 月 31 日期間，香港成立的外商投資企業取得的股息免稅，利息和特許權使用費所得的預提稅按 7% 繳交。自 2008 年 1 月 1 日起，股息需按 5% 稅率繳交。

納稅人需參考新稅法及其實施細則，以瞭解其中詳情。

薪金管理服務

我們為不同規模的公司提供多樣化出糧外判服務。我們的服務包括：

- i. 從客戶所提供的資料，設立員工薪酬管理檔案，建立法則及計算方法，例如薪酬計算方法，扣除項目，強積金計劃；
- ii. 每月為客戶準備薪酬支付報告；
- iii. 確保每位僱員準時收取薪酬；
- iv. 為客戶處理強積金供款；
- v. 為僱員提供每月的薪酬紀錄；
- vi. 提供假期紀錄服務；和
- vii. 處理有關僱主薪俸報稅表的事宜。

我們的現有客戶遍佈各行業，包括國際律師行、投資銀行、投資服務公司、科技服務公司等。

Labour Contract Law

China's "Labour Contract Law (LCL)" has become effective on 1 January 2008. This new LCL will adversely affect Hong Kong and other foreign businesses investing and operating in the Chinese Mainland and other related industries in the territory.

The new LCL aims at standardizing labour contracts, and provides better protection to employees in such areas as contract term and termination pays. The LCL requires an employment relationship be evidenced by a written labour contract secured within one year of the commencement of the employment. Failing this, the employee will automatically be deemed to have been employed under a contract with no fixed duration (a "non fixed labour contract"). However, the LCL also stipulates conditions under which those labour contracts may be terminated, so that "non fixed" labour contracts would not become a lifelong employment.

In view of its significant impacts, we call upon managers of all Hong Kong businesses investing and working in the Chinese Mainland to read and understand the new LCL and take appropriate actions.

Directors' Duties

In October 2007, the Hong Kong Companies Registry issued "Non-statutory Guidelines on Directors' Duties" outlining the general principles a director should follow in the performance of his functions and exercise of his powers. All company directors should read the Guidelines.

Companies should distribute copies of the Guidelines to their directors, including new directors and reserve directors, for their information and reference. The Guidelines can be downloaded from the section "Publications and Press Releases" – "Circulars/Guidelines" at www.cr.gov.hk.

Although the Guidelines are described as "Non-statutory", the Companies Registry requires the company to confirm that a copy of the Guidelines has been given to the directors for information and reference and announced the revision of five specified forms, namely Forms AR1, AR2, AR3, D3 and D6, to include a confirmatory statement in relation to the Guidelines, with effect from 14 December 2007.

British Virgin Islands ("BVI") - Bearer Share Provision

Under the new BVI BC Act: -

- All bearer share certificates are required to be deposited with a qualifying custodian. IBCs incorporated prior to 2005 have been granted a grace period, up to 31 December 2010, to deposit their bearer share certificates with a qualifying custodian.
- Starting from 2008, IBCs incorporated before 1 January 2005 with bearer share provisions in its Memorandum & Articles of Association ("M&A") will face an increase in government licence fee.

On 3 July 2007, the BVI Financial Services Commission announced that the BVI Executive Council has made an Order that new and simplified provisions have been established for the transitioning of bearer share companies to non-bearer share companies.

新勞動合同法

內地《勞動合同法》已於本年1月1日起實施。新法律將對內地的港資企業、以至香港一系列相關的產業帶來連鎖衝擊。

新法律旨在規範勞資合約條文，令職工在合約年期，解僱補償等領域，可以享有更大的保障。《勞動合同法》規定，建立勞動關係應當訂立書面合同。用人單位自用工之日起滿一年不與勞動者訂立書面合同的，視為用人單位已訂立無固定期限勞動合同。不過，《勞動合同法》亦規定了“無固定期限勞動合同”解除和終止的條件，所以“無固定期限勞動合同”不等於“鐵飯碗”。

鑒於該法影響廣泛，本所呼籲在內地經營的港商及就業港人關注《勞動合同法》的推行，加深了解對該法例的了解及作出應對。

董事責任

在2007年10月，香港公司註冊處已發出《有關董事責任的非法定指引》(該指引)的修訂版，該指引概述董事在執行職能和行使權力時應遵守的一般原則。所有董事均應閱讀該指引。

公司應把該指引發給各董事，包括新任董事及備任董事，以供參考。該指引可在公司註冊處網頁 www.cr.gov.hk 內「刊物及新聞公報」-「通告/指引」一欄下載。

雖然該指引被稱為“非法定”，公司註冊處已於2007年12月14日要求公司董事確認已獲發給上述指引以作參閱和備考，並對表格編號AR1, AR2, AR3, D3及D6作出修訂。

英屬處女島 - 發行不記名股份條款

根據英屬處女島商業公司新法：

- 公司必須把所有不記名股份證書交保管人(獲政府授權或認可的人士)存放。在2005年前成立註冊的國際商業公司可享寬限期至2010年12月31日，把不記名股份證書交由保管人存放。
- 自2008年起，所有在2005年1月1日前成立註冊、而其公司組織大綱及章程載述容許發行不記名股份條款的國際商業公司，將須繳付更高的政府執照費用。

於2007年7月3日，英屬處女島金融服務委員會宣佈當地的行政局經已頒令推出一套更新及簡化的過渡條款，為不記名股份公司轉為記名股份公司。

Commercial Services

There is a growing trend that many overseas clients request our company to assist them in setting up corporations in Hong Kong to conduct the so-called "re invoicing business".

The advantages of using our re invoicing services are many and amongst them are the following :-

- our overseas clients do not have to rent an office in Hong Kong but they can contact their suppliers and buyers under the name of the Hong Kong Company.
- No need to employ any staff in Hong Kong.
- One-stop business and banking services to meet every client's needs, such as handling letters of credits, preparing shipping documents, operating bank accounts, comprehensive accounting and reporting services. It minimizes the time and the expenditures of our clients.

Snapshot

2007 US National Staff Audit Training

In the summer of 2007, Grace Lam, Elaine Ho and Kathy Kung, qualified CPAs from our Audit Department, attended the 2007 National Staff Audit Training program held in Q Center outside Chicago, USA. This program was organised by UHY LLP in the United States for the development of professional staff in their technical skills at accounting and auditing issues as well as management and supervisory knowledge.



ORBIS Pin Day 2007

Our company joined the Orbis Pin Day fundraising campaign 2007 in October to support their services to the vision-challenged people by matching staff donation on a dollar-dollar basis and achieved a total donation of HK\$20,000.

2007 奧比斯襟章日

為支持奧比斯機構對失明人士的服務，本公司於2007年七月參與由奧比斯舉行的襟章日。為鼓勵各員工支持這有意義的捐款活動，公司決定以「你捐多少，公司捐多少」為口號。結果是次活動共籌得善款二萬元。

Should you require further information related this issue, please feel free to contact us at (852) 2892 2800 or e-mail to info@tkcpa.com.hk

商業服務

近年來外國公司在香港成立公司，並進行『再開發票』的業務，已越來越普及。

而進行『再開發票』的業務有下列各項優點:-

- 為海外的公司提供香港的地址，以便他們以香港公司的身份與各地的廠家及買家接洽。
- 無須在港僱用員工。
- 為各海外公司提供一條龍的專業服務,例如代收信用狀、準備進出口文件、處理銀行戶口服務、會計及審計服務，從而減少客戶的營運時間及費用。

花絮

2007 美國審計培訓

本所審計部何翠玲、林穗虹及龔凱欣三位會計師在今年夏季到芝加哥參加了美國 UHY LLP 組織的審計培訓班，借鏡美國同業先進經驗，提升個人專業會計學識及增進她們關於管理的技巧和知識。



Christmas Party 2007

Our Christmas Party was held in The Chariot Club on 24th December 2007. More than 45 staff and guests attended. The highlight of the party was playing the bingo game card.

2007 聖誕聯歡會

本年12月24日本公司於馬車會會所舉行了聖誕聯歡會日，是次活動約有45位同事及嘉賓出席，踴躍參加遊戲環節。