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Doing business in Asia Pacific 2016

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Executive summary

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Doing Business in Asia Pacific was made possible through the contributions by member and correspondent firms in the region. This publication summarizes the corporate and personal tax systems of countries in the region. It also covers the investment climate, including labor laws, financial infrastructure, and business incentives. In appendix, we highlight corporate tax rates of certain countries including Australia and China.

This publication is an overview and should not be seen as a complete explanation of the tax systems or business regulations in the Asia Pacific region. The information contained within is accurate, to the best of our knowledge, at the date of publication. Regional laws might change after publication.

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Further details may be found in local publications. We advise readers to consult with specialists in Moore Stephens members of each country. Contact information of all member and correspondent firms can be found in the appendix.

Moore Stephens Asia Pacific

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1. Bangladesh

Country profile

Official name	People's Republic of Bangladesh
Capital	Dhaka
Location	West Bengal of India and Myanmar
Area	143,998 km ²
Climate	Tropical monsoon-type climate, with a hot and rainy summer and a dry season in the cooler months
Time zone	UTC +6 no DST
Population	~166 million
Currency	Taka
Language	Bangla (Bengali) official English
Religion	80% Moslem 13% Hinduism 7% Buddhism, Christian and others
International	South Asian Association for Regional Cooperation Developing 8 OIC
Government	Parliamentary republic

Executive

The Prime Minister is the head of government and is appointed by the President with the support of the majority members in Parliament. The Prime Minister appoints and heads the cabinet members from among Parliament members and one-tenths of the total members are from outside of the Parliament.

The President is the head of state with key ceremonial duties. The President is elected by the Parliament for a five-year term. The President acts in accordance with the advice of the Prime Minister and he is the supreme command of the Armed Forces.

Legislative

The Legislative function is under the unicameral form of Parliament, which is composed of 350 members of the parliament (MPs). It is headed by the Speaker of Parliament, who is second in line to the presidency. The Prime Minister is traditionally the Leader of the House from the single largest party. The 300 lawmakers are elected on a first-past-the-post basis. The Speaker allocates an additional 50 reserved seats for women candidates.

Judicial

The Judiciary of Bangladesh consists of a Supreme Court, subordinate courts and tribunals. The Supreme Court is the highest court of law in Bangladesh and it comprises the Appellate Division and the High Court Division. Other Courts and Tribunals are subordinate to it.

Economy

Agriculture

In FY 2015, 15.96% of GDP came from Agriculture. Principal crops are rice, wheat, jute, tea, tobacco and sugarcane.

Industry

Garments, textiles, ceramics, jute, tea, paper, newsprint, fertilizer, leather and leather goods, sugar, cement, fish processing, pharmaceuticals and chemical industries. In FY 2015, 30.42% of GDP came from this sector.

Trade

Traditional export are garments, textiles, ceramics, pharmaceuticals, raw jute, jute specialty products like hessian, sacking, carpet backing, carpets, tea, leather, leather products, etc. Non-traditional exports are frozen shrimps, other fish products, handicrafts, newsprint, paper, furnace oil, urea, etc.

Principal imports are rice, wheat, oil seeds, sugar, onion, beans, edible oil, crude petroleum, petroleum products, fertilizer, cement, raw cotton, staple fibers, motor vehicles, electronics goods, capital goods, etc.

Data	2013	2014	2015
Real GDP USD billions	161	173	195
GDP per capita USD	1,030	1,110	1,235
Investments % GDP	28.5%	28.8%	29.0%
Inflation, EoY	7.3%	7.3%	6.4%

Types of business entities

Introduction

Business can be conducted through:

- Sole proprietorship
- Partnership
- Limited company.

The legal identities of sole proprietorship and partnership are not distinct from the personal identity of the proprietors or partners who have unlimited liability for the debts of the business. The limited company is a distinct legal entity created to separate its business affairs from the personal affairs of its proprietors. Investors are free to choose their preferred form of entity.

Types of limited company

The two most common types of limited companies regulated by laws are Private Limited Company and Public Limited Company.

Private Limited Company

- Minimum and maximum number of shareholders are two and 50, respectively.
- Minimum number of directors is two. No maximum limit.
- No minimum limit for the amount of share capital. If paid-up share capital exceeds Taka 400 Million (USD 5.13 Million), it needs to be converted into a Public Limited Company.

Public Limited Company

- Minimum number of shareholders is seven. No maximum limit.
- Minimum number of directors is three. No maximum limit.
- No minimum limit for the amount of share capital. If paid-up share capital exceeds Taka 500 Million (USD 6.41 Million), it needs to go for Public Issue (Initial Public Offering).

Finance and capital market

- Bangladesh Bank is the Central Bank of Bangladesh.
- Six Nationalized Commercial Banks.
- 39 Private Commercial Banks.
- Nine Foreign Commercial Banks.
- 35 Non-Banking Financial Institutions (NBFI) including leasing companies
- 78 Insurance (General & Life) Companies including one Foreign (Metlife Alico).
- Seven Credit Rating Companies.
- Bangladesh Securities & Exchange Commission (BSEC) is the Regulator of the capital market.
- Two Stock Exchanges:
 - Dhaka Stock Exchange Ltd.
 - Chittagong Stock Exchange Ltd.
- Particulars of Dhaka Stock Exchanges:
 - Market Capitalization on 20th March 2016 was USD 38,952 million
 - 558 Listed Securities
 - 286 Listed Companies
 - 41 Mutual Funds
 - Eight Debentures
 - 221 Treasury Bonds
 - Two Corporate Bonds.

Labour

There is a “National Labour Policy” of the Government of Bangladesh.

The Bangladesh Labour Code 2006 is the principal law relating to labour which provides amongst others:

- Employment and Conditions of Service
- Employment of Adolescent
- Provision of Maternity Benefit and Health
- Safety
- Special provisions relating to Health, Hygiene and Safety.
- Welfare Measure
- Working Hours and Leave.
- Wages and Payment
- Wage Board
- Compensation for Injury by Accident
- Trade Unions and Industrial Relations
- Settlement of Dispute, Labour Court, Labour Appellate Tribunal, Legal Proceedings, etc
- Workers’ Participation in Companies’ Profit
- Provident Fund
- Offence, Penalties and Procedure.

Other related law and rules:

- The EPZ Workers' Union and Industrial Relations Act
- Minimum Wage Rate for Garments Workers Rules
- The Bangladesh Labour Welfare Foundation Act and Rules.

Bangladesh offers an abundant supply of disciplined, easily trainable and low-cost workforce suitable for any labor-intensive industry. Of late, there is an increasing supply of professionals, technologists and other middle and low level skilled workers. They receive technical training from universities, college, technical training centers, polytechnic institutions, etc. The expenditure incurred by an employer to train his employee is exempt from income tax.

Employment conditions

The minimum age for workers in Bangladesh is 16 years in factories and establishments. Contracts are made in the form of a letter of offer. Workers may also be engaged on verbal agreements. In government organizations and in some private organizations as well, a probationary period exists for skilled or semi-skilled workers varying between three months to one year. During this period either party may serve one month's notice for termination from or giving up to the job. The dignity of labor is ensured in accordance with the principles enunciated in the International Labour Organization (ILO) convention and recommendations.

Minimum wages per month is Taka 5,300 (USD 68) approx.

Taxation

Corporate income tax rates (Both resident and non-resident)

- Income Tax Rate on Business Income:
 - In case of every publicly traded company (Listed Company) – 25%
 - In case of every company not being a publicly traded company, including local authorities – 35%
 - In case of bank, insurance and financial institutions (excluding merchant banks):
 - In case of such company which is publicly traded company – 40%
 - In case of such company which is not publicly traded company – 42.50%.
 - In case of merchant bank – 37.5%
 - In case of cigarette manufacturing company – 45%
 - In case of mobile phone operating company – 45%.
- Income Tax Rate of Capital Gain – 15%
- Income Tax Rate on intercompany dividend (Dividend Income) – 20%
- Special / Reduced Tax Rate
- Income from poultry industries:
 - On first Taka 2 million – Nil
 - On next Taka 1 million – 5%
 - On the balance – 10%.
- Poultry feed, dairy, mulberry, apiculture, horticulture, pisciculture, etc.:
 - On first Taka 1 million – 3%
 - On next Taka 2 million – 10%
 - On the balance – 15%.
- Shrimp/poultry/fish hatchery:
 - On first Taka 1 million – Nil
 - On next Taka 1 million – 5%
 - On the balance – 10%.

Payment and collection

Advance payment of income tax

Advance tax is payable by a company during each financial year (July – June) in four quarterly installments on 15th September, 15th December, 15th March and 15th June if the latest assessed income except agricultural income and capital gain exceeds Taka 0.4 million. In the case of first year of income, advance tax is payable if the income during the relevant financial year is likely to exceed Taka 0.4 million.

The amount of advance tax payable by a company in a financial year shall be the amount equal to the tax payable on its total income of the latest assessed income as reduced by the amount of tax required to be deducted or collected at source.

Withholding tax

- Total 54 types of incomes are subjected to tax deducted or collected at sources.
- Total 25 types of payment to non-residents are subject to Bangladesh withholding tax (which may be reduced according to an applicable tax treaty) including 20% withholding tax on payment of professional services, interest, royalty or commission to non-resident.
- Withholding tax on divided income:
 - Individual - Resident 10%
 - Non-resident 30%
 - Corporate - Resident/Non-Resident 20%

The tax payable as per the return, as reduced by the amount of tax paid in advance and tax deducted at source shall be paid before or at the time of submission of return.

If the undisputed assessed tax is higher than the tax as per return and tax already paid, the unpaid tax shall be payable within the time as prescribed in the notice of demand issued by the tax authority after completion of assessment.

Filing of income tax return

Companies shall file the income tax return by the 15th July following the income year. If the 15th July falls before the expiry of six months from the end of the income year, return shall be filed before the expiry of the said six months.

Company residence and territoriality

A company whether incorporated in Bangladesh or outside Bangladesh is deemed to be a resident if the control and management of its affairs is wholly situated in Bangladesh.

Permanent establishment

Non-resident company conducting business in Bangladesh through a permanent establishment (e.g. a branch) are subject to tax on all income attributable to or received from such a permanent establishment. In addition, non-resident companies are subject to tax on income from business situated in Bangladesh. Non-resident companies are obliged to file a Bangladesh tax return to declare such income.

Losses

Business / trading losses

- Current year – any loss (except for loss from speculative business, capital gain and from any other source, the income from which is tax-exempt) can be set off against any other income except income from house property and income from manufacturing of cigarette.
- Carry back – not allowed.
- Carry forward – six years.

Speculative loss/capital loss

- Current year – offset against speculative/capital gain and not against any other source.
- Carry back – not allowed.
- Carry forward – only against speculative/capital gain up to six years but in case of capital loss in excess of Taka 5,000.

Depreciation

Normal depreciation (reducing balance basis)

Buildings (general)	10%
Factory building	20%
Plant and machinery	20%
Furniture and fittings	10%
Vehicles	20%
Computer and computer equipment	30%
Computer software:	
- Bangladeshi made	50%
- Imported	10%

Accelerated depreciation on plant and machinery

Subject to fulfillment of certain conditions, an industry is allowed to record an accelerated depreciation equivalent to 50% of the actual cost in the first year, 30% in the second year and 20% in the third year of the plant and machinery used in the industry for the first time in Bangladesh.

Personal taxation

Income tax rates

- Income tax on income other than capital gain:

Total income (Taka in million)	Rate
Resident	
On First 0.25	Nil
On Next 0.40	10%
On Next 0.50	15%
On Next 0.60	20%
On Next 3.00	25%
On Balance Amount	30%
Non-Resident	
	30% (Maximum rate)

- Income tax on capital gain (Both resident and non-resident):
 - Gain on disposal within five years – Same as applicable under (a) (i) above
 - Gain on disposal after five years – Lower of 15% or rate applicable under (a) (i) above.

Wealth surcharge

In case of an individual assessee whose net asset exceeds Taka 22.5 million, surcharge (% of income tax payable) is to be imposed as below:

Sl. No.	Book Value of Net Assets shown (Taka in Million)	Surcharge (% of Income Tax Payable)
(a)	Up to 22.50	Nil
(b)	More than 22.50 up to 100	10%
(c)	More than 100 up to 200	15%
(d)	More than 200 up to 300	20%
(e)	More than 300 up to any amount	25%

Provided that minimum surcharge will not be less than Taka 3,000.

Residence and domicile

An individual is resident in Bangladesh if:

- He has been in Bangladesh in the income year for total 182 days or more or
- He has been in Bangladesh in the income year for total 90 days or more having previously in Bangladesh for total 365 days or more during four years preceding the income year.

Tax credit on investment allowance

An individual residence is allowed 15% tax credit on investment he made in specified area i.e., government securities, life insurance premium, deposit pension scheme, etc. The maximum limit of investment allowance is lower of Taka 15 million or 30% of total income.

Exemption of dividend income received from listed companies

Dividend Income received from listed companies is exempt up to Taka 25,000 for the resident.

Major income tax incentives/exemptions (subject to fulfilment of certain conditions)

- Tax holiday.
- Accelerated depreciation.
- Reduced tax rate.
- Consideration of withholding tax as final settlement of income tax liability.
- 50% income tax exemption on income from export.
- The Government of Bangladesh has agreement for the avoidance of double taxation with 28 countries.

VAT

- New VAT Act will be effective from 1st July 2016.
- Unless Specifically exempted VAT is Payable:
 - by importer on goods imported
 - by manufacturer on goods produced and
 - by service provider on service provided.
- The rate of VAT is 15%.
- A number of business activities are exempt from paying the VAT.
- Entrepreneurs supplying taxable goods or services must register for VAT if they have an annual taxable turnover of more than Taka 8 million.

Turnover tax

Unless specifically exempt, the manufacturers of taxable goods or the provider of taxable services, who are not required for VAT registration are required to pay 3% of annual turnover as turnover tax.

Investment

Institutions directly related to investments

- Board of Investment (BoI)
- Bangladesh Bank (Central Bank)
- National Board of Revenue (NBR)
- Registrar of Joint Stock Companies (RJSC)
- Export Promotion Bureau (EPB)
- Bangladesh Export Processing Zone Authority (BEPZA)
- Public Private Partnership Authority (PPPA).

BoI investors service

Thinking of investing in Bangladesh?

In order to decide whether and how to invest in Bangladesh, BoI provides a welcoming service to visiting foreign investors. The services include reception at airport, assistance with hotel bookings, transport arrangements and drawing up an itinerary in accordance with the needs of the foreign investors visiting Bangladesh.

Decided to invest in Bangladesh?

Once you are ready to invest in Bangladesh, BoI offers following advice and support, on a complimentary basis, in respect of planning for setting up business in Bangladesh:

- Pre-investment information and counseling service
- Investor welcome service (including a faster immigration service)
- Registration and approval of foreign, joint-venture and local projects
- Registration and approval of branch, liaison and representative offices
- Approving remittances of royalty, technical know-how and technical assistance fees
- Approving foreign loan suppliers' credit, PAYE scheme, etc.
- Assistance in obtaining industrial plots
- Providing necessary facilities and assistance in the establishment of businesses
- Obtaining approval for work permits for foreign nationals
- Facilitating the import of capital machinery and raw materials
- Facilitating utility connections (electricity, gas, water and sewerage, telecoms, etc.)
- Assistance with import clearance and warehousing licenses
- Online Registration System (ORS)
- BoI Online Service Tracking (BOST).

One stop service by BoI

- Trade license from respective city corporation and local government body are given within 48 hours, assuming all required documents are provided. Board of Investment with local government division insures this service.
- Company registration from Registrar of Joint Stock Companies (RJSC) complete within 48 hours.
- Registration of Board of Investment is complete within a day, assuming all required documents are provided.
- Electricity connection's result are given within ten days after receive the application from BoI where representative of power development board authority is working.

- Environmental certificate are given within ten days from BOI where respective officer from Environment Department are working.
- The result of gas connection are given within ten days from the date of application received from Board of Investment's representative in Titas Gas Authority.
- Foreign loan borrowing application disposed within 30 days assuming all required documents are provided.
- Tax related complication is taken from BOI by respective National Board of Revenue officer after getting application from entrepreneur and result is given within ten days.
- Assistance for Land acquire are supported by BOI.
- Online services also provided by BOI.

BOI's listed priority sectors

1. Agribusiness
2. Ceramics
3. Electronics
4. Frozen Foods
5. Garments and Textile
6. ICT and Business Services
7. Leather and Leather Goods
8. Light Engineering
9. Power Industry
10. Life Science
11. Telecommunication Sector
12. Health Sector
13. Pharmaceuticals Sector
14. Medical Equipment Sector
15. Automobile Sector
16. Ship Building Industry Sector.

(For detailed information, please visit www.boi.gov.bd)

New industrial policy

Top priority sectors

- Agriculture
- Food & Food Processing
- Readymade Garments (RMG)
- ICT & Software
- Pharmaceutical
- Leather & Leather Goods
- Jute & Jute Goods.

Other priority sectors

- Plastic
- Shipbuilding
- Service sectors.

Residency offer for USD 0.2 million investment

Major income tax incentives

- Tax holiday.
- Accelerated depreciation.
- Reduced tax rate.
- Consideration of withholding tax as final settlement of income tax liability.
- 50% income tax exemption on income from export.
- The Government of Bangladesh has agreement for the avoidance of double taxation with 28 countries.

(For detailed information, please visit www.nbr.gov.bd)

Audit and accounting

Financial statements

- The management of each business is responsible for the maintenance of reasonable accounting records and for the preparation of annual accounts covering each accounting period. In a company, the board of directors is responsible.
- The annual financial statements of a company is approved by the shareholders at the annual general meeting.
- Financial Statements of companies are to be prepared in accordance with:
 - Companies Act
 - Securities & Exchange Rules (for listed companies)
 - Banking Companies Act (For Bank)
 - Bangladesh Accounting Standards (BASs) & Bangladesh Financial Reporting Standards (BFRSs) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) based on IASs & IFRSs issued by the IASC.
 - Other relevant rules & guidelines.
- Chartered Accountants having practicing license from the Institute of Chartered Accountants of Bangladesh (ICAB) are authorized to conduct the Statutory Audit. The audit is based on the International Standards on Auditing, Assurance and related engagement pronounced by International Auditing and Assurance Standards Board (IAASB) and adopted by ICAB which is a member of IFAC, IASB, CAPA.
- Financial Statements of a listed company is to be authorized for issue by the directors within 120 day after year end and is to be approved by the shareholders within six months of year end.
- The companies law provides that the following conditions need to be complied with in respect of Annual General Meeting (AGM):
 - AGM at least once in a calendar year
 - Not more than 15 months between the two AGM
 - Year end of an account which is to be approved in an AGM must be within nine months of the date of AGM.

Major relevant regulators

- Registrar of Joint Stock Companies (RJSC)
- Bangladesh Securities & Exchange Commission (BSEC)
- Bangladesh Bank (Central Bank)
- Micro Credit Regulatory Authority (MCRA)
- Insurance Development & Regulatory Authority (IDRA)
- NGO Affairs Bureau.
- Financial Reporting Council (FRC) [To be formed under the Financial Reporting Act (FRA) enacted in 2015]
- Institute of Chartered Accountants of Bangladesh (ICAB) (for issuing & monitoring accounting & auditing standards and for regulating the auditing profession)

Relevant act, rules and standards

- Companies Act.
- Bank Companies Act.
- Securities & Exchange Ordinance & Rules.
- Financial Reporting Act (FRA) (enacted in 2015).
- Income Tax Ordinance.
- VAT Act.
- Non-Banking Financial Institutions Act.
- Bangladesh Accounting Standards adopted by ICAB.
- Bangladesh Standards on Auditing (BSA), Bangladesh Standards on Quality Control (BSQC), Bangladesh Standards on Review Engagements (BSREs), Bangladesh Standard on Assurance Engagements (BSAEs) and Bangladesh Standard on Related Services (BSRSs) adopted by ICAB.
- Other rules & guidelines issued under the above stated act, rules & standards.

Accounting period

- For banks, insurance & other financial institutions – calendar year (January – December).
- For others, financial year (July – June).

2. Kingdom of Cambodia

Country profile

Official name	Kingdom of Cambodia
Capital	Phnom Penh
Location	South East of Thailand South West of Vietnam South of Laos
Area	181,035 km ²
Climate	Tropical with rainy season
Time zone	UTC +7 no DST
Population	14.7 million 85% rural
Currency	Riel and USD
Language	Khmer
Religion	95% Buddhism
International	ASEAN ADB EAS G77 NAM UNCTAD WTO
Government	Parliamentary Representative Democratic Monarchy

Executive

The Head of State is the King while the Prime Minister of Cambodia is the head of government of Cambodia. The prime minister is also the chairman of the Cabinet and leads the executive branch of the Royal Cambodian Government. The prime minister is required to be a member of parliament and is appointed by the monarch. He is elected for a term of five years; no term limits are imposed on the office.

Judicial

The Supreme Court led by the Chief Justice, is the highest court in Cambodia. Below it, in order, are the Court of Appeal and The First Courts.

Legislative

The Parliament of Cambodia is the bicameral legislature of the Government of Cambodia, consisting of the Senate and the National Assembly. The Parliament is composed of 184 members, 123 MPs and 61 Senators.

Parliament has two chambers.

- The **National Assembly of Cambodia** (រដ្ឋប្រឹក្សា; Radhspshea) has 123 members, elected for a five-year term by proportional representation.
- The **Senate of Cambodia** (ព្រឹទ្ធសភា; Protsaphea) has 61 members, two of which are appointed by the king and two others by the National Assembly, and the rest elected by the commune councillors from 24 provinces of Cambodia.

IMF Data	2014	2015	2016 Est.
Real GDP USD billions	16,551	17,714	19,918
GDP per capita USD	1,081	1,140	1,217
Investments % GDP	23.2%	22.5%	22.7%
Inflation, EoY	1.0%	1.9%	2.8%

Business entities

Sole proprietorship

A sole proprietorship is owned and operated by single person, who owns all its capital and is entitled to all its profits. Conducting business on your own, without ever formally registering, will be deemed a sole proprietorship, all obligation and liabilities of the proprietorship are the sole personal responsibility of the proprietor, along with a significant burden and danger.

General and limited partnerships

A general partnership is an agreement between two or more persons to combine their properties, knowledge or activities to carry on business together. Like a sole proprietor, general partners are each personally liable for all the partnership's debt and obligation. A limited partnership is a contract between one or more general partners who run the business, and at least one limited partner, who contributes capital. A limited partner is liable only to the extent of their capital contribution, while the general partners are personal are personally liable for all debts and obligations. Limited partnerships must be registered with the Ministry of Commerce, or else it will be deemed a general partnership.

Private limited company

When establishing a company, the first choice is what legal entity to use. For, most ventures, a private limited company is the obvious choice. A private limited company is a legal entity distinct from its shareholder and director. It therefore limits the liability of shareholders and director – they will not be personally liable for the company's debts.

A private limited Company can have from two to 30 shareholders. If there is one shareholder, It is called a single member limited company. It is restricted from offering shares to public and must contain one or more restrictions of transfer of each class of shares.

Public limited company

A public limited company is a form of a limited company that is authorised by Law to issue securities to the public.

Foreign subsidiary

Foreign companies have several options for entering the Cambodian market and must be registered with the Ministry of Commerce.

The choice is to create a subsidiary of the foreign parent. This a locally incorporated limited company with at least 51% of the shares held by the foreign company. Its formation, management, rights and obligation must be provided for the memorandum and articles of association of the limited company. Foreigner can own 100% share of the company except a real estate related company.

Branch

A branch office can be opened by a foreign company for conducting a particular commercial activity. The branch office is the same entity as the parent company, and therefore the parent is liable for all the branch's debt and obligation. It can engage in general business activities, such as buying and selling products.

Representative offices

A representative office can be setup, but is only allowed to facilitate the sourcing of local goods and service and to collect information for its parent company. Crucially, it is not allowed to make sales or buy product in Cambodia.

Accounting and auditing

The accounting records shall be prepared in Khmer language and expressed in Riels. Enterprises and subsidiaries of the foreign companies may be authorised to prepare accounting records in English and/or in other currency along with accounting records in Khmer language and expressed in Riels.

Finance and capital markets

Exchange control

All matters relating to the management of foreign exchange are carried out by the National Bank of Cambodia. Although the KHR is the official currency of Cambodia, the US Dollar is in common circulation and the majority of commerce is denominated in USD.

There are currently no restrictions on the repatriation of profits or capital from Cambodia, and foreign investors may remit foreign currencies abroad for:

- The payment of imports and repayment of principal and interest on foreign loans
- The payment of royalties and management fees
- The remittance of profits
- The repatriation of invested capital on dissolution of an investment project.

Banking System

The National Bank of Cambodia (NBC), the Cambodian's central bank, is the monetary and supervisory authority. The mission of the NBC is to determine and direct the monetary policy aimed at maintaining price stability in order to facilitate economic development within the framework of the kingdom's economic and financial policy. The NBC conducts this in consultation with the Royal Government and in consideration of the framework of the economic and financial policy of the kingdom. As the monetary authority, the NBC is the sole issuer of the Khmer riel, the national currency. In doing so, this helps maintain monetary stability.

As the supervisory authority, the NBC has the authority to license, delicense, regulate and supervise banks and financial institutions in Cambodia. The NBC also conducts regular economic and monetary analysis, publishes various publications, oversees the nation's payment systems, establishes balance of payments, and participates in the management of external debt claims.

Types of Banks

Banking sector in Cambodia is composed of three depository institutions: commercial banks, specialized banks and microfinance institutions. Commercial banks and specialized banks provide funds to big and medium enterprises while microfinance plays an important role in savings and financial intermediation for individuals and small enterprises, especially outside of the main urban areas.

Capital market

Securities and Exchange Commission of Cambodia (SECC)

Securities and Exchange Commission of Cambodia (SECC) is established to regulate the securities industry in Cambodia to contribute to socio-economic development through capital mobilization from public / securities investors to meet the demand of financing for investors.

Cambodia Stock Exchange (CSX)

The Cambodia Securities Exchange (CSX) (Khmer: ក្រុមហ៊ុន ផ្សារមូលបត្រកម្ពុជា; abbreviation: ផ្សារ) is the national stock exchange of Cambodia. The exchange's purpose is to achieve high economic growth by facilitating flows of capital, investment, and reallocation of capital based on capital market mechanisms. The exchange is headquartered in the Canadia Tower, in Cambodia's capital city, Phnom Penh.

Labour

The Labor Law serves as the law governing employment practice and labor relations in Cambodia. The Ministry of Labor and Vocational Training is the government authority enforcing labour laws in Cambodia.

Types of employment

All persons of all sex and nationality are under an employment contract except Judges, domestic and household servants, permanent employment in public service, army police and those in military service.

The Labor Law provides two types of contracts, namely Fixed Duration Contract (FDC) or Specific Duration Contract (SDC) and Undetermined or Unfixed Duration Contract (UDC). Furthermore, the Labor Law provides that the labor contract signed with consent for a specific duration cannot be for a period longer than two years. It can be renewed one or more times, as long as the renewal does not surpass the maximum duration of two years. Any violation of this rule leads the contract to become a labor contract of undetermined duration. When a contract is signed for a fixed period of or less than two years, but the work tacitly and quietly continues after the end of the fixed period, the contract becomes a labor contract of undetermined duration. According to the Labor Law, there are two ways to create a UDC.

All Cambodian employees are required to have employment card issued by Ministry of Labor.

Wages and benefits

Paid vacation/annual leave

The Labour Law provides for annual leave to all workers on completion of one year of service. The full time workers, working 48 hours a week, are entitled to 1.5 days of annual leave for one month of service. This means 18 working days for 12 months of service. Employees working less than 48 hours per week get annual leave on a pro-rata basis. For example, workers working 40 hours per week are entitled to 1.25 working days of annual leave per month of service which equals 15 working days annual leave. Similarly, those working 24 hours per week are entitled to nine working days of annual leave (0.75 days of leave for one month of service).

Annual leave also increases with the length of service. The increase in annual leave is one day of extra leave for every three years of continuous service. A worker is entitled to his normal wages in the duration of his/her annual leave. The payment has to be made before leave is taken. The payment for annual leave is based either on employee's average actual earnings during the year prior to taking leave or daily wages the employee would have been paid if they went to work, whichever is higher.

In general, annual leave is given for Khmer New Year unless there is an agreement between the employer and worker. In the case of annual leave exceeding 15 days, employer may grant the remaining annual leave at some other time during the year, however, splitting of leave is not allowed for children under 18 years and apprentices.

Public holidays pay

Workers are entitled to paid days-off during Festival (public and religious) holidays. These include memorial holidays and religious holidays (Buddhist origin). If a public holiday falls on a Sunday, workers are given a day-off on the following working day.

Rest day

Workers are entitled to 24 consecutive hours of rest per week. Labour Law requires that weekly rest day, in principle, should be Sunday for all employees. In case, providing the same day-off for all staff is detrimental to the public or jeopardizes the normal operation of the enterprise, weekly rest may be provided on day other than Sunday or from Sunday noon to Monday noon or by providing it on rotation basis for all staff. However, permission must be sought from the Ministry of Labour.

Law permits many industries to rotate the weekly rest day which include, among others, the manufacturers of food stuffs intended for immediate consumption, hotels, restaurants and bars, industries using materials that rapidly deteriorate, hospitals, hospices, health clinics, and utility suppliers, industries performing work for safety, sanitation or public utility.

In the event of urgency that the work must be carried out immediately for preventing imminent accidents or to repair damages to the materials or facility installations or building of the establishment, the weekly time-off may be suspended for the staff required to perform such urgent work. The suspension of weekly time-off under emergency measures is not applicable to women and young workers under 18 years of age.

Termination of employment

The notice period required when one party unilaterally terminates a labor contract depends on the duration of the contract and the reason for termination. The Labor Law provides notice periods for FDC and UDC. For FDC, the Labor Law states that if the contract has a duration of more than six months, the worker must be informed of the expiration of the contract or of its non-renewal ten days in advance. This notice period is extended to fifteen days for contracts that have a duration of more than one year. If there is no prior notice, the contract shall be extended for a length of time equal to its initial duration or deemed as a contract of unspecified duration if its total length exceeds the time limit specified. For UDC, the Labor Law provides a notice period as follows:

- Seven days, if the worker's length of continuous service is less than six months
- 15 days, if the worker's length of continuous service is from six months to two years
- One month, if the worker's length of continuous service is longer than two years and up to five years
- Two months, if the worker's length of continuous service is longer than five years and up to ten years
- Three months, if the worker's length of continuous service is longer than ten years.

For UDC, an employee does not have to give a reason for termination, but the Labor Law requires an employer to have valid reason relating to the worker's aptitude or behavior, based on the requirements of the operation of the enterprise, establishment or group.

Labor relations

Labor union

Cambodia is unique because it generally does not have an industry-wide or trade-specific concept of "union", as in other countries. Unions in Cambodia are not united, and multiple unions may exist in an enterprise. The union represents the employees in negotiating the collective labor agreement with the employer. The union also plays an important role in case of mass layoff. Under the Labor Law the employer must inform the workers' representatives in writing in order to solicit their suggestions, primarily, on the measures for a prior announcement of the reduction in staff and the measures taken to minimize the effects of the reduction on the affected workers.

Strike

Employees are lawfully allowed to strike. During a strike, the employer is prohibited from recruiting new workers for a replacement for the strikers except to maintain minimum service if the workers who are required to provide such service do not appear for work. Employers is prohibited from imposing any sanction on a worker because of his participation in a strike.

Taxation

The General Department of Taxation is responsible for taxation in Cambodia. All taxpayers shall be obliged to register with the tax administration within 15 days after of having economic activity. Practically, the taxpayers in Kingdom of Cambodia are divided into two categories, the self-assessment regime and the estimated regime taxpayers.

- The self-assessment regime taxpayer include legal entities, and individual business that have their annual turnover exceed 500 million Riel (Approximately USD 125,000) in case of the supply of goods, KHR 250 million (Approximately USD 62,500) in case of the supply of services, and KHR 125 million (Approximately USD 31,250) in case of taxable turnover resulting from the government contracts.
- The estimated regime taxpayers are those smaller taxpayers other than self-assessment regime taxpayers on which the taxes are officially determined for a curtailed period during the calendar year.

All enterprises and corporations in the Kingdom of Cambodia shall comply with the tax provisions included in the Finance Acts and the Law on Taxation. The major types of taxes are:

Tax on profit

The tax on profit is the debt of a resident taxpayer on income from Cambodia sources and from foreign sources. For a non-resident taxpayer, this tax is assessed on income from Cambodia sources only. The self-assessment regime taxpayers must file and pay, on a monthly basis, the prepayment of profit tax at the rate of 1% of the turnover (inclusive of all taxes except for VAT) realized in the previous month by the 15th of the following month. This prepayment is deductible against the tax on the profit at the annual liquidation of the tax.

At the time of making dividend distributions, the self-assessment regime taxpayers shall pay the additional profit tax on dividend distributions.

Withholding tax

Any resident taxpayer carrying on business and who makes any payment in cash or in kind to a resident taxpayer shall withhold, and pay as tax:

- An amount ranging from 4% – 6% for a domestic bank or saving institution
- An amount ranging from 10% – 15% on payments for:
 - a) performance of services including management, consulting and similar services
 - b) royalties for intangibles and interests in minerals, and interest paid
 - c) rental of movable and immovable property.
- The withholding tax need not be withheld on above items with the exception of (c) if the recipient has a Tax Identification Number (TIN) stated on invoice; i.e. the recipient is not an estimated regime tax payer.

Any resident taxpayer carrying on business and who makes any of the following payments to a non-resident taxpayer shall withhold, and pay as tax on the following:

- Interest
- Royalties, rent, and other income connected with the use of property
- Compensation for management or technical services
- Dividends.

Minimum tax

The minimum tax is a separate and distinct tax from the tax on profit. This tax subject to the self-assessment regime taxpayers except for the Qualified Investment Project (QIP) recognized by the Council for Development of Cambodia (CDC). The minimum tax is imposed at the rate of 1% of the annual turnover inclusive of all taxes except for VAT, and is payable at the time of the annual liquidation of the tax on profit. The minimum tax may be reduced by the annual tax on profit that is actually paid.

Tax on salary

The tax on salary is a monthly tax imposed on salary that has been received within the framework of fulfilling employment activities. A physical person resident in the Kingdom of Cambodia is liable to tax on salary for Cambodian source salary and foreign source salary. A non-resident physical person is liable to the tax on salary for Cambodian source salary. For fringe benefits, the employer shall withhold and pay tax at the rate of 20% of the total value of fringe benefit given to all employees every month, and the value of the fringe benefits is the fair market value inclusive of all taxes.

The enterprise which is the employer of an employee has the obligation to withhold tax before salary payment and pay this tax to the tax administration by the 15th of the month following the month in which the salary is paid.

Value added tax

The self-assessment regime taxpayers who are making taxable supplies are obliged to register for VAT, and collect VAT from the supplying of goods or services to their customers. The standard rate of VAT applies to all supplies is 10%.

Specific tax on certain merchandises and services

The specific tax on certain merchandises and services is imposed on a number of local and imported products, and services. The goods subject to the specific tax on certain merchandise and services are mainly cars and spare parts and motorcycles and spare parts (tax rates 30%, 20%, 10%), petroleum products is 20%, soft drink and alcoholic drinks are 10%, beers are 20%. For services, entertainment services are 10%, the transport by air of passenger is 10%, and telephone services are 3%.

The taxpayer producing or supplying these merchandises or services is responsible to pay this tax to the Tax Administration by the 15th of the month following the month that the supplies are made.

Tax on accommodation

The tax on accommodation is an indirect tax with the rate of 2% to be imposed on accommodation in hotels and guest houses. The person who provide accommodation services is responsible for the payment of this tax to the Tax Administration by the 15th of the month following the month that the services are provided.

Patent tax

The patent tax is a fixed tax payment and is paid by the end of March every year. The new taxpayer shall pay this tax in a full year amount if the business is started within the first half of the year, or pay in a half year amount if the business is started within the second half of the year.

The taxpayer who has branches, warehouses, factories or workplaces for the same business in the same local jurisdiction is subject to only one patent tax payment, but if that taxpayer has different businesses in different local jurisdictions, he shall pay the patent tax for each business and each jurisdiction. The taxpayer must display the patent certificate at the principle place of business.

Income tax treaties

Cambodia does not maintain any tax treaties to date.

Investment

The Council for Development of Cambodia (CDC) was established in 1994 to promote the growth of investment in Cambodia. It reviews investments applications and approves incentives.

Business incentives

Incentives are granted to Qualified Investment Project (QIP). Some of the incentives granted to QIPs are:

- Tax holiday on profit tax (for three years and renewable for subsequent period of three years up to maximum of nine years)
- Duty-free import of production equipment, construction materials and production inputs for export
- 100% exemption for export tax.

Special Economic Zones (SEZ)

There are various SEZ established within Cambodia. Businesses within SEZs “benefit from a number of fiscal incentives, including income tax, customs, and VAT benefits.” Cambodian SEZs are designed to offer a one-stop service for imports and exports, and have specially trained government officials stationed on site to provide administrative services. Applications to establish businesses within SEZs are dealt with on site, as is company registration and investment licenses, work permits and labour books for workers. Investment approvals, customs inspections and import-export procedures are also conducted on site. Other benefits listed on the SEZ website include tax holidays up to nine years, 0% VAT, full import duty exemption for raw materials, machinery, and equipment, no export tax, permanent visas for families of investors and free repatriation of profits.

Intellectual property rights

Cambodia’s 2004 accession to the World Trade Organization prompted the adoption of several laws regulating intellectual property rights. Various departments are responsible for registration of patents and licensing of trademarks, designs, and copyright and enforces the laws.

Patents

Patents are technological solutions and innovations. They enjoy a protection of 20 years after date of application. Utility models are valid for only seven years. As utility models are less inventive than patented inventions, they are deemed to merit a shorter term of exclusivity.

Trademarks

Trademarks are used to distinguish a good or service from others in the form of words, images, and/or colors. They are protected for ten years and may be renewed indefinitely.

Copyright

Copyright is automatically protected upon the creation of a work until 50 years after the author’s death. Unlike patents and trademarks, copyrights do not need to be registered.

Geographical indicators

A name or sign used on a products which corresponds to a specific location, where the quality or reputation of the goods is essentially attributable to its place of origin.

Industrial design

Any composition of lines or colors, or any three dimensional form, or any material, so long as it gives a special appearance to a product. Industrial design registrations last for a period of five years from the filing date, renewable for two further consecutive five-year terms, for a total of 15 years.

Property ownership

Foreigners are currently prohibited from owning properties on the ground floor of a building as owning land outright. Nevertheless, foreigners are allowed to own properties on the 1st floor or higher to a maximum of 70% of any apartment building, provided that the building has obtained a 'strata title', which generally applies to new condominium buildings.

International trade agreements

Cambodia is a member of ASEAN and WTO. The following agreements are in effect:

- ASEAN – Australia and New Zealand Free Trade Agreement
- ASEAN – India Comprehensive Economic Cooperation Agreement
- ASEAN – Japan Comprehensive Economic Partnership
- ASEAN – People's Republic of China Comprehensive Economic Cooperation Agreement
- ASEAN – [Republic of] Korea Comprehensive Economic Cooperation Agreement.

3. Hong Kong

Country profile

Official name	Hong Kong Special Administrative Region of the People's Republic of China
Capital	-
Location	Southern coast of China Borders South China Sea Borders Shenzhen
Area	1,104 km ² 200+ islands
Climate	Subtropical with four seasons 12° C winter 31° C summer
Time zone	UTC +8 no DST
Population	~7.3 million
Currency	Hong Kong Dollar – HKD Pegged at HKD 7.80 = USD 1.00
Language	Chinese English
Religion	21 % Buddhism 14% Taoism 12% Christian 3% Islam
International	APEC ADB WTO FTA
Government	“One Country, Two Systems”

The Hong Kong Government is financially independent from the Chinese government and is in charge of its own internal affairs and external relations (e.g. trade agreements). However, the Chinese government is responsible for Hong Kong's national defense and foreign affairs.

Executive

The Chief Executive is the head and representative of Hong Kong. He is elected into office by a 1,200-member Election Committee, which is elected within functional constituencies. While the Chief Executive is granted a lot of power under the Basic Law, he can only make important policies and legislations after consulting the Executive Council, which is led by the Chief Secretary.

Judicial

The Court of Final Appeal, led by the Chief Justice, is the highest court in Hong Kong. Below it, in order, are the Court of Appeal, Court of First Instance, and District Courts. Below it are smaller courts to handle criminal cases and tribunals to handle civil cases. Hong Kong uses common law, which uses cases as precedents.

Legislative

The Legislative Council, led by the President, mainly deals with laws, fiscal policy, and monitoring the government. Currently, the Council is composed of 70 seats – half elected through geographic constituency, the other half through functional constituency. Members hold their position for four years. The Council can impeach the Chief Executive and endorse changes to the Court of Final Appeal.

IMF Data	2013	2014	2015
GDP USD billions	275	291	308
GDP per capita USD	38,182	40,033	42,097
Investments % GDP	24.0%	24.0%	23.2%
Unemployment	3.4%	3.3%	3.3%
Inflation	4.3%	4.4%	3.0%

Business entities

Corporations

Limited liability company

LLC is the preferred type of business entity as liability is limited only to capital contribution. Every business and every company in Hong Kong must be registered in Hong Kong. Under the Companies Ordinance, two types of company can be incorporated, namely a private company and a public company.

A private company, by its Articles of Association:

- Restricts the right to transfer shares
- Limits the number of members to fifty (excluding employees)
- Prohibits any invitation to the public to subscribe for any shares or debentures of the company.

A public company is a company which is not a private company, i.e. does not fulfil all of the above criteria. It is normally a publicly listed company.

A company incorporated outside Hong Kong which establishes a place of business in Hong Kong can be registered as a branch of a non-Hong Kong company in Hong Kong.

Backed by guarantee

An LLC may instead be backed by a guarantee instead of contributed capital. This form is mainly used by non-profit organizations.

Shelf companies

Shelf companies are available for purchase by investors. They can be up and running within 24 hours, making shelf companies ideal for investors who want to get down to business quickly. The minimum number of shares to be issued is one, i.e. only one shareholder is required. Common stock can be denominated in any currency.

Sole proprietorship

While the simplest to establish, a sole proprietorship is not distinct from its owner. The owner, who must own a Hong Kong identity card, holds unlimited liability, i.e. the owner's personal assets may be seized to cover the company's liabilities.

Partnership

A partnership is formed when at least two people work together under the same name with to make some profit. Hong Kong recognizes two types of partnerships: general and limited. In a limited partnership, one general partner holds unlimited liability while the other partners are only liable to the extent of capital contribution. In a general partnership, all partners are general partners, i.e. all partners hold unlimited liability.

Branches

If a foreign company wants to establish a presence in Hong Kong but does not want to incorporate a subsidiary, then the company can open a branch instead. Unlike a subsidiary, the branch's obligations and liabilities are also the responsibility of the parent company (i.e. not limited by the capital contribution like with an LLC).

Representative offices

A representative office is not a business entity and may be established for restricted activities such as product and market research, quality control, and liaison with local distributors. The company cannot have a place of business, which includes a share registration office or any place used for the manufacture or warehousing of any goods, but it does not include a place not used by the company to transact any business that creates legal obligations, such as sales and purchases contracts, etc. The office should receive no income in Hong Kong so that no liability to tax can arise, and expenses should be borne offshore.

Accounting and auditing

Public companies must file audited annual reports at the Companies Registry according to the Hong Kong Financial Reporting Standards (HKFRS), which is similar to the IFRS. While private companies are not required to file annual reports, they must maintain a proper book of accounts at the company's registered office for seven years. All of these records must be independently audited once a year according to the Hong Kong Standards on Quality Control, Auditing, Assurance, and Related Services (HKSA). Only those qualified under the Professional Accountants Ordinance (PAO) are recognized as auditors.

Finance and capital markets

Exchange control

There are no restrictions on capital flows into and out of Hong Kong. There are also no exchange controls in Hong Kong. The local currency is the Hong Kong Dollar. While the government prints HKD 10 notes and mints coins, the other denominations are printed by three commercial banks: HSBC, Standard Chartered, and Bank of China. Since 1983, the Hong Kong Dollar has been pegged at HKD 7.80 = USD 1.00. Accordingly the rate of exchange of the HKD to other currencies follows broadly USD fluctuations.

Banking system

The Hong Kong Monetary Authority (HKMA), was established in 1993. It reports to the Financial Secretary. The Exchange Fund Ordinance and the Banking Ordinance define the HKMA's four main responsibilities:

- **Monetary stability** by maintaining a HKD 7.80 = USD 1.00 exchange rate. All HKD must be backed by a matching amount of USD
- **Banking stability** by overseeing and regulating the banking industry
- **International financial center** by promoting confidence and development in Hong Kong's financial infrastructure
- **Exchange Fund** as a tool to affect, either directly or indirectly, the exchange value of HKD.

Types of banks

Hong Kong uses a three-tiered banking system:

- **Licensed banks** are the only ones that can operate checking and savings accounts, pay or collect checks, and accept deposits of any size and maturity. They have rights to other banking activities as well.

- **Restricted license banks** mainly deal with merchant banking and the capital market; they may accept deposits of any maturity above HKD 500,000.
- **Deposit-taking companies** engage in specialized activities like consumer finance and securities; they may accept deposits above HKD 100,000 with a maturity of at least three months.

Roughly 78% of banks are incorporated as licensed banks due to the increased freedom. Additionally, about 64 banks decided to open representative offices. However, some banks may fall under several categories by using subsidiaries. For instance, Bank of China is a licensed bank, but its subsidiary, Bank of China International, is registered as a restricted license bank.

Hong Kong does not distinguish between private, commercial, and investment banking. The law only discriminates based on the three tiers.

Deposit Protection Board (DPB)

All banks must get coverage (the Scheme) from the DPB, an independent statutory institution formed by the Deposit Protection Scheme Ordinance. The DPB covers deposits of up to HKD 500,000. However, time deposits with maturity longer than five years, structured deposits, bearer instruments, and offshore deposits are not protected.

Bank secrecy

While Hong Kong respects bank confidentiality, Hong Kong actively fights against terrorist financing, money laundering, and tax evasion to maintain its integrity in the financial system. Laws such as The Drug Trafficking Ordinance and The Organized and Serious Crimes Ordinance allow the government to penetrate confidentiality in certain cases. In addition, the Securities and Futures Ordinance allows the Securities and Futures Commission to more closely monitor banks for money laundering activities. Banks and financial managers are expected to report suspicious high-risk activities. Government authorities may then apply to the High Court for a warrant, which obliges individuals and institutions to disclose information.

Capital market

Securities and Futures Commission (SFC)

The SFC was established in 1989 as an independent body to regulate the securities and futures market. Other than regulation, the SFC supervises market operators and participants, as well as authorizing prospectuses.

Hong Kong Stock Exchange (HKEx)

The HKEx was established in 1891 and runs a variety of trading services. It is currently the second biggest stock exchange in Asia. To list on the main board, a company must satisfy one of the following criteria:

1. At least HKD 20 million of profit in the previous year, and at least HKD 30 million of aggregate profit for the two years before that; market cap of at least HKD 200 million
2. At least HKD 500 million of revenue in the previous year; market cap of at least HKD 4 billion
3. At least HKD 500 million of revenue in the previous year; at least HKD 100 million of aggregate positive cash flow in the previous three years; market cap of at least HKD 2 billion.

If a company cannot list on the main board, the company may enlist itself on the GEM instead. The requirements are much less strict. The company must have at least HKD 20 million of aggregate positive cash flow in the previous two years and a market cap of at least HKD 100 million.

Other than stocks, the HKEx trades warrants, bonds, ETFs, futures, options, etc. through the Hong Kong Futures Exchange (HKFE). The HKEx also runs its own depository, clearing, and settlement services.

Labor

The Employment Ordinance serves as the law governing employment practice and labor relations in Hong Kong. The Labour Department is the national implementing government agency.

Types of employment

All employees in Hong Kong except seamen, apprentices, and family members living in the same dwelling are entitled to wage protection and statutory holidays. After four weeks of employment with at least 18 hours worked per week, an employee automatically falls under a continuous contract and can receive other benefits.

An employment contract must stipulate the wage, wage period, notice requirements, and bonus calculations if applicable. If a contract is in writing, the employee must receive a copy; and if the contract is made orally, the employee is entitled to a copy if s/he requests one. Additionally, the employer must keep records of the employee's name, identity card number, job title, wage, wage period, notice requirement, the number of leaves entitled and taken, as well as payments made during leaves. If applicable, the employer must also keep record of the number of hours in a wage period, bonus calculations, and date of termination. Failure to keep these records results in a fine of HKD 10,000. In the case of an investigation by a government official, failure to comply results in a fine of HKD 100,000 and imprisonment of one year.

Working hours and compensation

Wages must be paid out within seven days after the wage period. Hong Kong has no law about regular working hours and overtime hours – they are specified in the employment contract. Employers are only required to provide one rest day every week. The average full-time employee in Hong Kong works 49 hours a week and over half of employees receive no remuneration for overtime.

Wages and benefits

Minimum daily wage

Since 2011, Hong Kong has enforced a statutory minimum wage. As of now, minimum wage is HKD 32.5 per hour.

Benefits

Holiday pay

Each employee is entitled to 12 days of paid leave during public holidays. In cases of emergency, an employee may be required to work during a holiday. If so, the employer must arrange an alternative day of paid leave within 60 days.

Service incentive leave

A worker who has rendered one year of service is entitled to seven days of paid leave. After the third year of service, the number of paid leaves increases by one every year, up to a cap of 14 days. The employee is paid the average daily wage.

Sick leave

An employee can accumulate two sick days a month for the first year of service and four sick days a month thereafter, up to a cap of 120 days. A paid sick leave must be taken for at least four consecutive days with the proper medical certificate. The employee must be treated by a registered doctor. During sick leave, employees are paid 80% of their average daily wage.

Annual bonuses

If the employment contract specifies a 13th-month salary or end-of-year bonus, then the employer must make the necessary payments. If the amount is not specified, then the amount payable is the average monthly wage in the previous 12-month period.

Mandatory Provident Fund

The Mandatory Provident Fund (MPF) is designed to provide a formal, compulsory system of retirement protection by way of a privately managed contribution scheme. Generally, all benefits derived from mandatory contributions must generally be preserved until the contributor reaches the prescribed retirement age of 65.

Early withdrawal of benefits including where a person in fact retires between ages 60 and 65, has departed or will depart from Hong Kong permanently, has become totally incapacitated, or has died before 65 years old. The benefits accrued from mandatory contributions to MPF schemes are withdrawn in a lump sum upon retirement, rather than as annuity.

Certain categories of persons are not required to join an MPF scheme, including those who are already covered by overseas retirement schemes, and foreigners who enter Hong Kong for employment with a working visa for a validity period that does not exceed 13 months.

Under the MPF system, the employee is required to contribute 5% of his/her monthly income and the employer has to match this amount. An employee and an employer may make voluntary contributions in addition to the mandatory contributions.

Maternity leave

Female employees are entitled to ten weeks of maternity leave, which can begin between two to four weeks before birth. If the mother is ill from the birth or pregnancy for longer than the leave period, she may receive additional maternity leave not more than four weeks. During the leave, the employee is entitled to 80% of her average daily wage if she has rendered at least 40 weeks of service and has informed the employer after she has confirmed the pregnancy.

Paternity leave

Eligible male employees are entitled to three days' paternity leave.

Retirement benefits

See Mandatory Provident Fund. Retirees may also be entitled to long service payments as explained in the next section.

Termination of employment

An employee is entitled to severance payment after 24 months of service if the employee was laid off because of redundancy. An employee is entitled to a long service payment after five years of service if the employee is dismissed not because of redundancy or misconduct, but because of old age, ill health, or death. The amount payable is 2/3 of last month's salary (up to a cap of HKD 22,500) multiplied by reckonable years of service. The payment is capped at HKD 390,000.

The relevant party has to be notified of the termination according to the notice period requirement as specified in the employment contract. If no notice time was specified, then the party has to be notified at least one month before termination. Summary dismissal is allowed only if the employee has committed a grave misconduct or if the employee habitually neglects his/her duties and has been warned repeatedly. The employee may disagree and file a case with the labor tribunal. The employee may terminate the employment without notice if s/he is reasonably threatened by violence or disease, has been subjected to maltreatment by the employer, or is deemed unfit by a medical practitioner after five years of service.

Labor relations

Labor union

Every employee is entitled to be or apply to be a member or officer in a trade union. Those employees may take part in trade union activities outside of working hours or during working hours under the agreement of the employer. An employer cannot interfere with its employees' trade union activities.

Strike

Employees are lawfully allowed to strike. Employers cannot dismiss employees for a strike, but the employer may choose not to renew the employment contract.

Employment of foreigners

Hong Kong actively attracts foreign employees through its Quality Migrant Admission Scheme as administered by the Immigration Department. Applicants are screened for work potential and talent; others may opt to be judged based on publications or awards such as the Nobel Prize. They compete for a spot in the quota. As such, Hong Kong has no shortage of brilliant foreign minds.

Taxation

The Inland Revenue Department is responsible for taxation in Hong Kong as defined in the Inland Revenue Ordinance. Corporations (including branches of foreign corporations), individuals, bodies of persons, and partnerships carrying on a trade, profession or business in Hong Kong are subject to profits tax. Place of incorporation generally has little or no impact for tax purposes.

Territoriality

Only income arising in or derived from Hong Kong is taxed. Foreign-source income, whether remitted to Hong Kong or otherwise, is not taxed except when it is deemed to have a Hong Kong source. Taxability of income elsewhere has no bearing on taxability in Hong Kong. If the operations from which the profits in substance are earned take place in Hong Kong, the source is Hong Kong and the profits are taxable.

Corporate income tax

Tax rates

All companies' Hong Kong-sourced taxable profit, less allowable deductions, is subject to profits tax of 16.5%. The tax rate is identical for public limited companies, private limited companies and branches.

Taxable profit

All profits made in or from Hong Kong are taxable except for capital gains, dividends, and offshore operations. Expenses incurred in the production of chargeable profits and not of a capital are deductible for profits tax purposes.

Allowable deductions/deductible expenses

- Interest on certain borrowed funds.
- Rent.
- Bad or doubtful debts (general provision for bad debts is non-deductible).
- Statutory depreciation allowance based on acquisition cost (accounting depreciation is non-deductible).
- Repairs.
- Cost of implements.

The following may be deductible if prescribed conditions are satisfied:

- Registration or purchase of intellectual property
- Research and development
- Technical education
- Employee retirement schemes
- Charitable donations.

Loss carryover

Generally, a tax loss may be carried forward and deducted from the taxable profits of future tax years without any time limit. No carry-back of tax losses is allowed. Group relief of tax losses is not available.

Withholding tax

Hong Kong does not impose withholding tax except on royalties paid to non-residents, which is generally taxed at 4.95%. For royalties paid to non-resident associates, the withholding tax rate can be 16.5% if the intellectual property was previously owned by a Hong Kong company.

Individual tax

For employees whose income is from an employment, as distinct from income from an office, liability to Hong Kong salaries tax arises as follows:

- Employees who render services in Hong Kong during visits not exceeding a total of 60 days in a tax year are exempt from tax on the income from their employment even if it is a Hong Kong employment
- A person under foreign employment who has regional responsibilities that require travelling outside Hong Kong may claim to be assessed on a proportion of income that relates to days spent in Hong Kong (the time-apportionment basis)
- A person who renders services outside Hong Kong and who has paid foreign tax of substantially the same nature as Hong Kong salaries tax on the employment income can apply for an exemption on that income.

Directors’ fees arise from an office and not from an employment, and therefore the tax concessions described above do not apply. If the company that pays fees is managed and controlled in Hong Kong, this puts the source of the fees in Hong Kong, and they are therefore taxable income in Hong Kong even though the director renders services outside Hong Kong.

Tax rates

Taxpayers are required to pay taxes on Hong Kong-sourced taxable income, less allowable deductions. Salary currently has a 15% maximum tax rate.

However, lower wage earners pay the lower of 15% total income before personal allowances or the following tax schedules:

Annual income# (HKD)	Tax rate
First 40,000	2%
Next 40,000	7%
Next 40,000	12%
Balance >120,000	17%

The amount is after deductions and personal allowances.

For example, if an employee earns HKD 100,000 (after deductions and personal allowances), then the first HKD 40,000 is taxed at 2%, the next HKD 40,000 is taxed at 7%, and the remaining HKD 20,000 is taxed at 12%.

Hong Kong does not levy taxes on capital gains.

Taxable income

Taxable employment income includes all cash compensations and benefits-in-kind derived in Hong Kong including:

- Salary
- Commissions
- Bonuses
- Awards
- Gratuities
- Allowances
- Stock options, once exercised.

Non-taxable income includes:

- Severance pay and long-service payments calculated according to the Hong Kong Employment Ordinance
- Certain compensation related to loss of employment.

Allowable deductions

- Donations to charities above HKD 100, up to 35% assessable income minus other deductions
- Business deductions necessary to produce income
- Self-deduction expenses up to HKD 80,000
- Home loan interest up to HKD 100,000 (for up to 15 years)
- Elderly residential care expenses up to HKD 80,000, to be raised to HKD 92,000 in the 2016-2017 fiscal year, subject to the relevant legislations
- Contributions to the MPF up to HKD 18,000
- Personal allowance of HKD 120,000 per person, to be raised to HKD 132,000 in the 2016-2017 fiscal year, subject to the relevant legislations, HKD 100,000 for each child (an additional HKD 100,000 in the year of birth).

Income tax treaties

Because Hong Kong levies taxes on a territorial basis, double taxation rarely occurs. However, Hong Kong sees benefit in formalizing taxing rights so investors can better assess tax liabilities. Additionally, Hong Kong can lure foreign companies to do business in Hong Kong since they can enjoy lower tax rate for income derived in Hong Kong.

Hong Kong has signed Comprehensive Double Taxation Agreements with these countries:

Austria	Guernsey	Korea	Netherlands	Spain
Belgium	Hungary	Kuwait	New Zealand	Switzerland
Brunei	Indonesia	Liechtenstein	Portugal	Thailand
Canada	Ireland	Luxembourg	Qatar	United Arab Emirates
China	Italy	Malaysia	Romania	United Kingdom
Czech	Japan	Malta	Russia	Vietnam
France	Jersey	Mexico	South Africa	

Hong Kong has signed Limited Double Taxation Agreements, which are limited to air and/or shipping income, with these countries:

Bangladesh	Fiji	Jordan	Mauritius	Singapore
Croatia	Finland	Kenya	Norway	Sri Lanka
Denmark	Germany	Laos	Russia	Sweden
Estonia	Iceland	Macao	Seychelles	USA
Ethiopia	Israel	Maldives		

Value added tax

Hong Kong does not levy VAT.

Other taxes

Excise tax

Excise tax is levied on these goods, whether they are imported or produced domestically:

Products	Rate	Unit
Liquor with an alcoholic strength > 30% by volume measured at a temperature of 20°C	100%	
Methyl alcohol	HKD 840	hL
For every 1% by which the alcoholic strength by volume exceeds 30%	HKD 28.1	hL
Aircraft fuel	HKD 6.51	L
Leaded petrol	HKD 6.82	L
Unleaded petrol	HKD 6.06	L
Light diesel	HKD 2.89	L
Ultra low sulfur diesel	HKD 2.89	L
Cigars	HKD 2,455	Kg
1,000 cigarettes	HKD 1,906	
Chinese tobacco	HKD 468	Kg
Other tobacco	HKD 2,309	Kg

Customs duty

Hong Kong does not levy import tax.

Inheritance tax/gift tax

Hong Kong does not levy inheritance or gift taxes.

Property taxes

Property tax is levied on the owner of land and buildings in Hong Kong. The current rate is 15%, charged on the basis of actual rent receivable, less a 20% deduction to allow for repairs and maintenance. Rent received by a limited company is subject to profits tax instead of property tax.

Stamp duty

Stamp duty is charged on the following documents:

- Conveyance on sale of immovable and residential property (Assignment) – ad valorem stamp duty (AVD) charged at rates depending on the amount or value of the consideration. The existing maximum AVD is 4.25% if the amount or value of consideration exceeds HKD 21,739,131
- Agreement for sale and purchase of residential or non-residential property – maximum AVD of 8.25% if the amount or value of consideration exceeds HKD 21,739,131. For the sale or purchase of residential property by a Hong Kong resident who does not own any other residential property in Hong Kong at the time of the agreement, only the existing maximum AVD of 4.25% applies
- Lease of immovable property (Tenancy Agreement) – charged at 0.25% to 1% of the rental amount
- Transfer of Hong Kong stock – 0.2% on the higher of the transfer consideration or the fair market value of the shares, equally shared by the transferor and transferee (0.1% each)
- Any residential properties in Hong Kong acquired on or after 27th October 2012 by an individual or a company (irrespective of its place of incorporation) and resold within 36 months of acquisition will be subject to Special Stamp Duty (SSD) which ranges from 10% to 20%. The SSD is calculated based on the stated consideration for the transaction or the market value of the property, whichever is higher.

All non-Hong Kong permanent residents and companies (both local and overseas) acquiring residential properties in Hong Kong are subject to Buyer Stamp Duty (BSD) at a flat-rate of 15% on the higher of the stated consideration or market value of the residential property. The BSD is to be levied on top of the existing AVD and SSD.

Investment

Business incentives

While Hong Kong does not offer special business incentives, its low tax rates and financial infrastructure are enough to establish itself as a leading global business center. Expenditure on plant and machinery directly related to manufacturing and computers may be written off on the year of purchase. Other plant and machinery may be written off at 60% for the year of purchase and the remaining balance is depreciated at a certain rate (usually 20%) for the following years.

Limited sectors and indirect investments

Hong Kong allows full foreign ownership of companies except in the broadcasting industry (capped at 49%) and government-owned activities (e.g. Hong Kong Link and Kowloon-Canton Railway Corporation).

Intellectual property rights

Hong Kong follows a lot of international standards for intellectual property. The Intellectual Property Department is responsible for registration of patents and licensing of trademarks, designs, and copyright while the Intellectual Property Investigation Bureau of the Customs and Excise Department protects and enforces the laws.

Patents

Patents are technological solutions and innovations. They enjoy a protection of 20 years after date of application. One may apply for a short-term patent instead, which is only subject to a formality examination, but the patent is only protected for eight years.

Trademarks

Trademarks are used to distinguish a good or service from others in the form of words, images, and/or colors. They are protected for ten years and may be renewed indefinitely.

Copyright

Copyright is automatically protected upon the creation of a work until 50 years after the author's death. Unlike patents and trademarks, copyrights do not need to be registered.

Trade names

Trade names are names used by organizations or individuals to designate and differentiate themselves in business activity. Trade names do not have to be filed but a company can apply for the Business Registration Certificate in the trade name issued by the Business Registration Office.

Layout-design of an integrated circuit

Layout-designs are automatically protected upon creation with no need for registration. The owner of this right can take civil action to prohibit others from reproducing or distributing layout-design without the owner's consent.

Plant varieties protection

Plant Varieties Protection Ordinance, Cap. 490, allows plant breeders to apply for proprietary rights over cultivated plant varieties they have developed. Protection lasts for 25 years for trees and vines and 20 years for every other type.

Resumption and compensation

The Hong Kong Government can exercise statutory power to compulsorily take ownership of private land for public interest. Compensation depends on the purpose as different ordinances apply (e.g. Lands Resumption Ordinance, Railways Ordinance, etc.).

Property ownership

The Hong Kong Government virtually owns all land and grants new leases of land for a 50-year term. The lease may be renewed under the discretion of the government.

Foreigners can freely purchase apartments, condominiums, and other residential housing. Hong Kong has increased stamp duty and imposed property tax of 15% on non-resident property owners to deter foreign speculation amidst rapidly increasing housing prices.

International trade agreements

Hong Kong has signed a comprehensive free trade agreement with the following European countries:

- Iceland
- Liechtenstein
- Norway
- Switzerland.

4. India

Country profile

Official name	Republic of India
Capital	New Delhi
Location	Southern Asia, bordering the Arabian Sea And Bay of Bengal Between Burma and Pakistan
Area	3,387,240 km ²
Climate	Varies from tropical monsoon in the south Temperate in the north
Time zone	UTC +5.5 no DST
Population	~1.29 billion
Currency	Indian Rupee
Language	22 official languages recognized by Constitution English is widespread for business circles
Religion	80% Hinduism 14% Moslem 2% Christian 2% Sikh 2% Others
International	ASEAN East Asia Summit G-20 OIC
Government	Federal republic

Executive

The President of India is the Head of State and the Supreme Commander of the Indian Armed Force. He is elected by members of both the houses of Parliament and the Legislative Assemblies of all the states for a renewable term of five years. The Prime Minister of India is the head of government and exercises most of executive powers. The Prime Minister is appointed by the president, and is supported by the party or political alliance holding the majority of seats in the lower house of parliament. The executive branch of the Indian government consists of the president, the vice-president, and the Council of Ministers, headed by the prime minister. Any minister holding a portfolio must be a member of one of the houses of parliament. In the Indian parliamentary system, the executive is subordinate to the legislature; the prime minister and his council are directly responsible to the lower house of the parliament.

Legislative

The legislature of India is the bicameral parliament and it comprises the upper house called the Rajya Sabha ("Council of States") and the lower house called the Lok Sabha ("House of the People"). The upper house is a permanent body that has 245 members who serve in staggered six-year terms. The members are elected indirectly by the state and territorial legislatures in numbers proportional to their state's share of the national population. All 545 members of the lower house are directly elected by popular vote for five-year terms.

Judiciary

India has a unitary three-tier independent judiciary that comprises the Supreme Court, headed by the Chief Justice of India, 24 High Courts, and a large number of trial courts. The Supreme Court has original jurisdiction over cases involving fundamental rights and over disputes between states and the centre; it has appellate jurisdiction over the High Courts. It has the power both to declare the law and to strike down union or state laws which contravene the constitution, as well as to invalidate any government action it deems unconstitutional.

Economy

IMF Data	2013	2014	2015 Est
Real GDP USD billions	1,875	2,051	2,183
GDP per capita USD	1,489	1,608	1,688
Investments % GDP	32.5%	31.6%	30.7%
Inflation, EoY	8.2%	5.3%	5.4%

Business entities and accounting

Incorporation options

The principal business entities for doing business in India are:

- Limited liability company – public or private or one person
- Partnership
- Limited liability partnership (LLP)
- Sole proprietorship.

Companies

A company may be incorporated either as a public or private company or a One Person Company.

The characteristics and requirements of the various types of company are outlined below:

	Public	Private	One Person Company
Minimum number of subscribers / shareholders / members	7	2	1*
Maximum number of subscribers / shareholders / members	No limit	200	1*
Minimum number of directors	3	2	1
Invitation to public for shares / debentures / Deposits from public permitted	Yes	No	No

*The member should be a natural person, Indian citizen and resident in India. The term "resident in India" means a person who has stayed in India for a period of not less than 182 days during the immediately preceding calendar year.

Partnership

Partnerships, governed by the Indian Partnership Act, 1932, are created by execution of a Partnership Deed. At least two members are required to start a partnership. The number of members should not exceed 100. The partners are jointly and severally liable for the debts of the partnership.

Prior approval from the Reserve Bank of India (RBI) is required if foreign nationals intend to become partners in an Indian partnership.

Limited liability partnership

A Limited Liability Partnership is an alternative business vehicle that not only gives members the benefit of limited liability but also the flexibility of organising their internal structure as a traditional partnership. It is a separate legal entity and, while the LLP itself is liable for the full extent of its assets, the liability of the members is limited.

Every LLP shall have at least two partners and shall also have at least two individuals as Designated Partners, of whom at least one shall be a resident in India. The duties and obligations of Designated Partners shall be as provided in the law.

Investment in a LLP by a body corporate incorporated outside India is governed by the foreign direct investment ('FDI') policy of the RBI along with the provisions of the Foreign Exchange Management Act, 1999. As per the provisions of these legislations, a person resident outside India or an entity incorporated outside India shall be eligible investor for the purpose of FDI in LLPs. However, some specified persons are not eligible to invest in LLPs.

Further, the eligible investor would be eligible to invest, only in LLPs operating in sectors / activities where 100% FDI is allowed under the automatic route. LLP engaged in activities wherein investment is allowed through government route or where investment is allowed for less than 100% through automatic route are not eligible for FDI.

Sole proprietorship

Sole proprietorship is a form of business organisation in which an individual introduces his / her own capital, uses his/her own skill and intelligence in the management of its affairs, assumes all the risks of business and is solely responsible for the results of its operations.

Others

In addition to the above legal entities, the following types of entities are available for foreign investors / foreign companies doing business in India:

- **Company:** A foreign company can set up a Company in India to carry out business activities. Such a company is treated as an Indian resident. At least two shareholders for a private limited company and seven shareholders for a public limited company are mandatory. In addition, there is also the requirement that one of the directors of the entity should be an Indian resident. The activities of such a company need to comply with the provisions of the foreign direct investment (FDI) policy.
- **Liaison office:** A Liaison Office ('LO') (also known as Representative Office) can undertake only liaison activities, (i.e., it can act as a channel of communication between Head Office abroad and parties in India). It is not allowed to undertake any business activity in India and cannot earn any income in India. Expenses of such LO are to be met entirely through inward remittances of foreign exchange from the Head Office outside India. Permission to set up such offices is initially granted for a period of three years. However, such permission may be extended from time-to-time.
- **Project office:** A foreign company planning to execute a particular project in India can set up a temporary project office ('PO'). A Project Office can only undertake activities relating to and incidental to the execution of specific projects in India and has to be wound up following the completion of the project.
- **Branch office:** Companies incorporated outside India and engaged in manufacturing or trading activities are allowed to set up Branch Office ('BO') in India with specific approval of the RBI. Such BOs are permitted to represent the parent / group companies and undertake certain specified activities. Normally, the BO should be engaged in the activity in which the parent company is engaged. A BO is not allowed to undertake manufacturing or processing activities or retail trading activities of any nature in India, directly or indirectly. Profits earned by the BOs are freely remittable from India, subject to payment of applicable taxes.
- **Joint venture Company with an Indian Partner (Equity participation):** Subject to FDI guidelines, a foreign company may also set up a joint venture by forming strategic alliances with Indian partners. Generally, a foreign company identify partners in the same area of activity and enters into business agreement in which parties agrees to develop, for a finite time, a new entity and new assets by contributing equity. The parties exercise control over the enterprise and consequently share revenues, expenses and assets.

Accounting and auditing

Companies are required, under the Companies Act 2013, to keep and maintain such books and records to enable a true and fair view of the state of affairs of the company to be prepared. The books of account must be kept for a minimum of seven years. Financial statements should be presented in INR.

The Institute of Chartered Accountants of India (ICAI) is the apex institution that regulates the accounting and auditing practices in India.

Currently, in India, companies follow domestic accounting standards (Indian GAAP or IGAAP) while preparing their financial statements. On 2nd January 2015, the Press Information Bureau, Government of India, Ministry of Corporate Affairs (MCA) issued a note outlining the various phases in which Indian Accounting Standards converged with IFRS (Ind AS) is proposed to be implemented in India, for Companies other than Banking Companies, Insurance Companies and NBFCs. The application of Ind AS as per the notification of the Ministry of Corporate Affairs dated 16th February 2015 is tabulated below:

Phase	Date of Applicability	Class of Companies (fulfilling either criteria)
I	On or after 1st April 2016	Listed or unlisted companies with a net worth of or exceeding INR 5,000 million and holding, subsidiary, joint venture or associate companies of such companies.
II	On or after 1st April 2017	All listed companies with a net worth of less than INR 5,000 million Unlisted companies with a net worth of or exceeding INR 2,500 million and less than INR 5,000 million and holding, subsidiary, joint venture or associate companies of such companies.

- Listed Companies also includes companies in the process of listing
- Any other company may voluntarily apply these Accounting Standards in preparation of their financial statements for the period ended 31st March 2015 and onwards. The stand-alone financial statements will continue to be prepared as per the existing notified Accounting Standards which would be upgraded over a period of time

Scheduled commercial banks and insurance companies would have to start implementing the new accounting norms from 1st April 2018 with comparatives for the periods ending 31st March 2018 or thereafter. Indian Accounting Standards (Ind AS), converged with the global accounting norms, would be applicable for certain class of Non Banking Financial Companies (NBFCs) from the same date. It would be applicable for consolidated and individual financial statements.

The following audits are conducted in respect of the financial statements:

- Statutory audit:** Mandatory for every company whether public or private. It must be conducted annually in respect of the financial statements of every company by an auditor appointed by the company in its Annual General Meeting or the Board of Directors in case of the first appointment.
- Internal audit:** As per section 138 of the Companies Act, 2013 it is mandatory for every listed public company. For the unlisted public company, where the paid-up capital of the company exceeds INR 500 million or the annual turnover during the preceding financial year exceed INR 2,000 million or outstanding loans or borrowings from banks or public financial institutions exceeding INR 1,000 million or more at any point of time during the preceding financial year; or outstanding deposits of INR 250 million or more at any point of time during the preceding financial year, the company is required to have an appropriate internal audit system commensurate with the size of the company and nature of its business. However, the criterion of paid up capital and deposits is not applicable in case of the private company. The internal auditor reviews and issues their report after conducting an internal audit of the company.
- Cost audit:** Applies to a list of industries and the products covered under Section 148 of the Companies Act, 2013 such as cement, cycles, refrigerators, electric motors etc. Cost accounts shall be audited by a Cost Accountant in practise.
- Tax audit:** Required under the Income tax Act, 1961 and is mandatory for business entities with gross turnover exceeding INR 10 million and professionals with gross receipts exceeding INR 2.5 million. Gross turnover shall include any tax, duty, cess or fee (by whatever name

called) under any law for the time being in force, notwithstanding any right arising as a consequence of such payment. The tax audit comprises verification of all records, documents, books of account etc. to determine the actual tax liability of the entity. Only a Chartered Accountant holding a valid Certificate of Practice may carry out a Tax Audit.

- **Transfer Pricing Audit:** Required under the Income tax Act, 1961 and is mandatory for entities entering cross border transactions with associated enterprises (of any amount) or specified domestic transactions with related parties in excess of prescribed limits. The basic objective of the transfer pricing audit is to verify whether the International transactions or specified domestic transactions entered into by the Indian entity with its associated enterprises have been entered into at an arm's length price or not.
- **Internal Financial Control (IFC) Audit:** Companies Act, 2013 has placed special emphasis on IFC Audit which would be applicable on all companies registered under the Act. Under Section 143 of the Companies Act, 2013, the auditor's report shall now give separate audit report (as an annexure) stating whether the company has adequate IFCs in place and the operating effectiveness of such controls. Under Section 134 of the Companies Act, 2013, the directors responsibility statement would state that the directors has laid down IFC's to be followed by the company and that such IFCs are adequate and operating effectively (only for listed entities). Many other controls on other stakeholders are also placed.

Corporate filing requirements

Companies incorporated in India under the Companies Act are required to file annual accounts with the Registrar of Companies. Foreign investors and/or their agents in India are required to file certain statements and returns at periodic intervals as prescribed by the RBI under the Foreign Exchange Management Act, 1999.

Various reporting requirements are prescribed under the Companies Act, 2013 for various types of companies.

Finance and investment

Exchange control

The RBI is the governing authority for all matters relating to foreign exchange management and control. Any transaction in a foreign currency is governed by the Foreign Exchange Management Act, 1999. Residents are required to sell foreign money coming into their possession to a central bank or specialized government agency at the exchange rate set by the government.

Foreign Investment in various sectors is permitted, and there has been an increased flow of foreign exchange in India since the Government of India replaced controls under FERA (Foreign Exchange Regulation Act) with regulations under FEMA (Foreign Exchange Management Act). FEMA makes provisions in respect of foreign exchange transactions, which are of the following two types:

1. **Current account transactions:** the INR is fully convertible for trade and current account purposes. Except for certain specified restrictions, where RBI's approval is required, foreign currency may be freely purchased for trade and current account purposes
2. **Capital account transactions:** such transactions are not permitted unless they are specifically allowed and prescribed conditions are satisfied

Sources of finance

Banking

The banking system in India is advanced and well developed to meet the requirements of trade, commerce and industry and is comprised of public and private sector banks, co-operative banks, foreign banks and regional rural banks. The banking sector is regulated by the Reserve Bank of India (RBI).

Banks and financial institutions in India grant loans for capital expenditure, for setting up a new project or for expansion and diversification programmes of existing units. Banks also grant working capital facilities secured against the current assets of the business entities and other non fund based limits such as Letters of Credit / Bank Guarantees, etc.

Venture capital funds and companies

Venture capital funding is an option for funding business. There are a number of funds which are currently operational in India and involved in funding start up ventures. Many of the venture funds are involved in providing mezzanine, bridge financing, growth capital and are active private equity players. Venture capital firms also provide entrepreneurs with incubator facilities with innovative ideas. These funds are regulated by the Securities Exchange Board of India (SEBI) and are now mostly structured as Alternative Investment Funds with difference categories depending on the nature of each fund.

Stock exchange

The Indian capital markets are extremely advanced and efficient with over 5,000 listed companies.

There are 19 stock exchanges in India; however, the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) are the most significant. The growth of the Indian corporate sector is thereby facilitated by the provision of an efficient capital raising platform.

Tariffs

The Customs Act governs the levying of tariffs on imports and exports and frames the rules for customs valuation. The Customs Tariff Act specifies the tariff rates and provides for the imposition of anti-dumping and countervailing duties. With some exceptions, most tariffs are Advalorem. Tariff rates, excise duties, regulatory duties, countervailing duties and the like are subject to revision in each annual budget. Indian import policy includes a duty exemption scheme for registered exporters so that they may import the inputs required for export production at international prices and free from duty, in order to make their exports more competitive. Imported items which are exempt from customs duty are raw materials, components and consumables.

Incentives and restrictions for foreign investors

India offers foreign investors a balanced package of fiscal incentives including:

- Complete tax exemptions
- Investment incentives offered by Central and State Governments
- Tax treaties with over 85 countries.

India has a number of Special Economic Zones (SEZ). SEZs are considered as foreign territory in all that concerns taxes and customs. Companies in a SEZ are eligible for a total exemption from tax for the first five years and a 50% exemption from tax due for the following five years.

India is attracting the attention of foreign investors and a number of incentives are available. FDI is however, not permitted in certain sectors including lottery business including government / private lottery, online lotteries, gambling and betting including casinos, real estate business, construction of farm houses, etc. Also, in some sectors, FDI is permitted only after obtaining specific approval of the Government. In the following key sectors, the level of FDI is subject to restrictions and fulfillment of prescribed conditions:

- Private sector banking (automatic up to 49% and Government route beyond 49% and up to 74%)
- Insurance (automatic up to 26% and Government route beyond 26% and up to 49%)
- Defence [Government route up to 49%, above 49% to Cabinet Committee on Security on case to case basis, wherever it is likely to result in access to modern and 'state-of-art' technology in the country]
- Private security agencies (up to 49% under Government route)
- Telecommunication (Automatic up to 49% and Government route beyond 49%)
- Airports (Automatic up to 74% and Government route beyond 74%)
- Mining and exploration of metal and non-metal ores including diamond, gold, silver and precious ores but excluding titanium bearing minerals and its ores (100%).

Employment regulation and social security

Entry visa and work permit requirements

Foreigners wishing to visit India can obtain a visa from the Indian Mission in the country of their residence. They should possess a valid international passport, except in the case of nationals of Bhutan and Nepal for whom an approved means of identification is sufficient. The following types of visas may be granted to foreigners wishing to work in India:

Business visa

A business visa is required by persons visiting India on business. It is necessary to provide a letter from the applicant's overseas employer stating the exact purpose of the visit and the expected duration with the application. A letter of invitation from the Indian Company should also be provided. A multiple entry business visa may be granted for up to two years.

Employment visa

A multiple entry employment visa may be granted on a case by case basis to foreign nationals wishing to take up employment in India. An employment visa must be obtained from the Indian Consulate in the country of residence of the applicant prior to departure for India.

Entry visa

An entry visa is issued to those of India origin visiting India for tourism or other non-business related purposes. Members of the family of a person employed in India are also eligible for an entry visa. In the latter case, documents establishing the employment of the person employed in India along with a copy of their employment visa must be attached to the application.

Tourist visa

A tourist visa is given to those visiting India for tourism or other non-business related purposes and is generally valid up to six months.

Hiring local employees

India has one of the world's largest pools of scientific and technical personnel: this serves as an important attraction for foreign investors.

Contracts of employment may be expressed or implied, in writing or verbal. Contract labour in India must be paid a minimum wage and, except as required under the applicable laws relating to Provident Fund, ESI, withholding tax etc, wages must be paid without deductions.

There are various acts which regulate labour and employment in India, including:

- Workmen's Compensation Act, 1923
- Children (Pledging of Labour) Act, 1933
- Payment of Wages Act, 1936
- Employees' State Insurance Act, 1948
- Minimum Wages Act, 1948
- Indian Factories Act, 1948
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- Payment of Bonus Act, 1965
- Payment of Gratuity Act, 1972
- Child Labour (Prohibition & Regulation) Act, 1986.

Trade unions

There are, at present, numerous trade unions in India which regulate the aspirations of the working classes. In India, there is a guaranteed fundamental right to form Labour unions. This right applies whether a union has been recognized or not. The Trade Unions Act, 1926 is completely silent on the question of recognizing a trade union for the purpose of collective bargaining. During the collective bargaining

process, workers are represented through trade unions. Collective bargaining aims to resolve issues pertaining to wages, working conditions, health and safety, and working hours of workers.

Social security system

India has a sound social security system in place. The principal social security laws enacted in India are the following:

The Employees’ State Insurance Act, 1948

An employee covered under the scheme must contribute 1.75% of the wages paid/payable and an employer contributes 4.75% of the wages paid /payable to an employee. The total contribution in respect of an employee is 6.50% of the wages paid/payable.

The Employees’ Provident Funds & Miscellaneous Provisions Act, 1952

Employers with ten or more employees must pay contributions equivalent to 12% of their salaries to the employees’ provident fund. Employees earning not more than INR 15,000 per month must pay contributions of 12% of their salary to the employees’ provident fund. Higher paid employees may make voluntary contributions. Contributions are deductible for income tax purposes subject to fulfillment of prescribed conditions.

The Payment of Gratuity Act, 1972

Gratuity is a statutory benefit paid to employees who have rendered continuous service for at least five years under the Payment of Gratuity Act, 1972. The employee is entitled to 15 days of pay for each completed year of service. The employer can also structure a gratuity benefit that is higher than statutory requirements. The gratuity benefit is payable on cessation of employment (either by resignation, death, retirement or termination, etc) by taking the last drawn salary as the basis for the calculation.

Taxation

The general structure of taxes in India comprises two parts:

Direct taxes	Indirect taxes
<ul style="list-style-type: none"> Income tax 	<ul style="list-style-type: none"> Customs duty Excise duty Central sales tax Value added tax Service tax Stamp duty

Direct taxes

The right to levy direct tax rests with Central Government.

Income tax

Corporate and personal taxation in India is governed by the Income tax Act, 1961. Income tax is levied on “total income” of entities and individuals for the financial year which is known as “previous year” in India. The tax year in Indian runs from 1st April until 31st March.

The income liable to tax is to be computed under the following headings:

- Income from salaries
- Income from residential property other than the exempted residence
- Profits / gains from business /profession
- Capital gains
- Income from other sources.

Certain exemptions and deductions are available for different assesseees under various provisions of the Income tax Act, 1961 including:

- expenditure for newly established undertakings in Free Trade Zones, Special Economic Zones, 100% export-oriented undertakings
- expenditure on scientific research, know-how
- expenditure on acquisition of patent or copyrights
- expenditure for obtaining a license to operate telecommunication services
- expenditure for carrying out rural development programmes.

Withholding taxes [also referred to as Tax Deducted at Source (TDS)] is liable to be deducted on various categories of payments made within India and abroad at different rates. The deductee gets credit for the amounts deducted in their tax computation.

Income tax rates for individuals and Hindu undivided families:

Total income	Tax rate (FY 2015-16)	Education Cess (on income tax)	Secondary & higher education Cess (on income tax)
Financial year 2015-16			
Up to INR 250,000*	Nil	Nil	Nil
INR 250,001 – INR 500,000	10%	2%	1%
INR 500,001 – INR 1,000,000	20%	2%	1%
Above INR 1,000,000	30%	2%	1%

* INR 300,000 in case of resident senior citizens above 60 years, INR 500,000 in case of resident senior citizens above 80 years.

The amount of income tax shall be increased by a surcharge at the rate of 12% of such tax, where net total income exceeds INR 10 million.

Others

Category	Tax rate (FY 2015-16)	Surcharge (on income tax)	Education Cess (on income tax)	Secondary & higher education Cess (on income tax)
Partnership (including LLP)	30%	12% (if net income exceeds INR 10 million)	2%	1%
Domestic company*	30%	7% (if net income exceeds INR 10 million)	2%	1%
		12% (if net income exceeds INR 100 million)	2%	1%
Foreign company	40%	2% (if net income exceeds INR 10 million)	2%	1%
		5% (if net income exceeds INR 100 million)	2%	1%

* Note: All Companies incorporated in India as per Companies Act are Domestic Companies.

Minimum alternate tax (MAT) on book profit is charged at 18.5% plus applicable surcharge and education cess. A MAT applies if a Company's tax liability is calculated to be less than 18.5% of its book profits. For all companies, where the minimum alternate tax applies, the excess of the liability over the tax calculated on ordinary principles may be carried forward and credited against future tax liabilities for up to ten years.

Domestic companies are subject to Dividend Distribution Tax at a rate of 20.358% on the amount of dividends declared.

Income computation and disclosure standards

The Central Board of Direct Taxes vide its Notification No: 32/2015 dated 31st March 2015 notified 10 Income Computation and Disclosure Standards which is to be followed by all assesseees at the time of computation of income chargeable to tax under the head "Profit and Gains of Business or Profession" or "Income from other sources" with effect from tax year 2015-16.

Relief from double taxation

India has entered into Double Taxation Avoidance Agreement (DTAA) with more than 85 countries. Most agreements currently in force lay down various tests in order to determine the actual residential status of the individual. Generally, the provisions of DTAA prevail over the domestic tax provisions. However, the domestic tax provisions may apply to the extent they are more beneficial to the taxpayer. The benefit of the DTAA will not be available unless a taxpayer obtains a Tax Residency Certificate from the government of the country where the taxpayer resides.

Indirect taxes

Customs duty

Customs duty is levied on the import of goods. The rate of customs duty is levied as per the Customs Tariff Act, 1975, which is aligned with the Harmonized System of Nomenclature (HSN) followed internationally. Exemptions are available depending on the nature of goods, status of importer, country of import etc.

Excise duty

Excise duty is levied on excisable goods manufactured in India and is payable upon clearance of the goods from designated establishments. The general rate of excise duty in India is presently 12.5%. Rates for specific products are prescribed in the Central Excise Tariff Act, 1985 (which is aligned with the HSN).

Value added tax (VAT)

VAT is a state specific levy on the sale of movable goods within a state in India. State VAT is charged at varying rates ranging from 1% to 15%. The rates may differ from state to state. Basic necessities and goods of local importance have been placed in the zero-rate bracket or the exempted schedule. VAT paid on inputs may be offset against output VAT or Central Sales Tax liability.

Registration of traders with gross annual turnover above INR 1 million is compulsory subject to state laws. A new dealer usually allowed 30 days time from the date of liability to register. Returns are to be filed monthly/quarterly/annually as per the provisions of the local State Acts / Rules.

Central sales tax (CST)

CST is chargeable on the sale of goods from one state to another. CST is levied at the rate of 2% if the required forms are issued by the purchaser, otherwise, higher rates as per the local laws of the relevant state may apply.

Service tax

Service tax is levied on all services except the services specified in the negative list India. The current rate is fixed at 14.5% (Service Tax of 14% and Swachh Bharat Cess of 0.5%), on the gross amount charged for the services provided. Service tax paid on inputs may be offset against output service tax liability.

Stamp duty

It is duty imposed at state level on certain legal instruments and commercial transactions. The rate of stamp duties varies from state to state.

Proposed goods and service tax (GST)

GST is in the process of being introduced to replace the existing indirect taxes. However, the date of introduction of the same is not yet finalized. The introduction of GST will have a far reaching impact on virtually all aspects of business in the country, including: supply chain, sourcing and distribution decisions: inventory costs and cash flows; pricing policy; accounting and Information Technology systems; and transactions management. The tax base is anticipated to be comprehensive, including virtually all goods and services with few exemptions.

Other significant taxes

Other significant taxes inter-alia includes:

- Research and Development Cess – Imposed on payments made for import of technology
- Lease tax – Imposed on contracts involving of rights to use goods
- Octroi / Entry tax – Levied by certain municipalities and states on the entry of goods into municipal jurisdiction or states for consumption, use or sale
- Works contract tax – Imposed on goods for which title is transferred during execution of works contracts (for example contracts for the construction, fabrication or installation of plant and machinery)
- Luxury tax – levied by certain states on notified items
- Securities transaction tax – Payable on transactions in equity shares, derivatives and specified mutual funds.

There may be other state level taxes that are not covered above.

Incentives and benefits

There are several schemes which grant incentives and other benefits to tax payers including:

- Export promotion capital goods scheme – allows the import of capital goods on payment at a concessional rate of 5%, subject to fulfillment of export obligations
- Advance license scheme – inputs required to manufacture export products may be imported without payment of customs duty
- Duty drawback – Duty drawback means the refund of duty of customs and duty of central excise that are chargeable on imported and indigenous materials used in the manufacture of exported goods
- Refund of excise duty and service tax in case of export of goods and services.

Also, units which undertake to export their entire production of goods and services may set up an Export Oriented Unit located in an electronic hardware technology park, a software technology park or a biotechnology park in India.

5. Indonesia

Country profile

Official name	Republic of Indonesia
Capital	Jakarta
Location	Southeast Asia Indian Ocean Between Malaysia and Australia
Area	1,919,400 km ² 17,509 islands
Climate	Tropical with wet and dry seasons
Time zone	UTC +7 to +9 no DST
Population	~238 million
Currency	Indonesian Rupiah IDR or Rp.
Language	Indonesian official English
Religion	87% Moslem 10% Christianity 3% Hinduism 1% Buddhism
International	ASEAN East Asia Summit G-20 OIC
Government	Presidential republic

Executive

The President of Indonesia is the head of state, commander-in-chief of the Indonesian National Armed Forces, and the director of domestic governance, policy-making, and foreign affairs. The president appoints a council of ministers, who is not required to be elected members of the legislature. The president may serve a maximum of two consecutive five-year terms.

Legislative

The highest representative body at national level is the People's Consultative Assembly (MPR). It supports and amends the constitution, inaugurates the president, and formalizes broad outlines of state policy. It has the power to impeach the President. The MPR consists of the 560-member People's Representative Council (DPR) and the 132-member Regional Representative Council (DPD). The DPR passes legislation and monitors the executive branch; party-aligned members are elected for five-year terms by proportional representation. The DPD is a new chamber for matters of regional management.

Judicial

At the top is the Supreme Court (Mahkamah Agung), which hears final cessation appeals and conducts case reviews. Below it is the High Court, which hears the appeals, and the State Court, which hears civil disputes. Other courts include the commercial court (insolvency), state administrative court (against the government), constitutional court, and religious (Moslem court based on sharia law).

IMF Data	2013	2014	2015 Est
Real GDP USD billions	913	887	872
GDP per capita USD	3,667	3,524	3,415
Investments % GDP	34.0%	34.7%	34.0%
Unemployment	6.3%	6.1%	5.8%
Inflation, EoY	8.1%	8.4%	4.6%

Business entities

Indonesia's commercial sector recognizes three principal categories of business organizations:

Limited liability company or *Perseroan Terbatas (PT)*

The Law No. 40 of 2007 concerning Limited Liability Company or *Perseroan Terbatas (PT)* regulates the establishment of a PT, the most common form of business entity. Major characteristics include:

- The Articles of Association can specify limited period or unlimited period of operations
- Two or more persons can establish a PT with a notarized deed written in Indonesian language
- The company becomes a legal entity after issuance of the Ministerial Decree
- Capital must be at least IDR 50 million, with some exceptions by law, with at least 25% issued and paid-up in full
- Shares must have Rupiah nominal value
- Shares can be issued based on classifications, e.g. with or without voting rights
- The basic structure of a PT consists of Shareholders' Meeting, Directors, and the Board of Commissioners
- Certain changes in a PT's Articles of Association, such as an increase or decrease in authorized and paid-up capital, must be approved by the Ministerial Decree
- The name of the company must begin with "Perseroan Terbatas" or the abbreviation "PT". Publicly-listed companies (*Perseroan Terbuka*) must add "Tbk." at the end of the company name
- The Directors consists of one or more members as appointed by the shareholders in their general meeting. Companies that engage in mobilizing public funds, issuing public shares, or issuing debt instruments must have at least two members. The same applied to the Board of Commissioners
- A company having its business activities based on the sharia principle must also have a Sharia Supervisory Board. The Sharia Supervisory Board is responsible for advising the Board of Directors and supervising company activities to comply with the sharia principle
- Annual general meetings must be held within six months after the end of the accounting year
- Foreign direct investments can only be made through a PT, including an incorporated joint venture.

Sole proprietorship

Sole proprietorship is generally owned by an individual and used in the informal sector. It does not require formal registration at Indonesian authorities.

Partnership

There are three types of partnership recognized by law:

- Civil Partnership or *Persekutuan Perdata (PP)*
- Open Partnership or *Firma (Fa)*
- Limited Partnership or *Commanditaire Vennootschap (CV)*.

The Indonesian Civil Code and the Indonesian Commercial Code govern all types of partnerships. Firma and CV are established by Deed of Establishment that need to be notarized and registered with the local court while PP are established privately or before a notary by the partners.

Accounting and auditing

Law No. 40 of 2007 requires an annual report to be presented in a general shareholders' meeting no later than six months after the accounting year end. The Board of Directors submits the annual report after it has been reviewed by the Board of Commissioners. It must contain financial statements, company activities, issues during the accounting year, and names, salary, and compensation of the Board of Directors and Board of Commissioners for the previous year.

For certain types of limited liability companies which are raising and managing public funds such as banks and financial institutions, publicly-listed companies, companies issuing debts to public, state-owned entities, and companies having assets and/or business of at least IDR 50 billion, their financial statements must be audited by an independent auditor selected in a general shareholders' meeting and prepared under generally accepted accounting principles in Indonesia (Indonesian FAS). Indonesian FAS has mostly converged with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS).

After being approved by the shareholders, the audited financial statements of publicly-listed companies, companies issuing debts to public, and companies raising and managing public funds must be published and submitted to the Indonesian Financial Services Authority (or Otoritas Jasa Keuangan/ OJK) by 31st March every year. The OJK also issued regulations that have to be complied by those companies, such as the requirements and procedures for, e.g. issuing shares or bonds to public, entering transactions with related parties and transactions considering material. Banks (including publicly-listed banks) should also comply with Bank Indonesia (the central bank) Regulations in handling and reporting their banking transactions.

Finance and capital markets

Exchange controls

The Indonesian Rupiah (IDR) is generally freely convertible. However, taking IDR 100 million (or equivalent in foreign currency) or more outside Indonesia needs prior approval from Bank Indonesia, the central bank. Conversely, bringing IDR 100 million (or equivalent in foreign currency) or more into Indonesia is subject to Indonesian custom verification for authenticity of the money upon arrival. In addition, all Indonesian commercial banks must report their currency flow activities to BI, giving rise to transfers of financial assets and liabilities between residents and non-residents, including transfers of external assets and liabilities between residents.

To build international and national confidence in the Rupiah, the government has issued Law No. 7 of 2011 on Currency. The Rupiah must be used for all payment transactions, monetary obligation settlements, and other financial transactions in Indonesia except payments related to implementation of state budget and international commercial transactions.

Banking

The Banking Law of 1992, as amended in 1998, categorizes banks into two types: commercial banks and rural banks. The difference between commercial banks and rural banks pertains to the capitalization and restricted transactions. Some of transactions in rural banks are prohibited from accepting deposits in the form of demand deposit, conducting business in foreign exchange; conducting equity participation and conducting insurance business.

The Act No. 21 of 2008 has provided a more adequate legal base to the development of Islamic banking in Indonesia and consequently will accelerate the growth of the industry.

As of October 2011, BI recognizes 120 commercial banks and 1,837 rural banks in Indonesia, including state-owned and private banks. The three biggest banks by asset in Indonesia are state-owned banks.

Bank Indonesia

The Bank Indonesia (BI), the central bank on Indonesia, was created under the Central Bank Act, Law No. 23 of 1999 on Bank Indonesia, which has been amended with Law No.3/2004 on 15th January 2004. These laws establish BI as an independent state institution, free from interference by the Government or any other external parties, which new tasks are to monitor and implement monetary policy, regulating a smooth payment system and financial system stability. The monitoring and supervision of banks were transferred to Indonesian Financial Services Authority or *Otoritas Jasa Keuangan* (OJK).

Indonesian Financial Services Authority or *Otoritas Jasa Keuangan* (OJK)

The OJK is an independent government agency, established in 2011, that has replaced the role of Bapepam-LK in regulating and supervising the capital market and financial institutions, and that of Bank Indonesia in regulating and supervising banks, and to protect consumers of financial services industry.

Bank secrecy

Banks are required to safeguard the secrecy of all customer information unless BI demands it, in writing, for tax and criminal proceedings.

Deposit insurance

The Indonesia Deposit Insurance Institution was formally established under Law No. 24 of 2004 as an independent institution that insures depositors' funds and actively maintains stability in the banking system. All deposits up to IDR 100 million per customer for each bank must be insured. Each bank in Indonesia must become a member of the Indonesia Deposit Insurance Institutions and pay insurance premiums based on their deposits portfolio.

Capital market

Indonesia Stock Exchange (IDX)

IDX is based in Jakarta, Indonesia. It was previously known as the Jakarta Stock Exchange (JSX) before merging with Surabaya Stock Exchange (SSX) in 2007. At the end of 2015, the IDX had 527 listed companies with a combined market capitalization of USD 422 billion. The IDX also trades bonds (government and corporate) and warrants. The Jakarta Composite Index (JKSE) and the Jakarta Islamic Index (JII) are the two primary stock market indices. The JKSE consists of all stocks of publicly-listed companies in Indonesia. The JII was established in 2002 to measure and benchmark market activities based on Sharia (Islamic law). About 30 stocks are listed in the JII.

Labor

Law No. 13 of 2003, the Labor Law, combines most labor laws and legislation into a single legal instrument while adding new provisions. This law gives emphasis on worker protection and labor welfare.

Employment relations

Employment can be made verbally and in writing. Normally, the work contract is put in writing to avoid legal question by parties. There are two types of contracts that exist:

- A fixed contract is based on either a term or the completion of a certain job and must be written in Indonesian language. It can be made only for certain jobs (e.g. seasonal work and work to be completed at once) and can be renewed
- A permanent contract can have a probation period of at most three months.

Wages and benefits

Minimum wage is set by the regional government of each province. In 2015, minimum wage in Jakarta is IDR 2.7 million (about USD 200) per month. Employees may receive an annual allowance equal to one month's salary. It is a mandatory allowance for workers in Indonesia to celebrate their religious holidays. The allowance must be paid one week before Lebaran for Moslems, before Christmas for Christians, before Nyepi for Hindus, and before Buddha's Enlightenment Day for Buddhists.

Other benefits

Employee and employer negotiations or collective bargaining determine other fringe benefits. These benefits may include family and cost-of-living allowances, free medical care (including dental care) for employees and their families, housing, transport, and work uniform. Many firms offer pension schemes. Senior executives often receive additional benefits such as a company car and annual home leave.

Social welfare obligation

The Indonesian government has introduced new social security schemes for employees, which are applicable for Indonesian nationals as well as foreigners, who work in Indonesia for at least six (6) months. These schemes are the Manpower Scheme (BPJS Ketenagakerjaan) and Healthcare Scheme (BPJS Kesehatan).



Manpower scheme

Businesses employing employees must register with BPJS Manpower Agency, a government-run workers' insurance and social security fund. In general, it continues the old worker's social security scheme (i.e. Jamsostek). BPJS manpower covers retirement at 55 years old, work accidents, old age savings, and death. The employer contributes 3.7% of salary for old age savings, from 0.24% to 1.74% for working accident protection and 0.3% for death insurance and 2% for pension. Employees only contribute 2% of their salaries for old age savings and 1% for pension. The above new rates have been effective on 1st January 2014.

Healthcare scheme

The healthcare scheme replaces the old healthcare scheme and will be fully mandatory by 1st January 2019. Small, medium, and large enterprises were required to register their employees to the Healthcare Scheme by 1st January 2015. The employer contributes 4% of salary while employee contributes from 0.5%-1%.

Working hours

Normal working hours are

- seven hours per day, 40 hours per week, and six working days per week or
- eight hours per day, 40 hours per week, and five working days per week.

Employees must be given at least a thirty-minute break after working for four hours. The break is not included in working time.

Workers are entitled to overtime compensation when working in excess of the normal working hours or during formal public holidays.

Leave and break

- At least one rest day per week.
- At least 12 paid leaves per year.
- Three months of paid maternity leave, half before childbirth and half after.
- 90 days of rest after a miscarriage with accompanying medical statement.
- Formal public holidays.
- Paid sick leave.

Labor unions and collective labor agreement

Workers can form their own unions, which must have their own by-laws and manage their own budget.

Workers and employers can enter into a written Collective Labor Agreement and shall at least contain the following:

- Rights and obligations of the employer
- Rights and obligations of the union and workers
- The starting date and period of effect
- Signatures of all involved parties.

Employment termination

Before an employer terminates its worker, the employer must discuss or negotiate with the employee or existing labor union. If the negotiation fails, the employer may only terminate the employee after receiving a decision from the institution for the settlement of industrial relations disputes.

Upon termination, an employer must pay severance of one month's salary for every year of service, up to a cap of nine months' salary. In addition, the employer must pay service rewards of two months' salary for every three years of service. 15% is added as housing and medical benefits. Other entitlements include cash payments for accrued annual leaves.

Employment of foreign workers

Normally, foreign employments are temporary and fall under four types: professionals, managers, supervisors, and technicians / operators.

Entities planning to hire foreigners must submit a Foreign Worker Utilization Plan (RPTKA) to the Ministry of Manpower and Transmigration. After approval, the Ministry will issue a work permit (KITAS card) subject to an annual fee. Indonesian counterpart must be employed for each expatriate employee to support transfer of knowledge and technology.

Taxation

The Directorate General of Taxation, under the Ministry of Finance, formulates and implements policies and technical standards for Indonesian taxation.

Corporate income tax

Companies are taxed based on residency:

Resident taxpayer

A company established or domiciled in Indonesia is taxed on its worldwide income, subject to tax credits for foreign income which has been subject to tax.

Non-resident taxpayer

A company incorporated outside Indonesia is taxed only on Indonesia-sourced income, subject to tax relief under the double taxation agreements. Non-resident taxpayers with permanent establishments (PE) in Indonesia (e.g. branch offices) are taxed on:

- the PE's income from its business, activities, and assets it owns and controls
- the head office's income from the sale of goods or services in Indonesia of the same type as those sold by the PE in Indonesia
- all other income received or accrued by the head office such as dividends, interest, royalties, rent, and other income connected with the use of property, fees for services, etc. of the PE in Indonesia.

A PE is generally defined as an operation where a non-resident establishes a fixed place of business in Indonesia, including a management location, a branch office, an office building, etc. A PE can also be established when the nonresident entity's employees provide services in Indonesia for more than 60 days in any 12-month period. If the home country has a Double Tax Agreement (DTA) with Indonesia, the definition can be slightly modified.

Taxpayers must prepay its income tax in monthly installments based on the previous year's tax assessment under Article 25 of the tax regulation. These installments are then deducted from year-end tax liability to calculate the final amount of tax payable after all creditable withholding taxes.

Each taxpayer is required to file the tax return and pay taxes based on a self-assessment system. An annual tax return must be submitted to the Tax Office by 30th April every year. Consolidated returns are not allowed.

Income tax calculation

Income tax payable is calculated by multiplying taxable income by the corporate tax rate.

Income subject to tax

Taxable income is defined as assessable income less tax deductible expenses, whether originating from within or outside Indonesia, that may be used for consumption or to increase the taxpayer's wealth in whatever name and form.

Assessable income includes the following income:

- Business profits
- Foreign exchange gains
- Dividends
- Interest
- Rent
- Royalties
- Capital gains
- Other property-related income.

Allowable tax deductions

Generally, taxpayers may deduct from gross income all expenses related to earning, securing, and collecting taxable income.

Major deductible expenses include:

- Costs related to business, such as:
 - cost of materials
 - employee wages and salaries
 - honoraria, bonuses, gratuities, and monetary remuneration
 - interest, rent and royalties
 - travel expenses
 - insurance premiums
 - advertisement and selling expenses subject to government regulation
 - administrative expenses
 - taxes other than income tax.
- Capital losses
- Contributions to an approved pension fund
- Loss from the sale or transfer of properties owned and used in business or used for earning, collecting, and securing income

- Training expenses for employees
- Losses from foreign exchange
- Research and development costs in Indonesia
- Write-off of uncollectible debts subject to certain tax conditions
- Certain donations such as for national disaster, education facilities, social infrastructure, and sports enhancement subject to government regulations
- Depreciation and amortization of assets with useful life longer than one year. Taxpayers can adopt either the straight-line or the double-declining balance method for depreciation (except buildings) and amortization and apply it consistently. The Tax Office must approve any changes in method. Special rules are applied to certain industries such as forestry, plantation and breeding.

The depreciation and amortization schedule is presented in the following table:

Assets	Useful life (years)	Method of calculation	
		Straight-line	Double-declining
I. Buildings			
Permanent	20	5%	
Non permanent	10	10%	
II. Others			
Group 1	4	25%	50%
Group 2	8	12.5%	25%
Group 3	16	6.25%	12.5%
Group 4	20	5%	10%

Corporate taxpayers can revalue their depreciable assets at market or fair value for tax purposes with approval from the Directorate of General Taxation (DGT) and compliance to specific conditions and requirements. Once approved by the DGT, the depreciation applied to depreciable assets must be based on the new tax book values and the new useful life. The excess of fair market value over the old tax book value of the revalued assets is subject to final income tax at 10%, and be paid in installments over 12 months, if taxpayer has financial difficulties. Also, there is a requirement that these revalued assets must be retained (i.e. not disposed of or transfer to) at certain period of time or else an additional final tax of 10% is imposed on the original revaluation gains subject to specific transfer exemptions.

In 2015, there is a new regulation available only until the end of 2016, allowing individuals and companies residing in Indonesia, including certain permanent establishments, to apply for a new fixed asset revaluation tax incentive. The increase in fixed assets resulting from this revaluation (i.e., the difference between the new asset value and the tax book value before revaluation) then would be subject to reduced rates of "final income tax", subject to the conditions stated in the regulation, ranging from:

- 3% for applications filed before 31st December 2015
- 4% for applications filed between 1st January 2016 and 30th June 2016
- 6% for applications filed between 1st July 2016 and 31st December 2016.

Non-deductible items include:

- Private expenses for the personal benefit of shareholders
- Benefits-in-kind (e.g. housing and vehicles) provided to employees, except for the provision of food and beverages for all employees and benefits provided to employees in certain remote areas
- Gifts and donations including "excessive" payments for goods or services where a special relationship is deemed to exist between the buyer and seller

- Incurred expenses in producing income that is exempt from tax or subject to final tax
- Tax penalties
- Employer contributions to the life, health, and accident insurance and contributions to unapproved pension funds, unless the contributions are treated as part of the taxable income of employees
- Expenses related to income taxed at a final rate, e.g. interest expense on loans related to time deposits
- Expenses related to income exempt from tax, e.g. interest on loans used to buy shares where dividends are not subject to income tax
- Salaries or compensation received by partnership or firm members whose participation is not divided into shares
- Reserves or allowances except bad debt allowances for banks or finance leasing companies, reserves in insurance companies, and reserves for reclamation costs in the mining industry.

Loss carryovers

Fiscal losses can be carried forward for five years. In certain regions and business sectors, fiscal losses can be carried forward for ten years as part of investment incentives. Losses cannot be carried backwards.

Tax rate

The corporate tax rate is a flat rate of 25% of taxable income. However, small taxpayers with gross revenue of not more than IDR 50 billion can receive a 50% discount of the standard tax rate on the portion of taxable income up to IDR 4.8 billion of revenue.

Public companies can get a 5% tax reduction for any given year if:

- At least 40% of their shares are publicly owned
- The public should consist of at least 300 individual shareholders, each holding less than 5% of shares
- The above conditions must be maintained for at least six months in a taxable year.

Deemed profit margin

Businesses that have deemed profit margin for tax purposes are presented below.

Business	Effective rate
Domestic shipping operations	1.20%
Domestic airline operations	1.80%
Foreign shipping and airline operations	2.64%
Foreign oil and gas drilling	3.75%
Certain Ministry of Trade representative offices	0.25%

Tax on oil, gas, and geothermal industries

For companies engaged in oil, gas, and geothermal projects, income tax depends on its production sharing contract (PSC), a cooperation contract between the holder of the contract and the government. The PSC overrides the Indonesian tax law. The tax law applies only on matters not mentioned in the PSC.

Oil and gas contractors are exempt from import duty, VAT, and luxury tax as of April 2014 under the Finance Ministry's new regulation, PMK 70 of 2013.

Tax on mining

The Mining Law states that general prevailing income tax laws/regulations will apply to mining projects, except specifically stated in the mining license.

Tax on consolidation

Tax consolidation is not available in Indonesia.

Dividends and branch profit

Dividend received by a resident corporate taxpayer, including cooperatives and government-owned corporations, from an Indonesian company is subject to a 15% withholding tax, an advance income tax payment. Companies are exempt from withholding tax if:

- Dividends are paid out of retained earnings
- The company receiving dividend owns at least 25% of the company paying out dividends.

Dividends received by partnership, CV, foundations and similar organizations are also subject to 15% withholding tax.

Dividend received by a non-resident taxpayer is subject to a 20% final withholding tax subject to tax treaty agreements.

Permanent establishments are subject to a 20% branch remittance tax on after-tax profits, subject to tax treaties. PEs are exempt from this tax if all profits are reinvested in Indonesia.

Transfer pricing

The tax rules require that related party transactions must be conducted in an arm's length principle. Thus, the tax authorities require specific transfer documentation to prove this arms length basis. However, domestic related party transactions are outside the scope of this documentation rules, except when taxpayers are subject to different tax rates. Documentation must be prepared for domestic and cross-border transactions with a total value with each related party higher than IDR 10 billion within one fiscal year. The documentation should contain information on the following:

- The nature and value of related party transactions
- The transfer pricing methods used, including the basis for selecting a particular method
- A comparability analysis and selected comparables.

An Advance Pricing agreement (APA) may be entered by the tax authorities with the taxpayers or other country's tax authorities, for a maximum period of three years, starting from the tax year in which the APA is agreed. An APA also can be entered into for a year before the APA is agreed, provided certain conditions are met like the annual income tax return for that tax year has not been audited, no objection or appeal has been filed and there is no indication of tax crime committed

Individual income tax

Individuals are taxed based on residency:

Resident taxpayer

An individual living in Indonesia, staying in Indonesia for more than 183 days within any 12-month period, or intending to reside in Indonesia is taxed on worldwide income subject to tax credits for foreign income.

Non-resident taxpayer

An individual staying in Indonesia for fewer than 183 days with no intention to reside in the country is taxed only on Indonesia-sourced income.

Taxable income

For resident taxpayers, income tax payable is calculated by multiplying the net taxable income, minus deductions and reliefs, by the graduated tax rates.

Taxable income of resident individual taxpayers:

- Employment income (e.g. salary)
- Income from business or profession
- Passive income (e.g. interest and royalties)
- Capital gains.

Benefits-in-kind received by employees are neither taxable on the employee nor deductible for the employer.

Deductions and reliefs

Deductions are generally available for expenses incurred in generating income. Business expenses are generally the same for corporate deductible expenses.

Tax relief is also available for resident individuals as presented below.

Basis of deduction	Deductions per year
Taxpayer	IDR 36,000,000
Spouse	IDR 3,000,000
Each dependent (max 3)	IDR 3,000,000 each
Occupational support	5% of gross income max of IDR 6,000,000
Pension maintenance cost (pensioners)	5% of gross income max of IDR 2,400,000
Contribution to BPJS Manpower (2% of gross income)	Full amount

Tax rates

Taxable income	Rate
First IDR 50 million	5%
Next IDR 200 million	15%
Next IDR 250 million	25%
Exceeding IDR 500 million	30%

Under Article 21 of the Tax Law, employer must withhold income tax and pay the tax on the employees' behalf.

Non-resident taxpayers are subject to a withholding tax rate of 20% on Indonesia-sourced income, subject to tax treaty provisions..

Withholding taxes

Income	Resident Art 4(2) – (Final)/Art 23		Non-resident (Article 26)
	Company	Individual	
Interest not from bank deposits	15%	20%	20%
Interest from bank deposits	20%	20%	20%
Dividends from Indonesian entities	15%	-	20%
Dividends from Indonesian entities	-	10%	-
Royalties	15%	15%	20%
Technical and other professional services	2%	2%	20%
Rentals not from real estate	2%	2%	20%
Rentals of real estate	10%	10%	20%
Construction contracting services	2-6%	2-6%	-
Constructing planning or supervision services	4-6%	4-6%	-
Transfer of real estate	5%	5%	5%
Prizes and rewards	15%	15%	20%
Sale of shares listed in the IDX	0.1%	0.1%	0.1%
Transfer of unlisted shares	5%	5%	5%

Non-residents can get a lower tax rate through tax treaties.

Withholding tax on certain purchases and sales

Payments of purchases and sales for certain goods are subject to withholding tax under Article 22 of the Tax Code. Withholding tax rates range from 0.3%-7.5% of selling price depending on nature of purchase or sale transactions.

These include import of goods using Importer Identification Number, auctioned imported goods, sale of goods to government, sale of goods to state-owned enterprises, purchase of oil fuel by state-owned or private gas stations, purchase of very luxurious goods and others, and purchase of automotive products, pharmaceutical products, paper products, and steel by local distributors.

Value added tax

Value Added Tax (VAT) is rendered on the transfer of taxable goods, provision of taxable services, and importation of capital goods and services. The VAT rate is typically 10%, but some items may be taxed at 5% or 15% according to government regulation. Export is fixed at 0%, with some limits on the export of services.

VAT payables are settled by output-input mechanism. Net output payables should be settled in the following month while net input (overpaid VAT) can be carried to the following month or can be refunded at the end of the year.

Some goods are not subject to VAT:

- Mining or drilling products extracted directly from the source (e.g. crude oil, natural gas, sand and gravel, iron ore, copper ore, etc.)
- Basic commodities such as rice, salt, and corn
- Money, gold bars, and securities.

Some services are not subject to VAT:

- Medical health services
- Social services
- Financial services
- Insurance services
- Religious and educational services
- Broadcasting services
- Public transportation
- Manpower services
- Hotel services
- Public services provided by the government
- Parking area services
- Food or catering services.



Inheritance and gift tax

Indonesia does not levy inheritance or gift tax.

Stamp duty

Stamp duty is a flat IDR 3,000 or IDR 6,000 for agreements, notarized deeds, and other civil documents.

Luxury-goods sales tax

The importer or the resident manufacturer of certain goods may be subject to Luxury-Goods Sales Tax (LST). The list of goods subject to LST and the tax rates can be found in the Customs Book using the harmonized system code. The LST rate currently ranges from 10% to 125% and may be increased to 200% depending on government regulation.

Examples of luxury goods:

- Luxury residences such as luxury houses, apartments, condominiums, townhouses, etc.
- Perfumes
- Photographic and cinematographic devices
- Household appliances
- Ships or other water vehicles including cruisers
- Musical instruments
- Alcoholic beverages
- Articles made of precious metal or
- Footwear
- Carpets, including made of fine animal hair
- Commercial or state air transport
- Vehicles depending on their types, motor engine, and cylinder capacity.

Land and building tax

Land and building tax is payable annually on land, buildings, and permanent structures at no more than 0.5% of the sale value of the property as determined by the Tax Office.

Duty on the acquisition of land and building rights

Taxpayers who acquire rights on lands and buildings get final taxed at 5% of acquisition value minus a maximum threshold of IDR 60 million depending on the region, except for inheritance which can reach up to IDR 300 million.

Import and excise taxes

Any goods coming from outside Indonesia through customs are considered imports and are generally subject to import duty and taxes. An importer must register with the Ministry of Trade to obtain an Import Identification Number and with the Directorate General of Customs and Excise to obtain a Customs Identification Number.

Tariff rates range from 0% to 40% calculated using CIF (Cost, Insurance, and Freight). Preferential tariff rates are extended to countries that have signed trade and economic agreements with Indonesia. Imports from these countries gain tax reduction or exemption.

Certain alcohol and tobacco products are subject to excise tax of 275% on CIF value and duty. Excise can also be applied per measurement unit based on the manufacturers' total production volumet.

Tax treaties

Algeria	France	Mexico	Russia	Syria
Australia	Germany	Mongolia	Saudi Arabia	Taipei
Austria	Hong Kong	Netherlands	Seychelles	Thailand
Bangladesh	Hungary	New Zealand	Singapore	Tunisia
Belgium	India	Norway	Slovakia	Turkey
Brunei	Iran	Pakistan	South Africa	Ukraine
Bulgaria	Italy	Papua New Guinea	Spain	United Arab Emirates
Canada	Japan	Philippines	Sri Lanka	United Kingdom
China	Jordan	Poland	Sudan	United States
Czech	Korea	Portugal	Suriname	Uzbekistan
Denmark	Kuwait	Qatar	Sweden	Venezuela
Egypt	Luxembourg	Romania	Switzerland	Vietnam
Finland	Malaysia			

Investment

The Investment Law No. 25 of 2007 governs investments in any sector within Indonesia. It covers:

- Same treatment for domestic and foreign investors
- Protection for micro-, small-, and medium-sized enterprises
- Service and/or licensing convenience through a one-stop integrated service for land rights, immigration and imports
- Investment incentives subject to specific conditions
- Establishment of the Investment Coordinating Board or *Badan Koordinasi Penanaman Modal (BKPM)*.

The Investment Coordinating Board or *Badan Koordinasi Penanaman Modal (BKPM)*

The Investment Coordinating Board implements laws on foreign and domestic investment. It directly reports to the President.

These sectors are open to investment with conditions on foreign ownership, business size, special license requirements and locations:

- Agriculture
- Banking
- Culture and tourism
- Defense
- Education
- Energy and mineral resources
- Finance
- Forestry
- Health
- Industrial
- Manpower
- Public works
- Trade
- Transportation.

Investment incentives

Indonesia offers incentives under certain conditions such as located in rural or border regions, employing a large workforce, or undertaking research and development.

Non-tax incentives

Export incentives or guarantees

The Indonesian Law No. 2 of 2009 established the Indonesia Eximbank (or Lembaga Pembiayaan Ekspor Indonesia) that regulates and promotes the granting of financing facilities:

- Financing in the form of working capital and/or investment financing
- Guarantees for:
 - Indonesian exporters receiving payment from overseas buyers
 - Overseas Indonesian importers giving payment to Indonesian exporters
 - Banks that offer financing to Indonesian exporters
 - Tender purposes for projects fully or partially supporting exports.
- Insurance for:
 - Export performance risk
 - Non-payment risk
 - Overseas investment risk for Indonesian companies
 - Political risk in the export destination.

Bonded zones

Industrial companies in designated bonded zones are not required to apply for additional implementation licenses (location, construction, nuisance act permits, and land titles). Companies may also lend machinery and equipment to subcontractors outside the zone for up to two years. The companies are also exempt from paying VAT and sales tax on luxury goods on the delivery of products for further processing outside of bonded zones.

Tax incentives

Investment law

The Investment Law offers tax incentives to investors who are new, expanding production by at least 30%, or diversifying into new products. They can be granted relief from duties on the importation of:

- capital goods (machinery, equipment, spare parts, and auxiliary equipment) for two years
- raw materials and manufacturing components for two years of production.

Car and motorcycle assembly (except for components) does not qualify for this incentive.

Bonded zone

Companies with a bonded-zone status may qualify for certain tax breaks such as:

- Postponement of import duties (normally 0% to 150% of the customs value) on capital goods and raw materials
- Exemption from the 10% VAT and luxury tax (ranging between 10%-75% imposed at point of import or manufacture) on materials purchased domestically for use in manufacturing
- Exemption from prepaid income tax on importation of capital goods and other equipment directly related to production
- Exemption from paying VAT and luxury tax for the delivery of products to subcontractors for further processing outside of bonded zones.

Export-oriented company

Instead of obtaining a bonded-zone status, export-oriented companies can be registered as *Kemudahan Impor Tujuan Ekspor* or KITE. Importation of goods that will be processed, assembled, or affixed to other goods for further exportation can enjoy:

- Postponement of import duty and excise
- Non-collection of VAT and luxury tax.

Designated regions

Investors in designated regions (including the 25 Integrated Economic and Development Zones or NEDZ) may apply for income tax facilities such as:

- A reduction in taxable income up to 30% of the total capital investment spread over six years
- Accelerated depreciation and amortization
- Loss carry-forward for five years with possible extension of up to five additional years, depending on the type of investment
- A 10% income tax on dividends paid to non-resident taxpayers (possibly lower if stipulated in the provisions of an existing tax treaty).

Free trade zones

Goods entering or delivered among companies within designated Free Trade Zones in Batam, Bintan and Karimunjaya can get exemptions from:

- Import duty and excise tax
- VAT, luxury tax and import prepaid tax.

Tax holiday for pioneer industries

New companies in pioneer industries can get income tax relief or reduction for five to ten years from the start of commercial operation, followed by a 50% tax reduction for two years. The criteria include:

- A new investment plan approved by BKPM with a minimum investment of IDR 1 trillion
- Placing at least 10% of the total capital investment in Indonesian banks without withdrawing it before capital investment realization

- Operating in a pioneer industry such as:
 - Basic metals
 - Oil refinery and/or basic organic chemicals from oil and natural gas
 - Machinery
 - Renewable resources
 - Communication devices.

Real estate ownership

Under the National Agrarian Law, the government grants several kinds of rights to citizens and corporations depending on the type of land right:

Right of ownership or *Hak Milik*

Hak Milik is the most complete form of land ownership granted only to Indonesian citizens. Subject to zoning restrictions, the holder can use the land for any purpose. The title has no time limit and may be sold, gifted, exchanged, and bequeathed.

Right of exploitation or *Hak Guna Usaha (HGU)*

HGU is the right to cultivate State land, typically used for agricultural projects such as plantations, fisheries, and cattle ranches. The owner can construct buildings and structures related to such agricultural uses. Corporations and Indonesian citizens can own an HGU up to 35 years (can be extended for another 25 years). This right can be sold, gifted, exchanged, bequeathed, and/or encumbered.

Right of building or *Hak Guna Bangunan (HGB)*

HGB is the right to build and own buildings, used for residential, commercial, and industrial properties. It lasts up to 30 years and can be extended for another 20 years. HGB can be sold, gifted, exchanged, bequeathed, and/or encumbered.

Right of use or *Hak Pakai (HP)*

HP is the right to use and/or collect the product from land owned by the State or by other persons. This right can be granted for a certain period of time as long as the land is utilized for a specific purpose. Both foreign and domestic entities can get an HP.

Right of lease or *Hak Sewa (HS)*

HS is the right to use land for buildings by paying its owner some rent. Both domestic and foreign entities can get an HS.

Right of Opening-up Land and Right of Collecting Forest Product or *Hak Membuka Tanah* and *Hak Memungut Hasil Hutan*

They are used to collect forest products legally and are granted only to Indonesian citizens.

Foreign property ownership

HGU, HGB and HP can be granted to foreign companies and joint-venture companies registered under the Investment Law. The Investment Law can grant the combined duration of land right, its extension, and its renewal upon request:

- HGU of 95 years
- HGB of 80 years
- HP of 70 years.

Individual foreigners who can benefit national development, reside in Indonesia, and have proper immigration documents may purchase the following real estate properties in Indonesia using HP:

- Non-subsidized housing
- Strata-titled condominium unit
- Vacant land.

Intellectual property rights protection

Indonesia has signed numerous international property rights agreements including WIPO, TRIPS, and Hague Convention for Designs. The Directorate General of Intellectual Property administers and registers rights. Patents have to be registered while other forms of intellectual property are automatically protected by law.

Patent

The Patents Law of 2001 recognizes patents with 20-year terms and ten-year terms, which can be extended. The latter is used for less inventive products. Patent rights can be transferred through inheritance, grant, written agreement, etc.

Industrial design rights

The Industrial Design Law of 2000 protects industrial designs for ten years after date of filing.

Trademarks

The Marks Law of 2001 protects registered trademarks for ten years and can be extended indefinitely. A trademark can be scrapped if not used for three years.

Copyright

The Copyright Law of 2002 protects published works (literature, computer programs, cinematography, and photography) for 50 years after date of publication. All other copyrighted works are protected for 50 years after the last author's death.

Trade secret

The Trade Secret Law of 2000 makes the divulging of trade secrets by a licensee a criminal offense. Trade secrets include information (e.g. methods of production, methods of processing, selling, etc.) with economic value in business and technology that are kept confidential by the owner.

Other laws of intellectual property

In addition, Indonesia has the Protection for Plant Varieties Law of 2000 and the Protection of Layout-Designs of Integrated Circuits Law of 2000.

Trade agreements

As a member of ASEAN, Indonesia follows these free trade agreements:

- ASEAN – Australia New Zealand
- ASEAN – China
- ASEAN – India
- ASEAN – Japan
- ASEAN – Korea

6. Japan

Country profile

Official name	Japan	
Capital	Tokyo	
Location	Northeast Asia Sea of Japan and Pacific Ocean	
Area	~380,000 km ² 4 major islands 6,000 small islands	
Climate	5.1° C winter North: cold West: humid	25.2° C summer South: tropical East: temperate
Time zone	UTC +9 no DST	
Population	~128 million	
Currency	Japanese Yen – JPY, ¥	
Language	Japanese	official
Religion	34% Buddhism 3% Shinto 1% Christianity 1% Others	
International	G8 APEC	ASEAN Plus Three
Government	Constitutional monarchy	

The government of Japan is headed by the Emperor, whose power is limited by Japan's 1947 Constitution. His role is relegated primarily to ceremonial duties.

Executive

The chief of the executive branch is the Prime Minister, as appointed by the Emperor and directed by the Diet. The Prime Minister organizes and is assisted by a Cabinet. The majority of Cabinet members are from the Diet.

Legislative

Japan's legislative branch, the National Diet, consists of two houses: the House of Representatives (*Shugi-in*) and the House of Councilors (*Sangi-in*). Both houses of the Diet are directly elected through general election. The Diet can table and pass Bills. If voted down by the House of Councilors, the House of Representatives can override the decision of the other chamber. The members of both houses (242 Councilors with six-year terms and 480 Representatives with four-year terms) are elected by a combination of proportional representation and prefectural constituencies. 96 Councilors and 180 Representatives are elected by proportional representation while the rest by district (47 prefectures and 300 single-seat electoral districts, respectively).

Judicial

The Supreme Court is appointed by the Cabinet. The Supreme Court manages and oversees the legal system of lesser courts: High Courts, District Courts, Family Courts, and Summary Courts.

IMF Data	2013	2014	2015 Est.
Real GDP USD billions	4,920	4,602	4,116
GDP per capita USD	38,633	36,222	32,481
Investments % GDP	21.1%	21.9%	21.8%
Unemployment	4.0%	3.6%	3.5%
Inflation	1.5%	2.6%	0.1%

Business entities

Corporations

Joint stock company

Kabushiki Kaisha (KK)

KK is a limited stock corporation, meaning its shareholders are liable up to their capital contribution. Certain regulated activities (such as pharmaceuticals, securities, and telecommunications) can only be performed by a KK. The business community views KK as the most stable and prestigious form of establishment.

KK can be incorporated with capital as low as JPY 1 plus incorporation taxes and fees, typically around JPY 600,000 to JPY 1,000,000. However, corporations with under JPY 3 million in assets cannot issue dividends.

At least one entity, whether individual or corporate, must be involved in the formation of a KK. Multiple incorporators must sign a partnership agreement before incorporating the company.

Under present law, a KK must have at least one director. It may have an audit committee and a board of directors. Directors have a statutory term of office of up to two years while audit committee members have a term of four years.

At least one director is designated as a representative director. The representative holds the corporate seal, is empowered to represent the company in transactions, and is liable for damages from his/her own gross negligence or willful misconduct. The representative director must "report" to the board of directors periodically.

Limited liability company

Godo Kaisha (GK)

GK is modeled after the American limited liability company (LLC). GK are typically used for joint ventures between a domestic and a foreign entity. US corporations prefer GK because, under US tax law, they become eligible for pass-through taxation.

A GK is formed by Articles of Incorporation signed by up to fifty investors, called members (similar to KK's shareholders). Each member may provide a capital contribution in money or property.

Following ratification of the agreement, the GK's Articles of Incorporation and corporate seal must be registered with the Legal Affairs Bureau. Once the bureau processes the registration, the company may open a bank account, seal contracts, and engage in other activities as a legal entity.

Only investors can take part in company management. All, some, or a single member(s) can be designated as a manager(s) representing the company. If the manager is a corporation, it must appoint a functional manager, who can be an independent third party if specified under its articles of incorporation. The legal duties and personal liabilities of GK managers are very similar to those of KK directors’.

Partnership company

Gomei Kaisha (GNK)

In GNK, all partners are jointly and severally liable for any liability incurred by the partnership, similar to a general partnership. The partners’ liability is unlimited; creditors can go after each partner’s personal assets if the assets of the partnership are insufficient to meet the obligations.

Limited liability partnership company

Goshi Kaisha (GSK)

In GSK, partners are either:

- general partners with unlimited liability similar to a partner in a general partnership or:
- limited partners who have limited liability only up to the amount invested in the partnership.

All partners are still directly liable to creditors of the partnership. Therefore, partners can still be sued individually (direct liability).

Partnerships

General partnership

Nin-i Kumiai (NK)

NK is formed when partners jointly invest and carry on a business. They are each personally liable, jointly and severally, for business debts, taxes, etc. (unlimited liability) and their personal assets can be liquidated. Partnerships don’t need to be registered and are not limited in the kind of business it can perform.

Investment limited partnership

Toshi Jigyo Yugen Sekinin Kumiai (TYSK)

A TYSK adopts most provisions of civil law but provides limited liability for certain partners. General partners have unlimited liability and are responsible for managing daily operations. This partnership needs to be registered with the Legal Affairs Bureau.

Limited liability partnership

Yugen Sekinin Jigyo Kumiai (YSJK)

YSJK was introduced in Japan under the Limited Liability Partnership Act of 2005. YSJK can be formed for any purpose with JPY 2 million in capital, although the purpose must be clearly stated in the partnership agreement and cannot be general. It is typically used for joint ventures in specific projects, such as consulting or design.

Silent partnership

Tokumei Kumiai (TK)

A TK is a Japanese bilateral contract governed by the Commercial Code of Japan, Article 535 et seq. Under this arrangement, silent (or anonymous) partners invest in a venture where a manager or operator agrees to operate the business on behalf of itself and the silent partners. By law, the partnership itself has no legal personality. The manager owns all assets while the silent partners have a right to a share of the profits as stated in the partnership agreement. Silent partners have limited liability for the partnership’s debts, provided that they are anonymous or silent. If silent partners allow their names to be used in the name of the manager or in the name of the partnership, the silent partners lose their limited liability. TK are often used for investment funds.

Sole proprietorship

Sole proprietorship is commonly used in small shops or businesses by individual businessmen.

Foreign investment

The most common entities for foreign investment include representative offices, branches, joint ventures, limited liability companies, general partnerships and silent partnerships.

Representative office (ROs)

ROs are easy to create but are limited to certain activities before making the more permanent commitment involved in a branch or subsidiary. ROs need to legally register for payroll and social insurance purposes only if employees receive remuneration paid into a Japanese bank account.

ROs cannot participate in sales activities but can supply information to distributors, communicate prices and terms of sale, and identify potential sales opportunities. They can also purchase and store assets, as well as provide auxiliary services such as advertising, information gathering, and market research. While ROs are not taxed, breaching these activity limitations may subject them to full Japanese taxation.

Since ROs are fully controlled by their parent companies, they do not need to follow local management, shareholding, bookkeeping, or audit requirements. However, if an RO claims input tax credits, it is required to keep books and records for consumption tax purposes.

Branch office

Foreign companies who wish to engage in sales activities can incorporate a branch office. The company must appoint a representative, who is a Japanese resident, and register as the branch of a foreign company under the Corporate Law, followed by securing an office location before it can begin business activities.

A branch office does not have a separate legal corporate status from its parent company. The parent company is therefore liable for all debts and credits of its Japanese branch offices. However, a branch office can open bank accounts and lease real estate under its own name.

Because a branch office is regarded as the same entity as its head office, it is only taxed on Japan-sourced income. However, no Japanese withholding income tax is applicable to the remittance of branch profits to its head office and no additional tax on undistributed profits is imposed. On the contrary, per capita inhabitant tax (see discussion on income tax) is assessed on the share capital of the head office, thus, leading to higher assessment.

Accounting and auditing

Companies incorporated under KK are required to maintain accounting records (general and subsidiary ledgers, accounting journals, etc.) and supporting transaction documents for ten years while those incorporated under GK are required to maintain them for seven years. The accounting records can be maintained basically in Japanese language and in Japanese yen.

Japanese laws require companies to prepare annual financial statements according to the J-GAAP issued by the Accounting Standards Board of Japan. Financial statements must include the balance sheet, statement of income, and statement of changes in net assets. Listed companies must also prepare statements of cash flows and consolidated financial statements (if applicable). The Financial Instruments and Exchange Law requires listed companies to prepare quarterly and annual financial statements.

Financial statements issued by large companies (with capital of JPY 500 million or with total liabilities of JPY 20 billion or more) and listed companies must be audited by independent auditors, either certified public accountants or audit corporations registered in Japan. Other entities are generally not required to be audited.

Finance and capital markets

Exchange control

There are no currency exchange controls in Japan; however, some transactions have to be reported to applicable government agencies.

Banking

Bank of Japan

The Bank of Japan is Japan's central bank formed under the Bank of Japan Act. It strives to enhance general activities through implementation of monetary policy and achieving price and financial stability in Japan.

Private financial institutions

Private banking in Japan consists of mega banks, money center banks, regional banks, and foreign banks. Foreign banks operate in financial groups, commercial banks, and representative offices. Some of the largest banks in the world are Japanese mega banks.

Other government financial institutions

A group of government financial institutions parallel the private banking sector. They promote the growth of specialized domestic sectors using deposits collected by Japan's postal savings system. The postal savings system, through its thousands of post offices, accepts funds including savings, annuities, and insurance. The post offices offer the highest interest rates for regular savings accounts and tax-free savings, thereby collecting more deposits and accounts than any other institution in the world. Two of the biggest are Japan Finance Corporation and Japan Bank for International Cooperation.

Japan Finance Corporation

Japan Finance Corporation (JFC) is a policy-based public financial institution wholly-owned by the Japanese government. It complements financial activities carried out by private financial institutions, contributes to the development of the economy and Japanese living standard, and supports the local and regional economies, business growth of customers, and the globalization of Small and Medium Enterprises.

The JFC facilitates crisis responses and specific businesses promotions. It can provide credit to designated financial institutions in cases of domestic or international financial disorder, large-scale natural disasters, and other similar events. It can also provide loans to designated financial institutions based on the Low Carbon Investment Promotion Act and the Industrial Revitalization Act.

Japan Bank for International Cooperation

The Japan Bank for International Cooperation (JBIC) is Japan's financial institution and export credit agency. JBIC is the international wing of JFC; its budget and operations are regulated by the JBIC law. It is headquartered in Tokyo and operates in 18 countries with 21 offices. By providing resources to foreign investments and by fostering international commerce, the JBIC boosts Japanese exports and imports as well as Japan's overseas activities.

JBIC mainly has two independent ways of extending loans: international financial operations (IFOs) and official development assistance (ODA) economic operations. The IFOs include loans and equity participation in overseas projects of Japanese corporations. The ODA operations provide long-term and low-interest loans to important projects that develop social structure and infrastructure, mainly in Asian developing countries.

Capital market

Securities exchanges

The Tokyo Stock Exchange (TSX) and the Osaka Securities Exchange (OSX) allow domestic or international companies to raise capital by selling shares, bonds, and other financial instruments to the investing public. TSX is the third largest stock exchange in the world by market capitalization. Both trade the following marketable securities:

- Domestic and international stocks
- Derivatives, futures, and options
- Exchange Traded Funds (ETF) and Exchange Traded Notes (ETN)
- Real Estate Investment Trust (REIT)
- Bonds
- Carbon emission permits
- Pro-Markets and Pro-Bonds.



Labor

The Constitution of Japan framed Japanese laws with regards to the employer and employee relationship. As such, numerous laws regulate the employment environment in Japan.

Labor Standards Law (LSL)

The LSL stipulates the rights and obligations of employers and employees in relation to labor.

Labor contracts

Employers with more than ten employees must clearly set out formal work rules, including terms and conditions of work, hours, pay rates, promotion, retirement, and dismissal of the employee. A copy of the rules must be submitted to the Labor Standard Office.

Term and termination

A fixed-term employment contract is generally limited to one year, with some exceptions. Tenured employees use age of retirement instead of a specific contract period. An employee can resign at any time with two weeks' notice. However, employee dismissal is more difficult since employers need a reasonable and socially-acceptable reason. To fire an employee, the employer must provide 30 days' advance notice or a full month's salary. Firing is specifically prohibited during:

- Maternity leave of a female employee, and for 30 days afterward
- Hospitalization of an employee following job-related illness or injury, and for 30 days afterward.

Pay and working hours

Minimum wage varies between regions, taking into account the local cost of living. Salary is usually through electronic fund transfer at dates specified in the contract. The maximum standard pay period is one month although bonuses and other supplemental payments may be paid at longer intervals.

The maximum full-time working hours in Japan is eight hours per day and forty hours per week. Employees are entitled to one weekly holiday or four holidays in one month. Work in excess of this is considered overtime with a wage premium. Employees must provide a 45-minute break for a six-hour work period and a one-hour break in an eight-hour work period.

Leave benefits

The LSL prescribes minimum periods of paid annual leave based on an employee's seniority. Ten days of annual leave must be allowed following the employee's first six months of service. The minimum amount of annual leave increases each year thereafter following a fixed schedule (as per the contract). Other forms of unpaid leaves are also provided by law such as maternity, child care, family care and nursing leave.

Prohibiting discrimination

The LSL prohibits discrimination based on gender, ethnicity, nationality, or religion in respect to wages, working hours, or other working conditions. In addition, the Trade Union Law prohibits discrimination against people who join or attempt to join a union, or who participate in union activities.

Trade unions

The Trade Union Law (TUL) of Japan protects the workers' right to organize and bargain collectively as embodied in the Constitution. The TUL regulates the election of union representatives to negotiate working conditions, the promotion of collective bargaining, and the procedures for concluding collective agreements.

Social welfare programs

Health insurance

The Health Care Act regulates Japan's health insurance. All residents and their dependents must subscribe to either the Employees' Health Insurance (EHI) or the National Health Insurance (NHI). Insurance benefits include medical and dental care, childbirth allowance, funeral allowance, hospitalization and other medical expenses, etc. Insurance premium, whether borne solely by the employer or shared with the employee, depends on the type of insurance program, although it typically falls around 10% of salary.

Employees' health insurance

Most employers participate in EHI, which may include compensation for lost wages because of maternity leave or non-work-related illness or injury. Employers with more than 700 employees or trades and professions with more than 3,000 participants can organize their own insurance plans if the benefits exceed NHI's. Usually, insurance contributions are shared equally, where the employee's half is deducted from salary. Insurance associations under EHI include:

- Union Managed Health Insurance
- Government Managed Health Insurance
- Workers Mutual Aid Association Insurance
- Private School Teachers' and Employees' Mutual Aid Association Insurance.

National health insurance

Those not eligible for EHI can enroll in the NHI, which is run by municipal governments. Typically, the unemployed, self-employed, or employees of small companies are registered under this insurance. The head of household pays for the insurance premium with a maximum ceiling based on the resident tax charged by the municipal government.

Nursing care insurance

Residents above 65 years old covered under NHI and employees above 40 years old covered under EHI are eligible for Nursing Care Insurance (NCI). NCI provides for nursing care related to age-related illnesses. For EHI subscribers, the premium is split between the employer and employee.

Latter-stage elderly healthcare insurance

Insurance for people aged 75 years old are automatically switched to the Latter-Stage Elderly Healthcare Insurance (LEHI). Benefits include payment reductions for healthcare services and funeral expense allowance. The premium is calculated based on the income structure of the family.

Childcare allowance support

In an effort to increase the birthrate amidst an aging population, low-income families can receive childcare support if they bear children. The employer pays for the premium (0.15% of salary).

Workers' Accident Compensation Insurance

Employers must insure all employees under the Workers' Accident Compensation Insurance (WACI). WACI provides benefits for work-related illnesses and injuries, such as full medical expenses coverage, compensation for lost wages, and lump-sum or annual payments for permanently disabled employees. The premium is based on the salary of the employee and is borne solely by the employer. The premium can range from 0.45% to 11.8%.

Employment insurance

Employers must enroll all their employees in the Employment Insurance (EI), which provides unemployment benefits. Depending on the reason for unemployment and the length of service with the previous employer, benefits can represent up to 80% of the previous salary. The premium of 1.35% of total compensation is split between employee (0.5%) and employer (0.85%).

Welfare pension insurance

All residents, whether Japanese or foreign, must enroll in the Welfare Pension Insurance (WPI) as regulated by the National Pension Act. The contribution, 17.12% of salary up to a cap, is split evenly between employer and employee. Benefits include:

- Pension benefits for people above 65 years old who have contributed to the pension plan for at least 25 years
- Disability benefits due to non-work related injury or sickness, depending on severity
- Survivor benefits paid to qualified dependents if the insured person dies.

Private pensions

Corporate pensions are set up by a company or a group of companies as either a Defined Benefit Pension Plan (DB) or a Defined Contribution Pension Plan (DC). The consent of the labor union's or employee's representative is required. They cover national pension requirements plus the corporate sponsor benefits.

With DB, the employers' board of directors and the assembly of delegates establish a corporate pension fund to administer the plan.

With DC, the employer makes contributions to each employee's DC account every month. Unlike DB plans, employees make investment orders by themselves and bear the investment risk. If an employer adopts a DC type plan as its primary pension plan, its employees' benefits might be insufficient for their retirement – in the worst case scenario, the value will be nil.

International social security agreements

With globalization, many people work abroad or live abroad after retirement. When living overseas, people occasionally pay social security contributions to both the country of residence and the country of citizenship. In addition, different countries have different eligibility requirements for pension benefits, which may render a person eligible in one country and not the other. International social security agreements were created to eliminate both of these problems. So far, Japan has agreements with these 18 countries:

Australia	Czechoslovakia	India	Netherlands	Switzerland
Belgium	France	Ireland	Spain	United Kingdom
Brazil	Germany	Italy	South Korea	United States
Canada	Hungary	Luxembourg		

Foreign workers

Traditionally, Japan has had strict laws regarding the employment of foreigners. Exceptions were made for certain occupational categories such as executives and managers engaged in commercial activities, full-time scholars associated with research and education institutions, professional entertainers, engineers and others specializing in advanced technology, foreign-language teachers, and others with special skills unavailable among Japanese nationals.

Foreigners who wish to work in Japan must attain work visa from a Japanese embassy or consulate outside of Japan. Most permits are valid for one or three years except for entertainer permits (valid for three, six or 12 months) and diplomatic / NGO permits (valid for duration of post). An employer is generally necessary to serve as the applicant's guarantor; after landing, the applicant may work for any employer within the scope and duration of their landing permission.

Taxation

Taxation in Japan is governed by the Corporation Tax Law and nationally administered by the National Tax Administration Agency. Japanese taxation is based on a self-assessment system: calculate taxable income, file returns, and pay taxes due. The district tax authorities handle the tax collection and tax audits. High penalties are imposed for tax evasion.

The municipal and prefectural governments impose their own taxation system based on their local by-laws. In general, the tax base used in the calculation is consistent with the one used for national tax.

Income tax

Scope of tax

Individuals and corporations engaged in economic activities in Japan are subject to taxes in Japan on the income generated by such activities. For certain taxpayers, worldwide income regardless of locations of the source of income is subject to income tax.

The Corporation Tax Law has enumerated the following specific domestic source income subject to income tax in Japan:

- Business profit under a partnership contract
- Consideration for the transfer of land, building, or auxiliary equipment located in Japan
- Consideration for personal services
- Consideration for real estate or quarrying rights
- Consideration for lease of real estate, mines, vessels, or aircrafts to a domestic corporation
- Interest income from Japanese government and local company bonds
- Dividend income from a domestic corporation
- Distribution of profit from a jointly managed money or bond investment trust
- Interest income from a loan
- Royalties from the transfer of technical rights, copyrights, publishing rights, and related rights
- Rental of movable assets
- Money or items awarded for advertising business in Japan
- Salary, compensation, wages, and the likes for personal services carried out in Japan

- Pensions received from life insurance contracts, casualty insurance contracts, and other such arrangements executed in Japan
- Compensation money for benefits from installment deposits paid under agreements executed with business offices in Japan
- Distribution of profits received under any silent partnership contract
- Distribution of profits from foreign special purpose trust or distribution of revenue from foreign special investment trusts
- Monetary awards from deposit offering awards which are deposited in Japan.

Taxpayers who conduct business activities can choose to file the “blue form” or the “white form”. The blue form offers special depreciation allowances, loss carryovers, and certain tax credits. However, the taxpayer has to continuously maintain accounting books and records. Generally, the blue form is more advantageous.

Companies in the same group may file a consolidated tax return if approved by the tax authority. It may be revoked only with the approval of the same authority. Consolidated tax return filing is only applicable to domestic parent corporations and their 100%-owned domestic subsidiaries.

For individual taxpayers, joint filing of married couples is not permitted.

Taxpayers

Taxpayers subject to income tax include individuals, corporations, a body of persons, trustees, executors and beneficiaries. Partnerships are flow-through entities; instead of taxing the partnership, each individual partner is taxed on his or her share of net income.

Classification of corporate taxpayers

- **Domestic Corporation** refers to a corporation established in Japan.
- **Foreign Corporation** refers to a corporation established and registered outside of Japan and is further categorized based on its activity in Japan and source of income:
 - Foreign Corporation having a certain fixed place of business in Japan such as branch, sub-branch, office, or factory.
 - Foreign Corporation engaging in construction, installation, assembly or other works, or control and supervision of such works.
 - Foreign Corporation engaging in business through its agent(s).

Classification of individual taxpayers

- **Permanent Resident** refers to a resident individual who has a domicile or a residence in Japan for more than five years.
- **Non-permanent Resident** refers to a resident individual, normally not a Japanese national, who has a domicile or a residence in Japan for fewer than five years.
- **Non-resident** refers to an individual who is neither of the above.

Corporate taxation

Types of corporate income taxes

Japanese (domestic) and certain foreign companies are subject to the following corporate income taxes:

- National corporate income tax
- Local corporate income taxes
 - Prefectural business tax
 - Inhabitant taxes
 - i. Prefectural inhabitant tax
 - ii. Municipal inhabitant tax
 - Enterprise tax.

Taxable income

Corporate taxes are levied on the worldwide income of a domestic corporation. Foreign corporations are taxed only on Japan-sourced income unless otherwise provided in a tax treaty.

The tax levied is computed by applying the corporate tax rate on the taxable income, which is calculated by making the necessary tax adjustments (deductible expenses) to corporate profits (or gross taxable income) under J-GAAP. The taxable income used in the calculation for corporate income tax is the same with the local income taxes.

The local inhabitant taxes are also levied not only on income but also on a per capita basis using the corporation's capital and the number of its employees as the tax base. Corporations having paid-in capital of more than 100 million yen are subject to enterprise tax on a proforma basis.

Gross revenue

Gross revenue includes all accrued revenue from every transaction (except for certain gains on capital asset transactions) and includes all domestic-source income for domestic corporations as enumerated above.

Deductible expenses

- Material costs
- Administration expenses
- Interest, rentals, and royalties paid. However, interest for shareholders' loans exceeding three times the equity from that shareholder is non-deductible.
- Bonuses and compensation paid to employees. However, payments of unreasonable amounts to directors will not be allowed as an expense.
- 50% of entertainment expenses based on calculated maximum amount and limitations
- Donations subject to limitations
- Research and development costs subject to limitations
- Bad debts
- Repairs
- Depreciation of assets
- Tax losses subject to limitations.

Depreciation of capital assets

Capital assets are assets used for business in Japan, divided between tangible assets (e.g. buildings, improvements and structures, tools, equipment, and motor vehicles) and intangible assets (e.g. software and goodwill).

Companies can depreciate capital assets either by the straight-line or the declining-balance method. If a company does not report its preference to the tax authorities, then the declining-balance method is used. The depreciable life of assets depends on the amount, type, structure, and purpose.

Small assets worth less than JPY 100,000 may be deducted immediately while small assets worth between JPY 100,000 and JPY 200,000 may be depreciated over three years. Goodwill may be amortized over five years using the straight-line method.



Tax losses

Tax losses may be carried forward for nine years until 31st March 2017 and for ten years beginning 1st April 2017. Only 65%, for the year beginning 1st April 2016 and 50% for the year beginning 1st April 2017, of the taxable income may be offset with tax losses except for SMEs with paid-in capital of not more than JPY 100 million. Carry-forward losses may be restricted following a change of majority ownership (>50%), resulting in the discontinuance of an old business and commencement of a new business within five years of the change.

A group of companies filing consolidated returns may carry forward their consolidated tax losses for a similar time period. For authorized consolidated filings after 1st April 2010, a subsidiary's tax loss incurred before joining the group may be carried forward and offset against the taxable income of the subsidiary's own taxable income.

SMEs with paid-in capital of not more than JPY 100 million can carry back losses for one year.

Tax rates

The tax rates may vary depending on the scale of business and the local government jurisdiction. The effective rate for large (small) companies including local taxes is typically around 35.6% (21.4%).

National corporate tax

Income bracket (JPY)	Effective 1st April 2015	Effective 1st April 2016
Capital > JPY 100 million	23.9%	23.4%
Income < JPY 8 million	15%	15%
Income > JPY 8 million	23.9%	23.4%

A local corporate tax (national levy) is levied at 4.4% on the corporate tax, starting from the year beginning 1st October 2014.

Local corporate taxes

In addition to the national corporate tax, companies need to pay local corporate taxes, which vary according to the location (municipalities or prefectures) and size of the firm (capital and number of employees).

Prefectural enterprise tax rates depend on the capital and income. For companies with less than JPY 100 million of paid-in capital:

Taxable income (JPY)	Standard	Maximum
The first JPY 4 million	3.4%	3.65%
The next JPY 4 million	5.1%	5.465%
Excess	6.7%	7.18%

For companies with more than JPY 100 million of paid-in capital:

Taxable income (JPY)	Standard	Maximum
The first JPY 4 million	1.6%	1.755%
The next JPY 4 million	2.3%	2.53%
Excess	3.1%	3.4%
And, in addition:		
Value added ⁽¹⁾	0.756%	0.756%
Capital ⁽²⁾	0.315%	0.315%

⁽¹⁾ Labor cost + net interest payment + net rent payment + income/loss

⁽²⁾ Capital + capital surplus for tax purposes

Inhabitant taxes

Prefectural and municipal inhabitant tax rates based on corporate taxable income (profit-based)

Inhabitant tax	Standard	Maximum
Prefectural	3.2%	4.2%
Municipal	12.9%	16.3%
Total	16.1%	20.5%

In addition to the profit-based tax, companies must pay per-capita taxes using the sum of paid-in capital and capital surplus as the tax base.

Prefectural per-capita tax rates, in JPY:

Tax base	Standard
Below 10 million	20,000
10 million to 100 million	50,000
100 million to 1 billion	130,000
1 billion to 5 billion	540,000
Above 5 billion	800,000

Municipal per-capita tax rates, in JPY:

Tax base	> 50 Employees	≤ 50 Employees
Below 10 million	120,000	50,000
10 million to 100 million	150,000	130,000
100 million to 1 billion	400,000	160,000
1 billion to 5 billion	1,750,000	410,000
Above 5 billion	3,000,000	410,000

Local corporate special tax

A new tax, local corporate special was introduced from fiscal year 2015. The companies with paid-in capital of more than JPY 100 million is taxed at 93.5% while with less than JPY 100 million is taxed at 43.2%. The tax base is the amount of Enterprise Tax.

Family corporation

A Japanese family corporation that meets certain conditions is subject to taxation of retained earnings in addition to corporate tax on ordinary income. The tax is calculated by multiplying the taxable retained earnings (obtained by subtracting the retained earnings deductible from the amount of retained earnings in each business year) by the following tax rates:

Taxable retained earnings (JPY)	Rate
Less than 30 million	10%
30 million to 100 million	15%
Above 100 million	20%

Dividends

Dividend received by a resident domestic corporation from another resident domestic corporation is generally included in the taxable income of the recipient, with certain limitations:

- Full exclusion of the dividend in the taxable income if the recipient holds 25% or more of the shares of the company paying dividend for at least six months before the dividend distribution
- 50% exclusion of the dividend in the taxable income if the recipient holds less than 25% of the shares of the company paying dividend or for less than six months before the dividend distribution.

A 95% exemption can be included in the taxable income of dividends received by a Japanese company from a foreign company if the recipient holds qualifying shareholdings of 25% or more for at least six months before the dividend determination.

Dividend received by a non-resident is subject to 20.42% withholding tax unless reduced under a tax treaty.

Branch remittance is not subject to tax.

Individual taxation

Types of income taxes

Like a corporation, an individual taxpayer is subject to both a national tax and local inhabitant taxes. The income subject to taxation depends on the type of taxpayer:

- Permanent residents are taxed on all income
- Non-permanent residents are taxed on their Japan-sourced income and overseas income paid in or remitted into Japan
- Non-residents are taxed only on Japan-sourced income. However, most tax treaties provide a Japanese tax exemption on employment income if a non-resident taxpayer is present in Japan for 183 days or less during a calendar year, with certain conditions. The taxpayer must apply for the exemption with the tax authorities.

Taxable income

Almost all domestic-source income of every individual is taxable, such as:

- Employment income
- Business income
- Dividend income not subject to separate taxation
- Real estate income
- Interest income not subject to separate taxation.

Employment income represents gross employment income less employment income deduction. Gross employment income includes salaries, wages, bonuses and allowances (such as cost of living, housing, and healthcare), director's remuneration, pension contributions, and insurance premium. Some employment income may not be taxable such as moving expenses and loan interest above market rate.

Exemptions and deductions

Employment income deductions, in JPY:

Lower limit	Upper limit	Deductions
0	1,625,000	650,000
1,625,000	1,800,000	40%
1,800,000	3,600,000	30% + 180,000
3,600,000	6,600,000	20% + 540,000
6,600,000	10,000,000	10% + 1,200,000
10,000,000	12,000,000	5% + 1,700,000
12,000,000	-	2,300,000

For national income tax purposes, certain deductions and exemptions are allowed to calculate taxable income. Deductible expenses include social insurance premiums paid under Japanese government plans, some life and non-life insurance premiums, charitable contributions, medical expenses, and other qualified expenses. Specific deductible expenditures that require documentation and certification from employers are commuting, moving, and training expenses.

Personal exemptions are available for national income tax and inhabitant tax for resident taxpayers. These fixed-amount deductions consist of:

- personal (JPY 380,000)
- spouse (JPY 380,000)
- dependent children 16-19 years old (JPY 380,000)
- dependent children 19-23 years old (JPY 630,000)
- medical expenses (up to JPY 2,100,000).

Dependent children under 16 years old do not qualify for deductions because the government provides cash allowances instead.

Tax rates

The national tax follows a tiered progressive rate. The tax rates apply to the amount in excess of the previous tier.

Income bracket (JPY)	Tax rate
1,950,000	5%
3,300,000	10%
6,950,000	20%
9,000,000	23%
18,000,000	33%
40,000,000	40%
> 40,000,000	45%

Additionally, residents must pay an additional 10% in inhabitant tax: 4% and 6% for prefectural and municipal tax, respectively. The inhabitant tax does not apply to non-residents.

Withholding tax on payroll

The employer is obligated to deduct tax at source from a salaried resident worker in accordance with the withholding tax table. The amount to be withheld depends on the nature of the salary, period of payment, and number of dependents. The employer must pay the income tax by the 10th of the month following the month of payment.

When paying a salary to a foreign resident employee, 20.42% should be deducted at source irrespective of the amount of salary, period, and dependents.

Capital gains tax

Gains from the sale of shares are taxed at 20%. Short-term (held for fewer than five years) and long-term gains from sale of land are taxed at 10% and 20%, respectively.

Withholding tax for non-resident individuals and foreign corporations

Domestic-source income received by non-resident individuals and foreign corporations are subject to withholding taxes. The interest on Japanese government and corporate bonds, local deposits and savings, and distribution of profit from joint managed, bond, and investment trusts are taxed at 15.315%. All of the following are taxed at 20.42%:

- Interest on loans
- Royalties for the transfer of technical rights, such as industrial property rights and production methods employing special technologies or know-how
- Royalties for the transfer of copyrights, related rights, or publishing rights
- Rental of movable assets



- Money or items awarded for advertising business in Japan
- Pension-based life insurance contracts, casualty insurance contracts, and other such arrangements executed in Japan
- Compensation money for benefits arising from installment deposits paid under agreements executed with business offices in Japan
- Distribution of profits received under any silent partnership contract
- Distribution of profits from foreign special purpose trust or distribution of revenue from foreign special investment trusts
- Monetary awards from deposit offering awards which are deposited in Japan
- Profit from redemption of discount bonds.

The above rates can be reduced based on Japan's international tax treaties.

Tax treaties

Japanese companies and residents may deduct either foreign income taxes or foreign tax credits on their overseas income from Japanese income taxes, except for qualifying 95% foreign dividend exemption subject to certain limitations. Japan has tax treaties, based on OECD's model, with the following countries to avoid double taxation:

Albania*	Colombia*	India	Mexico	Slovenia*
Argentina*	Costa Rica*	Indonesia	Moldova	South Africa
Armenia	Croatia*	Ireland	Netherlands	Spain
Australia	Cyprus*	Isle of Man*	New Zealand	Sri Lanka
Austria	Czech Republic	Israel	Nigeria*	Sweden
Azerbaijan	Denmark	Italy	Norway	Switzerland
Bahamas*	Egypt	Jersey*	Oman	Taiwan
Belize*	Estonia*	Kazakhstan	Pakistan	Tajikistan
Bermuda*	Fiji	Korea	Philippines	Thailand
Bangladesh	Finland	Kuwait	Poland	Tunisia*
Belarus	France	Kyrgyzstan	Qatar	Turkey
Belgium	Germany	Latvia*	Romania	Turkmenistan
Brazil	Georgia	Lichtenstein*	Russia	United Kingdom and Northern Ireland
British Virgin Island*	Ghana*	Lithuania*	Samoa*	Ukraine
Brunei	Greece*	Luxembourg	San Marino*	United Arab Emirates
Bulgaria	Guernsey*	Macau*	Saudi Arabia	United States
Cameroon*	Hong Kong	Malaysia	Seychelles*	Uzbekistan
Canada	Hungary	Malta*	Singapore	Vietnam
Cayman Islands*	Iceland*	Mauritius*	Slovak Republic	Zambia
China				

* Exchange of information only

Other taxes

Real property tax

Real property taxes are based on values assessed by municipalities and prefectures with the following tax rates:

Type of tax	Rate
Fixed property	1.4% to 2.1%
City planning	Up to .3%
Real property acquisition	3% to 4%
Real estate registration	0.4% to 2%

Inheritance tax

Individual taxpayers who acquire property from any inheritance, bequest, or devise are taxed progressively based on the asset value:

Legal share (JPY)	Rate	Deduction (JPY)
10,000,000	10%	-
30,000,000	15%	500,000
50,000,000	20%	2,000,000
100,000,000	30%	7,000,000
200,000,000	40%	17,000,000
300,000,000	45%	27,000,000
600,000,000	50%	42,000,000
> 600,000,000	55%	72,000,000

Taxpayers may instead use the special tax treatment for basic deduction equal to JPY 30,000,000 + (JPY 6,000,000 × number of legal heirs).

Gift tax

Individual taxpayers who acquire property by gift are taxed progressively based on the asset value:

Taxable amount (JPY)	Rate
2,000,000	10%
2,000,001 – 3,000,000	15%
3,000,001 – 4,000,000	20%
4,000,001 – 6,000,000	30%
6,000,001 – 10,000,000	40%
10,000,001 – 15,000,000	45%
15,000,001 – 30,000,000	50%
> 30,000,000	55%

Stamp tax

Stamp duty varies between JPY 200 and JPY 600,000 for taxable documents.

Registration tax

Share registration tax is imposed on the registration of new or additional share at 0.7%.

Special reconstruction income tax

Until 31st December 2037, individuals will be taxed 2.1% to help rebuild the regions impacted by the Great East Japan Earthquake of 11th March 2011.

Indirect taxes and duties

Consumption tax

In Japan, the Consumption Tax (CT) is equivalent to VAT or GST. CT is applicable to sales, leases, and services of companies with one of the following:

- Taxable sales above JPY 10 million in the basis year, typically two years prior
- Paid-in capital of at least JPY 10 million
- A parent company with paid-in capital of at least JPY 100 million.

Companies not under those categories may voluntarily elect for CT. CT is also applicable to the removal of foreign goods from bonded areas. Some transactions, enumerated in the Consumption Tax Act, are exempt from CT (zero-rated). Examples include:

- Transfer or leasing of land
- Transfer of securities
- Interest on loans
- Insurance premiums
- Export of goods and services to non-residents.

The current CT rate is 8% (national rate of 6.3% and local rate of 1.7%).

Custom duties

Japan adopts the harmonized system of product classification and tariff duties on imported goods using ad valorem, specific tax rates, or a combination of both. These tariff duties are in addition to the consumption tax imposed on imported goods. These imported products range from food, agricultural products, fish and fish products, alcoholic beverages, and others. Other internal taxes are imposed on certain imported goods such as liquor, tobacco, etc.

In addition, Japan has a simplified tariff system for imported goods with customs value of less than JPY 100,000 or less per importation (considered as personal effects and small packages). This tariff system simplifies the determination of tax rate based on specific product and value.

The complete tariff schedules are available on Customs and Tariff Bureau.

Investment

Investment incentives

The foreign direct investment (FDI) in Japan has increased dramatically through the "Invest Japan" initiative. Under this program, Japan has set up Business Support centers, which provide information and support to foreign investors.

Japan does not have a screening process on the regular business and imposes few legal restrictions on inward FDIs. It has also deregulated or liberalized most economic sectors. FDIs cannot be related to national security (e.g. weapons, aircraft, nuclear power, spacecraft), public orders (e.g. electricity, gas, heat supply, communication, broadcasting, water, public transportation), and public safety (e.g. biological chemicals, security services). Some industries are reserved for the Japanese only: agriculture, forestry and fishing, oil, leather, and air / maritime transport.

Foreign investors must file with the Ministry of Finance and the ministry governing the sector of investment. For some licenses, either the Ministry of Finance or the industry-specific ministry has the authority to decide on the investment matter.

Japan's FDI promotion focuses on the initial stages of investment when foreign enterprises enter Japan. Japan provides low-interest loans, credit guarantees, tax incentives, and information and consultation services.

Tax incentives

- SMEs in manufacturing can get 30% depreciation rate or tax credit of 7%, up to 20% of the corporate tax liability, for purchase of certain machinery and equipment.
- SMEs in energy-saving machinery get 30% depreciation rate or 7% tax credit, up to 20% of the corporate tax liability.
- In the case of an increase in staff training expenses compared to the previous average, the company can get tax credit equal to the smaller of the two: 25% of the additional expense or 10% of the corporate tax.
- Companies with high R&D expenses compared to the previous three years' average can get tax credit up to 20% of the corporate tax.

Foreign access zones

The Japanese Government has set up economic zones (foreign access zones), mainly in areas around ports or airports, to promote import businesses and attract foreign capital. All companies in these areas can get tax and financing benefits, while foreign companies are also eligible for advisory services and rented premises. Benefits include:

- Loans at reduced interest
- Exemption from local taxes: real estate purchase tax and property taxes
- Increased rates of depreciation
- Credit guarantees from Government funds
- Investment Protection

Expropriation

Japan provides full protection and security to all foreign investments and investors in Japan. Nationalization or expropriation can only be performed for a public purpose in a proper and non-discriminatory manner with due process of law. The owner will receive adequate, reasonable, and prompt compensation. Investors affected have the right to access courts of justice or administrative authorities. A good example of a Japanese law is the Land Appropriation Act, which outlines necessary conditions, procedures, and compensation to mediate public benefit and the right to private property. This Act is applicable to both Japanese and foreigners indiscriminately.

Intellectual property rights

The Japan Patent Office (JPO) is the government agency responsible for the protection of industrial property rights in Japan as covered under several laws protecting technology, designs and trademarks. Some of these notable laws are Patent Law, Utility Model Law, Design Law and Trademark Law.

Patent

Under the Patent Law, an invention can be patented through the JPO for 20 years from the filing date, which may be extended for medicines. The owner may grant an exclusive or a non-exclusive license.

Trademark

Under Trademark Law, only properly examined and registered trademarks have a TM right (Article 18). However, unregistered trademarks are still protected by the Unfair Competition Prevention Act.

Copyright

The Copyright Law protects all copyrights and related rights. The Law has been revised periodically due to technological advancements and the conclusion of various international treaties. Japanese copyright laws consist of two parts: author's rights and neighboring rights. The latter applies to distribution rights, such as broadcasting and website publication. Works authored by an individual or by a corporation, under the real name or a known pseudonym, are protected for 50 years following the author's death or date of publication, respectively. Cinematographic works are protected for seventy years after publication or creation if unpublished.

Trade secrets

Japan allows everyone to claim damages and request injunctions against the unfair acquisition of, using, or disclosing trade secrets through the Unfair Competition Prevention Law.

Trade agreements

Japan has several trade and investment agreements to promote and facilitate trade and investment by reducing or eliminating tariffs, import quotas, export restraints, and other trade barriers. Japan has entered bilateral and economic partnership agreements with the following countries and blocs:

ASEAN	Malaysia
Australia	Peru
Brunei	Philippines
Canada	Thailand
Chile	Singapore
Gulf Cooperation	Vietnam
Indonesia	South Korea
India	Switzerland

4. Korea

Country profile

Official name	Republic of Korea	
Capital	Seoul	
Location	North Korea to the north China to the west Japan to the east	
Area	99,392 km ²	
Climate	Four seasons with humid climate -7-1° C winter 22-30° C summer	
Time zone	UTC +9 no DST	
Population	~50.2 million	
Currency	Korean Won KRW	
Language	Korean English	
Religion	47% Non-religious 29% Christianity 23% Buddhism	
International	APEC ADB World Bank WTO	OECD Colombo Plan Next Eleven FTA
Government	Constitutional democracy	

The central government is split into three branches while state governments are semi-autonomous.

Executive

The President is the head of state, head of government, and executive-in-chief of the South Korean army. He or she is democratically elected to serve a single five-year term. The Cabinet is responsible for policy resolutions and policy consultations, but the Cabinet cannot bind the President's decisions. The President can veto the legislative branch, but it can be overturned by a two-thirds majority vote.

Legislative

The National Assembly deals with legislation, audit and administration, treaties, and state appointments. Members are elected into one of the 300 seats to serve four-year terms. It has the power to impeach high-ranking officials such as the President.

Judicial

The Supreme Court – led by the Chief Justice – is the highest ranking court and the final court of appeal. Below it are the appellate courts, followed by municipal courts. The Constitutional Court only deals with constitutional review and impeachment. The President, the National Assembly, and the Chief Justice can each appoint three judges for a total of nine members of the Constitutional Court.

IMF Data	2013	2014	2015 Est
Real GDP USD billions	1,306	1,410	1,393
GDP per capita USD	25,998	27,970	27,513
Investments % GDP	29.1%	29.2%	28.6%
Unemployment	3.1%	3.5%	3.7%
Inflation, EoY	1.1%	0.8%	1.3%

Business entities

To be protected under the Foreign Investment Promotion Act, a foreigner must invest at least KRW 100 million into the business. Furthermore, the investment must be registered at the government agency based on the Foreign Investment Promotion Act, followed by the court and the tax authorities.

Companies

Joint stock company or corporation

A JSC is the only business entity that can issue shares in exchange for much stricter regulation requirements, e.g. statutory audit requirements. The number of shareholders is unlimited and the Corporation can issue bonds. Most foreign companies incorporate their subsidiaries as JSCs.

Limited liability company

The members of an LLC can subscribe for capital contribution by entering into a number of contribution units. An LLC can receive in-kind contributions but cannot issue bonds. Members are only liable up to the contributed capital. The number of directors and their terms of office are not regulated.

Partnerships

General partnership

A partnership is formed when at least two people work together under the same name to make profit. Only natural persons can become partners in a General Partnership, all of whom bear unlimited liability. Partners can contribute capital by cash or in-kind, personal service, or credits.

Limited partnership

In a limited partnership, at least one person has to become the general partner who bears unlimited liability while all the other partners hold limited liability. General partners can contribute cash or in-kind, personal service, or credits while the other partners can only contribute cash or in-kind. Only the general partners have the right and duty to manage the partnership.

Branch

Because a branch is considered a part of the main company, branches are governed under the Foreign Exchange Trade Act. Unlike a subsidiary in the form of an LLC, the branch's obligations and liabilities are also the responsibility of the Head Office (i.e. not limited by capital contribution).

Representative office

A representative office is not a business entity and may be established for certain activities such as product and market research, quality control, and liaison with local distributors. With no business income, no profit can be generated. Representative offices must register and request a business code number. Like branches, they are governed by the Foreign Exchange Trade Act.

Accounting and auditing

Listed companies must follow the K-IFRS, which is closely modeled after the IFRS. Non-listed companies can use the Accounting Standards For Non-Public Entities instead, which is much simpler and less costly to implement, as an effort to reduce accounting burden. Companies can choose their own year-end for accounting periods – most companies choose 31st December.

Private companies with more than KRW 10 billion of assets and public companies must submit annual reports audited by an independent external auditor. Only CPAs are recognized as qualified external auditors. Annual reports must include:

- Balance sheet
- Income statement
- Statement of cash flows
- Changes in equity
- Appropriation of retained earnings
- Notes, e.g. significant accounting policies

Accounting records must be kept by the company for at least ten years except for accounting slips, which have to be kept for five years.

Finance and capital markets

Exchange control

Korea emphasizes international balance in its Foreign Exchange Control Law. Current transactions are freely allowed although the government might need to be notified of certain transactions. Capital account transactions are generally allowed with advance notification, although these transactions require permission: loans, guarantees, financial derivatives, and overseas portfolio investments.

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Banking system

The Bank of Korea (BOK) was established in 1950 as the central bank of Korea through the Bank of Korea Act. Its primary objective is to maintain price stability by keeping inflation at 2.5-3.5% (2013-2015 goal). The Monetary Policy Committee decides on a Base Rate and steers the overnight call rate towards that number through open market operations.

BOK's secondary objective is financial stability, which is necessary for price stability. The BOK looks at three key aspects: financial institutions, financial markets, and financial infrastructure. The BOK constantly monitors the financial system, examines financial institutions, operates the payment and settlement systems, acts as the lender of last resort, and evaluates then publishes about Korea's financial stability.

Types of banks

- Banks hold full banking licenses and can be commercial or specialized, but foreign banks are not allowed to open specialized banks.
- Non-bank financial institutions do not have full banking licenses. They include mutual savings banks, credit card companies, leasing companies, factoring companies, credit unions, and small business creditors.

- Insurance companies may sell life insurance, property insurance, annuities, and pension plans.
- Financial investment services companies are further divided into six types: dealers, brokers, discretionary investment advisors, nondiscretionary investment advisors, collective investment managers, and trust service companies.
- Financial holding companies control or manage financial corporations through stock ownership. They are not allowed to hold non-financial subsidiaries.

Bank secrecy

Previously, many individuals opened bank accounts under fake names for tax evasion, money laundering, and other illicit purposes. The Emergency Presidential Order on Real Name Financial Transactions and Protection of Confidentiality came into effect in 1993. Now, in order to open bank accounts, individuals must prove the veracity of their real name through documents and certificates. In exchange, the government formalized bank secrecy laws. Banks will be held liable for breach of confidentiality should they disclose unauthorized information to third parties. Government officials can ask for information only with the proper warrant or subpoena or by law, e.g. as outlined by tax laws.

Korea Deposit Insurance Corporation (KDIC)

The KDIC was established in 1996 under the Depositor Protection Act. All deposits in banks, insurance companies, investment traders and brokers, merchant banks, mutual savings banks, and asset management firms licensed under the Financial Investment Services and Capital Markets Act are insured up to KRW 50 million per institution.

Capital market

Securities and Futures Commission (SFC)

The SFC is part of the Financial Supervisory Service (FSS), which was established in 1997 through the Act on the Establishment of Financial Supervisory Organizations in response to the Asian financial crisis. The SFC's main responsibilities include investigating unfair trading, reviewing accounting and auditing standards, and monitoring and supervising the securities and futures market.

Korean Securities Depository (KSD)

In 1994, The Korean Securities Settlement Corporation was transformed into the KSD, Korea's central securities depository. It is a nonprofit special public organization that provides the following services: deposit, registration, settlement, derivative management (including collateral), custody, proxy, transfer, and issuing. The KSD is looking to incorporate an electronic securities system and bring financial services up to international standards.

Korea Exchange (KRX)

The KRX was established in 2005 by consolidating three exchanges under the Korea Stock and Futures Exchange Act. The KOSPI is the main board and deals with stocks, bonds, ETFs, ELWs, and REITs. The KOSDAQ is closely modeled after NASDAQ and deals with stocks of smaller companies. The derivatives market deals with futures and options related to indices, stocks, interest rates, foreign exchange, and commodities. Please refer to the KRX website for listing requirements, which is quite complicated.

Labor

The Labor Standards Act serves as the law governing employment practice and labor relations in Korea. The Ministry of Employment and Labor (MOEL) is the national implementing government agency.

Types of employment

Working hours and compensation

Employers can only require employees to work for eight hours a day, 40 hours a week, and six days a week. However, work hours can be flexible depending on the contract. Overtime is limited to 12 hours a week. Employees are given 30-minute breaks in a four-hour shift and one-hour breaks in an eight-hour shift. Overtime rate is 150% of normal salary.

Wages and benefits

Minimum daily wage

In 2014, the minimum wage is KRW 5,210 per hour. One day off per week (usually Sunday) counts as paid holiday leave.

Benefits

Holiday pay

Employers are not required to provide paid holiday leaves during public holidays except for Worker's Day on 1st May.

Annual paid leave

Each employee is given 15 days of paid annual leave if he or she has registered not less than 80% of attendance during one year. After the first year of service, an employer shall grant one day's paid leave for each two years of consecutive service in addition to the 15 days to a worker who has worked consecutively for three years or more. The days of paid leave cannot be carried over to the following years and cannot be exchanged for money. Employers must notify employees of the number of unused leaves three months before they expire.

Medical care and disability compensation

If an employee suffers from occupational injury or disease, the employer must cover the medical expenses and grant paid leaves at 70% of ordinary salary until the employee recovers. If after two years the employee still has not recovered, then the employer must pay a lump sum of 329 days' salary to the fullest, after which the employer is no longer responsible for medical expenses or paid leaves.

The above is not required if the employee became injured or disabled due to any reasons except for work. Employers must keep relevant documents for at least three years.

Survivors' benefit

If an employee dies on duty, the employer must pay 1,300 days' salary to surviving family members. In addition, the employer must grant to family 120 days' salary towards funeral expenses.

Annual bonuses

Bonuses are not mandated by the government, but employers can provide and specify bonuses in accordance with the rules of employment. Many employers prefer to give bonuses to employees, which can lower monthly salary. This is because paid leaves, severance pay, and other premiums are included to calculate monthly salary.

Social insurance

Korea requires all employees by law to get four insurances: health, pension, unemployment and industrial accident. In 2016, health and pension insurance fee is around 15.12% of each employee's salary (half to be paid by the employee and the other half by the employer). Unemployment insurance fee is 1.55% of employee's salary. And employers shall pay industrial accident insurance fee ranges from 0.7% to 34% of each employee's salary depending on the industry.

Maternity leave

A pregnant employee can get 90 days of maternity leave, the first 60 days of leaves must be paid. At least 45 of those days must be after childbirth. A pregnant woman cannot work in hard manual labor or hazardous conditions until one year after childbirth. For the year after childbirth, the female employee shall not work overtime for more than two hours a day, six hours a week, and 150 hours a year.

Menstruation leave

A female employee can get one day of unpaid menstruation leave each month.

Paternity leave

According to the Korea Labor Law, paid paternity leave is not required.

Retirement benefits

The compulsory pension contribution covers retirement except for severance pay equal to one month's salary for each year of service.

Termination of employment

An employer cannot terminate the labor contract without justifiable reasons, usually stated in collective labor agreements. An employer must notify the employee at least 30 days in advance except for special cases in accordance with labor standard act. Otherwise, the employer must give at least a month's salary to the employee. In addition, the employee can receive 30 days or more of the average wages for each year of his/her consecutive service as retirement pay and this applies for all employees who have worked more than one year at company. In cases of downsizing, the employee that was laid off gains preferential treatment: if the position becomes available in three years, the employer must ask the former employee to fill the spot (if s/he wants to) before hiring other applicants.

Labor relations**Labor union**

An employer shall not interfere with union activities or discriminate against an employee by reasons that are related to union. Unions have collective bargaining powers and usually select a representative(s) to do the bargaining. Union members must hold a meeting at least once a year. A member may work full-time for a union without fulfilling his/her original obligations only if the employer consents or if the clause was agreed upon through collective bargaining.

Strike

Fair strikes are allowed by Labor law, except in the defense and utility (electricity, water, etc.) sectors, only when more than 50% of labor union members agree to it. Employees on strike cannot actively or intentionally cause extra damage, e.g. blocking entrance of other employees, damaging company property, etc. Employers cannot subcontract or hire temporary workers to maintain operations in case of a strike.

Employment of foreigners

Foreigners can freely work in Korea as long as they have the appropriate visa, depending on the type of work (teaching, technology, research, etc.). The duration of working visa is decided depending on each foreigners' working conditions and his/her circumstances, and visa can be renewable. Additionally, they can apply for permanent residency if they have lived in Korea for at least five years.

Taxation

Taxation is administered through the National Tax Service. The National Tax Tribunal examines and judges disputes in tax.

Corporate tax

Corporations are taxed based on residence. Domestic companies (i.e. incorporated in Korea) pay taxes on worldwide income. Branches of foreign companies pay taxes only on Korea-sourced income.

Tax rates – ordinary occasions

Corporate taxes are calculated using a tax base (taxable income minus deductions and exemptions) and a tax rate. The tax rates are as follows:

Taxable Income (KRW)	Tax rate
< 200 million	10%
>200 million and <20 billion	20%
>20 billion	22%

For the above tax rates, if a company makes KRW 2 billion, then the first KRW 200 million is taxed at 10% and the KRW 1.8 billion is taxed at 20%.

Minimum tax

Even in the occasion that enjoying tax benefits from income deductions, tax deductions / exemptions or expensing reserves and special depreciations, the company is required to pay minimum amount of corporate tax applying following tax rate in order for all companies bear equally tax burden.

Taxable income (KRW)	Tax rate
SME	7%
< 10 billion	10%
10 – 100 billion	12%
> 100 billion	17%

Minimum tax is a kind of corporate tax. The minimum tax is calculated just like the regular corporate tax. If a company makes KRW 20 billion, then the minimum tax equals $\text{KRW } 10 \text{ billion} \times 10\% + \text{KRW } 10 \text{ billion} \times 12\% = \text{KRW } 2.2 \text{ billion}$.

Taxable income

Companies are taxed on almost all income, including transfer of real estate and liquidation. Foreign companies are only taxed on Korea-sourced income. The only automatic exemption is income from any trust estate of a public trust.

Allowable deductions

- Dividend income is deductible depending on the type:
 - Received by **institutional investors**: flat 90%
 - Received by **financial holding companies**:

Type	Ownership	Deductibility
Unlisted companies	≤40% ≤80%	80%
	< 80%	100%
Listed companies	≤20% ≤40%	80%
	< 40%	100%

- Received by **all other companies**:

Type	Ownership	Deductibility
Unlisted companies	≤ 50%	30%
	<50% >100%	50%
	100%	100%
Listed companies	≤ 30%	30%
	<30% >100%	50%
	100%	100%

For holding companies and ordinary companies, the deductible amount is reduced by some portion of interest expense arising from borrowings related to investments in a subsidiary.

- Interest expense directly related to income production
- Depreciation
- Amortization of goodwill
- Incorporation and business registration fees
- Donations to approved charities up to 10-50% of taxable income
- Employee remuneration
- Pension expense up to 5% of wage expense
- Entertainment expense, up to a cap
- Insurance premiums.

Loss carryover

All tax losses may be carried forward for ten consecutive years. Only small- and medium-sized companies can carry back losses by one year.

Withholding tax

General:

Source	Tax rate
Interest prescribed by Income Tax Law	14%
Interest from non-commercial loan	25%
Securities investment trusts	14%

Withholding tax rate applicable to remittance of following income by foreigners (Corporations) in Korea in occasions that tax treaty does not apply.

Type	Tax rate
Dividends	20%
Interest	20%
Rent	2%
Royalties	20%
Services	20%
Branch remittance	5-15%

Branch tax applies to France, Canada, Indonesia, Philippines, Thailand, Brazil, Kazakhstan and a few more countries.

Individual tax

Tax residents are taxed on all generated income, whether domestic or international. An individual is considered a tax resident if that person has had a domicile in Korea for at least one year.

Tax non-residents are taxed only on income generated in Korea.

Tax rates

People pay taxes according to the following schedule:

Annual income (KRW)	Tax rate
12,000,000	6%
46,000,000	15%
88,000,000	24%
150,000,000	35%
>150,000,000	38%

Tax residents have to pay an additional 10% of taxes payable as the resident surcharge. Foreign employees can choose to pay a flat 18.7% tax instead, including the local residence tax.

Non-taxable income

- Housing costs paid by the employer for employees and officers who are not shareholders.
- Reimbursement of business expenses.
- Automobile-related expenses and insurance paid by the employer.
- Relocation reimbursement.
- Pension contribution.

Income deduction from wages and salaries

- The first KRW 1,000,000 per month from providing service overseas.
- KRW 1,000,000 per month for furnishing labor on a pelagic fishing vessel, in a vessel or aircraft serving overseas routes, or in an overseas construction work site, etc.
- Meal cost of KRW 100,000 per month.

Allowable deductions

- Expenses for earning payroll income can be deducted for the calculation of the tax base:

Yearly expense (KRW)	Deductible
<5 million	70%
<15 million	40%
>45 million	15%
<100 million	5%
≥ 100 million	2%

- Basic deduction: Personal allowance of KRW 1.5 million per year for employee himself or herself.
- Additional deduction: Allowance of KRW 1.5 million per year for each spouse and dependents earning less than KRW 1 million per year.
- Other allowances from handicapped or elderly dependents, birth or adoption of children, etc.
- Special deductions that must be filed (e.g. charity, education, life insurance, mortgage, interest, etc.)

Income tax treaties

Income tax treaties exist to prevent double taxation and may grant tax reductions or exemptions, depending on the terms of the treaty. Korea has tax treaties with the following countries:

Albania	Ecuador	Jordan	Norway	South Africa
Algeria	Egypt	Kazakhstan	Oman	Spain
Australia	Estonia	Kuwait	Pakistan	Sri Lanka
Austria	Fiji	Kyrgyzstan	Panama	Sweden
Azerbaijan	Finland	Laos	Papua	Switzerland
Bahrain	France	Latvia	Peru	Thailand
Bangladesh	Germany	Lithuania	Philippines	Tunisia
Belarus	Greece	Luxembourg	Poland	Turkey
Belgium	Hungary	Malaysia	Portugal	UAE
Brazil	Iceland	Malta	Qatar	USA
Bulgaria	India	Mexico	Romania	Ukraine
Canada	Indonesia	Mongolia	Russia	United Kingdom
Chile	Iran	Morocco	Saudi Arabia	Uruguay
China	Ireland	Myanmar	Singapore	Uzbekistan
Croatia	Israel	Nepal	Slovak Republic	Venezuela
Czech	Italy	Netherlands	Slovenia	Vietnam
Denmark	Japan	New Zealand		

Value added tax

Not subject to VAT:

- Basic unprocessed food and water
- Medical services
- Educational services
- Passenger transportation services
- Coal
- Publications except advertisements
- Stamps
- Banking and insurance services
- Lease of residential housing
- Land
- Certain cultural works and events.

Subject to 0% VAT:

- Exports
- Provision of services in or outside Korea of which service fee is received in foreign exchange
- International transportation services.

Subject to 10% VAT:

- Everything else.

Excise tax

Products/services	Tax rate
Distilled liquor	72%
Beer	72%
Fermented liquor	30%

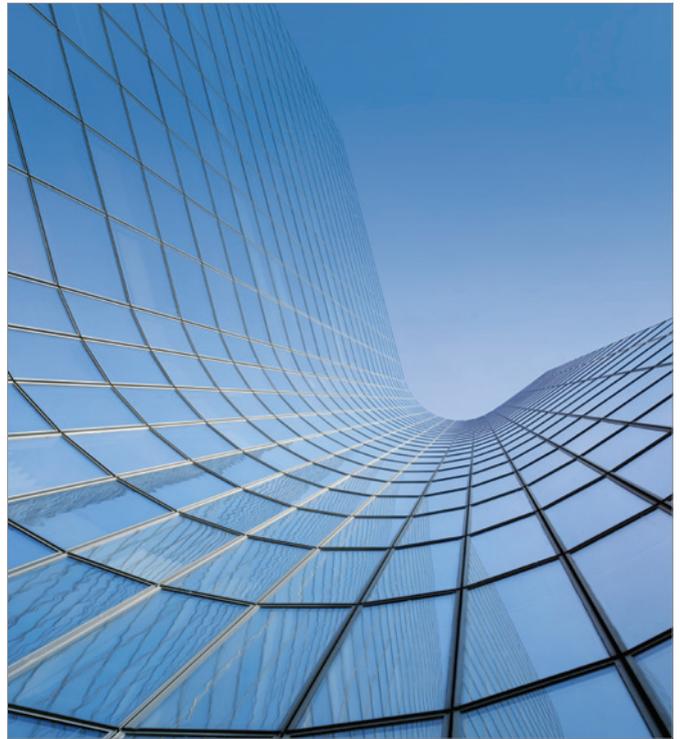
Environment protection tax

These items are subject to additional tax:

Goods	Unit	Tax (KRW)
Gasoline	Liter	475
Diesel	Liter	340

Customs duty

Import tax is levied on most imported goods based on the CIF (cost, insurance, freight). Tax rates vary. The typical tax rate is 4-8% but can go as high as 20% on electronics and luxury goods.



Stamp duty

Stamp duty uses a nominal amount instead of a percent tax. It can range from as low as KRW 100 to KRW 350,000. The higher end taxes apply for transfer of rights (mining, fishing, intellectual property, etc.) or usable facilities over KRW 1 billion (golf fields, condominiums, etc.).

The Securities Transaction Tax of 0.5% applies on the transfer of stocks or ownership unless the stocks are traded in a foreign market.

Inheritance tax/gift tax

Inheritances and gifts after deductions are taxed like income (increments or steps) using the following:

Amount (KRW)	Tax rate
100,000,000	10%
500,000,000	20%
1,000,000,000	30%
3,000,000,000	40%
> 3,000,000,000	50%

Property taxes

Property tax is a flat 0.3% on the value of land and buildings. For certain areas, factories are taxed 0.6% instead. These taxes are levied annually.

There is also a one-time property acquisition tax, which applies to vehicles and heavy equipment in addition to the land and buildings. The tax is a flat 2% on the value. In some urban areas, companies might be taxed 10% instead.

Local government taxes

- All kinds of income taxes mentioned in the above shall be added with residence tax in 10% of the income tax.
- Local tax authorities may levy local inhabitant's tax, which depends on company capital and number of employees.

Investment

Business incentives

Under the Foreign Investment Promotion Act (FIPA), businesses related to high-level technology or businesses that provide support services for the development of other industries can get income tax exemption of 100% for the first five years equal to the percentage of foreign equity in the company. This incentive can be extended for additional five years if the business generated no income in the first five years of operation. Upon expiration, the business gets two years of 50% income tax exemption.

A similar incentive with a shorter duration of three years of 100% exemption and two years of 50% exemption applies to these types of businesses:

- Inhabitant or developer of a free economic zone, with approval from the Free Economic Zones Committee
- Developer of Jeju investment promotion zone
- Inhabitant of a foreign investment area under Article 18(1) 1 of the FIPA
- Inhabitant or developer of an enterprise city development zone
- Inhabitant or developer of the Saemangeum Business Area, with approval from the Saemangeum Committee
- Others specified by Presidential Decree.

All of these businesses except for the last two bullet points get 100% exemption on acquisition and property taxes for five years and 50% exemption for the next two years. All of them are fully exempt from customs duty on capital goods. Businesses under FIPA that meet Presidential Decree standards and businesses related to the enterprise city development zone also get a 100% exemption on VAT and consumption tax on capital goods.

Intellectual property rights

Korea follows a lot of international standards for intellectual property as it acceded to the Paris Convention, the Berne Convention, TRIPS, and the Madrid System. The Korean Intellectual Property Office handles intellectual property except copyright, which is handled by the Korea Copyright Commission.

Patents

Patents are technological solutions and innovations. They enjoy a protection of 20 years after date of application. The protection may be extended by up to five years to cover for the processing time. Utility models, which are similar to patents but have much laxer requirements, are protected for only ten years.

Trademarks

Trademarks are used to distinguish a good or service from others in the form of words, images, and/or colors. They are protected for ten years and may be renewed indefinitely.

Copyright

While works that fall under copyright law are immediately protected upon creation, registering the work offers further protection from disputes. Additionally, copyright can only be assigned or sold if it is registered. Depending on the type of work, economic copyrights can last 50 years after the author's death. Computer software is copyrighted for 50 years.

Expropriation and compensation

Korea follows international standards and can only expropriate for public purposes. The government gives compensation equal to fair market value.

Property ownership

A foreigner can purchase Korean land as stipulated by the Foreigner's Land Acquisition Act. For property other than land (e.g. buildings), the Foreign Investment Promotion Act applies. Therefore, when a foreigner wants to purchase both land and building, s/he needs to file under two separate laws. Companies with over 50% foreign ownership are considered foreigners.

Foreigners cannot remit profit made from rent as an individual. The foreigner needs to create a joint stock company to hold the property and remit the rent income as dividends..

International trade agreements

Korea has established free trade agreements with the following countries and blocs:

ASEAN	EFTA	Peru	United States
Chile	EU	Singapore	AIIB (Asia Infra Investment Bank)
Colombia	India	Switzerland	

8. Malaysia

Country profile

Official name	Malaysia
Capital	Kuala Lumpur
Location	Thailand to the north Indonesia to the east Singapore to the south by bridge
Area	329,847 km ²
Climate	Tropical, warm and sunny
Time zone	UTC +8 no DST
Population	~30 million
Currency	Malaysian Ringgit MYR
Language	Malaysian English
Religion	62% Islam 20% Buddhism 9% Christianity 6% Hinduism
International	ASEAN OIC
Government	Federal constitutional elective monarchy

Executive

The head of state is the Yang di-Pertuan Agong, the king, who is elected to a five-year term by and from among the nine hereditary rulers of the Malay states. The King's role has been largely ceremonial since changes to the constitution in 1994.

Executive power lies in the Cabinet led by the Prime Minister. The Prime Minister is the head of government and must be a member of the House of Representatives. Cabinet members are chosen from both the House of Representatives and the Senate.

Judicial

The highest court is the Federal Court, followed by the Court of Appeal and two high courts presiding over different regions: Peninsular Malaysia and East Malaysia. Malaysia also has the Syariah Courts, which deal with Islamic law and run separately from the secular courts.

Legislative

The federal parliament has two houses. The 222 members of the House of Representatives are elected for five years from single-member constituencies. The Senate has 70 senators who serve three-year terms; 26 are elected by the 13 state assemblies and 44 are appointed by the King upon the Prime Minister's recommendation.

	2013	2014	2015 (est)
GDP USD billions	323	338	313
GDP per capita USD	10,797	11,049	10,073
Investments % GDP	25.9%	25.0%	26.5%
Unemployment	3.1%	2.8%	3.0%
Inflation	3.2%	2.7%	2.4%

Each state also has a unicameral State Legislative Assembly. Its members are elected from single-member constituencies.

Business entities

Companies

The Companies Act 1965 allows three types of companies:

- Company limited by shares
- Company limited by guarantee
- Unlimited company

Companies limited by shares

Almost all companies are limited by shares, where each member's liability is limited to the share capital. Companies can be private or public. A private company cannot issue any shares or bonds to the public nor ask the public to deposit money into the company. A private company can only have up to fifty shareholders, who have restricted rights to transfer the shares. A public company is not subject to those limitations.

Incorporation requires an application to the Companies Commission of Malaysia (CCM). Documents such as the Memorandum and Articles of Association of the company and other documents must be lodged with the CCM. On payment of a registration fee, which depends on the amount of the company's authorized share capital, a Certificate of Incorporation will be issued by the CCM. This Certificate is conclusive evidence of the existence of the company. The incorporation of a company generally takes three to six weeks.

Companies limited by guarantee

Members' liabilities are limited by the Memorandum to the amount contributed to the company in the case of bankruptcy. This type of company is not used for commercial undertakings but for clubs, trade associations, charitable bodies, and professional bodies.

Limited liability partnerships

The CCM recently introduced this type of business entity through the Limited Liability Partnerships Act of 2012. LLP is a hybrid between a company and a conventional partnership.

LLP is a separate legal entity from its partners, who can be individual or corporate. The partners hold limited liability while the LLP has unlimited capability in conducting business and holding property. An LLP has perpetual succession and any change in the partners will not affect the existence, rights, or liabilities of a LLP.

An LLP can also be used to provide professional services. The partners must be individuals who have the same professional practice holding professional indemnity insurance approved by the Registrar.

Partnerships

A partnership is an unincorporated business entity made up of between two and twenty partners. Partnerships are assumed to exist where partners carry on a business in common, in view of making a profit, and share profits and losses proportionately. Registration must be

formalized at the Registrar of Business also under the Registration of Business Ordinance 1965. Partners are both jointly and severally liable for the debts and obligations of the partnership, with unlimited liability.

Sole proprietorships

A sole proprietorship is an unincorporated business owned by one person. Since the business is not a separate legal entity (like a corporation) the owner is personally liable for all business debts. Before commencement of a business under a sole proprietorship, registration must be made with the Registrar of Business under the Registration of Business Ordinance 1965.

Joint venture

Joint ventures are structured either as partnerships or as incorporated companies but are not separate and distinct business entities. This form is typically used for construction or infrastructure projects.

Branch of a foreign company

A company incorporated outside Malaysia can establish a branch by filing returns to the CCM. A branch is not recommended for wholesale or retail.

Representative office

A representative office cannot engage in profit-making activities and does not to be registered. It can identify investment opportunities, especially in the manufacturing and services sector, enhance bilateral trade relations, promote the export of Malaysian goods and services, and carry out research and development (R&D). All funding must come from the head office abroad.

Regional office

Like a representative office, a regional office cannot seek profit and must get funding from its overseas head office. It can coordinate the parent company's affiliates, subsidiaries, and agents in Southeast Asia and the Asia Pacific.

Trusts

Trusts may be public (e.g. for charity) or private and may be formed as either non-fixed (where all or some interests in the trust are at the discretion of the trustee such as discretionary trusts) or fixed trusts (e.g. unit trusts). Unit trusts are often used for public investments in the form of property trusts or cash management trusts.

Accounting and auditing

The Malaysian Accounting Standards Board (MASB) determines the accounting standards in Malaysia:

- Malaysian Financial Reporting Standards (MFRS)
- Malaysian Private Entities Reporting Standards (MPERS)

MPERS is basically IFRS for SMEs.

The company's directors are responsible for the accounting records, which must be kept in Malaysia by every company incorporated under the Companies Act 1965 for at least seven years. All transactions must be recorded within 60 days of completion. Records for overseas operations can be kept outside Malaysia as long as detailed statements and returns are kept in Malaysia.

Annual statements

A copy of the annual statement must be filed at the Registrar of Companies and made available for public inspection.

A directors' report about the state of the company's affairs must be sent to shareholders, along with financial statements, at least 14 days before the general meeting (21 days for public companies).

The first financial statements, covering all activities since the date of incorporation, must be presented in a shareholders' general meeting at the latest 18 months after incorporation. Afterwards, a financial statements must be presented at least once every calendar year with intervals of at most 15 months, at least six months before the general meeting.

The financial statements must be prepared with the MASB-approved accounting standards and audited by an approved independent auditor. All amounts must be stated in MYR.

At least two directors must sign a statement that, in their opinion, the financial statements present a true and fair view. This statement must be attached to every statutory financial statements.



In addition, the director or officer primarily responsible for the financial management must make a statutory declaration regarding the correctness of financial statements. This declaration must be attested by the Commissioner for Oaths.

Finally, an auditor must provide an opinion on the truth and fairness of the company's affairs, results, and cash flow in accordance with the MASB-approved accounting standards.

Requirements for public companies

Public listed companies must comply with the Listing Requirements of Bursa Malaysia Securities Bhd. Public companies must provide quarterly income statements, balance sheets, and notes within two months after the end of the quarter. In addition, they must provide audited financial statements within four months after the year-end.

Audit requirements

The directors appoint the company's auditor for the first time. Afterwards, the shareholders select the auditor in the annual general meeting. If a shareholder wishes to propose a new auditor, then s/he must provide notification to the company 21 days before the general meeting, which will be passed on to all shareholders. This allows enough time for all shareholders to vote on the matter.

The auditor must be have been approved by the Minister of Finance. To be approved, an auditor must be a member of the Malaysian Institute of Accountants and have a residence in Malaysia. An accounting firm can audit if the partners are approved auditors.

Auditors must follow the International Standards on Auditing (ISA) issued or adopted by the International Auditing and Assurance Standards Board (IAASB).

Finance and capital markets

Exchange Controls

The Exchange Control Act of 1953 governs foreign currency transactions while the Central Bank of Malaysia, Bank Negara Malaysia (BNM), gives permission and directions through the Controller of Foreign Exchange.

In the context of foreign exchange control, a **resident** is:

- A Malaysian citizen who resides in Malaysia. That person can have permanent residency status in another country but must reside in Malaysia
- A non-Malaysian citizen with permanent resident status in Malaysia and resides in Malaysia
- A business enterprise or society operating in Malaysia and is registered at any authority in Malaysia.

While a **non-resident** is:

- A non-Malaysian citizen
- A Malaysian citizen residing in another country
- A foreign embassy, high commission, supranational, or central bank
- A business entity established abroad.

Non-residents can invest in Malaysia in any form. They can obtain financing and foreign exchange contracts from licensed onshore banks (commercial or Islamic) both in MYR or any foreign currency. Non-residents can also freely exchange currencies and repatriate their capital, profits, and income in foreign currency.

Residents are allowed to use foreign currency funds, undertake foreign investment, and enter risk management agreements through licensed onshore banks.

A resident can pay in Ringgit (to be converted when remitting abroad) to a non-resident. However, for international trade or for investments abroad, payments must be made or received through the non-Resident's external account.

Investments abroad in foreign currency assets might be limited:

- A resident without domestic Ringgit credit facilities can invest any amount abroad
- Corporations with domestic credit facilities can invest up to MYR 50 million per year. However, the companies that meet prudential requirements can invest any amount with written permission from the BNM. Corporations with only foreign currency funds can invest any amount
- Individuals with domestic credit facilities can invest up to MYR 1 million per year. Individuals can invest any amount if it is funded by their own foreign currency funds.

Borrowings in foreign currency

Resident companies can borrow foreign currency from its non-resident non-bank related companies, resident related companies, licensed onshore banks, and licensed International Islamic banks. However, if the non-resident non-bank related company is set up solely to obtain foreign currency loans from a non-resident financial institution, the amount of borrowing is subject to the aggregate limit of MYR 100 million or equivalent from non-residents.

In addition, resident companies can get any amount of foreign currency credit for capital goods from their suppliers. They can also buy immovable properties from non-residents using Ringgit credit facilities.

Non-residents can use Ringgit credit facilities from residents to finance activities in all non-financial sectors in Malaysia. Furthermore, they can finance or purchase any Malaysian residential or commercial property, except using financing for purchase of land.

Types of accounts

Any resident company or individual can open a foreign currency account in any licensed banks. Resident exporters must credit their proceeds into licensed onshore banks only.

Non-residents are free to do as they please with foreign currency accounts. They can maintain any number of external accounts with any financial institution in Malaysia with no restriction on MYR amounts. However, BNM limits the sources of ringgit funding and uses of funds for external accounts.

Capital markets

Securities commission

The SC is the single regulator for all fund raising activities, especially the securities and futures markets. SC's responsibilities include:

- Exchanges, clearing houses, and central depositories
- Prospectuses of corporations other than unlisted recreational clubs
- Corporate bond issues
- Securities and futures contracts
- Mergers and acquisitions
- Unit trust schemes
- Licensed persons
- Self-regulation
- Proper conduct of market institutions and licensed persons.

The Malaysian capital market moved from a merit-based to a disclosure-based regulatory framework for fundraising in 2003. Under the new framework, investors have the burden of assessing the merit of securities while the SC regulates the disclosure of material information. Essentially, the capital market progressed to self-regulation and higher standards of disclosure, due diligence, and corporate governance practices.

Bursa Malaysia

Public trading of shares is conducted through Bursa Malaysia Securities Bhd. (BMSB), the stock exchange unit of Bursa Malaysia Bhd. (Bursa Malaysia). It was previously called the Kuala Lumpur Stock Exchange (KLSE) until 2004. Bursa Malaysia runs two stock markets: the Main Market for established corporations and the ACE Market for companies of all sizes.

The exchange, which is supervised by the SC, acts as the frontline regulator for the Malaysian stock market. The fundraising framework was updated in 2009 to provide greater certainty, short time-to-market, and lower regulatory costs. The SC's review of corporate proposals will focus on:

- Compliance with minimum requirements
- Standards of corporate governance
- Resolution of conflicts of interest
- Preservation of public interest
- Adequacy of disclosures to enable investors to make informed investment decisions.

SC's approval is needed only for the following substantive corporate proposals in the Main Market:

- Initial Public Offerings
- Acquisitions resulting in a significant change in business direction or policy of a listed corporation (reverse takeovers and backdoor listings)
- Secondary listings and cross listings
- Transfer of listings from the ACE Market to the Main Market.

All other equity-based corporate proposals such as acquisitions (other than reverse takeovers and backdoor listings), disposals, placements of securities, rights offerings, and issuance of warrants no longer require the SC's approval.

The Bursa Malaysia Derivatives Bhd. (formerly known as Malaysia Derivatives Exchange Bhd.) allows investors to trade futures and options covering financial, equity, and commodity-related instruments.

Labor

All provisions of the Employment Act of 1955 cover everyone under an employment contract with income no more than MYR 2,000 per month. In West Malaysia, those earning between MYR 2,000 and MYR 5,000 per month can use the enforcement provisions to enforce monetary claims under the employment contract.

Working hours

Working hours are limited to eight hours a day and 48 hours a week with up to two hours of overtime per day. An employee must get a rest period of at least thirty minutes after five hours of working. Working hours can be more flexible if both the employer and employee agree in the contract: hours may be subtracted from some days and added to other days, but no more than nine hours in a day are allowed.

Overtime rate is 150% for workdays, 200% for rest days, and 300% for public holidays. With overtime, no employee is allowed to work for more than 12 hours a day, except in the case of:

- Threat or occurrence of accidents
- Work essential to the life of the community
- Work essential to national defense or security
- Urgent work on machinery or plant
- Work interruption that's impossible to foresee
- Work essential to the economy of Malaysia.

The Director General has the power to enquire into and judge whether or not the overtime is justified.

Leave benefits

All employees are entitled to 11 days of paid leave per year during public holidays. In addition, they must get at least eight days of annual paid leave, increasing to 12 days after two years of service and 16 days after five years of service.

Female employees receive 60 days of paid maternity leave on pregnancy.

Employees receive 14 days of paid sick leave per year, increasing to 18 days after two years of service and 22 days after five years of service. If hospitalization is necessary, then the employee can get up to 60 days of sick leave.

Other labor laws

- Factories and Machinery Act of 1967
- The Occupational and Safety and Health Act of 1994
- Code Of Practice On The Prevention And Eradication Of Sexual Harassment In The Workplace.

Labor relations

Omnibus or general workers' unions are not permitted, but unions belonging to the same industry may apply to form a federation of trade unions or become affiliated with the Malaysian Trade Unions Congress or the Malaysian Labor Organization. All trade unions must register at the Registrar of Trade Unions and must comply with the Trade Unions Act, which sets out rules for the conduct of union business such as the election of officers, strike ballots, and the use of union funds.

Employees' Provident Fund

The Employees Provident Fund Act 1991 requires employers and employees to make monthly contributions to the EPF, which will be repaid as a lump sum to employees at the age of 55 – earlier in the case of incapacity or permanent departure from Malaysia. Contributions are mandatory only for Malaysian citizens or permanent residents. Foreigners can participate but are not required to do so.

Social security organization

The Employment Injury Insurance Scheme (EIS) and the Invalidity Pension Schemes (IPS), which are administered by the Social Security Organization (SOCSO), cover all employees earning less than MYR 3,000 per month. An employee who has entered the scheme once will remain covered even if the wages increase beyond MYR 3,000.

The employer and employee both contribute to the EIS and IPS. Contribution amount depends on employee salary, up to MYR 51.65 from employer and MYR 14.75 from employee. If the employee is not eligible for IPS, then only the employer must contribute, up to MYR 36.90.

Human Resources Development Fund

HRDF provides financial assistance for designated training. Contribution rate is 1% of employees' monthly salary, paid once per year – but only for employees who are Malaysian citizens. HRDF is mandatory for employers in these sectors:

- Manufacturing with 50 or more employees
- Manufacturing with 10 to 49 employees and paid-up capital of at least MYR 2.5 million
- Service with 10 or more employees
- Supermarkets and department stores with 50 or more employees.

Employers in manufacturing with 10 to 49 employees and less than MYR 2.5 million in paid-up capital can enroll in the HRDF by choice. In this case, contribution rate is 0.5% instead of 1%.

Foreign employment

A company wishing to employ foreigners should apply to the agency overseeing the company sector:

- Malaysian Investment Development Authority (MIDA) for manufacturing, hotel and tourism, and research and development
- Multimedia Development Corporation (MDeC) for IT companies with MSC status
- Public Service Department (PSD) for doctors and nurses in government hospitals and clinics, lecturers and tutors in government institutions of higher learning, and contract posts in public services and jobs offered by the Public Service Commission or related government agencies
- Central Bank of Malaysia for the banking, finance, and insurance sectors
- Securities Commission for the securities market
- Expatriate Committee for all other sectors.

To apply with the Expatriate Committee, a company must fulfill minimum capital requirements:

Company type	Paid-up capital (MYR)
100% Malaysian	250,000
Malaysian and foreign	350,000
100% foreign	500,000
Distributive trade	1,000,000
Foreign restaurant	1,000,000

While the Malaysian government permits foreign employment for executive or technical positions, their goal is to have all jobs eventually filled by Malaysians.

Taxation

Corporate tax

A regular partnership is not considered a company. Instead, partners pay individual tax on their shares of income. However, an LLP is taxed like a company.

Residence

A **tax resident** manages and controls its affairs from Malaysia. Holding a single Board of Directors meeting in Malaysia will qualify the company as a tax resident for that accounting year. Typically, an accounting year coincides with the tax year. A tax resident is taxed only on Malaysia-sourced income except for international transport and finance/banking companies, which are taxed on worldwide income.

A **non-tax resident** is a company that does not fulfill the above requirement and is taxed only on income from trading within, not with, Malaysia. Under certain international tax agreements, a non-resident may be taxed only on the income of its Malaysia-based permanent establishment. Income not derived from doing business, such as royalties and interest fees, is subject to withholding tax.

Tax Rates

Residents are taxed at flat 24%. However, Small and Medium Enterprises (i.e. companies with paid-up capital of not more than MYR 2.5 million and none of their related companies within the group [related by way of shareholding of more than 50%] having paid-up capital exceeding MYR 2.5 million) are taxed at the lower rate of 19% on the first MYR 500,000 of income.

Non-residents are taxed at flat 24% for all business income. Non-business income is subject to withholding tax payable to the Inland Revenue Board within one month: interest at 15%, and everything else at 10%, including royalty, rent, and service fees. Dividends from single-tier companies are exempt from withholding tax.

Taxable income

Taxable income is based on the profit from the audited financial statements with some adjustments. Capital receipts (except real estate gains) and single-tier dividends are exempt from taxation. Expenses are generally deductible with some exception, e.g. private expenses, income tax, pre-operating expenses, capital withdrawn, and capital expenditure on improvements.

Capital allowances

Depreciation of fixed assets in financial statements is not deductible for tax purposes. Instead, certain fixed assets are granted capital allowances, which are tax deductible.

Capital allowances from one business cannot be deducted against another line of business. Unused allowances can be carried forward indefinitely. They take precedence over losses from previous years, which can also be carried over indefinitely. However, dormant companies with significant shareholder change cannot carry forward the losses or allowances.

Industrial buildings

Industrial building allowances are given for construction or purchase of structures used as factories, docks, warehouses, farm buildings, or mining facilities. The cost of the land cannot be included in the expense. Generally, initial and annual allowances of 10% and 3%, respectively, are given for the first year and 3% annually thereafter.

Offices may get capital allowance only if they are integrated with an industrial building and costs less than 10% of the entire facility.

Other buildings can also qualify.

- Provision of utilities to the public
- Licensed hospital, maternity, or nursing homes
- Approved educational institutions
- Home for the elderly
- Research and training for approved industries
- Hotels
- Childcare facilities for employees
- Public roads recoverable through toll collection
- Building used for providing living accommodation to employees (non-administrative) in certain businesses
- Building in a Cyberjaya Flagship Zone for MSC status company
- Commercial building used for specific business in the Tun Razak Exchange
- Airport
- Motor racing circuit
- Building used by Bionexus status company.

Plant and machinery

Qualifying expenditures include the cost of assets used for business (office equipment, vehicles), the installation and construction of plant and machinery, and the cost of facilities for animal farming. The annual allowance ranges from 10% to 20% depending on the type of expenditure. Certain assets may be written off between one and three years.

Assets costing not more than MYR 1,300 each can be fully written off upon purchase, up to a limit of MYR 13,000 each year.

The capital allowance claim for motor vehicles is generally restricted to MYR 50,000. However, new vehicles not exceeding MYR 150,000 can receive capital allowance for up to MYR 100,000 of its value.

Plantations and forests

New planting gets an annual allowance of 50%. Replanting is considered a deductible cost and is not part of capital allowances.

Construction of buildings in a forest that will be worthless after the timber has been extracted get an agricultural allowance of 10% per year – 20% for buildings used for staff welfare and accommodation.

Mining

Expenditures on mining, exploration, and acquisition of rights and buildings or constructs with no salvage value can be written off over the life of the mine. However, buildings or constructs with salvage value are treated as regular plant and machinery.

Balancing adjustments

Upon disposal of assets, a balancing adjustment must be made according to the difference between sales proceeds and tax-written-down values. Where the tax-written down value is more than the sales proceed, balancing allowance shall be given. Conversely, balancing charge shall form part of taxable income if the sales proceed is in excess of the tax-written-down value. However, the balancing charge is limited to the capital allowances already claimed.

Assets disposed within two years of purchase might have its capital allowances withdrawn unless there is commercial justification.

Assets sold or transferred between companies under the same group will not need balancing adjustments. Instead, they will be valued at the tax-written-down values.

Group relief

Locally incorporated resident companies may use 70% of losses to offset profits from a related company. However, group relief is subject to the fulfillment of many conditions such as the companies are not enjoying certain tax incentives.



Individual tax

Residence

A **resident individual** is taxed on income derived in Malaysia. They enjoy preferential scale tax rates (as below) and can claim tax reliefs and rebates. Generally, an individual would be a resident if he is in Malaysia for at least 182 days in a calendar year.

A **non-resident individual** is taxed only on income derived in Malaysia. However, they are not entitled to tax reliefs and rebates and are subject to tax at 28% flat rate.

Resident individual taxation

Taxable income

The following are taxable:

- Gains from business and profession
- Employment income
- Dividends, interests, and discounts
- Rents, royalties, and premiums
- Pensions and annuities.

Employment income includes bonuses and benefits-in-kind, including vehicles, fuel, chauffeur, housekeeper, gardener, etc. Some benefits are exempted from tax:

- One overseas leave package, only for travel fare up to MYR 3,000
- Three local leave packages, including travel fare, meals, and accommodation
- Employer's goods sold at a discount, up to MYR 1,000
- Employer's service provided to employee
- Maternity expenses and traditional medicine
- Telephone, mobile phone, broadband subscription, and the bills, limited to one unit each.

Tax rates

Tax rates are applied marginally, up to each income bracket.

Income (MYR)	2016
0 – 5,000	0%
5,001 – 20,000	1%
20,001 – 35,000	5%
35,001 – 50,000	10%
50,001 – 70,000	16%
70,001 – 100,000	21%
100,001 – 250,000	24%
250,001 – 400,000	24.5%
400,001 – 600,000	25%
600,001 – 1,000,000	26%
>1,000,000	28%

Non-residents get taxed at flat 28%.

Tax deductions and reliefs

Expenses for the performance of duties are fully deductible. Additionally, tax reliefs are provided:

Basis	MYR
Self	9,000
With disability, additional	6,000
Spouse	3,000
With disability, additional	3,500
Each child	
<18 years old	2,000
With disability	6,000
>18 years old in higher education	8,000
With disability	8,000

The following tax reliefs are also provided, but the numbers refer to the maximum limit allowed:

Basis	MYR
Life insurance and EPF contributions	6,000
Private pension and annuity contributions	3,000
Real estate mortgage interest, first three years	10,000
Net saving in SSPN scheme	6,000
Education fees per individual	7,000
Purchase of computer, once every three years	3,000
Insurance for healthcare and education	3,000
Purchase of books, journals, magazines	1,000
Medical expenses for serious disease	6,000
Supporting equipment for direct family	6,000
Sports equipment	300
Contribution to SOCSO	250
Parental care for each parent	1,500

The following tax rebates are also available:

Basis (MYR)	Rebate (MYR)
Individual income <35,000	400
Spouses assessed separately, each with income <35,000	400 each
Spouses assessed jointly, with joint income <35,000	800
Islamic religious duties	100%

Housing allowance and Labuan territory allowance received by a citizen employed in Labuan by a Labuan entity are tax exempt up to 50% of gross income until 2020.

A resident under the Returning Expert Program may opt for 15% flat rate for five years. Additionally, Iskandar residents who do specialised work for designated entities in Iskandar may also opt to be taxed at 15% flat rate.

Non-resident individual taxation

Tax rates

Basis	Rate
Business and employment income	28%
Income from public entertainment	15%
Single-tier dividend	-
All other income	10%

The tax rate for business and employment income has increased from 25% to 28% in 2016.

Tax exemptions

Non-residents who are employed in Malaysia for less than 60 days in a calendar year (or two years, if the employment period overlaps two calendar years) are exempted from tax.

Expatriates working in operational headquarters, regional offices, international procurement centres, regional distribution centres, or treasury management centres are taxed depending on the number of days they worked in Malaysia during the year.

Foreigners working in management of a Labuan entity are exempted from tax on 50% of their gross income – 100% for director's fees – until 2020.



Withholding tax

Almost all sources of taxable income are subject to withholding tax of 10%. Interest is taxed at 15%, while early withdrawal from a private retirement scheme is taxed at 8%.

Tax treaties

Foreigners can get lower tax rates, especially withholding tax rates, under certain tax treaties. Currently, Malaysia has tax treaties with:

Albania	Egypt	Korea	Pakistan	Sudan
Argentina	Fiji	Kyrgyz Republic	Papua New Guinea	Sweden
Australia	Finland	Kuwait	Philippines	Switzerland
Austria	France	Laos	Poland	Syria
Bahrain	Germany	Lebanon	Qatar	Taiwan
Bangladesh	Hong Kong	Luxembourg	Romania	Thailand
Belgium	Hungary	Malta	Russia	Turkey
Bosnia and Herzegovina	India	Mauritius	San Marino	Turkmenistan
Brunei	Indonesia	Mongolia	Saudi Arabia	United Arab Emirates
Canada	Iran	Morocco	Senegal	United Kingdom
Chile	Ireland	Myanmar	Seychelles	United States of America
China	Italy	Namibia	Singapore	Uzbekistan
Croatia	Japan	Netherlands	South Africa	Venezuela
Czech Republic	Jordan	New Zealand	Spain	Vietnam
Denmark	Kazakhstan	Norway	Sri Lanka	Zimbabwe

Other taxes

Land and building

Annual assessment is payable on residential property at 6% of the value assessed by the authorities. All landed properties also have to pay annual quit rent, typically MYR 0.01-0.02 per square foot.

Real property gains tax

Gains from the sale of real estate are taxed at a rate depending on the duration the property is held.

Holding period (Years)	Individual		Corporate
	Citizen/Permanent Resident	Non-citizen	
3	30%	30%	30%
4	20%	30%	20%
5	15%	30%	15%
6	5%	30%	5%
>6	0%	5%	5%

Stamp duty

The typical rate is 0.1% of contract value, but certain contracts have different rates. For the transfer of property:

Property value	Marginal tax rate
First MYR 100,000	1%
Next MYR 400,000	2%
Subsequent amount in excess of MYR 500,000	3%

Loan agreements are typically at 0.5%, but SMEs can get the following lower rates with the approval of the Ministry of Finance:

Loan value	Marginal tax rate
First MYR 250,000	0.05%
Next MYR 1,000,000	0.25%
>Subsequent amount in excess of MYR 1,000,000	0.5%

Goods and services tax

With effect from 1st January 2015, goods and services tax (GST) will be charged on all taxable supplies at 6% to replace the sales and services tax.

Nevertheless, supplies that are under the zero-rated list and exempt list have no GST.

Import duty

The tariffs range from 0% to 50%, with most goods being taxed around 6% on average. Some electronic products are exempted from import duty.

Excise duty

Motorcycles (four-wheelers) are taxed an additional 20-30% (60-105%), depending on engine capacity.

Liquor, cigarettes, tobacco, playing cards, and mahjong tiles are also subject to excise tax.

Investment

The Promotion of Investments Act 1986, Income Tax Act 1967, Customs Act 1967, Sales Tax Act 1972, Excise Act 1976, and Free Zones Act 1990 provide tax incentives to the manufacturing, agriculture, tourism (including hotel), and approved services sectors as well as R&D, training, and environmental protection activities.

Main Incentives

Companies can choose one of two main incentives. The **pioneer status** (PS) incentive grants tax exemption on a portion of the company's statutory income beginning on the production date, defined as the day production reaches 30% capacity.

Meanwhile, the investment tax allowance (ITA) incentive grants greater capital allowances for all approved expenditures for a certain number of years starting from the first capital expenditure, which can be used to offset company profits. Unused allowances and accumulated losses during these incentive periods can be carried forward indefinitely.

Generally, the following industries may be considered for tax incentives (either PS or ITA):

- Manufacturing
- Agricultural
- Tourism
- Research and development
- Education
- Healthcare
- High technology and multimedia
- Waste recycling and green technology
- Real Estate Investment Trust
- Biotechnology.

Other incentives for manufacturing

Reinvestment Allowance (RA)

Manufacturing and some agricultural companies that reinvest for expansion, automation, modernisation, or diversification within the same industry can qualify for this incentive, provided they have been in operation for 36 months.

Similar to the ITA incentive, the RA gives a 60% allowance on capital expenditures incurred by a company, which can be offset against 70% of its business income. The company can offset against 100% of its business income if the company can maintain a certain productivity level set by the Ministry of Finance.

The RA lasts for 15 years from the first reinvestment. A special RA is given for another three years commencing from 2016 to 2018. The RA given on an asset will be withdrawn if it is disposed of within five years after purchase.

Accelerated Capital Allowance (ACA)

Upon expiry of the RA, a company that manufactures certain promoted products can apply for general ACA. Under this incentive, capital expenditures are given 40% initial allowance and 20% annual allowance thereafter. However, other companies can take advantage of the ACA for specific expenditures:

- Industrial Building Systems, which create a safer and cleaner working environment
- Security control equipment such as alarm systems, sirens, and security cameras.

Equipment to main quality of power supply get a special rate. These equipment get an initial allowance of 20% and an annual allowance of 80%.

Increased export incentives

To promote the growth of exports, companies can gain tax exemption based on the increase of exports.

Goods with at least 30% (50%) value added grant tax exemption equal to 10% (15%) of the increase. The percentage of value added is revised from 30% to 20% (or 50% to 40%) for 2016 to 2018.

Companies with at least 60% Malaysian ownership get additional benefits. With a significant increase in exports, the company can get tax exemption on 30% of the increase. The number increases to 50% if the company can penetrate new markets and 100% if the company can achieve the highest increase in its category.

Group relief

70% of a year's losses can be used to offset the income of another company within the same group if these criteria are satisfied:

- Both companies have paid-up capital of ordinary shares of more than MYR 2.5 million
- Both companies must have the same accounting period
- The group must own at least 70% of both companies during the relevant year and the preceding year
- The companies are not under any of these other incentives: PS, ITA, RA, Exemption of Shipping Profits, Exemption of Income Tax under Section 127 of Income Tax Act 1967, and Incentive Investment Company.

Free Industrial Zones (FIZ)

Special zones are set up for export-oriented industries. Companies in a FIZ are exempted from import duty of raw materials, components, parts, machinery, and equipment needed for manufacturing. Companies can get these benefits outside of FIZ if setup as a Licensed Manufacturing Warehouse.

Principal Hub

An approved principal hub company is defined as a locally incorporated company that uses Malaysia as a base for conducting its regional and global businesses and operations to manage, control and support its key functions including management of risks, decision making, strategic business activities, trading, finance, management and human resource. This incentive which is effective 1st May 2015 will replace the previous three incentives of operational headquarters (OHQ), international procurement centers and regional distribution centers.

The eligibility criteria for an approved principal hub are:

- Must be a locally incorporated company under the Companies Act 1965
- With paid-up capital of more than MYR 2,500,000
- Minimum annual sales of MYR 300 million (additional requirement for goods-based applicant company)
- Control and serve network companies in at least three countries outside Malaysia

- Carry out at least three qualifying services, with one of the qualifying services from the “strategic services” cluster and act as the planning, control and reporting centre for the qualifying services
- Fulfill the employment requirement with at least:
 - Tier 3: 15 high value jobs, including 3 key strategic / management positions
 - Tier 2: 30 high value jobs, including 4 key strategic / management positions
 - Tier 1: 50 high value jobs, including 5 key strategic / management positions
- Annual business spending of at least:
 - Tier 3: RM 3 million
 - Tier 2: RM 5 million
 - Tier 1: RM 10 million
- HR training and development plan for Malaysians
- Significant use of local banking and financial services and other ancillary services and facilities
- Malaysian-owned and incorporated businesses are encouraged to provide headquarters-related services and expertise to their overseas companies.

An approved principal hub is eligible for 3-tiered preferential corporate tax rates of 0% (for Tier 1 principal hub), 5% (for Tier 2 principal hub) and 10% (for Tier 3 principal hub) for a period of five years (with an extension up to five years, subject to fulfillment of certain conditions).

Income tax exemption threshold received from services / goods-based company inside and outside of Malaysia is based on the ratio of 30 : 70 (inside : outside).

Existing companies that have completed OHQ, international procurement center or regional distribution center incentive may apply for the principal hub incentive subject to the following commitment under Tier 1:

- 20% incremental commitment of the existing employment
- 30% incremental commitment of the existing business spending.

For goods-based approved principal hub companies, such companies will enjoy customs duty exemption on imported raw materials, components and finished products into free industrial zones, licensed manufacturing warehouse, free commercial zones and bonded warehouse for production or re-packaging, cargo consolidation and integration before distribution to its final customers.

Intellectual property rights

Malaysia accedes to the Paris Convention, Berne Convention, TRIPS, and WIPO. The TRIPS Council periodically reviews Malaysia's intellectual property rights protection so it conforms to international standards. In most cases, Malaysian residents can apply for protection on their own while non-residents must go through registered agents.

The Intellectual Property Corporation of Malaysia (MyIPO), an agency under the Ministry of Domestic Affairs, handles all matters related to intellectual property.

Patents

The Patents Act 1983 and the Patents Regulations 1986 allow inventions to be patented. For an invention to be patentable, it must be new, involves an inventive step, and is industrially applicable. A patent lasts for ten years and can be renewed twice for five years each. Patented products that already trade in other markets can still be imported.

Trademarks

The Trade Marks Act 1976 and the Trade Marks Regulations 1997 protect trademarks from being used by unauthorized persons. While residents can apply for protection on their own, non-residents must go through registered agents. Trademarks last for ten years and can be renewed indefinitely. Well-known international names cannot be trademarked in Malaysia except by the owner of those trademarks. Border measures are taken to prevent the importation of counterfeit goods.

Malaysia follows the Nice Agreement for the international classification of goods and services and the Vienna Agreement for the classification of marks and figurative elements.

Industrial designs

The Industrial Designs Act 1996 and Industrial Designs Regulations 1999 allow industrial design rights to be treated as intangible property. To be registered, the industrial design must be new and not dictated solely by function nor by another article. The protection lasts for five years and can be renewed twice for five years each.

Copyright

The Copyright Act 1987 outlines the items available for protection and the scope of protection. Literary, musical, or artistic works are protected for 50 years after the author's death. Sounds recordings, broadcasts, film, and live performances are protected for 50 years after first publication.

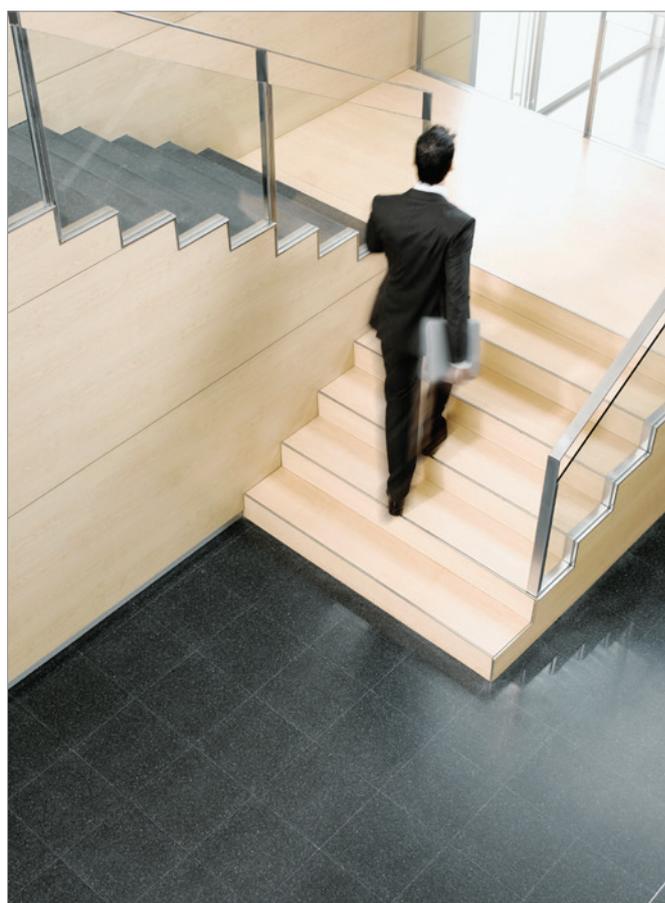
Notably, the Act enables the Ministry of Domestic Trade and Consumer Affairs to search premises suspected of having infringing copies and seize those copies without warrant.

Layout design of integrated circuits

The Layout Designs of Integrated Circuits Act 2000 protects layout design for ten years from commercial use or 15 years from date of creation if not used commercially.

Geographical indications

The Geographical Indications Act 2000 protects the registration of goods using the name of the place they're produced. The protection is primarily used for wines, spirits, natural or agricultural products, and handicraft.



9. Mongolia

Country profile

Official name	Mongolia
Capital	Ulaanbaatar
Location	Russia and China
Area	1,564,116 sq km ¹
Climate	Extreme continental climate with long, cold winters and short summers, during which most of its annual precipitation falls
Time zone	UTC +8
Population	3,077,714 (April, 2016) ²
Currency	Mongol Tugrik (MNT)
Language	Mongolian (official language) Kazakh (in some parts of Mongolia)
Religion	53% Tibetan Buddhism 38.6% No religion 5.4% Shamanist, Bahai and Christian 3% Muslim
Government	A parliamentary republic

¹ National Statistics Office

² National Statistics Office

Executive

The President is the head of state, commander-in-chief of the armed forces and head of the National Security Council. The President is second in authority to the 76-member Parliament. Presidential candidates are nominated by political parties that have at least one seat in the Parliament. The President is elected by absolute majority vote to serve a four-year term and is limited to serving two terms. The President is empowered by the Constitution to submit a proposal for the nomination of the Prime Minister, which is then subject to approval by the Parliament, call for dissolution of the Cabinet, initiate legislation and veto all or parts of legislation passed by the Parliament. The President may also confirm appointments of judges, appoint ambassadors, grant pardons and enter into international treaties.

Judicial

Prior to the 1992 constitution, justice was administered through a Supreme Court elected by the People's Great Hural; province and city courts, elected by the corresponding assemblies of people's deputies; and lower courts. The 17-member Supreme Court remains the highest judicial body with a Constitutional Court vested with sole authority for constitutional review. The local courts (people's courts) handle most routine civil and criminal cases. Provincial courts hear more serious cases and review local court decisions. The Supreme Court hears appeals from the local and provincial courts. The old specialized military justice and railway courts have been abolished. All courts are now organized under a single unified national system. The General Council of Courts nominates and the president appoints the lower and the Supreme Court judges. The new constitution provides for a completely independent judiciary. It also promises procedural due process rights to a fair trial, legal assistance, right to appeal, and access to requests for pardons, among others.

Legislative

The Parliament of Mongolia is referred to as the State Great Khural, which is the highest organ of state power. The Parliament consists of 76 members appointed for a term of four years. The last parliamentary election was held on 28 June 2012 and the next parliamentary election is expected to be held in June 2016. The Parliament confirms the appointment of the Prime Minister and Cabinet ministers. The Parliament has the power to draft legislation, enact and amend laws, approve the annual budget, approve foreign and domestic policies, declare states of emergency and war and ratify international treaties and agreements.

Data	2013	2014	2015
Real GDP USD billions	12.55	12.02	12.41 (est)
GDP per capita USD	1,795.53	1,900.97	
Investment USD million	1,5729.1	1,6692.8	16,752.70/Fourth quarter
Unemployment	7.8%	7.7%	8.3%
Inflation	12.5%	11%	1.9%

Business entities

National registration and statistics office (NRSO) regulates business entities. Registration with the NRSO is required to start any of these entities.

Sole proprietorship

In a sole proprietorship, the owner has a full control, owns all assets, and holds unlimited liability. A sole proprietorship must register with the related state office.

Partnership

There are three types of partnership set out in the Law on Partnerships:

- Unlimited partnership
- Limited partnership some partners with unlimited liability
- Limited liability.

In an unlimited partnership, the partners are jointly and severally liable for the obligations of the partnership, without limit to their capital contribution and personal property.

In a limited partnership, there is at least one partner who has unlimited exposure to the liabilities of the partnership and the rest have their liability limited to their capital contribution.

Limited liability partnership type was introduced by changes to the Law on Partnership in July 2013. According to the Law, two or more individuals with professional licenses can establish limited liability partnership in which partners' liabilities are limited to their capital contribution, except for a failed partner who will be accountable for loss with his/her capital contribution and personal property.

Branch Office

Although there is a theoretical possibility to establish a branch of a foreign entity in Mongolia, currently it is not practically possible due to uncertainties in the law related to the legal status of such entity, filing procedures, etc.

Representative Office

Under the Law on company, foreign legal entities may establish representative offices, which are not separate legal entities. A representative office is only allowed to undertake representative functions and the protection of the interests of its head office. Representative offices do not have charter capital and, accordingly, it is the head office that is legally responsible for liabilities to third parties.

Accounting and auditing

Books of accounts

All entities must maintain a journal and a ledger in Mongolian. The Parliament approved the Law on Accounting on 13th December 2001. The Law on Accounting is adopted on 19th June 2015 the last time. The fiscal year ends on 31st December. Entities should file their annual audited financial statements with the relevant state regulatory agency by 31st March, and must also submit year ended consolidated and separate financial statements by 10th February and half year consolidated financial statements by 20th July in accordance with specific forms approved by the Ministry of Finance.

Financial statements

Ministry of Finance requires all companies to file and to report financial statements however the companies lay up or not. Government organizations have their own separate Chart of Accounts.

The format of the financial statements depends on the type of the company.

A large or public accountable company must use International Financial Report Standards.

A small and medium sized entity (SME) must use the IFRS for SME. These entities requirements are clarified in Law on small and medium sized factory. These entities are:

- Industry/Production entity which has less 199 staffs with labour contract, and up to MNT 1.5 billion sales
- Wholesale trader entity which has less 149 staffs with labour contract, and up to MNT 1.5 billion sales
- Retailer trade entity which has less 199 staffs with labour contract, and up to MNT 1.5 billion sales
- Service entity which has less staffs with 49 staffs labour contract, and up to MNT 1.0 billion sales
- Small industry entity which has less 19 staffs with labour contract, and up to MNT 50-250 million sales
- Small service and trader entity which has less nine staffs with labour contract, and up to MNT 50-250 million sales.

In accordance with the Law on Auditing, the following organizations are required to have their financial statements audited in accordance with International Standards of Auditing (ISAs):

- IFRS, described under Article 4, paragraph 1.1 of the Law on Accounting, is applied by companies
- Companies reporting consolidated financial statements
- Entities being restructured, liquidated, or intended to sell all its capital by auction
- Entities with foreign investment
- Funds described under Article 36, paragraph 2 of the Civil Code
- Entities must be audited in accordance with other law and Mongolian International Agreement.

Audit firms must be licensed by the Ministry of Finance in order to provide audit and assurance service to a Mongolian company and has to be registered with Financial Regulatory Committee of Mongolia to be able to audit insurance companies and listed/to be listed companies.

Finance and capital markets

Banking systems

Since 1991, Mongolia has had a two-tier banking system. The Bank of Mongolia is the central bank of Mongolia and represents the upper (first) tier of the banking system of Mongolia. All other banks represent the lower (second) tier of the banking system. The Bank of Mongolia formulates and implements monetary policy by regulating money supply through changes in reserve money to achieve its main objective of currency stability, according to the Central Bank Law of 1996. The Bank of Mongolia has focused on price and exchange rate stability, while ensuring adequate money supply. The Bank of Mongolia is not guided by the aim of earning profit in performing its tasks. The Bank of Mongolia headed by a Governor appointed by the Parliament for a term of up to six years. The Governor of the Bank of Mongolia is accountable to the Parliament.

Foreign current market

Mongolia issued its first national currency, the Tugrik (MNT), in 1925, based on a resolution issued by the Bank of Mongolia on 22nd February 1925. According to Mongolian legislation, within the territory of Mongolia all prices must be expressed in MNT and all payments must be executed in Mongolian MNT. Payments which originate outside Mongolia, however, or which are made from Mongolia to a location outside Mongolia, may be performed in foreign currency. This was enacted on 9th July 2009 in the Law of Mongolia on Conducting Settlement in National Currency.

Investment institutions

The National Investment Bank of Mongolia (NIBank) was established in 2006 and is the only formal investment institution in Mongolia and has joint investments from Mongolia, Japan and the USA. Its services include both commercial and investment banking products. Additionally, there are several mechanisms through which incentives to investors are offered, in the form of investment agreements under the Investment Law, which are mainly for tax stability and tax and non-tax incentives, and the Concession Law, which provides for tax concessions in priority sectors of the Mongolian economy.

Capital markets

The Mongolian Stock Exchange (MSE) was established in 1991 as a vehicle to implement the government's plan for privatization of large state-owned enterprises. MSE trading is open between 11 am and 1 pm every weekday for the both primary and secondary markets. Trading can also be done over the internet. The revision to the Securities and Exchange Law adopted by the Parliament in December 2002, transformed MSE to 100% state owned company. The MSE signed 'memoranda of understanding' with the Korean, Singaporean and Hong Kong Stock Exchanges, to help with its development and attract more foreign investment. In April 2011, the MSE formally agreed a partnership with the London Stock Exchange aimed at transforming MSE to operate on an international scale. The partnership agreement provides for the development of systems infrastructure, the support of senior experienced people to manage the transformation and skills and policy development. The intention is to increase the ability to trade and to make it an attractive option for Mongolian companies and overseas investors. There are currently around 410 companies listed on the MSE, over one fifth of which are involved in mining, the most common sector for foreign investment. As of yet there is no restriction on foreign ownership of shares, although in the uranium sector, for example, ownership must be approved by the Nuclear Energy Agency, which could in theory refuse the transfer of shares to a foreign entity. In accordance with this MSE has launched new trade and payment system in cooperation with London Stock Exchange in July 2012.

Labor

The Labor Code of Mongolia serves as the main labor law while the Ministry of Labor is the state central administrative authority. The last updated version of Labor Code of Mongolia was approved on 14th May 1999. According to the National Statistics Office, Mongolia's unemployment rate was 8.3% as of 2015.

Types of contract

All employment should be bound by a contract signed by both the employer and employee. Various types of employment contract exist:

- **Labor contract** – is a mutual agreement between an employee and an employer under which an employee undertakes to perform certain work in conforming with the internal labor regulations and regulations established by the employer in accordance with the law, and the employer undertakes to pay to the employee remuneration according to the employee's work results and to ensure the working conditions provided in law, collective contracts and agreements
- **Individual contract** – For the purpose of hiring the labor of others, an owner or a person authorized by the owner, shall establish an individual contract with such a citizen, when exercising a certain part of his ownership rights; further, an employer, for the purpose of hiring a citizen with a highly-developed and rare talent or high skills, shall establish an individual contract with such a citizen
- **Work for hire contract** – is an agreement between an employee and an employer under which an employee undertakes to perform assistant activity in conforming in accordance with the law, and employer undertakes to pay to the employee remuneration according to the employee's work results. In other words, employee is not major worker of a company.

Working hours and compensation

The hours of work per week shall not exceed 40 hours. Normal working hours are limited to eight hours a day with a meal break time. Meal break time is regulated by company internal labor regulations. The length of the uninterrupted rest period between two consecutive working days shall not be less than 12 hours. The hours of work per week for employees 14-15 years of age shall not exceed 30 hours, and for employees 16-18 years of age, it shall not exceed 36 hours.

The period from 10 pm until 6 am, local time, is considered night hours. If an employee who has worked during night hours and who has not been compensated with rest, the additional pay paid to him must be regulated by the collective and labor contracts.

Wages and benefits

Minimum monthly wage

Salaries are established by the employer independently but may not be lower than the minimum wage as established and estimated by National Board for Labor and Social three-party. The minimum wage is approved by State Great Khural. The minimum monthly wage in nation was adjusted in 2014 to MNT 192,000. Salaries and wages are generally paid in cash at least twice a month.

Benefits

Public holiday pay

In accordance with Labor Code, the following are official Mongolian public holidays:

- New Year – 1st of January
- White Moon days (two days) – the beginning of the first spring month by the Lunar Calendar
- Mothers' and children's day – 1st of June
- National Naadam holiday. Anniversary of the Mongolian People's Revolution – 11th, 12th, 13th July
- Day of the Proclamation of the People's Republic – 26th November

Work on these days is considered overtime with the 200% rate.

Regular vacation payment

During the regular annual paid leave of the employee, worker must be granted a regular vacation payment. A regular holiday payment is established by the average remuneration of that working year. Vacation is entitled to 15-29 days of paid leave annually.

Payment during down time

Within a down period, an employee cannot be transferred to another job during a period of idle time, without his or her fault, workers must be granted the payment in the amount specified in the collective contract. The amount of the payment during down time, as determined by the collective contract, shall be 60% or more of the employee's basic salary and shall not be less than the minimum labor remuneration.

Remuneration during a time when an employee is temporarily transferred to other work due to an inevitable need

If an employee has been transferred to another job on the basis specified in Section 33 of Labor Code, worker must be remunerated according to the worker's performance; if this remuneration is less than his previous average remuneration, worker is granted the difference.

Remuneration of an employee under 18 years of age.

Remuneration of an employee under the age of 18 must be calculated per piecework or by hourly rate, and, additionally, worker is paid a basic salary corresponding with a reduced hour or working day.

Payment during transfer of duties

The payment during transfer of duties of employee must be paid by the business entity or institution where the employee has been working. If the time allotted for performance of transfer of duties expires through the fault of the employer, payments due to the extended period must be paid to the employee.

Maternity leave

Pregnant female employees are entitled to a paid maternity leave of two months before and two months after pregnancy.

Paternity leave

Male employees can get five days of paid leave to aid his wife during the recovery period or nurse the newborn child.

Retirement benefits

Female employees, who have more four children, can retire at 50 years old and all female employees must retire at 55 years old. Male employees must retire at 60 years old. The minimum retirement benefit includes 45% of month's pay and 1.5% of an annual bonus for each year of service rendered for the state. Some special profession people must retire at 40-50 years old.

Termination of employment

The labor contract shall be discharged upon the following grounds:

- if the parties have mutually agreed to do so
- if a citizen who is employer or an employee has died
- if the labor contract has expired and it has been decided not to extend the contract
- if an authorized organization specified in law has so demanded
- if a unjustifiably dismissed employee has been reinstated to his previous job or position
- if an employee has been called up in the active army
- if a court decision that imposes a conviction of an employee, preventing him from performing his work duties as a result of his crime, has come into force
- if the labor contract has been terminated by the initiative of an employer or an employee.

If it is not provided otherwise in law or in the labor contract, the employee has a right to leave his/her job 30 days after the submission of his/her request to terminate the labor contract. In this case, the labor contract must be considered terminated. The labor contract may be terminated prior to the terms set forth in 30 days if there are valid grounds for such termination or if the employee has agreed to the terms of termination with the employer.

The employer must pay the employee who has been dismissed on the following basis specified, an allowance equal to an average wage of one month or more.

- if a court decision that imposes a conviction of an employee, preventing him from performing his work duties as a result of his crime, has come into force
- if a business entity or organization or its branch or unit has been dissolved, or the position within it has been abolished or the number of employees has been reduced
- if it has been determined that the employee cannot meet the requirements of the job or position on account of professional qualification, skill or health reasons
- if an employee reached 60 years of age and his/her right to receive pension for elderly people has arisen.

Social security systems

Citizens of Mongolia, foreign citizens and stateless persons employed on a contract basis by all types of economic entities, organizations, government, religious or other organizations and foreign economic entities carrying out activities in Mongolia are subject to the compulsory insurance, which is deducted from the gross salary.

Labor relations

Labor Unions

Employees, except managerial employees, can join, assist or form labor organizations for collective bargaining.

Collective contract

This is an agreement made between an employer and the representatives Labor unions, etc. of employees of a given business entity or organization, ensuring all employees' labor rights and related legal interests better than guaranteed by law, and concerning matters not directly regulated by Labor Code.

Employment of foreigners

On the basis of a labor contract, an employer may employ a foreign citizen. The regulation on regulating issues related to the employment of foreign citizens in Mongolia in accordance with Labor Code and other laws must be approved by the Government. A Company can request for employing foreigners to Department for workforces and specialists from abroad of National Center Labor Employment Service, Research, and Information. This department can take invitation to the company. Then company sends the invitation to Mongolian Immigration Authority. Foreign citizen shall officially come and work into Mongolia in accordance with Employment Invitation.

Taxation

General law on taxation of 2008 sets out taxation laws in Mongolia. The National Tax Administration is consisted of the state administrative body (General Department of Taxation) which is in charge of tax agencies and offices of capital city, province, district; and tax branches of soum and state tax inspectors. Taxes are classified into tax types and relations pertaining to certain types of taxes are governed by General law on taxation and a tax law of the given tax type. Certain types of taxes pertain to any one of state or local taxes.

State tax

The following taxes, rates of which are established by the Parliament and Government and commonly enforced on territory of Mongolia are classified as state taxes.

- Corporate Income Tax, including branch profits tax, withholding tax and capital gains tax (CIT)
- Customs and Excise Duties
- Value added Tax
- Tax on petroleum and diesel fuel
- Royalty
- Fees for mineral exploration and mining licenses

- Payment on air pollution
- State stamp duty specified in paragraph 11.2 of the Law on State stamp duties.

Local tax

The following taxes, rates of which are established by the Parliament, Government, the Citizens Representative Assembly of province capital city, soum or district to be concentrated in local budgets or enforced in local areas are classified as local taxes:

- Personal Income Tax (PIT)
- immovable property tax
- State stamp duty other than those specified in subparagraph 7.3.14 of General tax law
- water and spring water charges
- tax on auto and self-propelling vehicles
- charges on permit to use of natural resources other than minerals
- charges on use of natural plants
- charges on use of commonly occurring minerals
- charges on use of hunting reserves, hunting permit fees
- land charges
- charges on procurement and use of wood fuel and timber from forest
- gun duty
- capital city tax.

Corporate tax

The Corporate Income Tax (CIT) law of Mongolia regulates the taxation of profits of:

- Economic entities formed under the laws of Mongolia and their subsidiaries and representative offices
- Foreign economic entities that have their headquarters in Mongolia
- Foreign economic entities or its permanent establishment that earn income sourced in Mongolia.

Taxable income is divided into three categories as follow:

- Income from activities, including income from business activities, sale of rights, shares and securities, sale of intangible assets, gains on foreign currency exchange rates
- Income from property, including rental, royalties, dividends, and interest
- Income from the sale of property, including sale of immovable and movable properties.

Taxable income is determined as aggregate annual income after allowable deductions. If determined annual taxable income is MNT 0-3 billion, it shall be taxed at the rate of 10%. If annual taxable income exceeds MNT 3 billion, it shall be MNT 300 million plus 25% of income exceeding MNT 3 billion.

Income source	Applicable tax rate
Dividend	10%
Royalty	10%
Gambling, quiz, lottery	40%
Sale of immovable property (gross)	2%
Interest (gross)	10%
Sale of right (gross)	30%

Exempt incomes

- Income derived from sale of its portion of product and earned by a taxpayer who operates in the territory of Mongolia under a product-sharing contract in oil industry
- Income from sale of domestically produced new goods, work and service of innovation by a start-up company within first three years since establishment
- Income from sale of technique or equipment that economizes natural resource, reduces environmental contamination and nature-oriented.

Allowable deduction

CIT law defines a list of deductible expenses, including cost of sales or services, utilities, fuel, packaging, salaries, employee incentives, social insurance premiums, depreciation, loan interest, lease payments, insurance premium, vocational training expenses, realized loss on exchange rate difference and other expenses. Normally, expenses associated with the earning of aggregate annual income are deductible in CIT calculation although some limitations apply.

Depreciation

Straight line method is applied over following period:

- IT equipment – three years
- PPE – ten years
- Building & Construction – 40 years.

Interest Expenses

Interest expense paid to:

- Third party is deductible
- Individual who exercise control over the tax payer is non-deductible
- Shareholder – interest expenses of loan up to three times the value of capital previously invested by the investor in the taxpayer is deductible.

Non-deductible expenses

Non-deductible expenses are as follow:

- Finance lease payments
- Fines and penalties
- Expenses incurred for earning exempt income
- Expenses not supported by documentation
- Payments from which required WHT is not withheld.

Losses

Following loss carry forward scheme applies:

- Mining and Infrastructure industry – four to eight consecutive taxable years (depending on investment amount), up to 100% offset from taxable profit
- Entities operate in free trade zone – five consecutive taxable years after completing the development stage, up to 50% offset from taxable profit
- Other industries – two consecutive taxable years, up to 50% offset from taxable profit.

Personal income tax

A permanent resident taxpayer of Mongolia is:

- An individual who owns a residence in Mongolia
- An individual who resides in Mongolia for 183 or more days in a tax year.

A permanent resident taxpayer is subject to tax on his/her world-wide income.

A non-resident taxpayer of Mongolia is:

- An individual who has no residence in Mongolia
- An individual who has not resided in Mongolia for 183 or more days in a tax year.

A non- resident taxpayer is subject to tax on the income earned in the territory of Mongolia in a tax year.

Taxable income

The following income of a taxpayer earned in a tax year is subject to tax:

- Salaries, wages, bonuses, incentives, and other employment income similar to these
- Income from activities
- Income from property
- Income from sale of property
- Income from creation of scientific, literary, and artistic works, invention, product design and useful design, organizing and participating in sports competition, art performance, and other income similar to these
- Income from remuneration for art performance, sports competition and festival
- Income from quizzes, gambling and lotteries
- Indirect income.

Tax rates

Income source	Applicable
Employment income	10%
Business and professional income	
Income from property, i.e. dividends, royalty, interest, capital gain from sale of securities / stocks	
Sale of immovable property (gross)	2%
Income from scientific, literacy artistic works, inventions, product; designs and useful designs (gross)	5%
Designs and useful designs (gross)	
Income from sports competitions, art performances, and similar income (gross)	
Income from betting games, gambling and lotteries (gross).	40%

Allowable deductions

- MNT 84,000 per annum for employment income
- Social insurance commission for employment income
- No deductions for non-business expenses.

Value added tax (VAT)

Unless there is an express exemption in the VAT Law, VAT is levied on the following in Mongolia:

- Works performed and services rendered in Mongolia
- Goods and services imported into Mongolia
- Goods and services exported from Mongolia.

VAT registration requirement:

- Compulsory registration – sales revenue reaches MNT 50 million
- Voluntarily registration – sales revenue reaches MNT 10 million.

The standard VAT rate is 10% and imposed on supply of taxable goods and services in Mongolia, and on imports into Mongolia. Certain sales get 0% VAT:

- Export sales
- International transportation services
- Services provided outside of Mongolia
- Services provided to a foreign citizen or legal entity not present in the territory of Mongolia during the provision of services (including tax-exempt services)
- Services provided to domestic or international aircrafts conducting international flights
- State medals and coins produced domestically
- Export of finalized mining products (government defines list of final mining products).

Exemptions

VAT exempt goods include:

- Passengers' personal use goods with permitted amount to let without tax and approved by customs authority
- Special purpose appliances, equipment and machinery designed for citizens with learning difficulties
- Civil aviation aircrafts and spare parts
- Building or its part which is used for housing purpose
- Gas fuel, its containers, equipment, custom machinery, mechanisms, tools, and spare parts
- Gold sold
- Products resulting from scientific research
- Mining products other than those zero rated
- Produced or planted crops, processed meat, processed milk and milk products that are produced in Mongolia
- Equipment and spare parts produced and sold within territory of Mongolia for intended use in small and medium enterprise's production line
- Raw materials, reagents that are not produced domestically, and required for carrying out production of new goods and products within innovation project for domestic and foreign markets, etc.

VAT exempt services include:

- Currency exchange operations and banking transaction services
- Insurance and property registration
- Transactions in stocks and securities
- Transactions concerning issuance and transfer of interest for placement of monetary assets of social and health insurance funds; provision of loan
- Services in respect of fees for bank or financial lease interest, dividend, credit guarantees or insurance contract
- Renting of residential accommodation
- Educational and health services, etc.

Other taxes

Excise tax

Item	Base	Rate (MNT)
Alcohol	Type, volume of spirit, origin – Liter	290 – 17,500
Tobacco	100 pieces	3,480
Petroleum	Type, octane, origin, border point – Ton	0 – 265,000
Automobiles	Engine volume and Production year	725,000 – 18,850,000
Gaming table or roulette	Each unit per month	11,600,000
Slot machine	Each unit per month	4,350,000
Cashier or totalize that provides results of gambling	Each unit per month	11,600,000
Bookmaker center for estimating the bets	Each unit per month	11,600,000
Legal entity or individual running gambling service via internet or mobile network	Each entity/individual per month	36,250,000

Immovable property tax

Immovable property tax is levied from 0.6% to 1% of the value of the immovable property on annual basis. The rate varies on the location of property, usage, size of immovable property. In immovable property tax calculation, registered value of property is adopted. If the property is not registered in national registration office, value defined in property insurance is used. In the absence of either the registered or insured value, the accounting book value is adopted.

Customs duty

A standard customs duty of 5% applies for most goods imported into Mongolia. Certain imported products and equipment such as wood, gas fuel, its container, equipment, special purpose machineries, and mechanisms are exempt from customs tariff. Export duties apply to certain exported goods such as unprocessed wool, wood.

Mineral royalty fees

Special license holder on mineral exploitation is subject to royalty that calculated on sales price of minerals which are:

- extracted from mining claim and sold
- extracted from mining claim and shipped for sales, or
- consumed by the license holder for its internal usage.

The sales price which is used in mineral royalty fee calculation is defined as follow:

- If the mineral resource is to be exported, the sales price shall be calculated based on international market price which is estimated on monthly average price of such type of mineral or similar mineral products
- If the mineral resource is to be sold within the country or consumed by the license holder for its own usage, the sales price shall be calculated based on internal (Mongolia) market price
- If the market price of mineral resource is not available, the sales price that is declared by the license holder shall be considered as basis for royalty calculation.

Percentage of royalty is as follow:

- Rate of royalty on coal sold within the country is 2.5% of sales price of coal
- Rate of royalty on gold that sold to Mongol Bank or any other authorized bank shall be 2.5% and additional royalty percent shall be 0%
- Except from sales coal and gold that sold to Mongol Bank or any other authorized bank; rate of royalty on mineral sold shall be 5% of sales price of mineral.

Additional rates (between 0% and 30%) vary based on the type and level of processing, and the market price of the mineral sold, shipped, or used.

Tax treaties

List of “Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and on Capital with the Government of Mongolia” is as follow:

	Country	In force since	Dividend	Interest	Royalties
1	The People’s Republic of China	1st Jan 1993	5	10	10
2	The Republic of Korea	1st Jan 1993	5	5	10
3	The Federal Republic of Germany	1st Jan 1997	5-10	10	10
4	The Republic of India	1st Jan 1997	15	15	15
5	The Socialist Republic of Vietnam	1st Jan 1997	10	10	10
6	The Republic of Turkey	1st Jan 1997	10	10	10
7	The United Kingdom of Great Britain and Northern Ireland	1st Jan 1997	5-15	10	5
8	The Republic of Hungary	1st Jan 1997	5-15	10	5
9	Malaysia	1st Jan 1997	10	10	10
10	The Russian Federation	1st Jan 1998	10	10	
11	The Republic of Indonesia	1st Jan 1998	10	10	10
12	The Republic of France	1st Jan 1999	5-15	10	5
13	Czech Republic	1st Jan 1999	10	10	10
14	The Kingdom of Belgium	1st Jan 1999	5-15	10	5
15	The Republic of Kazakhstan	1st Jan 2000	10	10	10
16	The Republic of Kyrgyz	1st Jan 2000	10	10	10
17	The Republic of Poland	1st Jan 2002	10	10	5
18	Italy	1st Jan 2004	5-10	10	5
19	The Republic of Bulgaria	1st Jan 2002	10	10	10
20	The Swiss Confederation	1st Jan 2002	5-15	10	5
21	Ukraine	1st Jan 2003	10	10	10
22	Canada	1st Jan 2003	5-15	10	5-10
23	Republic of Belarus	1st Jan 2002	10	10	10
24	The Republic of Singapore	1st Jan 2005	5-10	5-15	5
25	The Democratic People’s Republic of Korea	1st Jan 2005	10	10	5
26	The Republic of Austria	1st Jan 2005	5-10	10	5-10

Investments

Mongolian law encourages foreign investors. Foreigners can invest with as little as USD 100,000 cash or the equivalent market value of fixed assets (office stock, structures, autos, etc.).

Investments in Mongolia can be made in the following forms:

- An investor may establish a new business entity solely or jointly with other investors
- An investor may purchase shares, bond/debentures and other types of securities
- An investor may make an investment by a way of wholly acquiring or merging companies
- An investor may establish of concession, product sharing, marketing and management and other agreements
- An investor may make an investment in forms of financial leasing or franchise
- Any other forms which are not prohibited by the specified laws.

In October 2013, the Mongolian parliament approved the Mongolian Law on Investment and the Law On Implementation of the Investment Law (effective date from 1st November 2013). The purpose of the Investment Law is to protect the legal rights and interests of investors in the territory of Mongolia, to establish a common legislative guarantee for investment, to encourage investment, to stabilize the tax environment, to determine the rights and obligations of investors and the competences of a government body related to investment and to regulate other relations pertaining to investment.

The Law applies to both domestic and foreign investors that had made investment in Mongolia. Investment incentives provided by Law are divided into tax and non-tax incentives.

Tax incentives

Tax incentives must be rendered to investors in the following types:

- To exempt from taxes
- To render tax incentive
- To calculate under the accelerated method, the depreciation expense to be deducted from the taxable revenue
- To calculate the loss to be deducted from the taxable revenue by transferring to the future revenue
- To deduct the employee training expense from the taxable revenue.

Imported machineries and technical equipment may be exempted from the customs duty and VAT rate may be zero-rated during the construction works in the following cases:

- To build construction materials, oil and agricultural processing and export product plants
- To build plants to use nano, bio and innovation technologies
- To build power plant and railway.

Non-tax incentives

The non-tax promotions may be rendered to investors in the following forms:

- To put land lease and use for up to 60 years on the basis of a contract and to extend the contract duration once for up to 40 years under the contract's primary condition
- To render support to the investors who are to make investments to the activities of free zones, production and technological park and to serve with alleviated regime of registration and checkpoint
- To render support to implement creation projects in the infrastructure, sciences and educational sectors, to increase the number of foreign workforces and specialists, to exempt them from employment fees and to grant the required permits at eased regime

- To render support to carry out innovation projects and to guarantee the financing for production of export oriented innovation products
- To provide the foreign investors, who have made investment to Mongolia, and their family members with multiple visas and residential permissions under the applicable laws of Mongolia
- Other promotions specified in the applicable laws.

Non-tax investment incentives must be regulated in accordance with the Land Law, Free Zones Law, the Law on Legal Status of Industrial and Technological Parks, Innovation Law, the Law on Export of Mongolian Workforces and Import of Workforces and Specialists from Abroad and other relevant legislations in force.

Stabilisation

The Law also introduced “Stabilization Certificate” to make more stable tax environment in Mongolia. By obtaining a stabilization certificate, investors can stabilize applicable rates of the following taxes:

- Corporate income tax
- Customs duties
- Value-added tax
- Mineral royalty tax.

The holder of a stabilization certificate will stabilize tax rates for period from five to eighteen years depending on amount of investment, industry of investment and geographic location of investment in Mongolia. Under valid period of this stabilization certificate, investors will also have the right to apply effective tax rates provided in general legislation if such rates are more beneficial for investors.

The criteria of issuing a stabilization certificate are:

- The total investment amount specified in the business plan and feasibility study reaches thresholds specified in the law
- Environmental impact assessment should be carried out
- The investment should create new permanent jobs
- The investment should introduce innovative technology.

Investors who made investment in tobacco and alcohol related activities cannot benefit from tax stabilisation.

If certain conditions are met, the stabilization certificate period may be extended by 1.5 times for some projects. The conditions are:

- Produce products that substitute for imported products or export-oriented which are important for the long-term social and economic development of Mongolia; that will require investment of more than MNT 500 billion
- Have development period of more than three years
- Produce value-added, processed products for export.

In addition to above, the law provides for incentives with respect to customs duty (exemption) and value added tax (zero rate) on imported equipment and machinery during construction period of specific projects, as below:

- Construction of factory for processing construction materials, petroleum, agricultural products and products intended for export
- Nano, bio and innovation technology plant construction
- Construction of power plants and railroads.

Stabilisation certificate terms for investment projects in mining, heavy industry, infrastructure sectors

Investment amount (Billion MNT)	Validity of Stabilization certificates (in years)					Investment completion period (in years)	
	Region	Ulaanbaatar	Central region	Khangai region	Eastern region		Western region
30-100		5	6	6	7	8	2
100-300		8	9	9	10	11	3
300-500		10	11	11	12	13	4
500 and above		15	16	16	17	18	5

Stabilization certificate terms for investment projects in all others sectors

Investment amount (Billion MNT)					Validity of Stabilization certificates	Investment completion period (in years)
Ulaanbaatar	Central region	Khangai region	Eastern region	Western region		
10-30	5-15	4-12	3-10	2-8	5	2
30-100	15-50	12-40	10-30	8-25	8	3
100-200	50-100	40-80	30-60	25-50	10	4
200 and above	100 and above	80 and above	60 and above	50 and above	15	5

Stabilization certificate details:

- Name of a legal entity holding a stabilization certificate
- State registration and registry number of a legal entity holding a stabilization certificate
- Name, the state registration and registry number of a legal entity
- Name of an implemented investment project
- Date of issuance, and duration of the stabilization certificate
- Rates of the taxes stabilized by the stabilization certificate.

Documentation list for the application for a stabilization certificate:

- Statement by the applicant on the fulfilment of all requirements under the Investment Law for a manufacturer
- Brief introduction of the company, state registration certificate
- Information on new techniques and technology
- Environmental impact assessment
- Feasibility study.

Invalidation of a stabilization certificate:

- Validity term has expired
- Holder of the certificate has requested, or is liquidated
- Others.

10. Philippines

Country profile

Official name	Republic of the Philippines	
Capital	Manila	
Location	South of Taiwan North of Indonesia	
Area	298,170 km ² 7,107 islands	
Climate	Marine tropical with rainy season	
Time zone	UTC +8 no DST	
Population	~100 million	
Currency	Philippine Peso PHP	
Language	Filipino English	
Religion	90% Christianity 5% Islam	
International	EAS G-77 ADB World Bank WTO	APEC ASEAN Colombo Plan Next Eleven ICO
Government	Constitutional republic with presidential system	

The Philippines is a unitary state with the exception of the Autonomous Region in Muslim Mindanao which is largely free from the national government.

Executive

The President functions as head of state, head of government, and commander-in-chief of the armed forces. The President is elected for a six-year term and delegates his power to the Cabinet, mostly composed of the heads of executive departments. The President also has power to propose a national budget, which the Congress can adopt, amend, or revise.

Legislative

The Congress has two chambers. The 24 members of the Senate (upper chamber) are elected to six-year terms while the 287 members of the House of Representatives (lower chamber) are elected to three-year terms.

Judicial

The Supreme Court is the court of last resort and also deals with the constitutionality of laws. The Chief Justice presides over 14 associate judges appointed by the President from the nominations of the Judicial and Bar Council. Other courts include the Court of Appeals, the Court of Tax Appeals, the People's Advocate Court, and the Regional Trial Courts. The Ombudsman investigates and prosecutes government officials.

PH Economy Data	2013	2014	2015
Real GDP USD billions	272	285	292
GDP per capita USD	2,788	2,864	2,877
Investments % GDP	12.2%	6.8%	14.0%
Unemployment	7.1%	6.8%	6.3%
Inflation, eop	4.1%	2.7%	1.5%

Business entities

The Securities and Exchange Commission (SEC) regulates business entities. Registration with the SEC is required to start any of these entities.

Sole proprietorship

In a sole proprietorship, the owner has full control, owns all assets, and holds unlimited liability. A sole proprietorship must register with the Department of Trade and Industry.

Partnership

A partnership is a legal entity distinct from its owners. In a general partnership, all partners have unlimited liability. In a limited partnership, at least one general partner must hold unlimited liability, while all other partners are only liable up to their capital contributions. Only partnerships with capital above PHP 3,000 must register with the SEC.

Corporation

Corporations are legal entities distinct from their owners. Between five and 15 incorporators must hold shares in the company. They must contribute at least PHP 5,000 in paid-up capital. Liability is limited to share capital. A company with more than 40% foreign ownership is considered a foreign company.

In a stock corporation, the capital is divided into shares, through which dividends are distributed.

In a non-stock corporation, no shares are issued to its members. This form is used for public purposes such as charity or education.

Branch office

A branch office is considered a foreign corporation that carries out business in the Philippines. A company can open a branch only if it provides at least USD 200,000 in paid up capital, or USD 100,000 for high technology companies or companies that directly employ 50 people.

Representative office

A representative office is a foreign entity that does not generate income and is fully subsidized by the parent company. It deals with clients of the parent company and can disseminate information, promote company products, and control the quality of products for export. The parent company must remit at least USD 30,000 a year to the representative office.

Regional Headquarters (RHQ)

Regional Operating Headquarters (ROHQ)

The Republic Act No. 8756 allows foreign entities to create an RHQ or ROHQ to supervise, inspect, or coordinate related companies.

An RHQ is limited to supervising, communicating with, and coordinating related companies in the Asia-Pacific region. It can also handle administration for international trade. However, it cannot generate any income whatsoever. The parent company must send at least USD 50,000 to the RHQ annually.

An ROHQ is limited to planning, administration, coordination, procurement of raw material, financial advisory, marketing control, sales promotion, employee management and training, logistics, research and development, technical support, and business development. Unlike an RHQ, an ROHQ can derive income from the Philippines. Since it can sustain its own operations, the parent company only needs to send an initial capital of USD 200,000.

Accounting and auditing

Books of accounts

All taxable business entities must maintain a journal and a ledger in Filipino or English. Those with quarterly earnings of less than PHP 50,000 can use a simplified bookkeeping method, while those earning more than PHP 150,000 per quarter must have their books audited by an independent CPA annually and submit an Account Information Form with the tax returns.

Financial statements

The SEC requires companies to file financial statements if they meet any of these thresholds:

- Stock corporation with paid up capital of PHP 50,000
- Non-stock corporation with total assets of PHP 500,000 or gross annual receipts of PHP 100,000
- Branch office of stock corporation with assigned capital of PHP 1,000,000
- Branch office of non-stock corporation with total assets of PHP 1,000,000
- ROHQ with annual revenue of PHP 1,000,000.

The format of the financial statements depends on the type of the company.

A large or publicly-accountable entity must use the Philippine Financial Reporting Standards (PFRS) or a framework approved by the SEC for certain subclasses (e.g. banks, insurance companies). These are entities:

- With assets above PHP 350 million or total liabilities above PHP 250 million
- Required to file financial statements under Part II of SRC Rule 68
- Planning to issue any instruments in the public market
- Holding secondary licenses issued by regulatory agencies.

A small- and medium-sized entity (SME) must use the PFRS for SMEs, although some types can use the regular PFRS instead. These entities:

- Have total assets between PHP 3-350 million or total liabilities between PHP 3-250 million
- Are not required to file financial statements under Part II of SRC Rule 68
- Are not in the process of issuing any instruments in the public market
- Are not holding secondary licenses issued by regulatory agencies.

A micro entity can choose between the PFRS or the PFRS for SMEs. They have similar requirements to SMEs but must have total assets and total liabilities below PHP 3 million.

Finance and capital markets

Exchange control

The Bangko Sentral ng Pilipinas (BSP), the Central Bank, maintains a floating exchange rate policy. Foreign exchange can be freely traded outside of the banking system. In addition, foreign exchange receipts may be sold for PHP outside the banking system, deposited in foreign currency accounts, or used for virtually anything else.

Peso-dollar trading among banks (usually members of the Bankers Association of the Philippines) and between these banks and the BSP are done through the Philippine Dealing System (PDS). Commercial banks can deal in spot, forward, and swap transactions in PHP or USD and another currency.

Banking system

The General Banking Law of 2000 governs the banking system while the BSP supervises all banking operations and activities.

Types of banks

Universal and commercial banks represent the largest group in the country with 35 banks and almost 5,000 offices and branches. They offer the widest banking services, including commercial banking and underwriting activities, among others.

Thrift banks consist of savings and mortgage banks, private development banks, stock savings and loan associations, and microfinance thrift banks. Thrift banks mainly accumulate deposits and invest them. They also provide financing in the agriculture, services, industry and housing, and financial sectors, mostly to SMEs and individuals. About 70 thrift banks with almost 1,600 offices and branches are scattered in the Philippines.

Rural and cooperative banks are popular in rural communities and provide basic financial services, including financial to farmers. Rural banks are privately owned while cooperative banks are owned by co-ops. About 600 banks with almost 2,800 offices and branches exist in the Philippines.

Islamic banks provide Syariah banking as defined in the "Charter of Al Amanah Islamic Investment Bank of the Philippines".

Non-banks with quasi-banking functions borrow funds from 20 or more lenders on behalf of another party through issuances, assignment with recourse, or acceptance of deposit substitutes for relending or purchasing receivables and other obligations.

Foreign banks

Foreign banks can operate in the Philippines by acquiring up to 60% of only one existing domestic bank, investing 60-100% in only one domestic subsidiary, or establishing branches with full banking authority. They can only choose one of the above options.

Foreign banks can also open Offshore Banking Units (OBU). An OBU is a branch, subsidiary, or affiliate of a foreign bank authorized by the BSP to conduct banking transactions in foreign currencies from external sources. The three (3) OBU in the Philippines include BNP Paribas, JP Morgan International Finance, Limited and Taiwan Cooperative Bank.

Nineteen (19) branches; two (2) subsidiaries; and twelve (12) representative offices of foreign banks operate in the Philippines. Some of the big foreign banks, categorized either universal or commercial banks, include Citibank, HSBC, Maybank, Standard Chartered Bank, Bank of Tokyo-Mitsubishi UFJ Ltd., Deutsche Bank, ANZ, JP Morgan Chase, Mizuho Bank Ltd., ING Bank N.V, CTBC Bank and Bank of China.



Bank secrecy

The Bank Secrecy Law treats all deposits in banking institutions, including investments in Philippine government bonds, as strictly confidential. They cannot be examined by anyone except with written consent by the depositor. However, they may be examined with a court order in the case of bribery, dereliction of duty of public officials, or if the deposit is the subject matter of the litigation.

Deposit insurance

The Philippine Deposit Insurance Corporation (PDIC), under the Department of Finance, insures the covered deposits in all banks up to PHP 500,000. The PDIC determines the products covered by insurance, conducts independent special examination of banks, receives and liquidates closed banks, and issues debt.

Government financial institutions

Social Security System (SSS)

SSS provides social security protection to workers and their beneficiaries as well as to all residents, especially the disadvantaged, disabled, sick, pregnant, elderly, dead, or suffering from loss of income.

Government Service Insurance System (GSIS)

GSIS provides social security benefits such as compulsory and optional life insurance, retirement benefits, disability benefits for work-related accidents, and death benefits to all employees of the Philippine government in exchange for monthly contributions. In addition, GSIS handles the administration of the General Insurance Fund. GSIS also provides loan privileges such as salary, policy, emergency, and housing loans to active GSIS members.

Development Bank of the Philippines (DBP)

The DBP aids critical industries, such as infrastructure, and promotes entrepreneurship in the countryside. It also provides social and environmental protection services.

Land Bank of the Philippines (LBP)

The LBP primarily aims to develop the countryside by financing the agricultural reforms. It has evolved into a full-service commercial bank while retaining its roots – profits are used to finance development programs. Additionally, the LBP is the official depository of government funds.

Capital market

Philippine Stock Exchange, Inc. (PSE)

The Manila Stock Exchange, established in 1927, is one of the oldest financial markets. A rival financial group created the Makati Stock Exchange in 1963, but due to conflict, the government merged the two exchanges in 1992 into the self-regulatory Philippines Stock Exchange (PSE).

In 2001, PSE was transformed into a shareholder-based, revenue-earning corporation by the Securities Regulation Code (SRC). PSE maintains an efficient and orderly market for the purchase and sale of stocks, warrants, bonds, options and other securities. Currently, the PSE is the country's sole stock exchange with more than 313 listed firms and 132 active trading participants.

The main barometer of stock price movements is measured by the PSE Index (PSEI). Companies can enlist in one of three boards:

General criteria	First board	Second board	SME board
Market capitalization	PHP 500 million	PHP 250 million	-
Operating history	Five years	One year	One year
Track record	Profitable for three previous years with total pre-tax profit of PHP 50 million Minimum pre-tax profit of PHP 10 million each year thereafter	-	Positive net operating income in the last financial year
Minimum requirement:			
Authorized capital stock	PHP 400 million	PHP 100 million	PHP 20 million
Subscription	PHP 100 million	PHP 25 million	25%

Securities and Exchange Commission (SEC)

The SEC is a Philippine state commission responsible for securities laws and regulation. It approves the registration of securities on the PSE, supervises and analyzes all registered business entities, creates policies regarding securities, investigates and sanctions violations, and enforces the securities laws.

Labor

The Labor Code of the Philippines serves as the main labor law while the Department of Labor and Employment (DOLE) is the national implementing government agency.

Types of employment

All employment should be bound by a contract signed by both the employer and employee. Various types of employment exist:

- **Project employment** is fixed to a specific project and the terms of completion should be stated in the contract
- **Seasonal employment** is seasonal and typically has short durations
- **Casual employment** lasts for a definite period and becomes fixed employment after one year
- **Term or fixed employment** is permanent; the employee must have already worked for at least one year and passed the probationary period
- **Probationary employment** is where an employee's performance is evaluated for a certain period, generally six months, to determine if an employee is qualified for a permanent employment.

Working hours and compensation

Normal working hours are limited to eight hours a day with a one-hour meal break. Employees must receive a rest day after six consecutive days of working. All work exceeding this limit is considered overtime. Overtime rate is 125% on a working day and 130% on a rest day.

Night shifts, deemed work between 11 pm and 6 am, must be compensated 10% more than the day shifts. Generally, women are prohibited from night shifts, although they are allowed to work until midnight in non-industrial sectors.

Wages and benefits

Minimum daily wage

The National Wages and Productivity Commission and the Regional Tripartite Wages and Productivity Boards decide minimum wage rates depending on the demand for living wages, the cost of living, the consumer price index, the needs of workers and their families, and fair return of the capital invested and employer's capacity to pay. For the National Capital Region or Metro Manila Area, the daily minimum wage rate effective 4th April 2015 ranges from PHP 444 to PHP 481. Salaries and wages are generally paid in cash at least twice a month (i.e. every 15th and the last day of the month).

Benefits

Holiday pay

The DOLE differentiates between regular holidays and special holidays. In 2013, there were ten and seven days of each, respectively. Employees receive full pay. Work on these days is considered overtime with the following rates: 200% on regular holidays, 130% on special holidays, and 150% on special holidays that fall on a rest day.

Service incentive leave

A worker who has rendered at least one year of service is entitled to five days of paid leave annually.

Thirteenth month pay

A rank and file employee who has worked for at least one month during a calendar year must get a bonus of at least one month's salary. Employees paid on a piecework basis or on a fixed wage plus commission also qualify. The bonus must be paid before 24th December.

Maternity leave

Pregnant female employees who have worked for six months out of the last 12 months are entitled to pay maternity leave of two weeks before and four weeks after pregnancy. The leave may be extended without pay due to medically certified illnesses related to the pregnancy. An employer is only obliged to cover four pregnancies.

Paternity leave

Male employees can get seven days of paid leave to aid his wife during the recovery period or nurse the newborn child. Only four deliveries must be covered by the employer.

Parental leave for solo parents

Single parents get seven days of paid leave annually to take care of their children.

Retirement benefits

Employees can retire at 60 years old and must retire at 65 years old. The age requirements may differ because of collective bargaining agreements. They can collect retirement benefits if they have worked for at least five years for the company.

The minimum retirement benefit includes half a month's pay and one twelfth of an annual bonus for each year of service rendered for the company. Additionally, the employee should receive the cash equivalent of up to five days of paid leave.

Social Security System and Government Service Insurance System

The SSS provides social security benefits to all residents and employees, while the GSIS provides benefits to only government employees. Both of these organizations are explained in more detail in the capital markets section. Mandatory contributions are shared by employer and employee.

Employee's Compensation Program (ECP)

The ECP, administered by the Employees' Compensation Commission under the DOLE, compensates employees or their dependents in case of work-related illness, injury, disability, or death. Compensation comes in the form of cash to replace lost income, medical benefits, rehabilitation services, career allowance, and death benefits to beneficiaries. This program covers everyone enrolled in the SSS or the GSIS except for self-employed persons. The employer is solely responsible for the mandatory contributions.

National Health Insurance Program (NHIP)

The Philippine Health Insurance Corporation, a government corporation, administers the NHIP, which provides health insurance and accessible healthcare services. All contributing members, indigenous people, and even non-paying pensioners can enjoy these benefits. The contributions are split between the employer and employee – self-employed people bear the entire contribution.

Termination of employment

Employees terminated due to automation or redundancy receive severance pay equal to one month's salary for every year of service. Employees terminated due to retrenchment or disease, where work may harm the diseased or the coworkers, get severance pay equal to half a month's salary for each year of service. Severance pay has a floor of one month's salary; each year is rounded up. Employees terminated with a just cause are not entitled to severance pay.

Labor relations**Labor unions**

Employees, except managerial employees, can join, assist, or form labor organizations for collective bargaining. Supervisory employees can only join, assist, or form labor organizations separate from the rank-and-file employees' labor organization.

Strike and lockout

Labor unions can organize strikes while employers can declare lockouts as long as they follow the provisions in the Labor Code. Some business activities are prohibited from strikes and lockouts, however.

Foreign assistance

Aliens and foreign organizations can join trade union activities only if their home countries grant similar union rights. Foreign assistance such as donations and grants to labor organizations are prohibited unless permitted by the Secretary of Labor.

Employment of foreigners

The DOLE can grant an Alien Employment Permit if a position cannot be filled by anyone in the Philippines who is competent, able and willing. Once the permit is issued, transfer of employment is prohibited without the approval of the DOLE.

For short-term employment, the local employer should apply for the Special Work Permit upon arrival of the foreign employee. The permit lasts three months and can be extended for another three months.

Taxation

The National Internal Revenue Code of 1997, as amended sets out taxation laws in the Philippines. The Bureau of Internal Revenue, under the Department of Finance, handles the administration of taxes. The Commissioner can decide disputed assessments, refund taxes and other charges, modify payments, and cancel tax liability. Taxpayers may appeal directly to the Court of Tax Appeals for disputes with the Commissioner.

The tax year can be the calendar year or the fiscal year of the company. Corporate income tax is based on self-assessment and the filing of tax returns. The Local Government Code imposes local corporate taxes.

Corporate tax

Tax residents are taxed on worldwide income. They can be a domestic company organized under Philippine laws or a foreign company doing business within the Philippines.

Tax non-residents are taxed only on income derived in the Philippines. Only foreign corporations not engaging in any business activities in the Philippines are considered non-residents.

Tax rates

The standard tax rate is a flat 30% of taxable income. ROHQs and some nonprofits are taxed at 10%. Meanwhile, government-owned corporations and RHQs are exempt from income tax.

Firms can choose to be taxed on 15% of gross income if they fulfill certain requirements, such as gross profit margin of less than 45%. Once chosen, this taxation scheme applies for at least three years.

The Minimum Corporate Income Tax (MCIT) applies to all resident companies beginning on the fourth taxable year. Companies pay the greater tax amount between the standard rate and MCIT, which is 2% of gross income. If a company pays MCIT, the portion exceeding normal income tax can be credited to normal income tax in the three following years. Corporations facing losses due to labor disputes, force majeure, or other legitimate business reasons are exempted from MCIT.

Improperly accumulated taxable income – earnings accumulated instead of being distributed to avoid income tax – are taxed at 10%. Generally, this means taxable income adjusted by income exempt from tax, income excluded from gross income, income subject to final tax, and net operating loss carry-over deducted by dividends and income taxes paid during a taxable year. Public companies, financial institutions and intermediaries, and insurance companies are exempt from this tax.

Certain classes of business have lower tax rates:

- Offshore Banking Units at 10% final tax
- Resident foreign international carriers at 2.5% Gross Philippine Billings
- Branch remittance at 15% of after-tax profits
- Non-resident foreign cinematographic film owner, lessor, or distributor at 25%
- Non-resident foreign company leasing vessels to domestic entities at 4.5% gross rentals
- Non-resident foreign company renting aircraft, machinery, or other equipment at 7.5% gross rentals.

Taxable income and gross income

Taxable income refers to gross income minus deductions and additional exemptions, while gross income refers to gross receipts minus cost of goods sold, discounts, sales returns, and allowances. Some items are not considered gross income:

- Income exempt under treaty
- Income from domestic loans, stocks, or bonds received by a foreign government
- Interest in domestic bank deposits received by a foreign government
- Income from public utility or governmental functions
- Gains from the sale, exchange, or retirement of bonds with maturity of more than five years
- Gains from redemption of shares in a mutual fund.

Allowable deductions

All expenses are deductible if they pertain to revenue generation, are properly documented, and are not categorized as non-deductible expenses. Some components of deductible expenses may be non-deductible. Allowable deductions include:

- Ordinary and necessary expenses except:
 - Gross monetary value of fringe benefits where related final tax is not yet paid
 - Amount of representation and entertainment above the ceiling amount
- Interest:
 - Reduced by 38% of interest income subjected to final tax
 - Allowed only in the period the indebtedness is paid
 - If paid in periodic amortization, allowable deduction is interest corresponding to the amount of principal paid, except for petroleum exploration financing
 - Allowed as a deduction or treated as a capital expenditure when incurred to acquire property
- Taxes except for:
 - Corporate income tax
 - Taxes related to overseas income of a resident foreign corporation
- Net operating loss can be carried forward and deducted in the three consecutive taxable years following the year of loss except when:
 - Such net loss is incurred when the taxpayer is exempt from income tax
 - There is a substantial change in the ownership
 - The loss is incurred in the first ten years of operations by mining companies, except petroleum, not granted incentives by the Omnibus Investment Code
- Capital losses, including short-sales, with limitations
- Bad debts related to trade or business; recovery of bad debts is included in gross income
- Depreciation according to the methods and rates prescribed by the Secretary of Finance based on the agreed useful life between the taxpayer and the Commissioner, with additional limitations for properties used in mining and petroleum; foreign companies can only deduct depreciation of property in the Philippines
- Depletion of oil and gas wells and mines in the Philippines using the cost-depletion method; alternately, the company can deduct exploration and development expenditures, which is irrevocable and binding for succeeding years
- Charitable and other contributions up to 5% of taxable income; no limit on contributions to the government, certain international and foreign organizations, and accredited non-government organizations
- Research and development may be treated as ordinary and necessary expenses or as deferred expenses
- Pension trust established or maintained by the employer shall be allowed as a deduction; a reasonable amount transferred or paid into such trust
- Premium payments on health and/or hospitalization insurance, not to exceed PHP 2,400 per family or PHP 200 a month, shall be allowed as a deduction.

Individual tax

Resident citizens are taxed on worldwide income. Resident aliens, non-resident aliens engaging in trade or business, and non-resident citizens are taxed only on income derived in the Philippines. Non-resident aliens staying for more than 180 days in the Philippines are considered engaging in a trade or business.

Tax rates

Those earning minimum wage are exempt from income tax. However, when receipts after including commissions and fringe benefits amount to more than PHP 60,000, they are no longer exempt from income tax.

Taxable Income (PHP)	Marginal Tax Rate
<10,000	5%
30,000	10%
70,000	15%
140,000	20%
250,000	25%
500,000	30%
>500,000	32%

Taxable income

Taxable income includes gross income minus allowable deductions. Gross income consists of all compensation for services or from the conduct of trade, business, or professional practice. The following sources are not considered part of gross income:

- Proceeds of life insurance policies paid to beneficiaries, except for interest payments
- Amount received by the insured through life insurance, endowment, or annuity contracts
- Gifts except for income from such property
- Compensation for injury, sickness, or damage
- Income exempt under treaty
- Retirement benefits
- Prizes and awards from public achievements and sports competitions
- 13th month pay and benefits such as productivity incentives, GSIS, SSS, Medicare, and other contributions
- Gains from redemption of mutual fund shares.

Allowable deductions

Allowable deductions are exactly the same as with corporate taxation except for the section on taxes, net operating loss, capital losses, and depletion of petroleum wells. They are replaced with:

- Taxes, including taxes paid to a foreign country by a Philippine citizen, except:
 - Individual income tax
 - Estate and donor's tax
 - Taxes on overseas income of non-resident aliens
- Losses except those claimed as deduction for estate tax purposes.

A citizen or a resident alien can instead choose a standard deduction of 10% of gross income instead of the usual allowable deductions for any taxable year.

Personal exemptions

Citizens and resident aliens can get tax exemptions:

- Basic personal exemption of PHP 50,000 if single, PHP 50,000 if married
- PHP 25,000 for each dependent, up to four.

All marriages are treated as though they occurred at the beginning of the taxable year, while deaths are at the end. Non-resident aliens engaging in trade or business can get whichever exemption is lower: the exemptions allowed in the country of citizenship or the Philippines.

Other non-resident aliens

Non-resident aliens not in a trade or business face 25% final tax on all income from the Philippines. Persons working in an RHQ, ROHQ, offshore banking unit, or foreign petroleum service contractor operating domestically only get taxed 15%.

Withholding tax

Taxes for non-resident foreign companies may be reduced under a tax treaty. Wages exceeding the minimum wage or PHP 5,000 per month might be withheld 0-32%. Fringe benefits are subject to 32% withholding tax, except for rank-and-file employees.

Income source	Corporation			Individual			
	Domestic	Foreign		Citizen		Alien	
	Both	Resident	Non	Resident	Non	Resident	Non
Interest from deposits	20%	20%		20%	20%	20%	20%
Royalties	20%	20%	30%				
Royalties from literary works and music				10%	10%	10%	10%
Royalties, prizes in excess of PHP 10,000				20%		20%	20%
Interest from depository bank under the expanded foreign currency deposit system	7.5%	7.5%		7.5%	7.5%	7.5%	
Interest from long-term investment pre-terminated before the fifth year:							
– Within three years to maturity				20%	20%	20%	20%
– Between three and four years to maturity				12%	12%	12%	12%
– Between four and five years to maturity				5%	5%	5%	5%
Income from foreign currency loans under the foreign currency deposit system	10%	10%					
Interest on foreign loans			20%				
Dividends from domestic corporation			30%				
Dividends from domestic entity or ROHQ				10%	10%	10%	10%
Capital gains on sale of real estate:							
– Not used in business	6%	10%		6%	6%	6%	6%
– Considered capital assets				6%	6%	6%	6%
– To the government							
Net gains on sale of domestic unlisted stock:							
– < PHP 100,000	5%	5%	5%	5%	5%	5%	5%
– In excess of PHP 100,000	10%	10%	10%	10%	10%	10%	10%

Income tax treaties

Tax treaties eliminate double taxation and reduce tax rates on incomes such as dividends, interest, and royalties. These treaties follow the OECD guidelines.

Australia	Denmark	Japan	Pakistan	Sweden
Austria	Finland	Korea	Poland	Switzerland
Bahrain	France	Kuwait	Qatar	Thailand
Bangladesh	Germany	Malaysia	Romania	Turkey
Belgium	Hungary	Netherlands	Russia	United Arab Emirates
Brazil	India	New Zealand	Singapore	United Kingdom
Canada	Indonesia	Nigeria	Spain	United States
China	Israel	Norway	Sri Lanka	Vietnam
Czech Republic	Italy			

Value added tax

The standard VAT rate is 12%. Certain sales get 0% VAT:

- Export sales
- Sales in foreign currency according to BSP rules
- Processing, manufacturing, and repacking of good to be exported, if paid in foreign currency according to BSP rules
- Services given 0% rate under international agreements
- Services rendered to vessels exclusively for international shipping
- Services by (sub)contractors for companies that export at least 70% of its annual production.

Other taxes

Excise tax

Item	Base	Rate (PHP)
Distilled spirits	Proof liter	20
Sparkling wines	Net price	270-757
Still wines	Net price	32.45-64.90
Fermented liquors	Liter	19-30.28
Tobacco	Kilogram	1.62-1.89
Cigarettes	Pack	18-28
Cigars	Net price	20%
Petroleum products	Liter	0.05-5.35
Gold, minerals	Market value	2%
Coal	Ton	10
Non-metallic	Ton	2%
Indigenous petroleum	Liter	3%
Automobiles	Price	2%-60%
Luxury goods	Price or CIF	20%
Non-essential goods	Price	20%

Percentage tax

Percentage tax is a business tax imposed on entities exempt from VAT and entities that are not registered for VAT.

Taxpayer	Base	Rate
Persons exempt from VAT or not registered for VAT	Gross receipts	3%
Domestic carriers	Gross receipts	3%
International carriers doing business in the Philippines	Gross receipts	3%
Electricity, gas, and water utilities	Gross receipts	2%
Radio and television broadcasting with <PHP 10 million in annual gross receipts the preceding year	Gross receipts	3%
Overseas dispatch, message or conversation originating from Philippines	Gross receipts	10%
Banks and non-bank financial intermediaries	Income from lending activities with maturity of:	
	– <5 years	5%
	– >5 years	1%
	– Dividends & equity shares and net income of subsidiaries	0%
Banks and non-bank financial intermediaries	Royalties, rent	7%
	Net trading gains on foreign currency, debt security, derivatives, and other similar financial instruments	7%
Foreign Insurance companies	Premiums	5%
Life insurance companies	Premiums	2%
Cockpits	Gross receipts	18%
Cabarets, clubs	Gross receipts	18%
Boxing exhibitions	Gross receipts	10%
Professional basketball games	Gross receipts	15%
Jai-alai and race tracks	Gross receipts	30%
Winnings	Prize	10%
Seller of stock in a domestic stock exchange, except dealers	Gross selling price	0.5%
Corporate issuer selling IPOs	Gross selling price, depending on what % of stock is publicly traded:	
	– <25%	4%
	– 25-33.3%	2%
	– >33.3%	1%

Customs duty

Tax rates vary depending on classification and country of origin. Goods imported from members of GATT or ASEAN can get lower tax rates.

Stamp duty

Stamp tax is imposed on documents such as bonds, share certificates, sales agreements, bank drafts, bills of exchange, letters of credit, insurance policies, bills of lading, lease agreements, mortgages, charter parties, and warehouse receipts. Rates can be nominal, ranging from PHP 1 to 15 per document, or based on percentages ranging from 0.1 to 1.25%.

Estate tax

Estate tax only applies to the transfer of estate through inheritance and ranges from 5% to 20% depending on the bracket, just like individual income tax. The first PHP 200,000 is not taxed.

Property taxes

Property taxes are imposed locally. Rates vary depending on the region, up to 2% in Metro Manila and up to 1% outside that region. An additional 1% is levied for the Special Education Fund.

Transfer of real estate is taxed at 0.5% of gross sales price or fair market value, whichever is higher.

Gift tax

Gift tax applies to transfer of property between still-living people. Just like estate tax, rates vary from 2% to 15% depending on the bracket. The first PHP 100,000 is exempt from tax. If the donation is to a stranger, the tax rate is 30%, although certain contributions such as charity are exempt from tax.

Local government taxes

Other than the property tax, local government may levy a local business tax on the gross receipts of certain businesses.

Investment

The government guarantees that:

- Foreign investors can repatriate liquidation proceeds and remit earnings in the currency the investment was originally made
- Companies can remit sums necessary to pay principal and interest on foreign obligations at the prevailing exchange rate
- Expropriation and requisition will be made only with just cause and compensation.

Companies get different incentives depending on where they register. For instance, a company can register with the Board of Investment (BOI), under the Department of Trade and Industry, which issues an Investment Priorities Plan (IPP) enlisting the business activities eligible for BOI incentives.

The Foreign Investments Act of 1991 promotes foreign investment in all sectors except financial institutions, which are regulated by the BSP. The Act requires all foreign business entities (more than 40% foreign ownership) to inject capital of at least USD 200,000, which is reduced to USD 100,000 for high-tech companies. Companies with at least 60% Filipino ownership have lower capital requirements. A foreign company that exports at least 60% of its output only needs PHP 5,000 in capital.

Different sectors might have different foreign equity caps. For instance, professional practice cannot have any foreign equity, while financing companies and investment houses regulated by the SEC can have up to 60% foreign equity. For the full list, please consult the Foreign Investment Negative List (FINL).

Former Filipino nationals have the same investment rights as a Filipino citizen in certain sectors, including those in List B of the FINL and cooperatives, rural banks, thrift banks, and financing companies. They can own up to 5,000 m² of urban land and 30,000 m² of rural land.

Board of investments

To qualify for these incentives, the business must be in the IPP and registered at the BOI. Foreign enterprises must also register for a pioneer status or as an export-oriented firm. Domestic (foreign) companies not in the IPP may still qualify if they export at least 70% of their production.

Fiscal incentives

- Income Tax Holiday (full income tax exemption) from the start of commercial operations:

Type	Years
New project with pioneer status	6
Expansion project in rural areas	6
New project without pioneer status	4
Expansion and modernization, exemption only on incremental sales revenue	3

The exemption can be extended by an additional year if the company is new or operating in rural areas if: at least 50% of raw materials were domestically sourced; the company complies with BOI's capital requirement relative to the number of workers; or the net foreign exchange savings or earnings total USD 500,000 annually for the first three years of operation.

- Exemption from customs duties and national internal revenue taxes on imported spare parts for a registered enterprise with a bonded manufacturing warehouse.
- Exemption from wharf dues and export duties on non-traditional export products for ten years from date of registration for all enterprises registered in IPP.
- Reduction of the rates of duty on capital equipment, spare parts and accessories.
- Tax exemption on breeding stocks and genetic materials for ten years from the date of registration or commercial operation.
- 100% tax credit for domestic breeding stocks and genetic materials within ten years from date of registration or commercial operation for agricultural producers and tax credit for raw materials, supplies, and semi-manufacture of export products.
- 50% additional deduction on wages for the first five years if the company meets the capital to labor ratio requirement; cannot be used with the income tax exemption.
- 100% additional deduction for the development of necessary and major infrastructure in LDAs except in forestry and mining projects.

Non-fiscal Incentives

- Employment of foreigners in supervisory, technical, or advisory positions for five years from date of registration; can be extended with BOI approval. The positions of President, General Manager, and Treasurer of foreign enterprises have no time limit.
- Simplification of customs procedures for the importation of equipment, spare parts, raw materials and supplies, and exports of processed products.
- Unrestricted use of consigned equipment subject to posting of a re-export bond equivalent to 100% of the estimated taxes.
- The privilege to operate a bonded manufacturing/trading warehouse.

Autonomous Region in Muslim Mindanao (ARMM)

The Regional Board of Investments ARMM has authority over investments in the ARMM, which can get greater benefits. Requirements are the same as BOI requirements.

Fiscal incentives

- Income Tax Holiday for six years.
- Reduced duty on importation of capital equipment.
- Exemption from duties on imported spare parts.
- Exemption from wharf dues and export duties.
- Tax exemption on breeding stocks and genetic materials.
- Additional deduction from taxable income.
- Tax credit on domestic capital equipment, duty portion of domestic breeding stocks and genetic materials and taxes and duties on raw materials.
- Incentives for necessary and major infrastructure and public utilities.

Non-fiscal incentives

- Employment of foreign nationals.
- Simplification of customs procedures.
- Importation of consigned equipment.
- The privilege to operate a bonded manufacturing warehouse.

Economic zones and freeport authorities

Enterprises located in export processing zones, free trade zones, and certain industrial estates, collectively known as economic zones, or “ecozones” enjoy preferential tax treatment. These enterprises are outside the customs territory, thereby allowing them to import capital equipment and raw material without being subject to customs duties and other import restrictions. However, a business can only claim one category of incentives even if in both an export processing zone and a free trade zone.

Philippine Economic Zone Authority (PEZA)

PEZA, a certified government agency under the Department of Trade and Industry, is mandated to promote investments, grant incentives, and facilitate the business operations of investors in export-oriented manufacturing and service facilities or to develop into agro-industrial, recreational, commercial, and investment centers within the PEZA Special Economic Zones.

Fiscal incentives

- Income tax holiday for up to eight years depending on the project type.
- 5% special tax on gross income after expiration of income tax holiday.
- Duty-free importation of raw materials, capital equipment, medical equipment, machineries, and spare parts.
- Exemption from wharf dues and export duties.
- 0% VAT on local purchases.
- Exemption from all local government taxes. Production equipment not attached to real estate is exempt from real property taxes; however, exemption from real estate tax while on ITH is only allowed for the first three years.
- Exemption from expanded withholding tax.
- Exemption from duties on raw materials and semi-finished goods to be processed for export.

Non-fiscal incentives

- Simplified import and export procedures.
- Employment of non-resident foreign nationals in supervisory, technical, or advisory positions.
- Special non-immigrant visa with multiple entry privileges for Investors, officers, and employees in supervisory, technical, or advisory positions, and their spouses and unmarried children under 21 years of age who are non-resident foreign nationals.

Subic Bay Metropolitan Authority and Clark Freeport Zone

The Bases Conversion Development Authority is mandated to develop the former US military facilities in Clark and Subic into economic zones. They are managed as separate custom territories, ensuring free flow of articles within the zones. Full foreign ownership is allowed.

Fiscal incentives

- 5% tax based on gross income if at least 70% of the products are to be exported.
- Income tax holiday for six years, which can be extended for an additional two years.
- 0% VAT on local purchases.
- Exemptions from real property tax.

Non-fiscal incentives

- Duty-free importation of capital equipment, raw materials, and even finished goods if 70% of products are exported.
- Free movement of finished goods within the customs territory.
- Special visas for investors.
- Unlimited purchase and consumption of duty-free goods within the Freeport zone.
- R&D as an allowable deduction for manufacturing, trading, and service enterprises.

Other economic zones

All of these economic zones offer comparable benefits with similar requirements as the PEZA. Cagayan has several more requirements for the incentives. They are all classified as a separate customs territory, ensuring free flow of articles within the zones.

- The PHIVIDEC Industrial Authority is a government-owned and controlled corporation that manages and supervises the 3,000-hectare Phividec Industrial Estate in Misamis Oriental.
- The Cagayan Economic Zone Authority develops the Cagayan Special Economic Zone and Freeport into an industrial, commercial, financial, and recreational center. It also grants gaming licenses.
- The Zamboanga City Special Economic Zone Authority manages the only economic zone in the Visayas and Mindanao Region.
- The Aurora Special Economic Zone Authority manages the Aurora Pacific Economic Zone (APECO) in Casiguran, Province of Aurora, at the northeastern quadrangle of Luzon.

Bases Conversion and Development Authority

BCDA aims to convert the Clark and Subic military reservations into productive economic areas. Its two subsidiaries manage two zones with different incentives.

Poros Point Freeport Zone

- Managed as a separate customs territory, ensuring free flow of articles within the Freeport.
- Tax and duty free importation of raw materials and capital equipment and consumer goods within the PPFZ.
- 5% tax on gross income.

John Hay Special Economic Zones

- Exemption from taxes under the National Revenue Code (NRC) and local taxes except real property taxes.
- Zero-rated tax on transactions.
- 5% tax on gross income earned (National Government (3%) and Local Government Unit (2%)).
- Fiscal incentives provided under Investment Code.

Tourism Infrastructure and Enterprise Zone Authority

The TIEZA, under the Department of Tourism, encourages the development of tourism infrastructure. To qualify for the incentive, the business entity must be locally incorporated and comply with the Foreign Investments Act of 1991, if applicable.

Fiscal incentives

- Income tax holiday:
 - 100% exemption for six years from start of new business in the Greenfield and Brownfield Tourism Zones; can be extended with substantial upgrade or expansion
 - 100% exemption for existing enterprises undertaking substantial expansion or upgrade
 - Loss carry-forward for six years.
- 5% tax on gross income in place of all taxes other than real estate taxes.
- Exempt from all taxes and customs duties on importation of:
 - capital investment exclusively used by the enterprise
 - transportation and spare parts not locally available at comparable quality and reasonable price and will be used exclusively by the enterprise
 - goods actually consumed in the course of services but not for the purpose of operating a wholesale or retail establishment.
- Full tax credit on taxes paid on all locally-sourced goods and services used for tourism activities.
- Up to 50% tax deduction on expenditures related to environmental protection, cultural heritage preservation, sustainable livelihood programs for local communities, and other similar activities.

Non-fiscal incentives

- Employment of foreign nationals in executive, supervisory, technical, or advisory positions for a reasonable period.
- Special investor's resident visa for a foreign national who invests at least USD 200,000 in a registered enterprise while his or her investment subsists; and for foreign personnel and other aliens possessing highly-technical skills which no Filipino within the tourism zone possesses, renewable every two years after the Alien Employment Permit has been secured from the DOLE, subject to regulations by the Bureau of Immigration.
- Right to use the original currency and the prevailing exchange rates for repatriation of the investments, remittance of earnings from foreign investments and remittance of interest and principal on foreign loans and obligations arising from technological assistance contracts.
- Requisition of investment in the event of war or national emergency.
- Subject to the Investor's Lease Act, lands and buildings may be leased to foreign investors for up to 50 years and can be renewed once up to an additional 25 years; these leasing rights may be sold, transferred or assigned.

Regional Headquarters and Regional Operating Headquarters

RHQ does not derive income from sources within the Philippines nor participate in the management of any subsidiary or branch office in the Philippines and requires an annual capital of USD 50,000 to cover operating expenses. On the other hand, ROHQ derives income in the Philippines and requires one-time inward remittance of USD 200,000.

Fiscal incentives

- RHQs are exempt from VAT, local taxes, and taxes on corporate income, sale or lease of goods and property, and services to RHQ.
- ROHQs are subjected to 10% corporate income tax and 10% VAT but are exempt from local taxes.
- Duty-free importation of equipment and materials for training and conferences if not locally available; cannot be disposed within two years of purchase.
- Importation of brand new motor vehicles subject to payment of taxes and duties

Non-fiscal incentives

- Multiple entry visa is granted to expatriates and their immediate family (unmarried children below 21 years old) for up to six years; only 72-hour processing for non-immigrant visa; and not required to get an Alien Certificate of Registration.
- Withholding tax of 15% on compensation of both foreigners and Filipinos in managerial and technical positions.
- Duty-free importation of used household goods and personal effects.
- Travel tax exemption including dependents.

Property ownership

Only Filipino citizens and corporations or partnerships with at least 60% Filipino ownership can acquire land in the Philippines. Acquisition by foreigners is allowed if:

- Acquired before the 1935 Constitution
- Acquired through hereditary succession
- Only up to 40% stake in a condominium project.

According to the Philippines Republic Act No. 8179, former natural-born Filipino citizens can own up to 1,000 m² of residential property or up to 10,000 m² of rural land. They can also own, in the form of business property, up to 5,000 m² of urban land or 30,000 m² of rural land according to the Batas Pambansa No. 185.

Although foreign investors cannot own land, they can sign a long-term lease of private land. The Presidential Decree No. 471 allows foreigners to lease private land for 25 years, which can be renewed once for another 25 years.

The Republic Act No. 7652 allows foreigners to lease private land for up to 75 years, which can be renewed once for 25 years, as long as the land is used for a long-term investment for up to 50 years. Foreigners investing at least USD 5 million in a tourism project can also get this type of lease.

Expropriation and compensation

Expropriation of private property for public use or in the interest of national welfare or defense is permitted under the Philippine laws as an inherent power of the State. The government will offer just compensation. In the case of a foreign investment, the investor can remit the compensation in the original currency at the prevailing exchange rate.

Intellectual property rights

The Philippines is a member and signatory of the Rome, Paris, and Berne Conventions. Therefore, the Intellectual Property Code of the Philippines is in line with international standards. The Intellectual Property Office protects and administers intellectual property rights.

Patents

Patents are granted for 20 years from date of filing. The first person to file for a patent gains the rights to make, use, sell, or import the product or process.

Trademarks

Trademarks prevent other parties to use identical or similar marks on their goods and services. Trademarks are valid for ten years after date of registration, given that they are actually used, and are renewable for another ten years.

Copyright

The owner of a copyright has the exclusive right to: reproduction, dramatization, translation, adaptation, abridgment, arrangement, first public distribution, rental of an audiovisual or cinematographic work, public display, public performance, and other communication to the public of the work.

Applied art and broadcast are protected for only 20 years. Other copyrights are protected for 50 years with different starting dates: death of author; date of first publication by anonymous or pseudonymous author for photographic and audio-visual works; date of unrecorded performance; end of the year in which the recording of sound, images, and performances is made.

Other intellectual property rights

The Electronic Commerce Act extends the legal framework for internet-based intellectual property.

Industrial designs, geographic indications, and layout designs (topographies) are also protected. Industrial designs can be registered for five years and can be renewed twice for an additional five years each. Other laws include the Plant Variety Protection Act and the Integrated Circuit Act.

International trade agreements

The Philippines is a member of ASEAN and WTO:

- ASEAN Free Trade Agreement
- ASEAN – China Free Trade Agreement
- Japan – Philippines Economic Partnership Agreement
- ASEAN – Korea Free Trade Agreement
- ASEAN – Australia/New Zealand Free Trade Agreement
- ASEAN – Japan Comprehensive Economic Partnership Agreement
- ASEAN Trade in Goods Agreement
- ASEAN – India Free Trade Agreement
- United States of America – Philippine Trade Agreement
- Member of World Trade Organization.

These are still in negotiation:

- ASEAB – European Union Free Trade Agreement
- ASEAN – Hong Kong, China Free Trade Agreement
- Philippines – Europe Free Trade Association Free Trade Agreement.

11. Russia

Country profile

Russia, officially known as both Russia and the Russian Federation, is a country in northern Eurasia. It is a federal semi-presidential republic, comprising 85 federal subjects. From northwest to southeast, Russia shares borders with Norway, Finland, Estonia, Latvia, Lithuania and Poland, Belarus, Ukraine, Georgia, Azerbaijan, Kazakhstan, China, Mongolia, and North Korea. It also has maritime borders with Japan by the Sea of Okhotsk, and the US state of Alaska by the Bering Strait. At 17,125,191 square kilometres (6,612,073 sq mi), Russia is the largest country in the world, covering more than one eighth of the Earth's inhabited land area. Russia is also the eighth most populous nation with 146.5 million people. It extends across the whole of northern Asia and 40% of Europe, spanning nine time zones and incorporating a wide range of environments and landforms. Russia has the world's largest reserves of mineral and energy resources and is one of the world largest and natural gas producers. Russia has the world's largest forest reserves and its lakes contain approximately one-quarter of the world's fresh water.

Types of business entities

When establishing a business in Russia a foreign investor has a number of possible options:

- Representative office of a foreign company
- Branch office of a foreign company
- Limited Liability Company (designated by the prefix "OOO")
- Non-public or private Joint-Stock Company (designated by the prefix "NPAO")
- Public Joint-Stock Company (designated by the prefix "PAO").

A representative office and a branch are not considered to be independent legal entities; instead they are viewed as an extension of the entity of which it is a representative office or a branch respectively. Each of the other three types of entities is considered to be an independent legal entity with its own legal personality.

In addition to operating through one of the entities listed above, a foreign investor may establish a business presence in Russia through an economic partnership or joint activity agreement (JAA). Foreign companies are entitled to participate in a JAA with a local partner. A JAA is not itself a legal entity but represents the pooling of assets for the common conduct of business. One of the partners is usually appointed as the party responsible for bookkeeping and statutory reporting.

Each of the possible ways of establishing a presence in Russia has its own advantages and disadvantages.

Formation and statutory requirements

Capital

Neither a representative office nor a branch have any capital separate to that of its parent company, except that a branch formation requires that its founding documentation include information about the amount and deadlines for the contribution to the funds of the branch that will be made by its parent company. This amount should not be less than RUB 10 thousand.

The capital of a LLC (minimum RUB 10 thousand) is established in the Charter and is not divided into shares – instead each participant is recorded as owning a certain percentage of capital. A LLC can have any number of participants from 1 to 50. The liability of each participant is limited to that participant's share of capital as stated in the charter. Once this amount has been paid up a participant cannot be required to make additional contributions. A participant wishing to withdraw from an OOO may do so by notifying the other participants (or the OOO itself via its Executive Body) and withdrawing assets equivalent to their interest in the company (i.e. net assets multiplied by the relevant participation percentage).

The capital of Joint-Stock Companies is established in its Charter and is specified as a given number of shares of a particular nominal value. A non-public JSC can have any number of shareholders from 1 to 50. A public JSC is not limited in the number of shareholders that it may have. Both types of Joint-Stock Companies cannot have as a sole founder (shareholder) another business entity consisting of one person, unless otherwise provided for by federal law. The liability of each shareholder in both types of entities is limited to the nominal value of the shares for which they have subscribed. Once this amount has been paid up a shareholder cannot be required to make additional contributions. Share emissions must be registered by the Federal Commission for Financial Markets. A shareholder may sell shares to another existing shareholder or a third party. In a non-public JSC the consent of the majority of shareholders must be obtained. For a public JSC no preliminary approval is required. A public JSC is able to list its shares on a public stock exchange.

Contributions in kind

Provided that the founding documentation is drafted in an appropriate manner, a Russian company (LLC or JSC) may receive contributions to its capital in kind. Where such a contribution made by a foreign participant / shareholder involves the import of certain types of goods and equipment these imports may be exempted from import VAT and duties. Consequently, a company that plans to import goods or equipment for use in its business may make considerable cash savings by structuring the transactions in this manner.

Procedures for formation and registration

The procedures for registration of a representative office or a branch (accreditation) are identical and consist of the following stages:

- Accreditation in the State Registration Chamber
- Registration as a tax payer with a local Tax Authority
- Production of the entity's stamp
- Registration with the State Funds (Pension, Compulsory Medical and Social Insurance)
- Registration at the State Committee for Statistics
- Opening a bank account.

These stages can be completed in 25-30 working days although the process may take considerably longer if there are delays in providing the necessary supporting documents.

Upon completion of the registration a representative office or a branch will usually need to go through the following processes:

- Registration of the company with local employment center
- Submission of quota (and extra quota) applications to employ foreigners and obtaining a Permit for a foreign company to engage foreign labour (an exception is made for highly experienced (qualified) specialists)
- Obtaining work permits for the foreign employees
- Registration the company with the Federal Migration Services for the purpose of getting invitations
- Notification to the local tax authorities and the local employment center concerning the foreigner(s) employed.

The process for formation of an LLC and JSCs is essentially the same as for a branch or representative office except that:

- instead of an initial accreditation with the State Registration Chamber – registration with the Tax Inspectorate
- JSCs also require processing of share issue by Company and registration with the Federal Financial Market Agency (FFMA) following initial registration.

The registration process can be completed in three weeks although, as with the accreditation of a branch or representative Office, the process may take considerably longer if there are delays in providing the necessary supporting documents. Registration with FFMA will require a further month.

Costs of accreditation and incorporation

Formation of an LLC and JSCs require a small state duty payment of RUB 4,000.

The state duty for branch and representative office accreditation is currently RUB 120,000. In addition, the Chamber of Commerce and Industry may charge a certain insignificant fee for a review of the documents required in order to agree on the number of foreign employees for accreditation purposes.

Changing form of entity

If a Russian company has been registered in one form e.g. as an LLC it is possible to subsequently change the form of registration to another such as JSC (public or private). The process of making this change is easier when the change is from OOO or NPAO. It is harder if a company that is registered as a PAO wants to change to OOO or NPAO status.

Activities

A representative office is only permitted to carry out activities which are ancillary to the main activity of the company it represents. These include carrying out market research, placing advertisements, participating in exhibitions and trade shows and signing contracts on behalf of the company it represents. However, it is not allowed to conduct any kind of commercial activity. As a result it cannot issue invoices. Its ability to complete customs clearance procedures for the import or export of goods is limited to goods which it uses in its own activities i.e. it cannot affect customs clearance for goods which are to be resold.

A branch has the right to conduct commercial activities including the provision of goods and services. However, there are some activities, particularly those for which a license is required within Russia, which a Branch is prohibited from carrying out. Although there may be theoretical restrictions on the ability of a Branch to complete customs clearance procedures, in practice they are able to do so. To do so the Branch must first go through a registration process with the customs authorities.

As an independent legal entity an LLC and JSCs, has the right to enter into any kind of commercial activity. It should be noted that this general ability is limited in certain restricted / controlled spheres by the need to first obtain a license. It may complete customs clearance procedures for the import and export of goods. To do so, the company must first go through a registration process with the customs authorities.

Corporate governance

Management of a representative office or a branch is vested in the Head of the representative office or a branch respectively. The Head of representative office/branch is appointed by the parent company and acts on the basis of a power of attorney (PoA) from that company. The PoA can be absolute or alternatively can place limitations on the authority of the Head of representative office/branch. The parent company can revoke the PoA of the Head of representative office/branch at any time and can issue a new PoA to a replacement.

The ultimate governing body of an LLC is the General Meeting of its participants. An executive body (which may be collegial and/or one person – usually a General Director) must be established to carry out the day-to-day management of its activities and shall be answerable to the General Meeting of its participants. A LLC may or may not have a Board of Directors (Supervisory Board) but generally does not.

The ultimate governing body of JSC is the General Meeting of Shareholders. The Board of Directors (Supervisory Board) is responsible for general management of a company. The Board will generally consist of five or more individuals elected by the shareholders. Some competencies of the General Meeting of Shareholders may be passed to the Board of Directors. Under certain circumstances a General Meeting of shareholders may carry out the functions of the Board of Directors. The executive body of a company may be collective (governing board, directorate) and (or) consist of one person (director, general director).

Currency control and repatriation of profit

Since foreign currency transactions between Russian residents are generally prohibited (subject to certain exceptions) under Russian currency law, any settlements between Russian residents are generally performed only in Russian roubles. With respect to currency transactions between residents and non-residents, such transactions may be carried out without any restrictions and in any currency. However, when performing currency transactions, residents should comply with certain requirements under Russian currency control legislation. For instance, Russia's currency control law establishes certain rules with respect to foreign bank account use, repatriation and reporting requirements for residents when performing settlements with non-residents under foreign trade agreements.

A representative office is unable to participate in commercial activity, it cannot generate a profit and there will therefore be no profits to repatriate. Subject to the presentation of appropriate documentation to the recipient's bank, a parent entity may make cash transfers to a representative office or a branch in order to fund its activities. Any surplus funds may be returned to a parent entity subject to the presentation of appropriate documentation to the paying bank.

LLC and JSCs may pay a dividend to participants, including foreign shareholders out of profits after tax. Such dividends, if paid to a foreign shareholder, are subject to withholding tax of 20%. The rate of withholding tax may be reduced or eliminated subject to the terms of the relevant treaty for the avoidance of double taxation (if any).

Labour

The Russian Labor Code forms the basis of labor relations in Russia, establishing procedures for hiring and dismissal of employees, as well as regulations concerning working time, holidays, business trips, salary payments etc. Russian labor law applies to all employees working on the territory of Russia regardless of their nationality or country of incorporation of their employer. This covers expatriates as well as Russian citizens, regardless of where employment contracts were concluded.

Employment contracts

An employment contract for any type of employment (full-time, part-time, temporary or permanent) must always be in writing, with two original copies signed by both parties, and one kept by each party. If in exceptional cases a company admits an employee without a written contract, a contract should be prepared and signed within three days of admission.

All contracts usually contain the following:

- Name and contact details for the employer and the employee
- Details of the position
- Start date
- Probation period
- Salary and method of payment
- Working hours
- Holiday allowance
- Social insurance and/or health care arrangements
- Training and obligations for the employee
- Work conditions
- Confidentiality agreements, where relevant
- Rights and obligations of both parties.

Employee rights

Employees are required to work for a maximum of eight hours per day, 40 hours per week with a lunch break of no less than half an hour and of no more than two hours. Employees should be compensated for overtime, but the law is stringent in limiting overtime hours. Overtime work should not exceed four hours in two consecutive days. The maximum number of overtime hours per year is limited to 120 hours. Employees may take time off in lieu. Female employees are only required to work a 36-hour week in regions that are classified as 'Extreme North' and areas that are equivalent to 'Extreme North'.

Employees are entitled to 28 calendar days (in the Far East – 36 calendar days) holiday per annum as well as nine public holidays. Employees working in regions that are classified as 'Extreme North' are entitled to 52 calendar days' holiday per annum. Employees working in regions that are classified as equivalent to Extreme North are entitled to 44 calendar days' holiday per annum.

Termination of employment contracts

Employment contracts can be terminated by either the employee or the employer. At least two weeks' written notice is required if it is initiated by the employee. If initiated by the employer, the contract can be terminated by mutual agreement, expiration of the terms of employment, the liquidation of the employer or violation of employment provisions. Where the contract is terminated by the employer without the agreement of the employee, procedures are detailed and complex. To save time and money, it is advisable to seek the services of a Russian employment lawyer before trying to dismiss an employee. Before any court hearing all documents should be reviewed by an experienced Russian employment lawyer. On hiring or termination of employment, each employee's workbook must be signed.

Trade unions

Trade union activity is regulated under the Labor Code and Federal Law No.10-FZ of 12th January 1996 "On Trade Unions, their Rights and Guarantees of their Activities". The Labor Code stipulates that an employer in certain cases should consider the position of a trade union before adopting internal policies or dismissing employees who hold union membership.

Foreign personnel

In order to be eligible to work in Russia it is necessary to have a work permit and a working visa.

Some categories of employees do not need a work permit since different rules apply. Those include:

- Temporary and permanent residents since they have the same rights as Russian citizens and don't need a permit to work in Russia
- Students and instructors invited to teach by an academic institution
- Diplomats
- Representatives of international humanitarian organisations such as the Red Cross.

All foreign nationals willing to work in Russia need a work permit and without it foreigners living in Russia have no right to engage in any work or business activities in the country. Permits are issued by the Federal Migration Service of the Russian Federation. Permits (for a company and for an employee) are valid for one year. The number of extensions is not restricted.

Once it is issued, an application may then be made by an employee for a working visa, which is required for most foreign nationals to enter and live in Russia. Highly qualified specialists can be employed without obtaining a permit for the company. Highly experienced (qualified) specialists include foreign citizens whose annual salary exceeds RUB 2 million.

Finance and capital markets

Banking system

The foundations of the Russian banking system are provided in Federal Law No. 395-1 On Banks and Banking Activities, dated 2nd December 1990 (the Banking Law), and Federal Law No.86-FZ On the Central Bank of the Russian Federation, dated 10th July 2002 (the BR Law). Issues of bank insolvency are regulated by Federal Law No. 40-FZ On the Restructuring of Credit Organizations, dated 25th February 1999.

The Central Bank of the Russian Federation (the CBR) is responsible for the regulation of banking activities. Through its instructions, regulations, and other acts, the CBR establishes rules, standards, and obligatory requirements for banks and non-banking credit organizations throughout the territory of the Russian Federation.

Regulatory bodies

The primary regulatory body governing the banking sector of the Russian Federation is the CBR. Article 75 of the Constitution of the Russian Federation establishes a special legal status of the Central Bank of Russia, gives it the exclusive right to issue currency and protect the rouble and ensure its stability.

The CBR and the Government share authority over monetary policy. The CBR is charged with responsibility for the circulation of monetary funds, and for ensuring the stability of the Russian Ruble. As part of its general oversight role, the CBR establishes state registration and licensing rules, determines minimum capital and reserve requirements, and also approves the appointment of the senior management of all banks (including branches of foreign banks). The CBR maintains regional offices located throughout the Russian Federation. Among the self-regulatory banking organizations, the Association of Russian Banks (ARB) is the largest.

Credit organizations in the Russian market

Pursuant to the Banking Law, there are two main groups of credit organizations: banks and non-banking credit organizations. A bank is a credit organization, which may engage in all types of banking activities, subject to obtaining the appropriate licenses. Thus, in the Russian Federation, there is no system of specialized banking institutions (e.g. mortgage banks or investment banks). Conversely, a non-banking credit organization is an entity, which is entitled to perform only certain banking operations that are specified by the CBR.



Currently, foreign banks may not establish branch offices in the Russian Federation but may set up Russian banking subsidiaries. Participation of foreign banks in the Russian market is subject to certain restrictions. The most notable restriction is the requirement for non-residents to obtain a CBR approval prior to acquiring a share in a Russian bank, regardless of the amount of the investment. Russian residents, on the other hand, need only apply to the CBR for such approval if they acquire 20% or more of a bank's shares.

Banking activities

According to the Banking Law, the list of banking operations includes: raising and investing funds; depositing precious metals; maintaining accounts; settling bank accounts of individuals and legal entities; collecting money; exchanging foreign currency; issuing bank guarantees; and transferring money. Banks are also entitled to perform certain non-banking operations, inter alia: providing financial suretyship; trust management; performing operations with precious metals and stones; renting safe boxes; participating in financial leasing operations; and providing consultancy and other informational services. Credit organizations are prohibited from engaging in any industrial, trade, or insurance activities.

Currency

The national currency is the Russian Rouble (RUB).

The currency regulation system of the Russian Federation is based on the assumption that certain currency operations stipulated by the Central Bank of the Russian Federation may only be carried out with the possession of a license obtained from the Central Bank. Obtaining such a license takes from one up to several months and requires that a number of documents be submitted.

Capital market

The Equity and Bond Market is a key platform for Russian businesses to raise capital and for domestic and international investors to access equity and debt investment opportunities. The marketplace is the main trading venue for Russian stocks as well as government, municipal, and corporate bonds.

Moscow Exchange's FX and Money Market is a key element of the Russian financial system. The Bank of Russia uses the Exchange's infrastructure to implement monetary policy and provide liquidity to the market through repo transactions and FX swap transactions. For its domestic and international clients, including banks and corporates, Moscow Exchange offers a range of products to manage liquidity and FX exposure. It is the center of pricing for RUB and offers many RUB currency pairs, all with tight spreads based on a transparent order book.

Reporting and taxation

The Tax Code of the Russian Federation states that the tax reporting procedures for foreign companies operating in the Russian Federation are the same as those for Russian companies. As a consequence a branch is required to submit declarations for all relevant taxes including profit tax, VAT and property tax amongst others and will be liable to pay all these taxes in the same way as any other commercial entity in Russia. The same concerns a representative office except that as a non-commercial entity it will file a nil profit tax declaration and pay no profit tax, but will be subject to all other taxes levied on businesses in the Russian Federation.

LLC and JSC (both public and non-public) are not subject to any special taxation treatment and will be taxed in the same manner as any other commercial entity.

The Federal Law on Accounting Rules states that foreign companies operating in the Russian Federation through branch or representative office are exempted from the need to produce financial statements under the Russian accounting standards (RAS). As a consequence branches and representative offices of foreign legal entities may elect not to maintain accounting records and prepare financial statements according to RAS, provided they maintain tax records compliant with Russian tax legislation.

All registered entities are required to make quarterly / annual reports (financial statement plus additional forms) to the State Tax Authorities. These must be prepared based on accounting regulations set out in RAS. The requirements of Russian legislation may differ significantly from treatments under IFRSs. The deadlines for the submission of the quarterly reporting sets are as follows:

- Quarter 1: 15th – 30th April
- Quarter 2: 15th – 31st July
- Quarter 3: 15th – 31st October
- Quarter 4 / Year: 15th January – 31st March.

Audit and accounting

Financial statements and accounting period

For historical reasons the Russian financial reporting framework has been determined and regulated by the state, rather than being developed by professional bodies. Indeed, the primary users of Russian statutory financial statements based on RAS are the tax and other state authorities, rather than management or third parties. Currently, the country develops a stronger awareness of International Financial Reporting Standards (IFRS), both in terms of influencing the development of RAS and as the compulsory standards for certain types of Russian entity.

Standalone statutory financial statements are prepared by every legal entity registered in Russia for each financial reporting (calendar) year ending 31st December. The format and content of the financial statements are set by the Ministry of Finance, including the chart of accounts and recommended accounting entries for typical transactions.

Certain entities, including public JSCs, banks and other lending agencies, insurance companies, stock exchanges and investment funds are required to publish their RAS financial statements. Such companies may have additional reporting and disclosure requirements.

Audit

The audit of annual RAS based financial statements is mandatory for:

- Public joint stock companies
- Companies with securities traded on stock exchanges
- Banks and other lending agencies, insurance companies, credit bureaux, pension and investment funds, securities' markets participants and stock exchanges
- Companies with annual revenue for the preceding financial year exceeding RUB 400 million
- Companies with total assets as at the preceding 31st December exceeding RUB 60 million.

Taxation

The main profit tax rate – at 20% – is one of the lowest amongst the major economies. Tax and other incentives are becoming more common, many of them are aimed at promoting innovation and the modernization of industry.

Transfer pricing

New transfer pricing legislation that is essentially based on OECD principles came into effect on 1st January 2012.

A transfer price should be viewed as a price subject to monitoring by the tax authorities. The tax authorities monitor prices to ensure that they reflect market realities and have not been fixed to reduce the tax burden.

Since 2012 the following changes have been made to Russia's transfer pricing rules:

- The list of legal entities that are considered related parties has been considerably extended
- Prices will no longer be permitted to deviate up to 20% from market prices. Thus, it has become more difficult to set prices with a view to planning the tax amounts to be paid. Instead, the concept of an arm's length range has been introduced
- Transactions subject to transfer pricing control (controlled transactions) have been defined and specified more clearly.

Russian transfer pricing legislation is now more detailed and developed. As a result, the tax authorities could potentially be more successful in challenging transfer prices in court following a transfer pricing audit.

Thus, in accordance with the law, the following transactions should be subject to transfer pricing regulation:

- Transactions between related parties, where:
 - Cross-border transactions occur (with no limit on the annual aggregate turnover from all transactions between the parties)
 - The amount of income and expenses under the transaction for one calendar year exceeds RUB 1 billion, unless this transaction is performed between:
 - The participants in a consolidated group of taxpayers, or
 - Companies registered in the same region of the Russian Federation, provided that these companies (a) do not pay corporate income tax (CIT) in another region of the Russian Federation, (b) do not have tax losses, and (c) do not have separate divisions in other Russian regions or outside the Russian Federation, or
 - Companies conducting activities within the same hydrocarbon mine, engaging in transactions related to the extraction of hydrocarbon raw materials, or
 - Taxpayers engaged in making interbank loans (deposits) which are limited in term to seven calendar days, or
 - Taxpayers engaged in transactions in the sphere of military and technical cooperation between the Russian Federation and other foreign countries (as regulated by the respective federal laws).
- One of the parties to the transaction is a taxpayer using the unified tax on an imputed income system, or the unified agricultural tax system, while the other party does not use this tax regime; provided that the amount of income and expenses under the transaction exceeds RUB 100 million for one calendar year
- One of the parties to the transaction is a resident of the Skolkovo Innovation Center and applies a 0% CIT rate, or is free of taxpayer obligations, or is a resident of an SEZ in Russia, or is a participant in a free economic zone; while the other party is not utilizing any such benefits, provided that the amount of income and expenses under the transaction exceeds RUB 60 million for one calendar year
- One of the parties is subject to the mineral extraction tax (with a rate stipulated as a percentage), provided that the transaction concerns extracted minerals and that the amount of income and expenses in the transaction exceeds RUB 60 million for one calendar year
- One of the parties to the transaction is a taxpayer holding a license to extract hydrocarbon raw materials from a mine, while the second company is the operator of the mine, provided that the amount of income and expenses in the transaction exceeds RUB 60 million for one calendar year
- One of the parties is a participant in a regional investment project that can apply preferential tax rates, if the amount of income and expenses in the transaction exceeds RUB 60 million for one calendar year
- Cross-border transactions involving oil and oil products, ferrous and non-ferrous metals, mineral fertilisers, precious metals and precious stones (i.e. goods traded on international commodity exchanges), if the proceeds from these transactions with the same counterparty exceed RUB 60 million for one calendar year
- Transactions, where one of the parties is a tax resident in a country included on the Russian Federation Ministry of Finance's blacklist, and if proceeds from the transactions with this counterparty exceed RUB 60 million in one calendar year.

Taxpayers are obliged to notify the tax authorities of any controlled transactions carried out within the calendar year before 20th May of the year following the year in which the transactions took place. Notification of controlled transactions should be given in a strictly prescribed format. This discloses information about each operation performed within the controlled transaction (for instance, the operations performed within a buy-sell transaction would cover each delivery of each particular item of goods).

Taxpayers could be subject to a penalty of RUB 5,000 if notification is provided after the deadline or errors/mistakes are detected in the notification by the tax authorities. Although the taxpayer may regard the penalty amount as insignificant, the presence of the penalty on the taxpayer's records will act as a sign that the tax authorities should include the company on their lists for further transfer pricing audits.

In addition, in order to comply with Russian transfer pricing regulations, taxpayers – as per the request of the tax authorities – should justify the prices applied in controlled transactions by preparing supporting transfer pricing documentation. The taxpayer should submit the documentation with respect to the controlled transaction (or for a group of similar transactions) specified in the request from the Russian tax authorities. Transfer pricing documentation should contain the following information: a description of the main characteristics of the taxpayer's business, analysis of related parties or a description of the main characteristics of the group of companies in which the taxpayer participates, information about the controlled transaction and functional analysis, selection of the transfer pricing method applied for tax purposes and the sources of information used, and calculation of the arm's length range.

The tax authorities may request the transfer pricing documentation on controlled transactions starting from 1st June of the year following the year in which the transactions took place. Accordingly, the taxpayer should provide the transfer pricing documentation 30 working days after receiving the request.

For taxpayers who qualify for major taxpayer status (in accordance with the criteria stipulated by the Tax Code), the new law introduces the possibility of concluding advance pricing agreements with the tax authorities (i.e. the taxpayers and the tax authorities agree in advance to apply a specific methodology to calculate the arm's length price range).

Corporate profit tax rate

Profit tax applies to Russian legal entities and foreign legal entities carrying out activities in Russia through a permanent establishment or receiving income from Russian sources. The maximum profit tax rate is 20%. Income from the sale of unquoted shares and participation in Russian companies, and of quoted shares in high-tech Russian companies acquired after 1st January 2011 and held for at least five years, is exempt from profit tax.

Corporate profit tax administration

The tax period for profit tax is the calendar year. The annual profit tax return is due by 28th March of the following year. Taxpayers have a choice paying tax either on a monthly or a quarterly basis, provided it is applied consistently throughout the tax year. If the monthly basis applies the tax return must be filed and the tax paid by the 28th day of the following month. If the quarterly basis applies, monthly payments are made based on one third of the previous quarter's liability, while a tax return must be filed, and the balance of taxes should be paid by the 28th day of the calendar month following the reporting quarter. In each case, the cumulative profits and payments to date are taken into account when filing each monthly or quarterly return and making the appropriate tax payment. Certain types of taxpayer, including foreign companies using the quarterly basis, are exempted from the obligation to make monthly payments. Tax agents paying income, including dividends, to foreign companies must withhold tax each time income is paid.

The tax payment must be remitted to the budget within one day of the payment date. Interest applies to late paid tax.

Dividends

Dividends are taxed as follows:

- 13% at source for dividends paid by one Russian company to another (unless the 0% rate below applies). In determining the tax base, the paying company should deduct the amount of dividends received in the same and preceding tax periods
- 15% at source for dividends paid by Russian companies to foreign companies
- 13% for dividends paid by foreign companies to Russian companies (unless the 0% rate below applies). Where a double tax treaty applies, a credit for any withholding tax suffered can be claimed against this liability
- 0% for dividends paid by either a Russian or foreign company to a Russian company, provided that the Russian company has owned no less than 50% of the company for at least 365 consecutive days. Dividends from foreign companies registered in certain "low tax" jurisdictions are excluded from this rule.

Interest income

Interest income is taxed on an accrual basis. A standard tax rate of 20% is applied to interest income, except for interest on state and municipal securities, which is taxed at 0%, 9% or 15%, depending on the type of security. The rate may be reduced (typically to zero) according to the relevant tax treaty. The level of interest income recognised for tax purposes may be subject to control (see the “Interest expense” section for more details).

Interest expenses

Starting from 2015, the tax authorities can audit interest income and expenses only for transactions that are controlled under the Russian transfer pricing rules (that means transactions with related parties in most cases) and only in accordance with these rules.

Losses

Tax losses can be carried forward by a taxpayer for up to ten years following the year in which the loss was incurred. Losses from certain activity (for example financial instruments trading) are determined and carried forward separately and may be offset only against relevant future profit.

VAT

VAT is charged on the majority of sales of goods, works and services supplied in Russia, including those supplied free-of-charge. VAT is also imposed on most imports into Russia. Companies and entrepreneurs may apply for exemption from VAT if their aggregate revenues for three consecutive months, excluding VAT, are below RUB 2 million. In addition, businesses which apply certain special tax regimes, such as the simplified tax system (available only to relatively small businesses) and the unified agricultural tax regime are outside the scope of VAT unless they import goods into Russia.

There are three main VAT rates that apply depending on the nature of supply:

- 0% applies in particular to exports and a list of services mostly related to transportation of exported and imported goods etc
- 10% applies to certain foods, children’s goods, medical and pharmaceutical products
- 18% applies to all other taxable sales of goods, works and services.

Certain activities are exempt from VAT, and so is import of certain types of equipment in particular which has no equivalent produced in Russia.

Property tax

Tax Base

Generally the tax base is the net book value of the average annual fixed assets according to Russian statutory accounting. For a number of property types the tax base is the cadastral value of the specific facility.

Movable property that has been booked as a fixed asset since 1st January 2013 is exempt from tax, except for facilities booked as a result of reorganization or the liquidation of a legal entity, or as a result of a transfer between related parties. Foreign legal entity’s having no permanent establishment in Russia are subject to property tax only on immovable property located in Russia.

The maximum tax rate is 2.2%. Lower tax rates are established for assets classified as public railways, pipelines and power lines, and on assets constituting an integral, technical component of the above. The list of these types of assets was compiled by the Government of the Russian Federation. The rates for these assets are 1% in 2015, 1.3% in 2016, 1.6 % in 2017, and 1.9% in 2018.

With respect to immovable property, for which the tax base is the cadastral value, the tax rate (in Moscow) cannot exceed 1.7% in 2015, and 2% from 2016. For other Russian regions, the rate in 2015 should not exceed 1.5%, and 2% from 2016.

The regional authorities set the terms for advance and final property tax payments.

Property tax calculations are filed quarterly. The annual property tax return should be filed by 30th March of the year following the reporting year.

Other taxes

Excise tax

Excise tax is payable by companies and individual entrepreneurs on the production of excisable goods in Russia, or when imported into Russia. Primary categories of excisable goods are tobacco products, motor vehicles, ethyl alcohol and certain spirit-based and oil products (no excise tax on natural gas and crude oil). Tax rates vary depending on the category of goods.

Land tax

Legal entities and individuals owning land or having a permanent right to use it, except those eligible for a special tax regime, are subject to land tax. The tax base is cadastral value of the land as determined on 1st January of the reporting year. The rates are determined by local tax authorities and may not exceed

- 0.3% of the cadastral value of land which is a) either used for agricultural purposes, or b) occupied by residential properties
- 1.5% of the cadastral value of other land.

Advance payments are due quarterly, with the final tax payment due no later than 1st February of the following year.

State duty

The Tax Code provides an exhaustive list of state duties. The main items applicable to legal entities include:

- The initiation of a court action
- The state registration of a legal entity, and on the accreditation of branches and representative offices of a foreign legal entity
- The state registration of issues of shares, including certain securities placed through subscription
- The state registration of a mutual investment fund
- Obtaining a license to conduct certain activities
- Services provided by notaries
- Vehicle registration.

Personal taxation

Residency

Individuals are taxed according to their status as follows: tax residents are taxed on their worldwide income, and non-residents are taxed only on their income sourced in Russia, irrespective of its nature. Residency is established based on whether the individual is physically present in Russia for at least 183 calendar days during a 12-month rolling period. Domicile and citizenship is not relevant for income tax purposes.

Rates of tax

Different tax rates are applied to residents and non-residents.

Residents:

- A 13% rate applies to most types of income, i.e. other than those subject to an alternative rate
- A 13% rate applies primarily to dividends received from Russian or foreign corporations
- A 35% rate applies to certain prizes, insurance receipts and bank deposit interest in excess of specific limits, as well as to income deemed to be received on low-interest loans (except those used to acquire real estate).

Non-residents:

A 30% rate applies to non-residents on all types of Russian-sourced income. Passive income (e.g. investment income) is Russian-sourced if it is due / paid from a source located in Russia. Earned income (e.g. from employment) is Russian-sourced if the duties for which it is received are performed in Russia. Dividends paid by Russian organizations to non-residents are taxed at a 15% rate, withheld at source.

Specific personal income tax situations

"Highly qualified specialists", being foreign citizens with experience, skills or achievements in a particular area who, under their (local) employment arrangements, receive remuneration of no less than RUB 2 million per annum (approximately USD 30 thousands), or lower in certain cases, is eligible for the standard personal income tax rate of 13% on remuneration from that employment, even before becoming a Russian tax resident. The employer of a highly qualified specialist is obliged to register the individual with the Russian tax authorities.

Investment**Advanced development territories**

Advanced Development' territories (TOR) are economic zones with preferential tax conditions, simplified administrative procedures and other privileges, formed not only for economic development, but also to create comfortable living conditions for the population. In the first three years of regulation of the Federal Law No. 473-FZ "About the territories of advanced social and economic development in the Russian Federation", the TORs can be only established in the Far Eastern Federal District. Thus, the TOR is a tool of the Far East, focused on global competitiveness.

Advantages of TOR include:

- 0% income tax, property tax, land tax for the first five years
- 0% customs duties
- 0% VAT on imports for processing
- 7.6% of insurance fee instead of 30% for the investor first ten years
- an accelerated procedure for the return of VAT to exporters
- free customs zone
- accelerated and facilitated administrative procedures, including obtaining building permits and customs clearance.

The easiest and shortest way to become a resident of TOR is to offer a specific investment project with a high degree of realization. The minimum amount of investment should be RUB 5 million. The company wishing to become a resident of TOR must be registered and based in the Far East and have no branches outside the TOR. Administrative decision-making body is Far East Development Corporation – a management company, which is defined by the Government of the Russian Federation in order to carry out the functions for managing the territories of advancing social and economic development and management of a free port "Vladivostok", 100% owned by the Government of the Russian Federation.

Free port "Vladivostok"

The free port "Vladivostok" (FPV) is a port zone under a special custom and taxation system, with a particular jurisdiction regarding investments. The Federal Law of the RF (No 212-FZ) "On the Free Port of Vladivostok" specifies that the free port regime in Vladivostok will last for 70 years, and that the period could be renewed by an additional law.

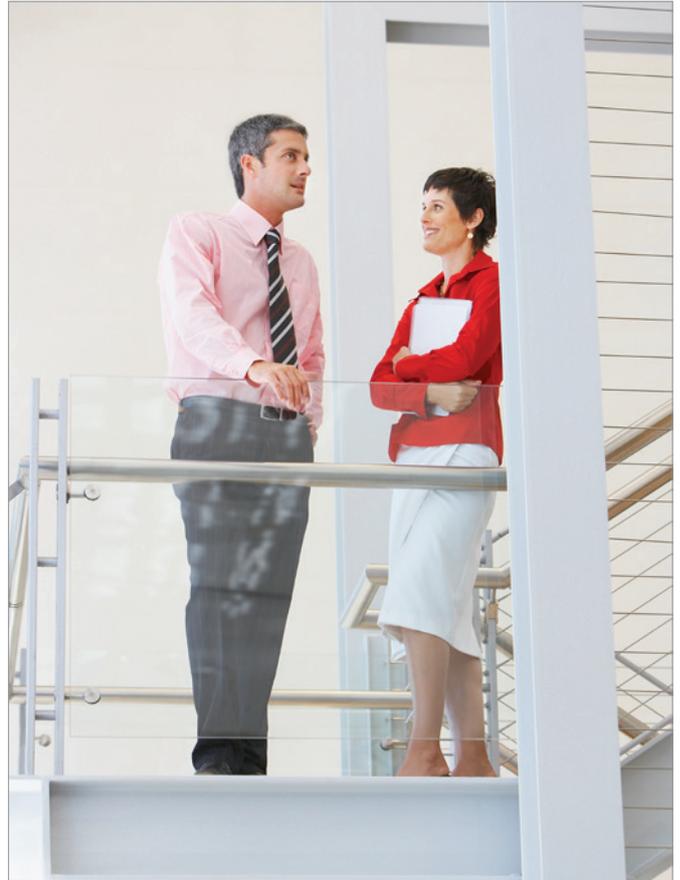
The project was intended to improve the cross-border commerce, to develop the transport infrastructures and to integrate the Primorsky Krai in the world transportation routes; its purpose is also to attract investors, to create a network of logistic centers for transportation, storage and partial transformation of the goods, in order to foster the organization of local industries working on the exportation of manufactured goods to create added value.

The new status is applied to 15 municipalities of Primorsky Krai. It includes major ports of the South of Russian Far East as well as Vladivostok International Airport. The free port zone is crossed by the future international transportation corridors "Primorye-1" and "Primorye-2". Their realization would have a significant economic effect on the zone, ensuring transit of goods from North-East of China to the free ports of Russian Far East.

Advantages of FPV include:

- State support to entrepreneurs in order to attract investments for the development of transport infrastructures, the creation and development of an industry oriented towards export on the Asia-Pacific market
- Reduced rate of profit tax investors (5% during the first five years with 12% for the following five years)
- 0% property tax during the first five years
- Reduced social welfare contributions on investment projects during the first ten years (7.6% instead of the usual 30%), decreased tax on mine resources extraction, and accelerated procedure for getting VAT back
- Planned facilitated visa regime (possibility to get a 8-day visa at the border).

FVP residency conditions include a new investment project or a newly registered company with the minimum capital investments of RUB 5 million for a period of not exceeding three years.



12. Singapore

Country profile

Official name	Republic of Singapore	
Capital	Singapore	
Location	Southern Malaysian peninsula	
Area	700 km ² 60+ islands	
Climate	Warm and humid 23-31° C	
Time zone	GMT +8 no DST	
Population	~5.5 million	
Currency	Singapore Dollar SGD	
Language	Malay Mandarin	English Tamil
Religion	34% Buddhism 18% Christianity 16% Nonreligious 14% Islam 11% Taoism 5% Hinduism	
International	WTO ASEAN	
Government	Parliamentary	

Executive

The Executive branch consists of the President and the Cabinet. The elected President is empowered to veto government budgets and appointments to public office. It is the Cabinet, comprising the Prime Minister and other Ministers appointed (from the elected Members of Parliament) that is responsible for the general direction and control of the Government.

Legislative

The Legislature comprises the President and Parliament, and is responsible for enacting legislation. Parliament is made up of elected, non-constituency and nominated Members of Parliament. The President's assent is required for all bills passed by Parliament and he may in his discretion withhold assent to certain bills.

Judicial

The Judiciary consists of the Supreme Court and the State Courts and the head of the Judiciary is the Chief Justice. Judicial power in Singapore is vested in the Supreme Court and in such subordinate courts as may be provided for by any written law for the time being in force.

IMF Data	2013	2014	2015 (est)
Real GDP USD billions	302	308	294
GDP per capita USD	55,980	56,287	53,224
Investments % GDP	29.0%	27.6%	26.6%
Unemployment	1.9%	1.9%	2.0%
Inflation, EoY	2.0%	-.0%	0.7%

Business entities

Generally, there are no licensing requirements on business activities carried on in Singapore. However, certain businesses have to apply for special licenses from the Government before they can commence such trading activities. These include banks, insurance and finance companies, manufacturers of certain goods (detergents, motor vehicles, etc), travel agencies, real estate agencies and educational institutions.

Persons who wish to carry on business in Singapore must seek registration with the Accounting and Corporate Regulatory Authority (ACRA).

Sole proprietorships and partnerships

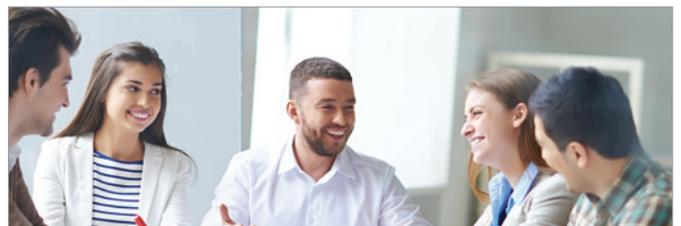
A sole-proprietorship is a business conducted by a single individual. A partnership consists of a minimum of two to a maximum of 20 partners. (This maximum limit does not apply to professional firms such as doctors and accountants.) A partnership is not necessarily restricted to individuals. A joint venture between two companies or between individuals and incorporated companies can also form a partnership.

Businesses carried on in the form of sole proprietorships or partnerships must be registered with the ACRA under the Business Registration Act. Registration is relatively simple. The registration fee is SGD 100 (for one year) or SGD 160 (for three years) and the renewal fee is SGD 30 (for one year) or SGD 90 (for three years). Un-incorporated entities are not required to get their accounts audited or file annual returns to the ACRA.

Sole proprietors and the individual partners in a partnership are jointly and individually liable for all debts and obligations incurred by the firm. The partners can decide each partner's liabilities among themselves, but such arrangements do not affect the joint liabilities to external parties. General rules governing partnerships may be found in the Partnership Act (Cap. 391). While not required, formal partnership agreements should be written down to prevent disputes. Where there is no partnership agreement or the agreement is not comprehensive, the relationship between partners is governed by the relevant provisions of the Partnership Act.

Limited Liability Partnership

A Limited Liability Partnership (LLP) gives owners the flexibility of operating as a partnership while having a separate legal identity like a private limited company. The partners of the LLP will not be held personally liable for any business debts incurred by the LLP. However, a partner may be held liable for losses due to wrongful acts or omissions.



Incorporated companies

The Companies Act (Cap. 50) regulates all incorporated companies in Singapore. Under the Act, one or more persons associated for any purposes may form an incorporated company by subscribing their names to the constitution and complying with various requirements for registration.

The following companies may be formed under the Act:

Private companies limited by shares

Private company

A private company can have one or more shareholders, with a maximum of 50.

Exempt private company

An exempt private company (EPC) is a private company which has at most 20 shareholders, none of whom is a corporation.

A private company has restricted rights to transfer its shares and is prohibited from inviting the public to subscribe to its shares and debentures or to deposit money into it.

Public companies

Public company limited by shares

A public company limited by shares can have more than 50 shareholders. The company may raise capital by offering shares and debentures to the public. A public company must register a prospectus with the Monetary Authority of Singapore before making any public offer of shares and debentures.

Public company limited by guarantee

A public company limited by guarantee is one which carries out non-profit making activities that have some basis of national or public interest, such as for promoting art, or charity etc. The Minister may approve the registration of the company without the addition of the word "Limited" to its name.

Unlimited companies

An unlimited company is one in which the liabilities of members are unlimited.

Branches

As an alternative to incorporating a subsidiary company, a foreign company can carry on business in Singapore in the form of a branch.

To do so, the foreign company must submit a copy of its audited financial statements to the Registrar of Companies within 60 days after its annual general meeting. Such financial statements may be in the form required under the laws of the country in which the company is incorporated. If the company's statements are not required to be audited in its home country, the audit requirement can be dispensed with. Audited financial statements of the branch itself have to be filed in all cases.

Representative offices

A foreign company can apply to International Enterprise Singapore (IE Singapore) or the Monetary Authority of Singapore (MAS) for approval to establish a representative office in Singapore for the purpose of carrying out market research, feasibility studies, and liaison work on behalf of its parent company. A representative office is not permitted to trade.

IE Singapore registers representative offices from the manufacturing, trading, trade logistics and trade-related services sectors while MAS registers representative offices from finance-related industries.

The advantages of a representative office are that there are minimal reporting requirements, simple procedures for approval of office. Since a representative office by definition does not derive income from its activities, it is not subject to income tax unless in the view of the tax authority, the representative office is in fact involved in trading activities.

Accounting and auditing

Companies incorporated under the Companies Act are required to keep accounting and other records to sufficiently explain the transactions and financial position of the company and enable true and fair profit and loss accounts and balance sheets to be prepared from time to time. The Companies Act requires all these records to be retained for at least five years from the end of the financial year in which the transactions were completed.

The accounting records must be kept at the registered office (which must be located in Singapore) or at a suitable place as the directors think fit. If the accounting records are kept outside Singapore, statements and returns that will enable true and fair profit and loss accounts and balance sheets to be prepared must be sent to and kept in a place in Singapore. The accounting records must at all times be open to inspection by the directors.

Unless exempted, all limited companies must appoint independent auditors who are practicing members of the Institute of Singapore Chartered Accountants (ISCA) to conduct an annual audit of the company's financial statements. The registration and conduct of these professional auditors is regulated separately by the Public Accountants Oversight Committee under the purview of ACRA. A company must appoint an auditor within three months of incorporation.

Finance and capital markets

Monetary Authority of Singapore

The Monetary Authority of Singapore (MAS) is the principal government body overseeing the overall financial affairs of the country. The main role of MAS is to act as banker, fiscal agent, and financial advisor to the Government. It helps the Government in promoting monetary stability and credit and exchange policies conducive to the growth of the economy.

Banking system

The financial and banking system in Singapore is highly developed. Many major international banks and financial institutions have set up offices in Singapore.

Banks are divided into several types:

- **Commercial banks** may undertake commercial banking, including deposit taking, check services, and lending. They may also provide financial advisory services, capital market services, and insurance broking which are regulated and authorised by MAS.
 - **Full banks** may perform all banking businesses permitted by the Banking Act.
 - **Wholesale banks** can do everything a full bank can do except SGD retail banking.
 - **Offshore banks** have similar capabilities but must book all foreign currency transactions through their Asian Currency Units and book all SGD transactions through their Domestic Banking Unit.
- **Merchant banks** can partake in corporate finance, underwriting of shares and bonds, mergers and acquisitions, investment management, management consultancy, and other fee-based activities. They generally have Asian Currency Units to transact in the Asian Dollars Market.

Bank secrecy

Singapore embraces bank secrecy. The Banking Act stipulates that a bank and its officers must not disclose customer information to anyone unless expressly allowed by the Banking Act. In addition, banks are obliged to observe and comply with the requirements of the Personal Data Protection Act 2012.

Singapore Deposit Insurance Corporation

All full banks and finance companies must become a member of the SDIC. In case a member fails, each of its customers can receive a payout of up to SGD 50,000 per account. In the case of a joint account, the money in the account is distributed evenly and each account holder's share is then combined with his or her own accounts, for the purpose of calculating the payout not exceeding SGD 50,000 per account holder.

Exchange control

All forms of exchange controls were dismantled on 1st June 1978. All Singapore residents both corporate and individuals are allowed complete freedom from exchange controls for any form of investment and payment. There are no exchange control approvals or formalities in respect of payments, remittances, repatriation of profits, or capital to most countries.

Stock Exchange of Singapore

The Stock Exchange of Singapore (SGX) is well established in the region. It provides an important avenue for public companies to raise long-term capital funds. The trading session lasts from 9 am to 5 pm, Monday to Friday, except on public holidays. The SGX lists both local and foreign companies' shares, bonds, debentures, and loan stocks. The SGX is a self-regulatory body but its activities are monitored by the MAS.

In general, foreign ownership of a company is not limited unless stated in the company's Memorandum and Articles of Association. The cap, if it exists, ranges from 19-70% ownership. These are usually in industries such as banking, stock broking activities, airlines, shipping lines and media companies. The company is responsible for monitoring its own foreign shareholding limits.

Catalist

The Catalist has been established by the SGX to enable small and medium-sized Singapore companies with good growth prospects to raise capital to finance business expansion and as an alternative to listing on the Main Board of the SGX. This allows participating companies to increase their visibility in the market and also widen the range of investment opportunities available to investors.

Upgrading to the Main Board is possible. The entry requirements are less stringent and more flexible than that of the Main Board.

Labor

The Employment Act (the Act) stipulates the basic terms and conditions of employment. If a change in the Act makes the terms of a labor contract less favorable than the new Act, then the Act prevails. The Act covers every employee except seamen, domestic workers, government employees, and those employed in a managerial or executive position earning more than SGD 4,500 in base salary per month.

The labor contract

A labor contract is an agreement between the employer and the employee to define the employer-employee relationship, including the terms and conditions of employment. From 1st April 2016, all employers are required to issue key employment terms (KETs) in writing to employees covered under the Act. The KETs includes certain terms and essential clauses such as start date, work arrangement, salary, job title, probation period, notice period and basic benefits, etc. For those employees who are not covered, it is highly recommended to use a formal labor contract to minimise disputes on the agreed terms and conditions.

Termination of contract

The party that wishes to terminate a labor contract prematurely must give advance notice in writing. If a party fails to give advance notification, then the party at fault must compensate the other party equal to the salary for the number of days without advance notice.

The notice period should be according to the written contract, or verbal agreement. If this was not previously agreed the following applies:

Length of service, up to	Notice period
26 weeks	1 day
2 years	1 week
5 years	2 weeks
Above 5 years	4 weeks

An employer may dismiss an employee without notice and without penalty only after a proper inquiry. The inquiry will show whether an employee is guilty of misconduct such as theft, dishonesty, immoral conduct at work, wilful insubordination, etc. A guilty verdict can result in termination, demotion, or suspension of up to one week.

Working hours¹

An employee is not required to work more than eight hours a day, 44 hours a week, and six days a week. If the employee only works five days or fewer in a week, then the cap is raised to nine hours a day. A shift worker may work 12 hours a day given that the weekly average over a three-week period does not go over 44 hours. An employee cannot work for more than 12 hours a day except in cases of emergency or if the employee consents in writing after being informed of his/her rights. If the weekly rest day does not fall on Sunday, the employer must make a monthly roster at the beginning of each month showing the rest days.

Overtime rate is 1.5 times of the salary by the hour, two times for work done on the weekly rest day. An employee may not work more than 72 hours of overtime in a month.

Leaves²

Annual leave and holidays

Every employee, barring the Exceptions, is entitled to receive seven days of statutory paid leave per year. The number of days increases by one for every additional year of service up to 14 days. Annual leaves may be saved only until the next year.

In addition, the Employment Act mandates 11 days of paid holiday leave every year.

Sick leave and hospitalization leave

After three months of service, an employee is entitled to paid medical leaves. Additionally, the employer is mandated to pay for medical consultation fees. The sick leave has to be certified by the appointed company doctor – if none, then a government doctor – and the employee has to notify the employer within 48 hours. Each employee is allowed five days of sick leave annually after three months of service, increasing by three days for each additional month of service up to 14 days. In cases of more severe illnesses, an employee can get 15 days of hospitalization leave after three months of service, increasing by 15 days for each additional month of service up to 60 days. The doctor has to certify that an illness warrants hospitalization, but the employee does not have to stay in a hospital.

¹ These conditions of service do not cover workmen employees earning more than SGD 4,500 per month, non-workmen employees earning more than SGD 2,500 per month and all managers and executives. This group will be referred as the Exceptions.

² These conditions of service do not cover workmen employees earning more than SGD 4,500 per month, non-workmen employees earning more than SGD 2,500 per month and all managers and executives. This group will be referred as the Exceptions

Maternity, paternity, shared parental and childcare leave

Lawfully married employees who has worked for at least three months for the current employer and whose child is a Singapore citizen will be entitled to the following leave:

Type of Leave	Leave period
Maternity leave	16 weeks ¹
Paternity leave	1 week
Shared parental leave	1 week of wife's 16 weeks of maternity leave
Childcare Leave (for child under 7 years old)	6 days per year ²
Extended Childcare Leave (for child under 12 years old)	2 days per year ³

- Entitlement is reduced to 12 weeks, out of which eight weeks are mandated paid leaves, if the child is not a Singapore citizen or the employee is single.
- If it is the employee's first year of service, s/he is entitled to two days of paid leave after three months of service, increasing by one day for each additional two months of service up to six days.
- For employee with children in both age groups (i.e. below seven years as well as between seven and 12 years), the total child care leave for each parent is a maximum of six days per year.

Salary

All salary is up to the negotiation of the employee and employer. Salary must be paid at least once a month and at most seven days after the working period. Overtime salary can be paid at most 14 days afterwards. In cases of termination by employer or termination by employee, provided the employee has served the notice period, all remaining salary is to be paid in full on the last day of employment, if not, within three working days from the date of termination.

Retrenchment

A company that is facing retrenchment must obey the law on notice periods. An employee who has worked for at least two years at a company can request retrenchment benefits. The Act does not specify the amount to be paid, so retrenchment benefits are up for negotiation between the employee and employer. The employer may give retrenchment benefits to other employees at their discretion, but it is not mandatory.

Instead of retrenchment, a company can also choose to reduce the workweek temporarily or lay off employees for a short period of time. Workweek reduction cannot last more than two months and employers can only shave off two working days a week. If an employee is temporarily laid off, s/he is entitled to receive half-day pay during the period. Alternatively, the employee may use half-day paid annual leaves so s/he can receive full salary.

Retirement and re-employment

For Singapore citizens and permanent residents, the statutory minimum retirement age is 62 but employers are required to offer re-employment up to the age of 65, given satisfactory work performance and soundness of health.

For more information on terms and conditions at work, please refer to www.mom.gov.sg.

Central Provident Fund (CPF)

The CPF is a compulsory saving scheme under which both employers and employees are required to contribute. It is designed to provide substantial financial security for wage earners in their old age or when they become unable to work. Under the Income Tax Act, compulsory contributions made by employees are specifically allowed as a deduction against their chargeable income and CPF funds withdrawn on retirement are exempt from tax. Any employer's contribution above the mandatory amount is subject to tax in the hands of the employee.

The contribution rates vary with age and citizenship. The monthly rates of compulsory contribution by employers and Singaporean employees for individuals up to 50 years of age are 17% and 20% respectively, up to a maximum contribution of SGD 2,220 per employee based on gross wages of SGD 6,000 a month on their ordinary wages (e.g. monthly salaries, overtime pay, other monthly payments, etc.). In the case of additional wages which are defined as annual bonus, leave pay, incentives, and other payments made at intervals of more than a month, restrictions are imposed on the tax deduction for CPF contributions on additional wages.

Foreigners who become permanent residents need to make contributions to the CPF at reduced rates in the first two years of taking up permanent residency.

By the third year, they must make the full mandatory contribution. However, if both the employer and the employee prefer to contribute the full rate before the third year, they may apply jointly to the CPF Board to do so. If the CPF Board approves the application, then the full CPF contributions would be treated as mandatory CPF contributions that are tax deductible.

For more information on CPF contributions, please refer to www.cpf.gov.sg.

Workmen's compensation

Compensation for injuries and diseases sustained at work is provided for by the Work Injury Compensation Act. The Work Injury Compensation Act ensures that victims and their dependents are equitably and quickly compensated. It requires that compulsory insurance be taken out on all manual workers regardless of their level of earnings and non-manual workers earning SGD 1,600 or less per month.

Immigration requirements

All foreigners who wish to take up employment in Singapore must apply for either an employment pass or work permit from the Ministry of Manpower. If specified conditions are met, holders of employment passes and work permits or other eligible persons can also apply to the authority to become Singapore Permanent Residents or even Singapore Citizens. The Government adopts a pragmatic approach in its immigration policies.

Trade unions and strikes

Singapore uses a tripartite system in which the Ministry of Manpower, The National Trades Union Congress, and The Singapore National Employers Federation work together to reach agreements.

Strikes are generally unheard of in Singapore. Employees in essential services, such as public transportation, public broadcast, and civil defence, may be charged criminally for holding a strike. Workers in other sectors may be outright prohibited from striking. Even if employees are allowed to strike, they must give a 14-day advance notice, given that the matter is not being settled by the Industrial Arbitration Court.

Taxation

The Inland Revenue Authority of Singapore (IRAS) was established in 1992 under the Ministry of Finance to oversee all matters related to taxation. Of note, Singapore does not impose capital gains tax or net worth tax. The tax period coincides with the calendar year. However, income tax charged in a year is based on the income from the preceding year, e.g. tax paid in 2016 is based on income from 2015.

Territoriality

Singapore taxes income on a territorial basis in that tax is imposed on income accrued in or derived from Singapore, or received in Singapore (where the income is sourced outside Singapore).

Tax residence

The residence of an individual or a company is not relevant in determining the taxability of net income, as tax is levied on income accrued in or derived from Singapore. However, the concept of tax residence is important for the following reasons:

- Tax treaty benefits are only applicable to resident companies and individuals, so that they can obtain favourable tax credits to avoid double taxation on their foreign sourced income
- All individuals are not subject to tax on income derived or accrued outside Singapore, even if it is remitted to Singapore, except for income received through a partnership in Singapore.

In contrast, a resident company is subject to tax on foreign sourced income if it is remitted to Singapore. However, remittance of foreign sourced income in the form of dividends, branch profits and service income are exempt from tax if the stipulated conditions are met.

Generally, an individual is considered a resident for tax purpose if he resides in Singapore (except for temporary absences) or he spends at least 183 days in Singapore either through physical presence or exercise of an employment.

A company is treated as a tax resident in the country where the control and management of its business is exercised. Normally, a company is considered a tax resident in the country where its board of directors hold their meetings on strategic matters of the company.

Taxable income

Income subject to tax includes:

- Gains or profits from any trade, business, profession, or vocation
- Gains or profits from employment, including allowances and benefits
- Pensions, annuities, and charges
- Dividends, interest, and discounts
- Rents, royalties, premiums, and other profits arising from property
- Any gains or profits from income of any other nature.

Expenses can be deducted from taxable income only if they are wholly and exclusively used to generate that income. For instance, expenses used to generate income in another country, which is not received in Singapore, cannot be deducted against other taxable income in Singapore for tax purposes.

Corporate tax

Tax rate

All companies (locally incorporated or branches of foreign companies) pay tax at the standard rate of 17%. Concessionary tax rates or tax exemption are available for certain approved businesses under the various tax incentive schemes.

Partial tax exemption for normal chargeable income up to SGD 300,000 is available, where the first SGD 10,000 gets 75% exemption and the next SGD 290,000 gets 50% exemption.

A new startup company can enjoy even greater partial tax exemption benefits. To qualify, the company must be a Singaporean tax resident and must have no more than 20 individual shareholders or at least one individual shareholder holding at least 10% of the issued ordinary shares. During the first three assessment years, the new startup company can enjoy 100% exemption on the first SGD 100,000 and 50% exemption on the next SGD 200,000. Afterwards, the exemptions are reduced to 75% for the first SGD 10,000 and 50% for the next SGD 290,000, under the normal partial tax exemption.

For the Years of assessment 2016 and 2017, a 50% tax rebate, capped at SGD 20,000 is granted for each year.

Capital allowances

Depreciation and expenses related to fixed assets are not tax deductible. Instead, companies may claim capital allowances (tax depreciation) for tax calculation purposes. These are available for the following:

Basis	Initial	Annual
Land intensification	25%	5%
Plant and machinery – normal	20%	5-16%
Plant and machinery – accelerated	-	33%
Intellectual property	-	20%
Computers, robots, etc.	100%	-
Computers, robots, etc.	100%	-

Land intensification allowance (LIA)

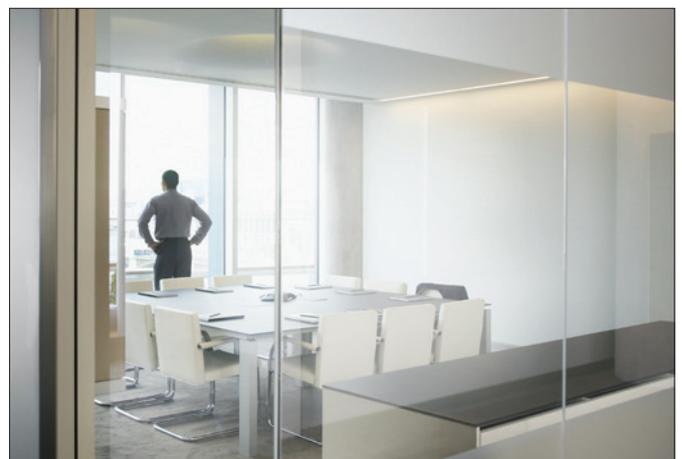
The LIA tax incentive, available up to 30th June 2020, was introduced to support enhanced land productivity among industrial users. Upon obtaining approval, businesses may claim LIA on qualifying expenditure incurred for the construction of a qualifying building or structure.

Plant and machinery

Capital allowances can be claimed on qualifying plant and machinery. An initial allowance of 20% is available in the year that the qualifying cost is incurred, and annual allowances are available on a straight line basis on the remaining cost over the prescribed useful life ranging from five to 16 years.

In lieu of the above standard allowances, an accelerated allowance of 33 1/3% (straight line) is available for all qualifying plant and machinery.

Expenditure on low-value plant and machinery can qualify for 100% write-off, provided each asset is not more than SGD 5,000 and the total value of such claims is capped at SGD 30,000 per year.



Capital allowances of 100% write-off are available for expenditure incurred for the purchase of computers, website development costs and registration of domain names, prescribed automation equipment, robots, generator, approved highly efficient equipment and etc.

On the sale, disposal or write off of plant and machinery, a balancing allowance or balancing charge will be made to cover the deficiency / excess of the remaining allowances not yet claimed on the expenditure below / over the sales proceeds. However, the balancing charge will not exceed the aggregate of all allowances previously granted in respect of the asset. The surplus is considered a capital gain and, therefore, does not become part of the chargeable income.

Productivity and innovation credit

Until 2017, the Productivity and Innovation Credit (PIC) is available to businesses on the following activities:

- Acquisition or leasing of automation equipment
- Employee training
- Acquisition or in-licensing of intellectual property rights
- Research and development
- Approved design projects
- Registration of patents, trademarks, designs, and plant varieties.

Under the PIC scheme, businesses can enjoy enhanced deduction / allowances at 400% on up to SGD 400,000 of their expenditure per year on each of the qualifying activities. Subject to conditions such as having three local employees during the relevant period, the business can opt to convert qualifying expenditure of up to SGD 100,000 per year at a rate of 60% (40% for expenditure incurred on or after 1st August 2016 till the expiry of PIC) into a non-taxable PIC Cash Payout.

PIC+ for Small Medium Enterprises (SMEs)

Until 2017, PIC+ scheme is available to qualifying SMEs where the expenditure cap is an increased SGD 600,000 (instead of SGD 400,000) per year on each of the qualifying activities.

An entity is a qualifying SME if:

- Its annual turnover is not more than SGD 100 million or
- It employs not more than 200 workers.

The above criterion is applied at the group level if the entity is part of the group.

Group relief

Unused capital allowances, losses, and donations arising in the current year can be transferred for set-off against the taxable profits of a related company within the same group, subject to the stipulated conditions.

A group must consist of a Singapore incorporated parent company and all its Singapore incorporated subsidiaries, to qualify for the Group relief claim. The parent company must own at least 75% of the subsidiaries and the subsidiaries must have the same year-end as the parent company. However, certain loss items such as investment allowances, exempt loss and loss from foreign branches, cannot be transferred.

Loss carry-forward

Unused tax losses and capital allowances can be carried forward indefinitely for set-off against subsequent years' income, provided there is no more than 50% change of ultimate shareholders as at the relevant comparison dates. Unused donations can be carried forward for up to five years. Where there is a substantial shareholding change, the affected losses would be disregarded, unless a ministerial approval is sought to waive the shareholders test requirement.

Loss carry-backward

A person in a trade, business, profession, or vocation can carry back current year tax losses and capital allowances for one year, up to SGD 100,000.

Individual tax

Resident taxation

Tax rates

Income (SGD)	Marginal tax rate
Up to 2015	
20,000	0%
30,000	2%
40,000	3.5%
80,000	7%
120,000	11.5%
160,000	15%
200,000	17%
320,000	18%
>320,000	20%

Income (SGD)	Marginal tax rate
2016 onwards	
20,000	0%
30,000	2%
40,000	3.5%
80,000	7%
120,000	11.5%
160,000	15%
200,000	18%
240,000	19%
280,000	19.5%
320,000	20%
>320,000	22%

Tax relief

- Personal tax relief of SGD 1,000, increasing to SGD 6,000 at 55-59 years old and SGD 8,000 at 60 years old onwards.
- Spousal tax relief of SGD 2,000 if the spouse does not earn more than SGD 4,000 annually.
- Child relief of SGD 4,000 if the child is under 16 years old, is a full-time student, or does not earn more than SGD 4,000 per year.
- Choice of relief on employee contribution to the Central Provident Fund ("CPF") or life insurance premium. For the self-employed, CPF relief of up to SGD 30,600.
- Approved academic, professional, or vocational course fees up to SGD 5,500.
- Twice the levy paid for one foreign maid, applicable to working married women.

Non-resident taxation

Non-residents individuals working in Singapore for fewer than 60 days in a year are exempted from employment income tax, with some exceptions. This 60-day exemption rule does not apply to public entertainers and professionals. Non-resident individual entertainers are taxed at 15% (reduced to 10% for income due and payable during the period up to 31st March 2020). Non-resident professionals are taxed at 15%, with an option to be taxed on net income at 22% (20% for period of engagement before 1st January 2016).

Non-resident directors of Singapore resident companies are taxed at 22% on their directors' fees and other remuneration (20% for income due and payable before 1st January 2016).

Individuals working for more than 60 days but less than 183 days in a year are subject to employment income tax at the greater of 15% (with no personal reliefs) or resident taxation (with tax reliefs).

All other sources of income for non-resident individuals are taxed 20% (22% with effect from 1st January 2016), except for certain income which are taxed at reduced final withholding tax rates.

Withholding Tax

Income source	Rate
Dividends	0%
Interest	15%
Royalties	10%
Technical service fees	17%
Management service fees	17%
Rent	15%
Directors' fees	20% (22% with effect from 2016)

Tax treaties

To avoid double taxation, Singapore has entered into tax treaties with other countries. Typically, the country that sourced the income claims the tax while the country of residence credits the tax. Currently, Singapore has tax treaties with the following countries:

Withholding tax

Albania	Estonia	Jersey	Myanmar	Slovak Republic
Australia	Fiji	Kazakhstan	Netherlands	Slovenia
Austria	Finland	South Korea	New Zealand	South Africa
Bahrain	France	Kuwait	Norway	Spain
Bangladesh	Georgia	Latvia	Oman	Sri Lanka
Barbados	Germany	Libya	Pakistan	Sweden
Belarus	Guernsey	Lichtenstein	Panama	Switzerland
Belgium	Hungary	Lithuania	Papua New Guinea	Taiwan
Brunei	India	Luxembourg	Philippines	Thailand
Bulgaria	Indonesia	Malaysia	Poland	Turkey
Canada	Ireland	Malta	Portugal	Ukraine
China	Isle of Man	Mauritius	Qatar	United Arab Emirates
Cyprus	Israel	Mexico	Romania	United Kingdom
Czech Republic	Italy	Mongolia	Russian Federation	Uzbekistan
Denmark	Japan	Morocco	Saudi Arabia	Vietnam
Egypt				

Other taxes

Stamp duty

Stamp duty is levied on specific dutiable documents relating to immovable property in Singapore and stocks/shares of Singapore companies. Typically, the purchaser pays the stamp duty, which is insignificant except for: transfer of shares at 0.2% and sale of immovable property (Buyer's stamp duty) at 3%.

In addition, the following stamp duties may be applicable to residential and industrial properties acquired / sold:

- Additional Buyer's Stamp Duty (ABSD) of up to 15% depending on the profile of the buyer
- Sellers's Stamp Duty (SSD) if the properties are purchased / sold within certain period / holding period.

Estate and gift taxes

Singapore does not levy these taxes.

Property tax

Property tax is levied on immovable properties. It is computed as a percentage applied to the annual value which is the gross amount for which a property is expected to be rented for the year.

Non-residential properties, such as commercial and industrial buildings and land are taxed at 10%.

Residential properties are taxed at a minimum rates of 4% (Owner-occupied) and 10% (Non Owner-occupied).

Goods and services tax

Goods and Services Tax (GST) is a tax on consumption. It is imposed on any taxable supply of goods or services, where the supply is made in Singapore by a taxable person. Additionally, goods imported into Singapore by any person will also be subject to GST. The taxable person is a registrable person who makes or intends to make at least SGD 1 million in total value of taxable supplies annually. It includes companies, individuals, partnerships, cooperatives, trusts, charities, businesses, profession or vocations.

The standard GST rate is 7%, although certain goods and services enjoy a 0% rate (export of goods / international services) or full exemption.

Customs and excise duties

Customs and excise duties are levied on liquors, tobacco products, motor vehicles, and petroleum products.

Investment

Tax incentives

The Economic Expansion Incentives (Relief from Income Tax) Act 1967 (together with the Amendment Acts) (EEIA) and The Singapore Income Tax Act provides tax incentives to specific industries. The provision of such incentives is to encourage industries to produce high value-added goods and services for the world market and to promote automation and wide-scale mechanization.

The Economic Development Board (EDB) is the principal government body responsible for administering the various incentives provided in the EEIA. The International Enterprise Singapore and the Maritime Port Authority (MPA) administer certain of the incentives provided in the Singapore Income Tax Act.

Pioneer status incentives

A 100% exemption from tax for a period up to 15 years is available to industries which manufacture approved pioneer products or provide approved services, that have the effect of promoting economic or technological development in Singapore.

Development and Expansion Incentives

The Development and Expansion Incentive (DEI) is available to companies that engage in high value-added operations in Singapore but do not qualify for pioneer incentive status and to companies whose pioneer incentive status has expired.

DEI companies enjoy a concessionary tax rate of not less than 5% on their incremental income from qualifying activities. The tax relief period is ten years, with possible extensions.

Investment allowances

A company may apply to be granted investment allowances in respect of capital expenditure for manufacturing operations, specialized engineering or technical services, research and development, construction, reduction of drinking water consumption and, activities qualifying for the pioneer service company incentives described earlier. Upon approval, investment allowances of up to 100% of the expenditure incurred on productive equipment is granted, in addition to the normal tax depreciation allowance.

MSI – Approved International Shipping Enterprise Award (MSI-AIS)

The MSI-AIS award applies to resident shipping companies which operate non-Singapore flag ships. Qualifying foreign ships include towage vessels, salvage ships, dredges, seismic vessels, and semisubmersible oil rigs. The following incomes of approved international shipping enterprises are exempted from income tax under the scheme:

- income from the carriage of passengers, mails, livestock or goods from outside Singapore port limits by any foreign ship
- income from the charter of any foreign ship to a non-resident of Singapore, or to another approved international shipping enterprise, for the carriage of passengers, mails, livestock or goods outside Singapore port limits
- income from the carriage of passengers, mails, livestock or goods by a foreign ship to Singapore for the purpose of trans-shipment
- income derived from the operation of Floating Production Storage Offloading vessels and Floating Storage Offloading vessels in Singapore.

To qualify for this scheme, the shipping company must be a Singapore-registered company and a tax resident in Singapore with direct business spending of more than SGD 4 million annually. Initially, the incentive can be granted for ten years with provision for extension up to a total of 40 years.

The MSI-AIS (Entry) was introduced on 1st June 2011 for qualifying entry players to enjoy similar tax benefits as the MSI-AIS award. The MSI-AIS (Entry) award will be granted for a non-renewable five-year period, with the option of graduating to the mainstream MSI-AIS scheme. Window for application is open until 31st May 2021.

MSI – Shipping-related Support Services Award (MSI-SSS)

Ship agencies, ship management companies, logistics providers and ship brokers may apply for this incentive. To qualify, the Company must have substantial operations and a good track record in their relevant field.

Qualifying companies will be accorded a concessionary tax rate of at least 10% on their incremental income only. The base profit will continue to be taxed at the normal corporate tax rate. The incentive period is five years, subject to approval for renewal. Window for application is open until 31st May 2021.

MSI – Maritime Leasing Award (MSI-ML)

To encourage the development of ship financing activities in Singapore, the MSI-ML was introduced in 2007. Under this scheme, an Approved Shipping Investment Enterprise (ASIE) will enjoy tax exemption on its investment income, which includes income from chartering or finance leasing of seagoing ships to qualifying persons. In addition, an approved shipping investment management company will enjoy a 10% concessionary tax rate on qualifying income derived from ASIE management.

Leasing of containers is included under the Maritime Finance Incentive. The Approved Container Investment Enterprise (ACIE) will enjoy concessionary rate of 5% or 10% on its income from leasing sea containers. An approved container investment management company will enjoy a 10% concessionary tax rate on qualifying income derived from management of ACIE.

Global Trader Programme (GTP)

This incentive was introduced to encourage companies to use Singapore as their regional or global base for their trading operations. Under the GTP, approved companies enjoy a concessionary tax rate of 5% or 10% on qualifying transactions conducted on qualifying commodities and products, such as energy, agriculture, building and industrial materials, consumer products, machinery components, minerals, etc. A sunset clause of 31st March 2021 applies to the GTP scheme.



Intellectual property

All intellectual property rights are handled by the Intellectual Property Office of Singapore (IPOS).

Patent

A patentable invention provides a novel solution to a technical problem. To register a patent, the invention has to meet three criteria: new (not publicly known anywhere in the world), inventive (improvement over an existing product or process), and industrially applicable (can be made or used in practice). A patent lasts 20 years from the date of filing and prevents others from making, using, selling, or importing without permission.

Trademark

A trademark is an identifying sign used to distinguish a service or product, usually the company logo or brand. A trademark does not have to be registered; disputes can be settled by common law. However, registering a trademark grants its owner monopoly over that mark and serves as absolute evidence in cases of dispute. A trademark lasts ten years and can be renewed indefinitely.

Registered design

Sometimes called patentable design in other countries, a registered design is the features of a shape, configuration, pattern or ornament applied to an article. A design must be new and industrially applicable – the owner must intend to sell at least 50 copies of the design. A registered design lasts five years and can be renewed up to an additional 15 years.

Plant variety protection

To register a plant variety, the variety must be novel, distinct, uniform and stable. Additionally, it must have its own name or identification. The protection lasts 25 years.

Copyright

A work is automatically copyrighted upon completion and does not need to be registered. Literary and artistic works, sound recordings and films, broadcasts and cable programs, and performances enjoy copyright protection. Copyrights usually last 70 years after date of publication. A literary or artistic work may be protected for an additional 70 years after the death of the author. Broadcasts only enjoy 50 years of protection. The right to publish a literary, dramatic, musical or artistic work is protected for 25 years. Sound recording, films, performances are protected for 70 years.

Layout-design of an integrated circuit

In short, the design of a computer chip can be protected for ten years after the first commercial use or 15 years after date of creation, whichever is shorter.

Expropriation

Singapore has never expropriated the property of a foreign investor and has no laws that would ever force foreign investors to transfer ownership to local interests.

Property ownership

All residential land dealings are regulated by the Residential Property Act and are under the administration of the Land Dealings Unit. A foreign person cannot obtain residential land or landed residential property without permission from the Minister for Law. However, a foreign person is free to rent or buy an apartment or condominium under the Planning Act, given that the person does not buy all the units in a project. Also, a foreigner can buy a leasehold estate in a landed residential property for a term up to seven years.

Foreigners can buy shophouses (for commercial use), hotels, commercial or industrial properties without separate approval.

International trade agreements

As a member of ASEAN and WTO, Singapore has entered the following free-trade agreements:

- ASEAN Free Trade Area (AFTA)
- ASEAN – Australia/New Zealand (AANZ FTA)
- ASEAN – China (ACFTA)
- ASEAN – India (AIFTA)
- ASEAN – Japan (AJCEP)
- ASEAN – Korea (AKFTA)

In addition, Singapore has established free trade agreements with the following countries:

Australia	Costa Rica	Kuwait	Panama	South Korea
Bahrain	Iceland	Lichtenstein	Peru	Switzerland
Brunei	India	New Zealand	Qatar	United Arab Emirates
China	Japan	Norway	Saudi Arabia	United States
Chile	Jordan	Oman		

TPP

The Trans-Pacific Partnership (TPP) is a Free Trade Agreement between 12 countries: Australia, Brunei, Canada, Chile, Japan, Malaysia, Mexico, New Zealand, Peru, Singapore, the United States and Vietnam. The TPP was concluded on 5th October 2015.

These trade agreements are still in negotiation:

- ASEAN – India Services and Investment
- ASEAN – Japan Services and Investment
- Canada
- Mexico
- Pakistan
- RCEP (Regional Comprehensive Economic Partnership)
- Ukraine

13. Taiwan

Country profile

Official name	Republic of China
Capital	Taipei
Location	Between China and Philippines
Area	35,883 km ²
Climate	Marine tropical with rainy season
Time zone	UTC +7 no DST
Population	~23.4 million
Currency	New Taiwan Dollar NTD
Language	Chinese English
Religion	35% Buddhism 33% Taoism 4% Yiguandao 4% Christianity
International	ADB WTO
Government	Democratic Republic

Taiwan has five Yuan, or branches of government. The President is democratically elected for up to two four-year terms as head of state and commander-in-chief of the armed forces. The President has authority over all Yuan.

Executive

The Executive Yuan is headed by the Premier. The President personally appoints the Premier and the other high ranking members through the Premier's recommendation. The Executive Yuan proposes policies to the Legislative Yuan and is responsible for publicly answering questions directed to the government, often from the Legislative Yuan.

Legislative

The Legislative Yuan acts like a parliament. The 113-member committee is responsible for passing laws. In some cases, the Legislative Yuan can propose its own laws. Members are elected democratically to serve four-year terms. Neither the President nor the Premier can veto bills.

Judicial

The Constitutional Court is the highest body in the Judicial Yuan. Eight members serve four-year terms – two of which can be appointed by the President to become president and vice president of the Judicial Yuan – and seven members serve eight-year terms. It supervises the lower courts, interprets the Constitution, and can impeach the Premier. Below it is the Supreme Court, the court of last resort. The Judicial Yuan as a whole adjudicates civil, criminal, and administrative cases.

Control

The Control Yuan audits, investigates, and monitors the other Yuan and government officials.

Examination

The Examination Yuan uses a civil service examination system to make sure all civil servants are qualified.

IMF Data	2013	2014	2015 (est)
Real GDP USD billions	511	530	517
GDP per capita USD	21,874	22,600	22,083
Investments % GDP	22.1%	21.9%	21.4%
Unemployment	4.2%	4.0%	4.0%
Inflation, EoY	0.3%	0.6%	0.6%

Business entities

All foreign investors who wish to set up a business entity in Taiwan must get a Foreign Investment Approval from the Ministry of Economic Affairs.

Companies

Taiwan recognizes four types of companies:

- **Unlimited** – all shareholders can be held liable up to their personal assets, analogous to sole proprietorship
- **Unlimited with limited liability shareholders** – some shareholders' liabilities are limited to their capital contributions, while some other shareholders can be held liable up to their personal assets
- **Limited** – at least one shareholder, each only liable up to their capital contribution
- **Limited by shares** – at least two shareholders, or at least one shareholder if a corporation or governmental body, with liability limited to their shares.

Partnership

Partnerships are formed by two or more people who want to conduct business under the same name. All partners share unlimited liability. Partnerships do not need to be registered.

Sole proprietorship

This type of business entity is not separate from its owner, i.e. the owner's assets can be seized to cover for any liability. However, foreigners cannot set up a sole proprietorship under Taiwanese law.

Branches

A company that has been registered in another country may open a branch office with the approval of the Ministry of Economic Affairs (MOEA). Branches might be more restricted than companies, such as in the banking industry.

Representative offices

These can be set up if a company does not plan to generate any profits in Taiwan. A representative office can conduct research and procure goods.

Accounting and auditing

All companies must use the Taiwan-IFRS, which is very close to IFRS. The fiscal year runs from 1st January to 31st December. Accounts have to be stated in Chinese; it is possible to prepare books of accounts in multiple languages.

Annual reports must have:

- Business report
- Balance sheet
- Profit and loss statement
- Status of shareholding changes
- Cash flow statement
- Proposals for allocation of profits or covering of losses.

Companies with revenue above NTD 30 million must have their financial statements audited by an independent CPA. Additionally, all listed companies must have their quarterly and annual reports reviewed and certified by independent auditors, respectively.

Finance and capital markets

Exchange control

Taiwan has actively deregulated foreign exchange controls since 1987. Direct investments, portfolio investments, and inward and outward remittances related to foreign trade do not need prior approval from the Central Bank. Other than for those purposes, up to USD 5 million and USD 50 million per year can be moved by a resident individual or entity, respectively, without prior approval from the Central Bank although single remittances of more than USD 500,000 and USD 1,000,000, respectively, require supporting documents. For non-residents, the limit is USD 100,000 per instance without prior approval.

Banking system

The Central Bank of the Republic of China (CBC) is Taiwan's central bank and is officially part of the Executive Yuan. The CBC is an independent body responsible for monetary policy with the goals of maintaining financial stability, banking operations, and currency value. The CBC prints bank notes and mints coins while the Bank of Taiwan, a state-owned commercial bank under the CBC, distributes the notes and coins.

Types of banks

- **Commercial banks** offer full banking services. As of 2015, 39 commercial banks account for 78% of deposits taken and 92% of loans extended.
- **Local branches of foreign banks** can act like commercial banks but have more restrictions.
- **Specialized banks** can accept deposits but cannot open checking accounts. They extend loans to specific industries, such as agriculture and import-export.
- **Local credit co-ops** can accept deposits from anyone but can only extend loans within their industries, such as farming and fishing.

Other than those four types of banks, Taiwan also recognizes these non-banking institutions:

- **Postal remittances and savings banks** only offer deposit and remittance services, yet account for 15% of deposits taken. These banks are run by over 1,300 post offices nationwide
- **Trust and investment companies** manage trust funds and cannot accept deposits, but may extend loans
- **Insurance companies** offer insurance, although a single firm cannot offer both life and non-life insurance policies.

Bank secrecy

Banking secrecy is mandated by Banking Law 48, which is quite strict in requiring banks to not disclose customers' personal and financial information.

Central Deposit Insurance Corporation (CDIC)

The CDIC is jointly owned by the Financial Supervisory Commission and the CBC. All deposit-taking financial institutions must take part in the insurance. The CDIC covers up to NTD 3 million per customer per bank.

Capital market

Securities and Futures Bureau (SFB)

The SFB is one of the four bureaus under the Financial Supervisory Commission (FSC). Its four main goals are: supervising securities issuance and trading, facilitating economic development, protecting investors, and developing the futures market.

Taiwan Depository and Clearing Corporation (TDCC)

The TDCC in 2005 when the FSC decided to merge the Taiwan Securities Central Depository Company and the Debt Instruments Depository and Clearing Company and integrate their services. As the name implies, the TDCC is Taiwan's central depository that also provides clearing and settlement services. It also provides custodian and payment processing services.

Taiwan Stock Exchange (TWSE)

The TWSE is the largest stock exchange in Taiwan: its listed stocks have a combined market cap of NTD 26.9 billion as of 2014. TWSE uses an automated trading, clearing, and settlement systems. To enlist in the TWSE, the company must have at least NTD 600 million in paid-up capital or have a market cap of at least NTD 1.6 billion after listing. Additionally, the company must have a profit of at least NTD 120 million in the previous year and a total profit of NTD 250 million for the last three years. More than 50% of the company's shares must be publicly traded after listing. Smaller companies may enlist in the Greta Securities Market (GTSM), which has much less stringent requirements. Futures are traded in the TAIEX.

Labor

The *Labor Standards Act* serves as the law governing employment practice and labor relations in Taiwan. The Ministry of Labor is the national implementing government agency.

Types of employment

There are two types of labor contract based on duration: fixed term contract for up to 90 days and continuous contract.

All fixed term contracts automatically become continuous contracts after 90 days of work. A series of fixed-term contracts have a combined duration if not more than 30 days have passed between each contract.

Working hours and compensation

Employers can only require employees to work eight hours a day, 84 hours every two weeks, with two paid off days every two weeks. With the agreement of the labor union, an employer may distribute a day's work over the course of the week, with no more than two extra hours per week (e.g. 5-day work week with maximum of ten hours of work per day). A break of at least thirty minutes must be provided after four hours of work. Starting from 1st January 2016, the maximum allowable working hours will be reduced to 40 per week, with a mandatory two days off every week.

Overtime rate is 133% for fewer than two hours of work, 167% for two to four hours of work, and 200% for everything else (e.g. holidays). Overtime is limited to 46 hours a month. Work, including overtime, cannot exceed 12 hours a day.

Wages and benefits

Minimum daily wage

As of the beginning of 1st July 2015, the hourly minimum wage is NTD 120 (roughly USD 3.88).

Benefits

Holiday pay

Each employee is entitled to 14 days of paid leave during public holidays and is paid twice the regular rate when work is performed on a holiday.

Service incentive leave

After the first year of service, each employee is entitled to seven days of paid annual leave. The number goes up to ten after the third year, 14 after the fifth year, and an additional day for each year of service in excess of ten years.

Annual bonuses

An employer may give an annual bonus equal to one month's salary (13th month's salary) to its employees although it is not mandated by law. Employees who have worked for fewer than 12 months may get a prorated bonus.

Compulsory insurance

The Labor Insurance Act requires all employers with five or more employees to insure all the employees at the Bureau of Labor Insurance. The insurance covers maternity benefits, injury, disability, death, and retirement. The premium ranges from 7.5 to 13%: 70% is paid by the employer, 20% by the employee, and 10% by the government.

Additionally, under the Labor Pension Act, employers must insure all resident employees for pension coverage. Employers must contribute at least 6% of the employee's salary; employee contribution is optional but can go up to 6%.

Maternity leave

Every female employee is entitled to eight weeks of paid maternity leave. In the case of miscarriage, the employee may take four weeks of paid maternity leave. If the employee has worked for at least six months, then the employee receives 100% salary; if fewer than six months, then the employee receives 50% salary.

Retirement benefits

The accumulated contributions through the Labor Pension Act and the accrued interest and dividends will be paid out at time of pension. Employees with fewer than 15 years of service will receive a lump sum, while those with more than 15 years of service receive monthly payments. Employees can retire at the age of 60.

Previously, those claiming pension cannot also claim severance. However, under the new laws, all pensioners can claim severance of half a month's salary for each year of service, up to a maximum of six months' salary.

Termination of employment

Employees must be notified at least ten to 30 days before termination, depending on duration of employment. Employers must pay severance fees equal to one month's salary for each year of service rendered, unless the employee was fired (e.g. due to criminal offense).

Labor relations

Labor union

The Labor Union Act allows employees to form a union as long as it has at least 30 members. If a place of employment has its own union, then all employees are required to join that union. The Act forbids employers to interfere with labor union activities. If unable to reach an agreement through collective bargaining, a union can get help from the Council of Labor Affairs.

Strike

Employees are lawfully allowed to strike after a majority vote from the labor union. Some professions such as in defense and education are not allowed to strike.

Employment of foreigners

Foreign workers are only allowed to work in Taiwan as a teacher, technician, or executive in a foreign-invested project. Application for work permit must be filled by the employer. Work permits are generally valid for three years. Foreigners cannot be self-employed. After receiving the work permit, the foreigner must still apply for a resident visa at the National Immigration Agency.

Taxation

Taxation is administered through the Taxation Administration, which is under the supervision of the Ministry of Finance.

Corporate tax

Corporations pay taxes based on residency. Resident corporations pay taxes on worldwide income while branches of foreign companies pay taxes on Taiwan-sourced income. All Taiwan-sourced income must have their taxes withheld.

Tax rates

Businesses earning less than NTD 120,000 per year enjoy a 0% tax rate. All other companies are taxed a flat 17%, although the amount cannot exceed 50% of the profits above NTD 120,000. For instance, if a company makes NTD 130,000 in profit, the 17% tax amounts to NTD 22,100. However, 50% of the excess profit only amounts to NTD 5,000, so the company is only taxed NTD 5,000.

Taiwan also employs an Alternate Minimum Tax. Companies pay the higher of the above tax calculation or the AMT. The AMT is all income minus NTD 500,000, multiplied by 12%.

Taxable profit

Taxable profit is revenue minus deductible expenses, adjusted for other assessable income. These sources of income are not taxable:

- Sale of land
- Securities and futures transactions
- International transportation (for foreign companies)
- Construction service for manufacturing facilities (for foreign companies)
- Dividends from a Taiwanese company (for domestic companies).

Allowable deductions

All expenses are deductible if they pertain to revenue generation, are properly documented, and are not categorized as non-deductible expenses.

Loss carryover

All tax losses may be carried forward for a maximum of ten consecutive years but cannot be carried backwards.

Withholding Tax

Resident companies are exempt from withholding tax if they can supply the appropriate invoices.

Income source	Resident	Non-resident
Commissions	10%	20%
Rentals	10%	20%
Prizes and awards	10%	20%
Dividends	-	20%
Professional fees	-	20%
Interest	10%	15 or 20%
Technical service fees	-	3 or 20%
Royalties	10%	0 or 20%

Individual tax

Individual income tax is only levied on Taiwan-sourced income, regardless of residence, although tax rates may vary.

Tax rates

Tax residents (including foreigners staying for more than 183 days in Taiwan) pay according to the following schedule:

Annual income (NTD)	Tax rate
520,000	5%
1,170,000	12%
2,235,000	20%
4,400,000	30%
10,00,000	40%
>10,000,00	45%

Non-residents who stay for fewer than 90 days are taxed 18% only on income from domestic employers, while non-residents who stay between 90 and 183 days are taxed at a flat 18% from all Taiwan-sourced income.

Taxable income

Individual taxpayers are taxed on all income minus deductions and exemptions.

Allowable exemptions

- Personal deduction of NTD 85,000.
- Deduction of NTD 85,000 for spouse.
- Deduction of NTD 85,000 for each dependent below 20 years old, pursuing education, or above 60 years old.
- Deduction of NTD 127,500 for each dependent above 70 years old.

Allowable deductions

- Personal deduction of NTD 90,000, or NTD 180,000 if married.
- Rent deduction of up to NTD 120,000.
- Insurance premiums.

- Mortgage interest
- Uncompensated medical, maternity, or casualty expenses
- Contributions to charities and political parties.

Income tax treaties

Australia	Germany	Luxembourg	Paraguay	Sweden
Belgium	Hungary	Macau	Senegal	Switzerland
Canada	India	Macedonia	Singapore	Thailand
Denmark	Indonesia	Malaysia	Slovak Republic	United Kingdom
European Union	Israel	Netherlands	South Africa	United States
France	Japan	New Zealand	Swaziland	Vietnam
Gambia	Korea	Norway		

Business tax

Business tax is divided into two: GBRT (Gross Business Receipts Tax) and VAT (Value Added Tax). VAT is levied at a flat rate of 5%, with several items taxed at 0% or exempt. GBRT follows this table:

Business	Rate
Tearooms, cafes, bars	25%
Nightclubs and restaurants with entertainment	15%
Financial institutions	2%
Businesses not required to report transactions	1%
Wholesale agricultural traders or suppliers	0.1%

Other taxes

Excise tax

Products	Tax rate
Vehicles	15-30%
Rubber tires	10-15%
Non-alcoholic beverages	8-15%
Flat-glass	10%
Electric appliances	10-20%

Goods	Unit	Tax (NTD)
Liquefied petroleum gas	Ton	690
Other oil and gas	KL	110-6,830
Cigarettes	1,000 sticks	590
Other tobacco products	Kg	590
Beer	L	26
Other alcoholic beverages	2-proofs, L	2.5 or 7

Customs duty

Import tax is levied on most imported goods based on the CIF (cost, insurance, freight). Tax rates vary from 0-45%, the average being around 6.35%. Some items such as books and laptops, as well as items with cost less than NTD 3,000, are exempt from import duty. All items are also subject to Trade Promotion Tax at 0.04%.

Stamp duty

NTD 12 is levied on all contracts on the sale of movable properties. Cash receipts, excluding checks, are taxed at 0.4%. All others are taxed at 0.1% of contract value.

Inheritance tax/gift tax

Real estate worth more than NTD 12 million get taxed 10%. Taiwanese citizens giving gifts of more than NTD 2.2 million are taxed 10%.

Property taxes

Land is taxed depending on the use: industrial 1%, residential 0.2%, public buildings 0.6%. Other uses of land get taxed anywhere from 1% to 5.5%. Buildings get taxed similarly: commercial 3-5%, residential 1.2-2%, offices and hospitals 1.5-2.5%.

Transfer for property is also taxed at 20-40% of the increase in value, except self-used residential property which is taxed at 10%. For properties where the above tax does not apply, the Deed Tax is used: 2-6% of total value.

Securities and futures transaction tax

Shares are taxed 0.3% and corporate bonds are taxed 0.1% of the transaction price. Futures traded at the TAIFEX are taxed depending on the type of derivative, ranging from 0.0000125% to 0.004% of the transaction price. Options are taxed 0.1% on the premium paid.

Investment

Business incentives

Taiwan wants to attract technology and brainpower, so most of the incentives are focused on the high-tech sectors. To push companies to do R&D, Taiwan allows companies to get tax credit equal to 15% of R&D spending, up to 30% tax payable. Certain industries enjoy greater benefits. Pharmaceuticals and biotech companies can deduct 35% of R&D and personnel training expenses over the next five years. To encourage companies to implement foreign technology and intellectual property, royalties paid to foreign companies are exempted from tax.

Companies working on infrastructure or transportation, with government approval, enjoy the 15% R&D tax credit and 5-20% tax credit on capital expenditure in addition to a five-year tax holiday. Imported machinery and equipment are exempt from customs duty.

Taiwan designates some free trade zones, export processing zones, and bonded areas, which typically enjoy tax exemption on the import of materials and machinery, and on exports of goods and services.

Intellectual property rights

The Taiwan Intellectual Property Office handles the registration and protection of all intellectual property in Taiwan. As a member of WTO, Taiwan follows TRIPS, although it has not signed up for the other major intellectual property agreements.

Patents

Taiwan recognizes three types of patents with different scopes of protection: new inventions for 20 years, utility model improvement for ten years, new design improvement for 12 years.

Trademarks

Trademarks are used to distinguish a good or service from others in the form of words, images, and/or colors. They are protected for ten years and may be renewed indefinitely.

Copyright

While works that fall under copyright law are immediately protected upon creation, registering the work offers further protection from disputes. Copyrights are protected for 50 years after the author's death. If the author is anonymous or a business entity, then copyright lasts for 50 years after publication. Integrated circuit design are also copyrighted with protection of ten years.

Trade secrets

Trade secrets are protected by law, given that the information is not common knowledge, the owner reasonably protects such secrecy, and the secret has real economic value.

Expropriation and compensation

Taiwan regularly expropriates land for public use. Property owners are compensated at current market value, sometimes with a premium attached. Property of foreign businesses cannot be expropriated if the foreign ownership is above 45%.

Property ownership

Property ownership is generally freehold, although leasehold is an option which is getting more popular. Foreigners can buy real estate by registering at the Ministry of Economic Affairs, provided that the foreigner's home country has a reciprocal agreement where a Taiwan citizen can purchase real estate in that country.

International trade agreements

Taiwan has entered free trade agreements with the following countries:

- China
- El Salvador
- Guatemala
- Honduras
- Nicaragua
- New Zealand
- Singapore
- Panama.

14. Thailand

Country profile

Official name	Kingdom of Thailand
Capital	Bangkok
Location	Burma and Laos to the north Cambodia to the east Myanmar to the west Malaysia to the south
Area	~513,120 km ²
Climate	Tropical with monsoons
Time zone	UTC +7 no DST
Population	68 million (2015 estimated)
Currency	Thai Baht THB
Language	Thai English
Religion	95% Buddhism 4.6% Islam
International	APEC ASEAN
Government	Constitutional monarchy under [military junta] Parliamentary democracy

In Thailand, the King is head of state, while the leader of the government is the Prime Minister. Other chief executives also include cabinet members and ministers, together with high-ranking government officials in ministries, bureaus and agencies. As head of state, the King has the authority to exercise sovereign power through the National Assembly, the Council of Ministers, and the Courts. The Prime Minister functions in the name of the King, and is responsible for all royal commands regarding the affairs of the State.

Executive

The Prime Minister heads the executive branch and leads the Cabinet or the Council of Ministers of Thailand. The Prime Minister can appoint or remove any Minister. He represents the country in both domestic and international relations.

Legislative

The National Assembly of Thailand is bicameral. The Senate, the upper house of the legislative branch, has 150 members: 76 elected by provinces and 74 elected by the Senate Selection Commission. The House of Representatives, the primary house, has 375 members directly elected by constituencies and 125 members elected through proportional representation.

Judicial

The judicial branch contains three separate systems: the Constitutional Court settles all matters regarding the constitution; the Administrative Court settles litigations between [state official and a private individual or dispute between an administrative agency and an individual State Official; citizens and bodies of government; and the Court Justice handles everything else.

IMF Data	2013	2014	2015(est)
Real GDP USD billions	401.20	404.8	416.54
GDP per capita USD	5,673	5,445	5,547
Investments % GDP	29.2%	27%	27.8%
Unemployment	0.7%	0.7%	0.9%
Inflation	2.2%	1.8%	-0.9%

Ref: Ministry of Finance; <http://www.mfa.go.th>
 Bank of Thailand; www.bot.or.th
 Board of Investment; www.boi.go.th
 Economy Watch; www.economywatch.com

Business entities

The Thailand Civil and Commercial Code enumerates types of business entities that can be wholly owned by foreigners. However, certain business sectors are restricted up to 49% foreign participation. Business entities specifically for foreigners are listed in the Board of Investment Act and the Foreign Business Operation Act 1999. See Type of Business Organization from the link beneath; http://www.dbd.go.th/dbdweb_en/images/pic/organization_eng.jpg

Sole proprietorships

A sole proprietorship is owned by a single person and is restricted to foreigners living in Thailand.

Partnerships

Unregistered ordinary partnerships

This type of partnership is not registered with the Thai Commercial Registration Office, so it is not considered a legal entity and is taxed like an individual. Every partner has joint unlimited liability for all partnership's debts and obligations from the time of joining and even after leaving the partnership. Partners can contribute money, other assets, or labor to the partnership.

Registered ordinary partnerships

Because this type of partnership is registered at the Commercial Registration Office, it is considered a legal entity and gains several forms of protection:

- A partner can make a claim against third parties on behalf of the partnership without having to be named in the transaction which gives rise to the claim
- A partner's liability ceases two years after he leaves the partnership
- Creditors must exhaust all assets of the partnership before they can pursue claims against individual partners
- A partner's personal creditors can only make claims on profits from the partner's share and not on assets belonging to the partnership.

The partnership must submit annual financial reports and pay corporate income taxes. However, income may also be reported on individual partner's tax returns.

Limited partnerships

A limited partnership must have at least one general partner, called "The managing partner", who holds unlimited liability for the partnership's debts and obligations. It can have any number of limited partners, whose liabilities are limited to their own contributions. Limited partners can contribute money or other assets to the partnership but not labor. Only general partners can put their names on the partnership's name.

A limited partnership must be registered with the Thai Commercial Registration Office. It must submit annual financial reports and is taxed as a corporate entity.

Limited liability companies

Private limited companies

Private limited company is probably the most commonly used business structure in Thailand, particularly for foreign investors. To establish a company limited, initially, there must be at least three ordinary persons (not juristic persons), called “promoters”, signing together in order to prepare Memorandum of Association and then register. For the “Shareholders” anyone either individual or juristic person can be the company’s shareholder as stated in the memorandum. There must be at least three shareholders at all times. The registration of a company limited is subject to the Civil and Commercial Code.

Major characteristics include:

- No minimum level of capitalization, though it must be enough for the company’s objectives
- The capital must be divided equally into shares with minimum par value of THB 5. The company can issue common and preferred shares, all of which must have voting rights. Preferred shares can have 1/3 or 1/5 the weight of a common share’s voting rights, as specified in the Articles of Association
- All shares must be subscribed to, and at least 25% of shares must be paid up. Each promoter must hold at least one share
- Must have at least three shareholders at all times
- Managed by the board of directors with at least one director, who can be a foreigner. There is no limitation of number of directors required and the director needs not to be shareholder. The director can be anyone who is appointed by the shareholders through shareholders’ meeting
- The shareholders’ liability is limited to the par value of the authorized capital. However, the liability of directors can be unlimited if stated in the company’s articles or memorandum of association
- The company must register its articles and memorandum of association with the Ministry of Commerce. After share subscription, the company must hold a statutory meeting to approve the articles of incorporation, elect its directors, appoint an auditor, etc
- The company cannot publicly offer shares in stock markets or issue securities to the public
- A private limited company can be converted to a public limited company by an extraordinary resolution from the shareholders’ meeting following the provisions of the Civil and Commercial Code.

Public limited companies

A public limited company requires at least 15 shareholders, called “promoters”, at least half of which must reside in Thailand. The Public Limited Companies Act governs public companies.

Major characteristics include:

- No minimum level of capitalization, although the company must have minimum registered capital of THB 20 million to enlist in the Market for Alternative Investment (MAI) and a minimum of THB 300 million to enlist in the Stock Exchange of Thailand (SET)
- The capital must be divided equally into shares with a designated par value
- All shares must be fully paid up. Promoters must subscribe to at least 5% of total shares and hold the shares for at least two years from the company’s incorporation date, unless approval has been given from the shareholders’ meeting
- The board of directors must have at least five members; at least half the members must reside in Thailand. The directors must disclose their shareholdings in the company, and will generally have more responsibilities than directors of a private limited company
- As a limited company, the shareholders’ liability is limited to the par value of the authorized capital. However, the liability of directors can be unlimited if it is so stated in the company’s articles or memorandum of association
- The company must register its articles and memorandum of association with the Ministry of Commerce. After share subscription, the company must hold a statutory meeting to approve the articles of incorporation, elect its directors, appoint an auditor, etc

- A public limited company can offer and trade shares in stock markets and issue securities to the public. The Securities and Exchange Commission (SEC) is responsible for approving public offerings of securities and supervising the Stock Exchange of Thailand (SET).

Branch offices

A foreign company incorporated outside of Thailand can establish a branch office to carry out business activities subject to the Foreign Business Act. A branch office is considered the same legal entity as its head office in terms of status and liabilities. The branch can engage in any activity within the head office's scope of business objectives.

The approval of the Foreign Business Operation License requires minimum working capital of THB 3 million, which can be brought in by the head office in chunks following this schedule:

Months since beginning of operations	Minimum working capital (THB)
3	750,000
12	1,500,000
24	2,250,000
36	3,000,000

The business license lasts indefinitely until the branch ceases operations.

Branch offices pay Corporate Income Tax, VAT, withholding taxes, and any other taxes at the same rate as any company in Thailand. Only the net profits derived from business in Thailand can get taxed.

Representative offices

Representative offices can provide information and assistance to their foreign head offices. However, they cannot engage in profit-seeking or profit-making activities, or act on behalf of third persons.

Representative offices must apply for the Foreign Business Operation License. They are exempt from Thai corporate income tax and have relatively cheap registration fees. However, representative offices still need to get a Corporate Tax Identification number. In addition, they must submit income tax returns and audited financial statements to the Revenue Department and the Department of Business Development under the Ministry of Commerce.

General characteristics of the Representative office

- Not derive any revenue from its service and not subject to Corporate Income Tax (CIT), in accordance with revenue code
- Must receive subsidies for office expenses from the head office only
- Cannot accept purchase orders, make sales officers or engage in business negotiation with any person
- Rendering service to affiliated or group companies is allowed.

In Thailand, representative offices are allowed to:

- Procurement of supply sources for goods and services for the head office or affiliated / group companies
- Inspection and control the quality and quantity of goods purchased or outsourced by the head office or affiliated / group companies
- Give advice about goods sold by the head office to agents or consumers
- Spread information about new products
- Report business trends and movements.

Breach of these limitations will subject the parent company's income to taxation.

The head office must transfer working capital to the representative office following the same schedule as the branch office.

Joint ventures

A joint venture (JV) is when two or more parties enter into an agreement to carry out business or work together. It does not need to be registered with the government since it is a private contract. JV can be unincorporated, where parties maintain their own separate legal status, or incorporated, where parties create a new and distinct legal entity.

In an unincorporated JV, each party must obtain separate licenses and registration requirements to carry out their part of the business venture, e.g. factory licenses, commercial registration, and VAT registration.

Under the Revenue Code, both types of JV are viewed as a single entity and are subject to corporate income tax. If parties under an unincorporated JV wish to remain separate taxpaying entities, they must appropriately structure their contracts and business operations in advance.

Regional offices (RO)

General characteristics of regional office:

- The office must be a juristic person established under the law of a foreign country
- There must be at least a branch office or subsidiary company situated in the same region which can include Thailand
- The office must not derive any revenue from its services
- The office cannot accept purchase orders, make sales offers or engage in business negotiations with any person.
- The office must receive subsidies for office expenses from the head office only
- The office is not liable for CIT under the tax code. For interest accrued from deposits of the remainder of sum received from the head office must be assessed for CIT liability
- The office must prepare financial statements and statutory audit report.

Scope of business of a regional office;

- Coordination and supervision of operations of branch offices or subsidiary companies situated in the same region on behalf of the head office
- Consultation and management service in the following areas:
 - Personal training and development
 - Financial management
 - Control of marketing and sales promotion planning
 - Product development
 - Research and development service.

Note: The applicant can apply for all seven types of activities although only some of them will actually be operated.

Regional Operating Headquarters (ROH)

ROH means a locally incorporated company which carries on business in Thailand providing qualifying services to its associated enterprise or its domestic or foreign branches:

- General management, business planning and business coordination
- Procurement of raw materials and parts
- Research and development of products
- Supporting technical assistance

- Marketing and sales promotion
- Human resource management and training in the region
- Financial advisory services
- Economic and investment analysis and research
- Credit management and control
- Any other supporting services as stipulated by the Director-General of the Revenue Department
- An ROH can apply for tax incentives, which will be covered in the Investments sections later.

International Headquarters and International Trading Centers (IHQ and ITC)

IHQ is a company incorporated under Thai law provides any of the following activities to its branches or “associated enterprises” whether located in Thailand or overseas:

- Managerial services or technical services
- Supporting services engaged in:
 - General management, business planning, and business coordination
 - Procurement of raw materials and parts
 - Research and development of products
 - Technical support
 - Marketing and sales promotion
 - Human resource management and training
 - Financial advisory services
 - Economic and investment analysis and research
 - Credit management and control
 - Any other supporting services stipulated by the Director General of the Revenue Department.
- Financial management, including:
 - Financial management by corporate treasury centers approved under the Exchange Control Law
 - Borrowing and lending in Thai Baht for the following cases:
 - Borrowing in Thai Baht from financial institutions or associated enterprises in Thailand
 - Managing Thai Baht by lending in Thai Baht to associated enterprises in Thailand.

An IHQ can apply for tax incentives, which will be covered in the Investments sections.

International Trading Center (ITC) refers to a company incorporated under Thai laws that purchases and sells goods, raw materials and parts or that provides international trading-related services to juristic persons incorporated under foreign laws. International trading related services include:

- Procurement of goods
- Warehousing and inventory services prior to delivery
- Packaging services
- Transportation of goods
- Insurance on goods
- Advisory, technical and training services on goods
- Any other services stipulated by the Director General of the Revenue Department.

An ITC can apply for tax incentives, which will be covered in the Investments sections.

Accounting and auditing

All companies must use the Thai-GAAP (TFRS), which is very close to IFRS, as set by the Federation of Accounting Professions (FAP). Currently, TFRS is modeled after IFRS. Accounts have to be stated in Thai, although they can be accompanied by another language. Every year, juristic entities must lodge an independently audited financial statement to the Revenue Department and Commercial Registrar.

Finance and capital markets

Exchange controls

Exchange controls are administered by the Bank of Thailand (BOT), Thailand's central bank, on behalf of the Ministry of Finance. Although certain transactions still require direct BOT approval, the BOT has delegated its authority to approve many commercial transactions to agents. Most foreign exchange transactions can be processed through commercial banks. For all foreign currency matters, currency inflows, must be recorded, and contracts, and legal documents must be documented.



Both residents and non-residents can open foreign currency deposit accounts (FCDs) at commercial banks following certain conditions; if said conditions are not satisfied, BOT approval may be required. A non-resident can also open a non-resident THB account with commercial banks.

Personal fund transfers

Foreigners in transit can bring any amount of foreign currency into and out of Thailand. While the amount of THB brought into Thailand is unlimited, travelers must have BOT approval to take THB 50,000 out of Thailand per trip, or THB 500,000 per trip to neighboring countries such as Vietnam.

Residents can bring any amount of foreign currency into Thailand. Within seven days from arrival, the foreign currency must be converted into THB or deposited into a foreign currency deposit account in a commercial bank. Commercial banks can sell foreign currency with certain limits and must examine the reason for purchase.

Trading imports and exports

Importers can make payments by withdrawing from their own foreign currency deposit accounts or buying foreign currency not exceeding the value of imports. Both need to be done through commercial banks with their approval. As such, commercial banks will require appropriate documents including invoices, bills of collection, import permits, etc.

Exports are not subject to foreign exchange restrictions. However, export proceeds greater than a certain limit must be collected within 120 days and deposited in a foreign currency account or converted into THB at a commercial bank within 15 days from date of receipt.

Investment funds

Thailand allows remittance of funds into Thailand for investment and foreign loans. However, funds must be converted into THB or deposited in a foreign currency deposit account with a commercial bank within seven days from the date of remittance.

Repatriation of investment funds outside Thailand, including profits, dividends, and loan repayments, can be made freely through commercial banks with the relevant documents. For amounts above USD 20,000, a foreign exchange transaction form must be submitted to the commercial bank for approval, which in certain cases may require BOT approval. Securities, promissory notes, and bills of exchange can be issued outside Thailand without restrictions.

Promoted businesses

Under the Investment Promotion Act, foreign investments in promoted industries enjoy benefits including guarantees on repatriation of profits, dividends, interest, and imported capital. Also, they can remit foreign currency regarding return of capital and contract payments.

Banking system

The Financial Institution Act defines commercial banks and the allowable types of business. The law covers commercial banks for small businesses and subsidiaries or branches of foreign commercial banks.

The Ministry of Finance (MOF) and the Bank of Thailand regulate the financial sector. The MOF sets out fiscal, economic, and financial system policies. It also oversees public finances, taxation, treasury, government property, and operations of state enterprises and government monopolies.

The central bank (BOT) sets monetary policies, manages the foreign exchange rate, controls foreign exchange, supervises and examines financial institutions, provides banking facilities to the government and financial institutions, and issues banknotes and other securities.

Financial institutions

- **Domestic commercial banks** are licensed to undertake traditional commercial banking business by the MOF.
- **Foreign commercial banks** are similar to domestic commercial banks but have additional restrictions, such as in setting up branches.
- **Government banks** have special mandates by the government. Six such banks exist:
 - Bank of Agriculture and Agricultural Cooperatives
 - Government Housing Bank
 - Government Savings Bank
 - Export Import Bank of Thailand
 - Islamic Bank of Thailand
 - Small and Medium Enterprise Development Bank of Thailand.
- **International banking facilities** engage in offshore and domestic lending, foreign exchange transactions, debt guarantees, letters of credit, loan syndications, investment feasibility studies, merger and acquisition advice and underwriting activities.
- **Securities companies** undertake securities brokerage, dealing, underwriting, investment advisory and fund management.

Financial markets

Thailand has four main financial markets:

- The Stock Exchange of Thailand (SET)
- The Market for Alternative Investment (MAI)
- The Bond Electronic Exchange (BEX)
- The Thai Futures Exchange (TFEX).

The Securities Exchange Commission (SEC), an independent state agency, directly regulates the primary markets, such as SET and MAI. Secondary markets are regulated by the exchanges themselves.

Post-trade services such as securities depository services, clearing and settlement, fund registration, and broker back-office operations services are provided by the Thailand Securities Depository Co. Ltd. (TSD), which is a subsidiary of SET.

Stock Exchange of Thailand

SET was established as a juridical entity under the Securities Exchange of Thailand Act, B.E. 2517 (1974) and began trading in 1975. The SEC supervises it under the Securities and Exchange Act, B.E. 2535 (1992). The SET offers equities, ETFs, depository receipts and bonds, and unit trusts.

SET's roles are:

- To be a market or center for the trading of listed securities, promoter of financial planning, and provider of services connected to such activities without distributing any profits to members
- To encourage the general public to become shareholders in a variety of local industries
- To list securities; supervise listed companies, information disclosure, trading, market surveillance, and members; and spread information to educate investors.

As of 2015, there are 517 listed companies with total market capitalization of THB 12.3 trillion.

Market for Alternative Investment

MAI was established in 1992 by the SET under the Securities and Exchange Act. MAI operates independently under the supervision of the SET's Board of Directors. Certain functions, such as the trading system, clearing and settlement procedures, trading surveillance and supervision, as well as disclosure requirements, are based entirely on existing SET operations. Small- and medium-size enterprises that are too small to enlist in the SET can enlist in the MAI instead. MAI only deals with equities, mainly on businesses with registered capital between THB 20–300 million.

As of 2015, the MAI has 122 listed companies with total market value of THB 323.5 billion.

Bond Electronic Exchange

BEX was launched by the Stock Exchange of Thailand in November 2003 to support the development of Thailand's secondary bond market and allow bond activities for smaller investors. Bonds traded include government, corporate and Asian bonds.

Thai Futures Exchange

TFEX was established in May 2004 as a subsidiary of SET. It offers SET50 index futures, stock options, stock futures, and gold futures. TFEX is governed by the Derivatives Act B.E. 2546 (2003) and is supervised by the SEC.

The Thai derivatives market has a reliable trading infrastructure and TFEX ensures a fair, orderly and transparent market. TFEX offers a cost-efficient and comprehensive range of services including order entry facilities, a matching system, and market dissemination system through a reliable electronic trading platform.

Labor

Thai labor laws allow significant freedom regarding employment. Statutes have more weight than collective agreements regarding working conditions.

The Labor Protection Act specifies employment conditions, including maintenance of employment records, working hours and leave, termination of employment, severance, and the employee welfare fund. The Act applies to all businesses and employees, except household staff who are not under the Act's definition of employee. The minimum age for employment is 15 years old.

Other laws about labor and employment include:

Department of Employment:

- Alien Employment Act B.E.2521 (1978)
- Employment and Job Seeker Protection Act B.E.2528 (1985)

Department of skill Development

- Skill Development Promotion Act B.E.2545 (2002)

Department of Labor Protection and Welfare

- Labor Relations Act B.E. 2518 (1975)
- Labor Protection Act B.E.2541 (1998)
- State Enterprise Labor Relations Act B.E.2543 (2000)

Social Security Office

- Social Security Act B.E.2533 (1980)
- Workmen's Compensation Act B.E. 2537 (1994).

Employment records

An employer with ten or more regular employees must provide written work rules and regulations including working days, wages and remuneration, termination, and severance. A copy must be submitted to the Labor Department.

In addition, the employer must keep an employee register with records of employees and documents regarding payment of wages, overtime pay, holiday pay and holiday overtime pay for at least two years after termination of employment or the last payment to each worker.

Minimum wage

Thailand's nationally set daily minimum wage, currently set at THB 300 (approximately USD 9).

Employee welfare fund

Companies with at least ten employees with no provident fund must establish an Employee Welfare Fund to compensate employees who resign, are laid off, or die in service. Both employers and employees must contribute to this fund.

Working hours

The Labor Protection Act B.E. 2541 (1998) limits work hours to eight hours a day or as agreed between employer and employee, but not exceeding 48 hours a week for non-hazardous work; or seven hours a day and 42 hours a week for hazardous work. Employees are entitled to a one-hour rest period after five consecutive hours of work.

Employers must pay overtime for work in excess of the above limit, with rates ranging between one to three times actual wages. Maximum overtime is 36 hours per week.

Holidays and leave

- Minimum one day weekly holiday, with a maximum of six days between weekly holidays.
- Minimum of 13 traditional holidays per year.
- Minimum of six days of annual leave after working for one year.
- Employees have a choice in working overtime or on holidays. Total must not exceed 36 hours per week.
- Sick leave – An employee is entitled to a sick leave as long as he/she is actually sick. For sick leave of three days or more, an employer may ask an employee to present a certificate from a first class physician or an official medical establishment. A day which an employee cannot work because of injury or illness arising out of working or maternity leave must not be regarded as sick leave. Wages must be paid for sick leave that not exceeding 30 working days per year.
- Leave for necessary business – An employee is entitled to a leave for necessary business in accordance with the work rules of his/her workplace.
- Maternity leave of 90 days including holidays, of which 45 days shall be paid leave.
- Leave for military service; Wages must be paid for military service leave that not exceeding 60 days per year.
- Wages must be paid for sterilization.

Temporary workers are entitled to the same holidays and leave.

Workers compensation

The Compensation Act states that the employer must provide compensation for employees who are injured, ill or die during or as a result from work:

- Compensation amount
- Medical expenses
- Work rehabilitation expenses
- Funeral expenses.

Termination of employment

If an employment contract does not specify the duration of employment, either the employer or employee can give notice of termination which will take effect in the next payment period.

If the employment contract specifies the duration of employment, then employment shall be terminated upon contract expiry without notice.

While employees who are terminated without valid cause as stipulated by law is entitled to receive severance pay, an employee can be dismissed without notice and severance pay if the employee:

- intentionally commits a crime or act of dishonesty against the employer;
- intentionally or negligently causes the employer to suffer damage;
- violates the employer's work rules, regulations or lawful orders and a written warning has been given (note such warning is not required for serious offences)
- has been absent for three consecutive working days without a reasonable excuse
- is judged to serve a prison sentence (except due to negligence or petty offense).

Employees are entitled to severance pay equal to the wage of × number of days, depending on the duration of employment.

Employment Duration	Severance (days)
120 days but > 1 year	30
1 year<3 years	90
3 years<6 years	180
6 years<10 years	240
10 years or more	300

Temporary workers are entitled to the same severance pay.

Social security

The Social Security Act requires employers to register each employee for social security insurance at the Zone Office of Social Security, under the Social Security Office.

The Social Security Act also requires employers to withhold social security contributions from each employee's at the rate of 5% of monthly salary but not exceeding THB 750. The employer must match the employee contribution at the same amount, and remit both contributions to the Social Security Office within the 15th day of the following month.

This insurance fund provides compensation to employees in case of injury, illness, disability or death that is unrelated to work. Compensation is also provided for child delivery, child welfare, old age pensions, and unemployment.

Employment of foreign workers

Working Aliens Act

The Working Aliens Act (also referred to as The Aliens Employment Act) is administered by the Thai Labor and Social Welfare Department under the Labor Department. The Act controls the employment of foreign workers, the issuance of work permits to foreigners, and occupation restrictions.

To work in Thailand, virtually all non-Thai nationals must obtain a work permit issued by the Ministry of Labor, including foreign volunteers who may not receive remuneration for services. Foreigners working under special international conventions, such as diplomatic corps, consular missions, and work for international organizations such as the World Bank, do not have to obtain a work permit.

Work permits issued to foreigners are restricted to certain occupations, employers, and locality for which the work permit was applied; any changes in these details will require a new work permit. Employers must notify the government entity that issued the original work permit within 15 days after the date of employment, transfer to a new locality, or separation of a foreign employee.

Foreigners working in companies promoted by the Board of Investment or who are in Thailand under special laws can be issued work permits for the duration of their work as prescribed by said laws. Likewise, foreigners assigned to work in representative or regional offices can obtain work permits from the Commercial Registrar. Foreigners who enter Thailand to work with said promoted firms or under special laws can start work immediately, but should apply for a work permit within 30 days from date of entry.

Three categories of foreigners may apply for a work permit:

- Foreigners who reside in Thailand or are allowed temporary stay in Thailand, but not as a tourists or transit travelers
- Foreigners permitted to work in Thailand under investment promotion laws or other laws
- Foreigners who have been deported but are permitted to work in certain locations; foreigners who illegally entered Thailand; foreigners born in Thailand but who were not granted Thai nationality or have been denaturalized; or foreigners awaiting deportation can work in 27 occupations as stipulated in the Ministerial Announcement.

Immigration, visas and work permits

While the majority of foreigners are granted visa exemptions for short visits of up to one month, foreigners who wish to work must apply for a non-immigrant visa so they can apply for a work permit.

In Thailand, a visa is a permit to enter the country and the validity period only indicates the period of entering the country, not the length of stay. Foreigners from most countries do not need visas for short visits. Foreigners who want to stay longer or work in Thailand should obtain a non-immigrant visa, which can be used to apply for a work permit. The foreigner's accompanying spouse and dependents must also obtain non-immigrant visas.

Upon arrival, a Permit-to-Stay is granted, which sets out the length of time a foreigner may stay in Thailand, depending on the type of visa. It can be extended based on the reasons and type of visa. For example, a Permit-to-Stay can be extended up to three months with a tourist visa or up to one year with a non-immigrant visa.

Work permits are granted by the Department of Employment, Ministry of Labor and Social Welfare following the restrictions set out by the Working Alien Act. However, for government contracts, BOI-promoted companies and other investment promotion, there is usually no difficulty.

A Permit-to-Stay is automatically cancelled upon departure unless the foreigner has obtained a Re-entry Permit beforehand. Both single-entry and multiple-entry permits can be obtained from the Immigration Bureau in Bangkok. Re-entry Permits allow foreigners to re-enter Thailand within a specific time period. If the Re-entry Permit has expired, the foreigner must obtain a new visa from a Thai embassy or consulate before re-entry.

Taxation

In Thailand, taxes are collected by three main government agencies under the Ministry of Finance:

- The Revenue Department
- The Excise Department
- The Customs Department.

Principal taxes can be classified into Direct Taxes, directly collected by the government from taxpayers such as the income taxes, and Indirect Taxes, collected by intermediaries such as Value Added Tax, specific business tax, excise tax, customs duties and stamp duties.

Generally, income tax in Thailand is based on self-assessment rule where tax declarations and payments are assumed to be appropriate. The Revenue Department can examine taxes and taxpayers' tax records.

The Revenue Code is the principal tax law which imposes corporate and personal income taxes, VAT, specific business tax, and stamp duty. Specific revenue-collecting statutes impose taxes such as excise tax, customs duties, petroleum income tax, and property and land taxes.

Corporate income tax

Corporate income tax is a direct tax levied on the following Thai and foreign business entities (hereby referred to as "companies") deemed to be conducting business in Thailand, or deriving certain types of income in or from Thailand:

- Private and public limited companies
- Registered ordinary and limited partnerships
- Joint ventures
- Foundations and associations.

For foreign companies, the Revenue Code defines the term “conducting business in Thailand” as:

“If a juristic company or partnership incorporated under a foreign law has an employee, a representative, or a go-between in Thailand, for carrying on its business, and thereby derives income or gains in Thailand, such a juristic company or partnership shall be deemed to be carrying on business in Thailand.”

A foreign company that employs an independent sales agent is not “conducting business in Thailand”. The agent is not considered an “employee, representative, or a go-between” if they are truly independent from the principal.

In Thailand, income payers are required to withhold portions of income for tax payments (withholding tax), which must be filed and paid to relevant government agencies within prescribed timeframes. Withheld taxes are credited to taxpayers (i.e. receivers of income) for use in tax filings.

Taxable entities

Domestic companies are taxed on worldwide profits and are required to withhold taxes at source for certain transactions. Foreign companies are subject to Thai taxation if they are deemed to be conducting business in Thailand or derive certain types of income in or from Thailand.

Foreign companies are taxed on profits from conducting business in Thailand, where some taxes are withheld at source for certain transactions. However, foreign companies in international transport are taxed on gross receipts.

Foreign companies that do not conduct business in Thailand but receive certain forms of income must pay taxes on gross income, where usually 10-15% is withheld at source. These types of income include service fees, interests, dividends, rents, and professional fees.

Taxable income

Net profits are assessed on an accrual basis within a 12-month accounting period of the company's choosing. Net profits equal to total revenues minus total expenses according to the Revenue Code.

For domestic companies, portions of dividend income received from other Thai companies may be excluded from taxable income. Capital gains are treated as ordinary taxable income.

Deductible expenses

Deductible expenses include ordinary and necessary expenses, net losses carried forward from the previous five accounting periods, tax and interest, bad debts, and depreciation.

- Bad debts may be deductible after complying with certain tax rules
- Expenses determined based on net profit are not deductible (e.g. bonus based on net profit)
- Provisions or reserves are non-deductible
- Donations and contributions to public charities are subject to percentage limitation
- Entertainment expenses are subject to maximum limits
- Tax costs such as corporate income tax, VAT penalties, and surcharges may not be deductible
- Depreciation of assets is limited to maximum rates based on acquisition cost and the life of the asset, if applicable.

Asset	Rate
Building	5%
Temporary building	100%
Natural resources	5%
Renewable lease	10%
Nonrenewable lease	Linear
Unlimited-period rights	10%
Limited-period rights	Linear
Others	20%

Tax rates

The usual tax rate is 20%, but other rates may apply:

Taxpayer	Tax base	Rate
SME with paid-up capital < THB 5 million and Income < THB 30 million per year *Thai government released tax incentive scheme to SME effective from 1st January 2015 to 31st December 2016	Net profit < THB 300,000	-
	Up to THB 300,000 and over	10%
Non-SME	Net profit	20%
Company newly listed in MAI	Net profit, first five years	20%
	After five years	20%
Bank profiting from international banking facilities	Net profit	10%
Company in international transportation	Gross receipt	3%
Foreign company not doing business in Thailand, on dividends	Gross receipt	10%
	On other Thailand-sourced income	Gross receipt
Foreign company disposing profits out of Thailand	Amount disposed	10%
Profitable association or foundation	Gross receipt	2% or 10%

Dividends

Dividends received by domestic companies listed in the SET are tax-exempt.

Dividends received by domestic companies from another domestic company are tax-exempt if the recipient holds at least 25% of voting shares for the three months before and after the dividend distribution, without cross-holding. Otherwise, 50% of the dividend income will be taxed as ordinary corporate income.

Dividends received by a domestic company from a foreign company are tax-exempt if:

- The foreign company has a minimum tax rate of 15%
- The Thai company has a 25% or more equity interest in the foreign company
- The Thai company maintains its shareholding in the foreign company for six months.

Withholding taxes

Income source	Company		Individual	
	Domestic	Foreign	Resident	Non-resident
Interest	1%*	15%	15%	15%
Dividends	10% or 0%	10%	10%	10%
Rent	5%	5%	-	-
Royalties	3%	15%	-	15%
Technical fees	3%	15%	-	15%
Advertising fees	2%	-	2%	-
Prizes	5%	-	5%	-
Service and Professional Fees	3%	5%**	3%	-

*Only for non-financial institutions

**3% for those with a permanent branch in Thailand

Interest and royalties paid to associations or foundations are subject to 10% withholding rate instead.

The taxes in the table above must be deducted at source by the income payer, who is required to file tax returns and pay the tax withheld to the district revenue offices within seven days of the month after income payment. Withholding taxes will be credited to the taxpayer's tax liability. Non-residents may get a lower rate with applicable tax treaties.

For foreign companies not conducting business in Thailand, applicable income taxes shall be withheld at source by the income payer residing in Thailand.

Government agencies must withhold tax at the rate of 1% on all types of income paid to a domestic company.

Individual tax

Personal Income Tax is a direct tax levied on income from employment or conducting business in Thailand received by:

- an individual
- an ordinary partnership
- a non-juristic body of a person
- an undivided estate.



A **resident taxpayer** is any person residing in Thailand for 180 days or more in any calendar year. Income from employment or business carried in Thailand and income from foreign sources brought into Thailand are taxed.

A **non-resident taxpayer** is any person other than a resident taxpayer. Only income from sources in Thailand gets taxed.

Personal income tax exemptions are granted to persons following the terms of international and bilateral agreements such as UN officers, diplomats and certain visiting experts.

The tax year is the calendar year ending 31st December. Tax returns, whether paper or electronic, and payments must be filed by 31st March of the following year.

Tax rates

Taxpayers pay the greater of 0.5% of assessable income (if greater than THB 60,000) or the following tax calculation, using marginal tax rates:

Taxable income (THB)	Marginal rate
0-150,000	-
More than 150,000 but less than 300,000	5%
More than 300,000 but less than 500,000	10%
More than 500,000 but less than 750,000	15%
More than 750,000 but less than 1,000,000	20%
More than 1,000,000 but less than 2,000,000	25%
More than 2,000,000 but less than 4,000,000	30%
Over 4,000,000	35%

Taxable income

Taxable income equals the assessable income less deductible expenses less allowances. Assessable income refers to income that is subject to personal income tax. Assessable income includes:

- income derived from employment or services
- income from professional fees
- interest income
- dividends
- capital gains on securities
- royalties
- income from copyrights
- rental income
- income derived by contractors
- other income.

For employees, assessable income includes:

- personal income tax paid and absorbed by the employer
- living allowances
- monetary value of rent-free accommodation
- school fees paid by employer
- monetary value of other benefits provided by the employer.

Not included in assessable income are business travel expenses, work-related moving expenses, insurance benefits, inheritances and scholarships.

Deductible expenses and allowances

Standard expense deductions include:

- 40% of employment income, but not exceeding THB 60,000
- 40% of copyright income, but not exceeding THB 60,000
- 10-30% of rental income
- 30% of income from “liberal” professions
- 60% of income from medical professions
- Actual expense or 70% for certain contract work
- Actual expense or 65-85% for other business.

Personal tax allowances include:

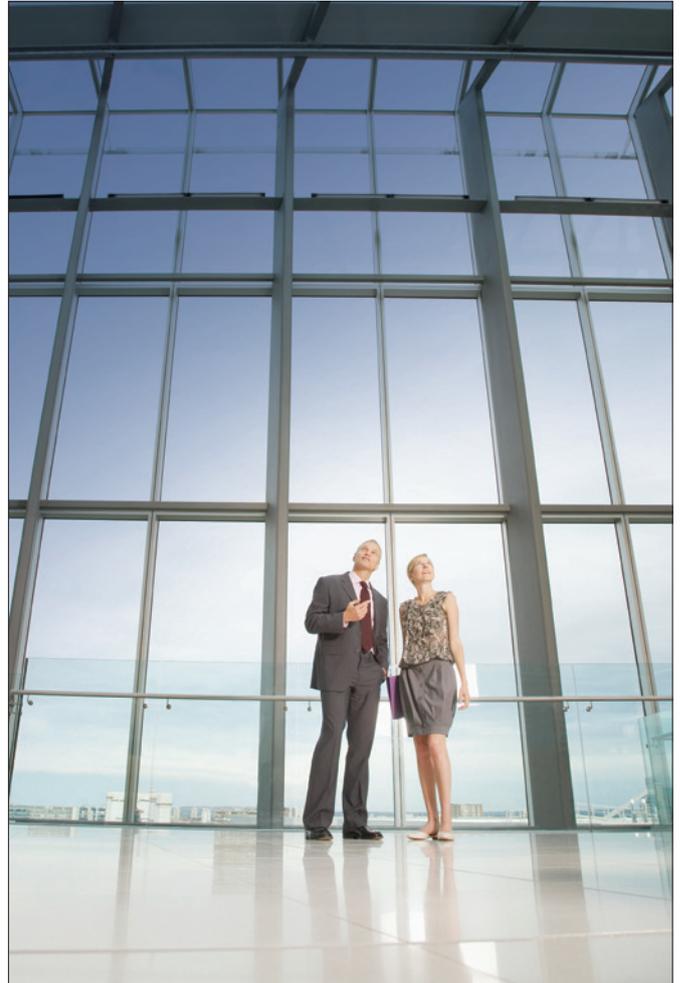
- THB 30,000 per taxpayer
- THB 30,000 for spouse
- THB 15,000 per child
- THB 2,000 educational allowance per child
- THB 30,000 per parent of taxpayer and taxpayer’s spouse, if the parent is over 60 years old and earned less than THB 30,000 during the tax year.

And limited allowances for:

- life insurance premiums paid by taxpayer and spouse, up to THB 100,000 each
- qualified provident fund payments, capped at 15% wage or THB 500,000, whichever is smaller
- interest payments on home mortgages, actual basis, up to THB 100,000
- long-term equity fund and retirement mutual fund purchases, actual basis, capped at 5% wage or THB 500,000, whichever is smaller
- social insurance contributions, actual basis
- charitable contributions, actual basis, capped at 10% of income after all the other deductions and allowances.

For non-residents, personal tax allowances regarding family members are applicable only if family members reside in Thailand.

Dividend income is subject to personal income tax. For Thai tax residents, taxpayers may choose between paying a fixed 10% tax and not include dividend income in personal income tax calculations, or incorporate dividends into their assessable income and claim dividend tax credits equal to 3/7 of dividends received.



Double tax treaties

Thailand has double tax treaties with 59 countries to eliminate double taxation:

Armenia	Czech Republic	Israel	New Zealand	Spain
Australia	Denmark	Italy	Norway	Sri Lanka
Austria	Estonia	Japan	Oman	Sweden
Bahrain	Finland	South Korea	Pakistan	Switzerland
Bangladesh	France	Kuwait	Philippines	Chinese Taipei
Belarus	Germany	Laos	Poland	Turkey
Belgium	Great Britain and Northern Ireland	Luxembourg	Romania	Ukraine
Bulgaria	Hong Kong	Malaysia	Russia	UAE
Canada	Hungary	Mauritius	Seychelles	USA
Chile	India	Myanmar	Singapore	Uzbekistan
China P.R.	Indonesia	Nepal	Slovenia	Vietnam
Cyprus	Ireland	Netherlands	South Africa	

Value added tax

Value added tax is an indirect tax imposed by the Revenue Code on the value added to goods and services at each stage of production and distribution.

A company must register for VAT in three cases:

- Activities of the company are subject to VAT (e.g. export of goods)
- Turnover of the company is more than THB 1.8 million per year. A company needs to apply for a VAT number within 30 days after the company reaches this amount of sales
- The company will employ a foreigner and must apply for a work permit.

The standard VAT rate is 7%. Some businesses can enjoy 0% VAT rate:

- export of goods
- services rendered in Thailand and utilized outside Thailand in accordance with rule, procedure, and condition prescribed by the Director-General
- aircraft or marine vessels in international transportation
- supply of goods and services to government agencies or state-owned enterprises under a foreign-aid program
- supply of goods and services to the United Nations and its agencies as well as embassies, consulate-generals, and consulates
- supply of goods and services between bonded
- warehouses or between enterprises located in Export Processing Zones.

Many are fully exempt from VAT:

- Small entrepreneurs whose annual turnover is less than THB 1.8 million
- Sales and import of unprocessed agricultural products and related goods such as fertilizers, animal feeds, pesticides, etc.
- Sales and import of newspapers, magazines, and textbooks
- Certain basic services related to:
 - transportation by land
 - healthcare provided by government and private hospitals as well as clinics
 - education provided by recognized educational institutions
 - medicine, audit, law, and similar regulated professions
 - culture such as amateur sports, libraries, museums, and zoos
 - research and technical services
 - public entertainment
 - religion and charity
 - government agencies and local authorities.
- Rent of immovable properties
- Goods exempted from import duties under the Industrial Estate law imported into an Export Processing Zones (EPZs) and under Chapter 4 of the Customs Tariff Act
- Imported goods that are kept under the supervision of the Customs Department which will be re-exported and be entitled to a refund for import duties.

Other taxes

Specific business tax

Certain businesses are not subject to VAT, but are subject to Specific Business Tax (SBT), which is an indirect tax imposed by sellers on buyers. The tax is imposed on the gross revenue and the tax rate depends on the nature of business.

Business	Tax rate
Banking , finance, and similar business	3.0%
Life insurance	2.5%
Pawn brokerage	2.5%
Real estate	3.0%
Factoring	3.0%

Businesses subject to SBT must also pay Municipal Tax of 10% on the SBT. For example, if the SBT is 3%, then SBT + Municipal Tax = 3.3%.

Activities of certain entities are exempt from SBT, most notably, the sale of securities listed on the Stock Exchange of Thailand (SET). Several banks and financial corporations that are governmental institutions or state enterprises are also exempted.

SBT is applied on the monthly gross receipts. The tax return must be filed monthly within 15 days of the subsequent month.

Stamp duty

Stamp duty is an indirect tax on certain documents, not on transactions or persons. Examples include lease land or buildings, loan documents, and Memorandum of Association of limited companies. The holders, executors, or beneficiaries of these documents pay the tax. Rates depend on the type of document.

Petroleum income tax

The Petroleum Income Tax Act imposes a direct tax on income derived by any company that owns an interest in a petroleum concession granted by the government or a company that buys oil for export from a concession holder.

A petroleum concession, which is obtained from the Department of Mineral Resources, is required only for exploration and production of petroleum products. Downstream industries such as oil refining are not covered under this Act.

Petroleum Income Tax is 35% or 50% depending on the status of the petroleum concession holder, and 23.08% on disposal of profits such as through dividend payments.

Customs duty

According to the Customs Tariff Decree B.E. 2530 (1988), customs duties are levied on goods on an ad valorem or specific-rate basis in addition to VAT. The majority of imported goods are taxed between 5% and 60% based on the CIF value. Goods imported for re-export are exempt.

Excise tax

Excise tax is an indirect tax imposed by the Excise Tax Act on certain commodities regardless of where they are produced, such as:

- petroleum and petroleum products
- non-alcoholic beverages
- electrical appliances
- lead crystal products
- motor vehicles, motorcycles, yachts
- perfume
- certain services.

Excise tax is imposed on the manufacturer or importer; tax liability is incurred when the goods are imported or leave the factory or bonded warehouse.

Rates range from less than 1% to 50%.

Property and land taxes

The House and Land Tax Act taxes all properties, except owner-occupied residences, at a flat 12.5% of annual rental value (both land and building).

The Local Development Tax Act imposes a typically low tax rate on land based on the appraised land value (excluding the building structure) as determined by local authorities. Land used by government and public organizations, and land subject to the House and Land Tax Act are exempted from this tax.

Investment

Land and real estate ownership

The Land Code prohibits foreigners (and, by extension, foreign companies) from outright land ownership unless the company is majorly owned by Thai nationals or is granted business promotion privileges (e.g. BOI incentives). Foreigners can instead rent the required land, which can have a term of up to 50 years if used for industrial or commercial purposes.

However, the Condominium Act allows foreigners to own up to 40% of the total area of the condominium units in a condominium project.

Foreign Business Act of 1999

List 1 – Businesses not permitted for foreigners

- Newspaper, radio, television, and radio-broadcasting station
- Farming, cultivation, or horticulture
- Animal husbandry
- Forestry and timber conversion from natural forests
- Fisheries, especially fishing in Thai territorial waters and in specific economic areas
- Extracting Thai herbs
- Trade and auction of Thai antiques or objects of historical value
- Making or casting Buddha images and alms bowls
- Trading in land.

List 2 – Businesses allowed for foreigners only with prior Cabinet approval

Businesses concerning national security or safety in the form of manufacturing, distributing, repairing or maintaining:

- Firearms, ammunition, gunpowder, and explosive materials
- Components of firearms, ammunition, and explosive materials
- Armaments, ships, aircraft, or military vehicles
- War equipment and any of its parts
- Domestic land, water, or air transportation.

Businesses that could have an adverse effect on arts and culture, customs, and native handicrafts:

- Trading of antiques or artifacts that are Thai works of art or Thai handicrafts
- Wood carving
- Silkworm rearing, manufacture of Thai silk, Thai silk weaving or Thai silk printing
- Manufacturing of Thai musical instruments
- Manufacturing of gold-, silver-, niello-, bronze- or lacquer-ware
- Making bowls or earthenware that are of Thai art and culture.

Businesses that could have an adverse effect on natural resources or the environment:

- Manufacturing of sugar from cane
- Salt farming, including rock salt farming
- Mining of rock salt
- Mining, including stone quarrying or crushing
- Timber processing for making furniture and utilities.

List 3 – Businesses allowed for foreigners with a Foreign Business License

- Rice milling and flour production
- Fishery and aquaculture
- Forestry from re-planting
- Production of plywood, veneer, chipboard or hardboard
- Production of lime
- Accountancy
- Legal services
- Architecture
- Engineering
- Construction, with some exceptions
- Agency or brokerage, with some exceptions
- Auctioneering, with some exceptions
- Domestic trade in local agricultural products
- Retail, with capital of less than THB 100 million in total or less than THB 20 million per store
- Wholesale, with capital of less than THB 100 million per store
- Advertising
- Hotel operation, excluding hotel management
- Tourism
- Sale of food and beverages
- Planting and agriculture
- Other services, except those prescribed in the ministerial regulations.

In addition, there is a catch-all promotional category named “Trade and Investment Support Office” (TISO) which permits a variety of services, including monitoring / servicing affiliates, consultancy services, engineering and technical services, and activities related to machinery, engines, tools and equipment such as training installation, maintenance and repairs, calibration, and software design and development. Sales and administration expenses must amount at least THB 10 million per year. TISO does not qualify for tax benefits.

Investment Promotion Act

The Office of the Board of Investment (BOI) is a government agency under the Ministry of Industry tasked with promoting investment in Thailand under the Investment Promotion Act B.E 2520 and Amendment Acts No.2 B.E 2534 and No.3 B.E 2544.

Through BOI, the government of Thailand offers a variety of tax and non-tax incentives, support services, and import duty exemptions granted to priority or promoted activities and entities.

Tax incentives

- Exemption/reduction of import duties on machinery.
- Reduction of import duties for raw or essential materials.
- Exemption of dividend and income tax.
- A 50% income tax reduction.
- Double deductions from the costs of transportation, electricity, and water supply.
- Additional 25% deduction of installation or construction costs of facilities.
- Exemption of import duty on raw or essential materials for use in production of exports.

Non-tax incentives

- Permit for foreigners to enter Thailand to study investment opportunities.
- Permit to bring skilled workers and experts into Thailand.
- Permit to own land.
- Permit to take out or remit money abroad in foreign currency.

Guarantees

The Thai government will not:

- Nationalize the activity
- Compete in the activity
- Monopolize similar products
- Impose price controls
- Prevent export activities
- Import similar products with duty exemption.

Protection

The Thai government will:

- Charge extra import fees for similar products up to 50% of CIF for at most one year
- Ban the import of similar products if the above is deemed insufficient
- Render any appropriate assistance if significant obstacles prevent the activity.

Industrial Estate Authority of Thailand Act

The Industrial Estate Authority of Thailand (IEAT), under the Ministry of Industry, was established as a state enterprise under the Industrial Estate Authority of Thailand Act. The IEAT organizes and creates industrial estates, grouping together industrial facilities in a synergistic manner. It also works to decentralize industrial activity away from the capital to the outlying provinces.

The IEAT currently operates 12 industrial estates and co-manages 26 of Thailand's 38 industrial estates. Industrial estates are divided into two zones without export conditions, in line with WTO obligations.

General industrial estates

The BOI encourages businesses to locate in industrial estates so they can qualify for special privileges. Businesses can also benefit from the estate's industrial infrastructure and proximity to relevant industries.

IEAT provides industrial services such as transport, warehouses, training centers, and clinics. They also grant permission to own land required for operations.

Industrial businesses in government-sponsored estates are also granted incentives regardless of eligibility for BOI promotions.

Export processing zones

The IEAT can grant tax privileges to businesses in an approved export processing zone, such as exporting products without any restrictions and bringing merchandise or raw materials into an IEAT Free Zone.

Tax privileges are similar to those granted by the BOI, including exemptions from customs duty and VAT on required production supplies such as machinery, equipment, and raw materials.

Non-tax incentives

The IEAT grants investors permission:

- To own land for carrying out industrial activities
- For foreign technicians, experts, and their spouse or dependents to stay in Thailand
- To bring foreign technicians and experts to work in industrial activities
- To take or remit foreign currency abroad.

Tax incentives

Tax incentives from the IEAT include:

- Tax exemption on the import of machinery and raw materials
- Tax exemption or refund on imports for the production of exports
- Tax exemption on exported goods.

Petroleum Act

According to the Petroleum Act, petroleum belongs to the state and nobody can explore or produce petroleum except through concession. The company must have adequate assets, machinery, and specialists to explore, produce, sell, and dispose of petroleum.

In return, the concessionaire pays the government:

- Royalties amounting 5-15% of production
- Petroleum income tax of 50%
- Special remunerations.

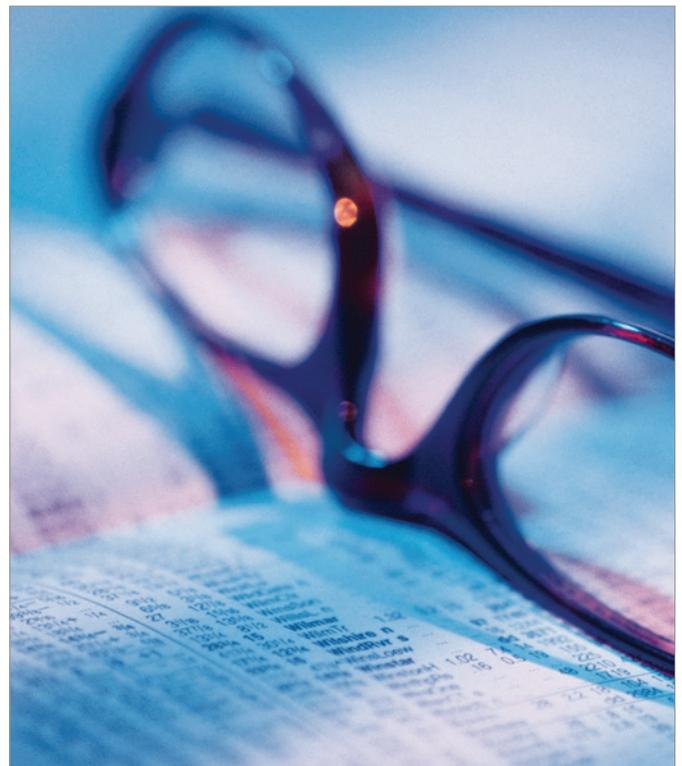
The Petroleum Act gives concessionaires similar privileges as those granted by the BOI:

- Assurances against nationalization
- Permission to own land
- Bringing in foreign skilled workers and experts
- Remittance of foreign currency abroad
- Tax exemptions.

Regional Office Headquarters (ROH)

Details about establishment and activity restrictions can be found under the Business Entities section. Regional offices get special tax incentives:

- Corporate income tax (CIT) at the rate of 10% of net profits for income derived from services provided to ROH's foreign branches or associated enterprises
- CIT at the rate of 10% of net profits for royalties derived from ROH's foreign branches or associated enterprises for the use of Research and Development (R&D) done in Thailand by ROH. This benefit is also extended to royalties received from a third party providing services to ROH's branches or associated enterprises using ROH's R&D
- CIT at the rate of 10% of net profits on interest received from ROH's foreign branches or associated enterprises for loans granted, provided that such loans are made from other sources and extended to ROH's branches or associated enterprises
- Tax exemption on provision of qualifying services to associated companies or branches



- Tax exemption on dividend received from associated companies
- Tax exemption for dividends paid to companies not carrying on business in Thailand
- For buildings to carry out operations, accelerated depreciation rate of 25% as initial allowance. The remaining balance can be depreciated over 20 years.

Expatriate

- Exempt from Personal Income Tax (PIT) in Thailand provided that he/she works outside Thailand. However, the said income must not be borne by the ROH or its associated company in Thailand.
- Expatriate may choose to be subject to withhold tax at the rate of 15% throughout the year. By doing so, the income received must not be calculated together with other income and claimed for refunds. This privilege is available only to the expatriate employed by ROH and is limited to their first four years since ROH is granted with ROH privileges.
- To be entitled to the benefits once again, expatriates have to discontinue employment with any ROH in Thailand for more than 356 days.

The criteria required for ROH for tax benefits;

To qualify for the tax benefits, the ROH must fulfill the following conditions:

- An ROH must be a juristic company or partnership incorporated under Thai law
- Paid-up capital of at least THB 10 million at the end of each accounting period
- The company should serve associated company or branches situated in at least three other countries excluding Thailand
- Income received from rendering services to its associated companies or branches outside Thailand must not be less than 50% of total income (except during the first three years, 1/3 of total income is allowed as the minimum income received from its associated companies or branches outside Thailand)
- To notify the Revenue Department about the incorporation of ROH. The benefits given starts from the notified accounting period onwards.

International Headquarters (IHQ) receives the following incentives:

Incentives offered by the Board of Investment (BOI)

- Permission to bring in skilled personnel and experts into the Kingdom to work in investment promoted activities.
- Permission to own land.
- Exemption of import duty on machinery (only machinery for R&D and training activities).
- Exemption of import duty on raw materials and parts used in the production for export.

Conditions to apply for privileges offered by the BOI

- Must supervise at least one branch or associated enterprise outside Thailand.
- Paid-up capital must be at least THB 10 million.

Incentives offered by the Revenue Department (RD)

Corporate Income Tax (CIT)

For 15 accounting periods from the date of approval by the Director General of the Revenue Department.

- Revenue entitled to corporate income tax exemption:
 - Income derived from managerial services or technical services, supporting services, or financial management services to associated enterprises incorporated under foreign laws
 - Royalties received from associated enterprises incorporated under foreign laws
 - Dividends received from associated enterprises incorporated under foreign laws

- Capital gains received from the sales of shares in associated enterprises incorporated under foreign laws
- Income derived from the purchase and sales of goods overseas on the condition that such goods must not be imported into Thailand, except for the purpose of transit or transshipment under Thai customs law, and income derived from providing international trading related services to juristic persons incorporated under foreign laws on the condition that such income must be received from or in foreign country.
- Revenue entitled to 10% of corporate income tax rate*:
 - Income derived from managerial services or technical services, supporting services or financial management services to associated enterprises established under Thai laws
 - Royalties received from associated enterprises established under Thai laws.

Note: *The amount of revenue entitled to corporate income tax reduction must not be greater than revenue entitled to corporate income tax exemption according to income derived from management services or technical services, supporting services, or financial management services to associated enterprises incorporated under foreign laws, and royalties received from associated enterprises incorporated under foreign laws.

Personal Income Tax (PIT)

PIT rate for expatriates working in an IHQ is reduced to 15% on gross income and benefits derived from employment.

Specific Business Tax

Exemption for the gross receipts from lending to associated enterprises.

Final Tax Exemption for the following revenue:

- Dividends paid by the IHQ (dividends paid from revenue entitled to corporate income tax exemption) to a company or juristic partnership incorporated under foreign laws and has no operation in Thailand.
- Interest paid by the IHQ (interest from loans taken out by an IHQ to relend to associated enterprises under financial management) to a company or juristic partnership incorporated under foreign laws and has no operation in Thailand.

Conditions to apply for privileges offered by the Revenue Department:

- Must provide managerial services or technical services or supporting services or financial management to its associated enterprises incorporated under foreign laws
- Paid-up capital must be at least THB10 million on the last day of each accounting period
- Total operating expenses which are paid to recipients in Thailand (sales and administration expenses) must be at least THB15 million per accounting period.

Note: If the IHQ is unable to meet any of the specified conditions within an accounting period, the tax incentives in that accounting period will not be granted.

International Trading Center (ITC) receive the following incentives:

Incentives offered by the Board of Investment (BOI)

- Permission to bring in skilled personnel and experts into the Kingdom to work in investment promoted activities.
- Permission to own land.
- Exemption of import duty on machinery.
- Exemption of import duty on raw materials and parts used in the production for export.

In addition, to facilitate IHQ/ITC registration for a foreign business certificate / license, the Department of Business Development, Ministry of Commerce, has reduced the timeframe as follows:

- 30 days to 15 days for BOI-promoted companies
- 60 days to 30 days for non-BOI promoted companies.

The Bank of Thailand will also assist IHQ/ITC through a relaxation of foreign currency conditions.

Intellectual property rights

Copyright

Under the Copyright Act BE 2521 (1978), copyright is automatically protected for 50 years since the death of an individual author or the date of publication for an anonymous or corporate author. Copyright can be registered at the Department of Intellectual Property (DIP), although not required. Disputes are first heard in the Intellectual Property and International Trade Court.

Works of applied art, such as drawings, paintings, sculpture, prints, architecture, photography, drafts, and models for utility or functional use, are only protected for 25 years since date of publication.

Trademark

Under the Trademark Act B.E.2534 trademark rights are acquired only through proper registration at the Trademark Office of the DIP. Trademarks are protected for ten years and can be renewed indefinitely.

The owner of the trademark can:

- use or permit others to use the trademark
- prohibit others from using the trademark
- assign and/or license the trademark.

Using the mark means:

- Affixing the protected mark to goods, packages, means of business, services, and communication in business
- Circulating, offering, advertising, or storing for sale of goods bearing the protected mark
- Importing goods or services bearing the protected mark.

Patent

Thailand recognizes three types of patents:

- An invention patent which provides a 20-year term of protection from the filing date
- A design patent which provides a ten-year term of protection from the filing date
- A petty patent which provides a six-year term of protection, plus two allowable extensions of two years each.

The Thai Patent Act defines "invention" as any discovery or invention which results in a new product or process or any improvement of a product or process. The Patent Act further defines "process" as any method, art, or process of producing a product, maintaining or improving its quality, or adapting it to a better condition, including the application of such process.

The following are not eligible for patent protection:

- Microorganisms that naturally exist, animals and/or plants, or extracts from animals or plants, and their components
- Scientific and mathematical rules and theories
- Computer programs
- Methods for diagnosing, treating, or curing human or animal diseases
- Inventions which are contrary to public order or morality, public health or welfare.

Other intellectual property laws

- The Plant Varieties Protection Act
- The Protection and Promotion of Traditional Thai Medicine Wisdom Act
- The Protection of Layout-Designs of Integrated Circuits Act
- The Trade Secret Act
- The Geographical Indications Act
- The Optical Disc Production Act
- The Film and Video Act.

International trade agreements

Bilateral and economic partnership agreements entered by Thailand are with the following countries and blocs:

- Australia: FTA
- Bahrain: Comprehensive Economic Partnership
- China: FTA
- Japan: Closer Economic Partnership
- India: FTA
- New Zealand: Comprehensive Economic Partnership
- Peru: Closer Economic Partnership Agreement
- USA: Trade and investment frame work.

Prospect BTA's:

- South Africa
- Bangladesh
- Chile
- Croatia
- Mexico
- Pakistan
- South Korea
- Saudi Arabia
- Singapore
- Sri Lanka
- Czech Republic.

15. Vietnam

Country profile

Official name	The Socialist Republic of Vietnam	
Capital	Hanoi	
Location	Eastern Indochinese peninsula Borders China, Laos, and Cambodia	
Area	331,210 km ²	
Climate	Wet and dry seasons Varied according to latitude	
Time zone	UTC +7 no DST	
Population	~91.6 million	
Currency	Vietnamese Dong VND	
Language	Vietnamese English French	
Religion	81 % Non-religious 8% Buddhism 7% Christianity	
International	EAS G-77 ADB World Bank WTO TPP	APEC ASEAN Colombo Plan Next Eleven ICO
Government	Socialist republic	

Vietnam has a single ruling party, the Communist Party of Vietnam. Most of the power is concentrated in the Legislative branch.

Executive

The president of Vietnam is the head of state, commander-in-chief of the Vietnam People's Armed Forces, and chairman of the Council of Defense and Security. The president selects prime ministers, vice presidents, ministers, and other officials with agreement of the National Assembly. The president may serve a maximum of two five-year terms. In case of early termination, the Vice President acts as the President until the National Assembly elects a new President.

Legislative

The National Assembly is the highest government organization in Vietnam with the power to appoint the president, prime minister, chief justice, head of procuracy, and cabinet members. The National Assembly has the power to make and amend both the laws and the constitution so it can define the role of each government organization including itself. The members are elected for five-year terms and convene at least twice a year. Currently the National Assembly has 500 members.

Judicial

The Supreme People's Court of Vietnam is the highest court for appeal and review. Below it are the Provincial and District courts. Other courts include economic, labor, and administrative courts, as well as the military tribunal.

IMF Data	2013	2014	2015 Est.
Real GDP USD billions	171	186	199
GDP per capita USD	1,902	2,051	2,171
Investments % GDP	26.6%	25.6%	23.9%
Unemployment	4.5%	2.5%	2.5%
Inflation, EoY	6.8%	4.1%	2.2%

Business entities

Foreigners interested in doing business should abide by the Law on Enterprises and Law on Investment.

Distinct entities

Sole proprietorship

A Private Enterprise is the equivalent of sole proprietorship. An individual has full control over the business, acts as the legal representative, and holds unlimited liability.

Partnership

A Partnership is established when at least two co-owners work together under the same name. At least one partner, the general partner, has to be an individual. Liability can be limited or unlimited. The general partner must hold unlimited liability; if the general partner is unable to pay, other partners may be held liable.

Limited liability company

A Limited Liability Company can have between one and 50 members. As the name implies, liability is limited to capital contribution. The chairman of the members' council or the general director becomes the legal representative. In the case of a single LLC, the chairman of the company may act as the legal representative instead.

Joint stock company

A Joint Stock Company or a Shareholding Company is the only type of entity that can sell shares and securities. It needs at least three shareholders to establish. Shareholder liability is limited to capital contribution. The chairman of the board of management or the general director acts as the legal representative.

Ownership of entities

A Wholly Foreign-Owned Enterprise cannot attain land use rights but can rent land for business purposes. However, a Vietnamese company or individual can own land use rights, which may be contributed to the business. Hence, a foreigner can attain land use rights only through a Joint Venture with a Vietnamese.

Other business options

Business Cooperation Contracts

Business Cooperation Contracts allow foreign investors to work with Vietnamese partners without establishing a business entity. However, liability is unlimited.

BOT, BT, BTO, PPP

An investor may enter a contract with the Vietnamese government to build-operate-transfer, built-transfer, build-transfer-operate or Private – Public Partnership infrastructure facilities. Investors can also renovate and modernize existing facilities.

Representative office

A representative office is not allowed to conduct commercial activities or generate any profits within Vietnam. However, it is useful for gathering information and looking for potential business deals.

Investment certificates

A foreign investor must get an Investment Certificate from the People's Committee or Industrial Zone Management Authority. The investor must present a tangible plan and feasibility study as well as prove capital adequacy with a minimum equity of 20%. Projects below VND 300 billion that do not fall under conditional sectors can be approved within 15 days while other projects need 30 days. Projects that need approval from the Prime Minister need an additional 15 days. Projects in the conditional sector will have to fulfill higher standards. The duration of an IC cannot exceed 50 years; the Standing Committee of the National Assembly may extend the duration to no more than 70 years.

Projects worth less than VND 15 billion and not on the conditional sector do not need Investment Certificates. Instead, they need to be registered at local authorities.



Limited sectors

The conditional sectors include defense and safety, banking and finance, health, education, entertainment, real estate, media, mining, real estate, etc. Projects in sensitive areas (generally those with negative social impact, such as cigarettes) need to be approved by the Prime Minister. Advertising services are limited to joint ventures with no limit on foreign capital. Projects that may be detrimental to national security are strictly prohibited. Other prohibited sectors include projects that are detrimental to: national defense and security; public interest; historical and cultural traditions and ethics; Vietnamese fine customs; public health; and natural resources and the environment. Additionally, projects related to the treatment of toxic waste brought into Vietnam or the manufacturing of chemical agents prohibited by international treaties are strictly prohibited.

Indirect investments

Investors can purchase shares, bonds, and other valuable papers of Vietnamese companies. However, foreign ownership in public companies is capped at 49%. Some sectors might have lower caps. For instance, only 30% of a joint stock bank can be owned by foreigners.

Accounting and auditing

All foreign-invested business entities must use the Vietnamese Accounting System under Circle 200/2014/TT-BTC dated 12/12/2014, which is based on the 2013 International Accounting Standards. Accounting standards are issued by the Ministry of Finance. If a company wishes to use another accounting system, it must get approval from the Ministry of Finance. Failure to comply may allow tax authorities to levy additional taxes.

Under the VAS, annual reports must have:

- Balance sheet
- Profit and loss statement
- Cash flow statement

- Notes to financial statements, which include:
 - Summary of operations
 - Accounting policies
 - Details on operating expenses, COGS, fixed assets, compensation, etc.
 - Comments on the current accounting period
 - Financial ratios:
 - Labor and remuneration
 - Inventory
 - Sales
 - Cash
 - Fixed assets.
 - Future business prospects
 - changes of equity.

Financial reports must be written in Vietnamese and figures must be denominated in VND. A foreign-invested business entity is permitted to select a foreign currency for its accounting records and financial statements. Foreign-invested entities must submit externally-audited annual statements to local tax authorities to determine tax payments.

Finance and capital markets

Exchange control

All business activities in Vietnam, including transactions, payments, billings, listings, advertisements, price quotes, and any other form of price, must be denominated in the Vietnamese Dong (VND) unless specifically permitted by the State Bank of Vietnam (SBV) through legislation. While shops might accept USD, the USD must be converted to VND at their own rate, which ends up being significantly more expensive; however, it is still illegal for shops to list prices in USD. As such, commercial entities need to open local bank accounts in VND to conduct any business within Vietnam. Transactions with foreign counterparties may list prices using foreign currencies only if it is proven absolutely necessary.

Investors need to open a capital bank account, which is a foreign currency account designed to keep track of capital inflows and outflows in Vietnam. Investors can only move money from the capital account to a current account, which enables them to conduct business transactions. The Law on Foreign Exchange Management stipulates that investors may:

- move legal capital, reinvestment capital, or BCC capital (once liquidated) out of Vietnam
- transfer profits abroad at the end of the fiscal year only if all financial obligations are fulfilled at the end of the fiscal year with an advance notice of seven working days. All money moved out of Vietnam must be in foreign currency.

Banking system

The 1990 Ordinance on the State Bank of Vietnam (SBV) clearly defined the role of the SBV. Previously, the SBV acted as both the central bank and a commercial bank. In 1990, the SBV had to split its operations: the SBV remains as the central bank while its industrial and commercial activities were conducted by four newly created State-Owned Commercial Banks (SOCB) that specialize in different sectors and industries. The SBV is responsible for creating monetary policies, managing foreign exchange reserves, and licensing and supervising credit institutions.

According to Moody's Investor Service announcement on 30th November 2015: that its stable outlook for the Vietnamese banking system is driven by the country's good economic growth, stabilizing asset quality and good liquidity.

Funding and liquidity will also be stable in the Vietnamese banking system, says the rating agency. Deposit growth has been strong, reducing the banks' reliance on market-sensitive funding sources, such as interbank borrowings. At end 2014, market funds financed 17% of assets, down from 26% in 2012.

However, Moody's maintains its negative view on the banks' capitalization and profitability which will remain depressed by high loan-loss provisions. According to the rating agency, a long time is required to adequately provision or write off legacy problem assets.

Moody's also notes that accelerating credit growth will pressure capital adequacy. Options to improve capital buffers are scarce, due to the banks' weak bottom-line profitability and a limited ability to raise capital externally.

Types of banks

Banks in Vietnam are classified by their ownership:

- **State-Owned Commercial Banks** used to be fully owned by the government, but Vietnam is trying to "equitize" some SOCBs, i.e. selling shares to both domestic and foreign investor to eventually reduce state ownership to 51%. SOCBs typically cater to state-owned enterprises, which is the source of absurdly high NPL ratios.
- **Joint-Stock Commercial Banks** are owned by both public and private shareholders. They specialize in retail finance and small- and medium-sized enterprise clients. Foreign ownership is limited to 30% with a 10% cap for strategic investors, although the cap may be raised to 15% with approval from the government.
- **Joint-Venture Banks** are formed through capital contribution by Vietnamese bank(s) and foreign bank(s). They are similar to JSCBs but foreign ownership is capped at 49% instead.
- **Wholly Foreign-Owned Banks** are sought after by foreign investors for their trade finance and foreign exchange services. They are also targeting the Vietnamese middle class and above with their retail banking and wealth management services.

Bank secrecy

Vietnam does not have a bank secrecy law. The credit institution, not the customer, has the right to maintain confidentiality and can divulge a customer's information if it wants to. Additionally, any government agency can demand information from a credit institution.

Deposit Insurance of Vietnam (DIV)

All credit institutions are required to get insurance from the DIV for maximum deposit coverage of VND 50 million. The DIV wishes to increase coverage to VND 200 million because it believes deposit insurance should cover 3-5 times GDP per capita. However, the DIV is still waiting on approval. Other than insuring deposits, the DIV can conduct special examinations, such as compliance and risk assessments, on credit institutions.

Capital market

State Securities Commission (SSC)

The SSC was established in 1996 to oversee the development of capital markets, the licensing of participants, and the issuance and enforcement of regulations. The SSC states that, to be listed, a company must have been profitable for the previous two years and have capitalization of at least VND 5 billion. Additionally, at least 20% of the company must be owned by at least 50 shareholders not currently employed by the company. Only a joint stock company can be listed.

Vietnam Securities Depository (VSD)

The VSD is the only central securities depository in Vietnam. All public companies must register their shares, corporate bonds, municipal bonds, government bonds, corporate bonds guaranteed by the government, and fund certificates registered for trading. The VSD provides these services for its clients: securities lodging, withdrawal, pledging, releasing, and transfer of non-trades securities. The VSD finalizes securities trades through clearing and settlement based on the trading results sent by stock exchanges at the end of trading sessions.

Furthermore, the VSD provides corporate actions services such as the rights to vote, receive stock dividends, receive interest and principal of bonds and treasury bills, buy additional stocks, convert convertible bonds, exchange and merge shares, rename stocks, and split and consolidate stocks, among other rights.

Ho Chi Minh Stock Exchange (HOSE or HSX)

The Ho Chi Minh Securities Trading Center was established in 2000 and was renamed the Ho Chi Minh Stock Exchange in 2007. It is the first securities exchange and also the biggest in Vietnam. Morning trading session is 9:00-11:30 and afternoon trading session is 13:00-15:00 from Monday to Friday, except on public holidays. Trading is automated using an order-matching system with the capability to process up to 300,000 orders per day. Although the Law on Securities recognizes options, forward contracts, warrants, and indices, they cannot be traded in a stock exchange yet. The Vietnamese stock exchanges only have facilities to accommodate the trade of ordinary shares, fund certificates, and bonds.

Hanoi Stock Exchange (HNX) and UPCoM

The Hanoi Securities Trading Center was opened in 2005 and was transformed into the Hanoi Stock Exchange in 2009. It is the second securities exchange opened in Vietnam. Morning trading session is 9:00-11:30 and afternoon trading session is 13:00-14:15 from Monday to Friday, except on public holidays. Limitations similar to HOSE apply to HNX. The HNX operates its listed securities market, a government bond market, and the Unlisted Public Company Market (UPCoM). Because the VSD does not recognize share transfers that have not gone through a regulated market, all unlisted public companies need to enlist in UPCoM to trade its shares and convertible bonds except in the case of a takeover.

Labor

The Labor Code of Vietnam serves as the law governing employment practice and labor relations in Vietnam. The Ministry of Labor, War Invalids, and Social Affairs (MOLISA) is the national implementing government agency.

This Labor Code contains provisions regulating the hiring and termination of private employees, working conditions, including work hours and overtime, employee benefits, guidelines in the organization, and membership in labor unions as well as in collective bargaining.

Types of employment

There are three types of labor contract based on duration:

- a seasonal contract of fewer than 12 months
- a fixed term contract between 12 and 36 months
- an indefinite term contract.

A labor contract must be made in writing: one copy for the employer and one copy for the employee. A labor contract may be made orally only for housekeeping and work lasting fewer than three months. An employee may be put under a probationary period of at most 60 days. A seasonal or fixed term contract may only be extended once; afterwards, the employee has to be hired indefinitely or released.

Working hours and compensation

Employers can only require an employee to work for a maximum of ten hours a day, 48 hours per week, and six days a week. Payment must be made at least once every 15 days unless both parties agree on monthly payments. The weekly limit may be increased to 50 hours during peak season for a maximum of two months. If a job requires a worker to work seven days a week, then the employer must rearrange the work schedule to give at least four rest days a month. At least 12 rest hours are required between each night shift. Every employee is entitled to a 30 minute break – 45 for night workers – within a shift. If a shift exceeds ten hours, the employer must provide an additional break period of at least 30 minutes.

Overtime rate is 150%, 180% for work at night (between 21:00-5:00 or 22:00-6:00), 200% for work on weekly rest days, and 300% on statutory leave days. Overtime is limited to four hours per day and 200 hours per year; the limit may be increased to 300 hours per year during emergencies but must be approved by the State.

Minimum daily wage

Minimum wage ranges from VND 1.9 to 2.7 million a month, depending on the region. Minimum wage in Hanoi and Ho Chi Minh is VND 2.7 million except for some rural areas that only require VND 2.4 million.

Benefits

Holidays

Each year, every employee is entitled to nine days of paid leaves during public holidays and is paid three times the regular rate when work is performed on a holiday.

Service incentive leave

A worker who has rendered at least one year of service is entitled to 12-16 days of paid leave, depending on the nature of the work.

Annual bonuses

An employer may give an annual bonus equal to one month's salary (13th month's salary) to its employees although it is not mandated by law. Employees who have worked for fewer than 12 months may get a prorated bonus.

Additionally, an employer may hand out a "Lunar New Year Bonus" (or the "Tet Bonus") prior to the four days of paid leave for the Lunar New Year. This bonus typically reflects the company's performance; the amount ranges from less than a month's salary to a full year's salary.

Compulsory insurance

The Law on Social Insurance mandates that Vietnamese employees under contracts lasting more than three months, officials and public servants, and police and army members are required to get insurance. Employers must contribute 22% of the total wage fund while employees must contribute 10.5% of their wages to the social, health, and unemployment insurances. The insurance covers sick leaves, maternity leaves, medical expenses, labor accidents, occupational diseases, retirement benefits, severance payments, and survivorship allowances. If the employee is a foreigner, then only the health insurance is mandatory: 3% contribution from the employer and 1.5% contribution from the employee.

Maternity leave

Female labor may not be used if it might hinder her reproductive abilities, such as hard labor during later stages of pregnancy or work in areas with toxic fumes. A pregnant employee may take a maternity leave of four to six months depending on the nature of the work; two of those months must be after childbirth. In case of abortion or sterilization, the female employee may claim seven to 50 days of paid leave. Salary is covered by the social insurance. The employee may take a longer maternity leave in the case of multiple births. Additionally, the employee will receive a bonus of a month's salary if it is her first or second child. She may request additional unpaid leave as agreed upon by her employer.

Paternity leave

Vietnam does not require paid paternity leaves.

Retirement

A social pension system was established in 1995 through Decree number 19/CP, which is covered by the social insurance system. Employees are eligible for pension benefits after 20 years of optional social insurance contribution. Employees can retire at:

- Age 60 for men and age 55 for women or
- Age 55 for men and age 50 for women who work in hazardous occupations, live in designated areas, or are war veterans

Monthly pension benefits start at 55% average salary, increasing by 2% for each contribution year over 20.

Termination of employment

Severance payments are covered by the compulsory unemployment insurance. The employer is responsible for severance pay for the periods of non-participation in the unemployment insurance. Severance is half a month's salary for each year of service, unless the employee was laid off due to structural or technological changes, in which case severance becomes a month's salary for each year of service for a minimum of two months' salary. Employees fired as a form of discipline are not entitled to severance payments.

Whether an employee wishes to resign or an employer wants to terminate the labor contract, that individual must give a notice 45 days in advance for an indefinite term contract, 30 days for a definite term contract, and three days for seasonal contracts. If breached, the party at fault must pay compensation equal to the salary for the number of days without proper notice.

Labor relations

Labor union

If after six months of operations a trade union has not been set up, the Vietnam General Confederation of Labor will make a provisional union. The employer must recognize the union and work together to achieve favorable conditions but cannot interfere with the union's activities. A union member may use some of his/her working time to work with the trade union while still getting paid by the employer. The amount of time is determined by an agreement between the employer and the union but may not be fewer than three hours per month.

Strike

Employees are lawfully allowed to strike if 75% of the employee group participates or 50% for companies with fewer than 300 employees. If a strike is deemed unlawful, the participants need to cease the strike or face penalties.

Employment of foreigners

According to the Law on Investment, foreign workers are permitted only if the work requires a specialized skill set, but the company must train a Vietnamese person to replace the foreign worker. Foreigners who wish to work in Vietnam for more than three months have to get a Labor Permit from the Ministry of Labor, War Invalids, and Social Affairs. The foreigner must be above 18 years old and work as a manager, executive, or expert. To apply, the individual has to submit a legal record of the former residence (if the foreigner has resided in Vietnam for more than six months), a health certificate, a specialist certification for technical jobs or an equivalent document, and a photo, among other forms and documents. The Labor Permit is valid for 36 months unless the Vietnamese worker who will fill the position is still being trained.

Taxation

Taxation is administered through the General Department of Taxation, which is under the supervision of the Ministry of Finance. The Commissioner possess the power to, among others, decide disputed assessments, grant refunds of taxes, fees and other charges and penalties, modify payment of any internal revenue tax and cancel a tax liability. Taxpayers may appeal directly to the Court of Tax Appeals for any disputes between them and the Commissioner concerning the decisions of the latter.

Corporate tax

Provisional quarterly tax returns must be filed and the taxes be paid within 30 days of the end of the quarter. Annual tax returns must be filed and the outstanding taxes payable be paid within 90 days of fiscal year end. The fiscal year follows the calendar year. If a company wishes to begin the fiscal year on another month, that company must get approval from the Ministry of Finance.

Tax rates

As of January 2014, corporate tax rate is a flat 22% for all business entities, whether domestic or foreign-invested, with no additional local or provincial taxes. This tax rate extends to the domestic income of foreign parties that have not incorporated in Vietnam but have entered contracts such as BCC, BOT, BT and BTO. The tax rate decreases to 20% in January 2016. Some exceptions exist to the 22% tax rate:

- **10%** for businesses in 1) areas with especially difficult socio-economic conditions, economic zones, and high tech zones or 2) the technology and infrastructure sectors for the first 15 years, with four years of tax exemption followed by nine years of 50% tax reduction
- **10%** for businesses in social care, such as education, health, culture, sport, and the environment, with four years of tax exemption followed by five years of 50% tax reduction
- **20%** for new businesses in areas with difficult socio-economic conditions for the first ten years, with two years of tax exemption followed by four years of 50% tax reduction
- **32-50%** for exploitation of rare natural resources such as oil and gas.

Tax exemptions begin during the company's first profitable year. However, if the company still makes no profits after three years, the tax exemption begins on the fourth year of operations. 50% reductions begin after the tax exemption period.

Taxable profit

Taxable profit is domestic or foreign revenue minus deductible expenses, adjusted for other assessable income. All expenses are deductible if they pertain to revenue generation, are properly documented, and are not categorized as non-deductible expenses.

Non-deductible expenses

- Depreciation of fixed assets not following regulations.
- Cost of inputs in excess of reasonable consumption levels.
- Employee compensation which is not actually paid, is not stated in a labor contract, or is not stated in the collective labor agreement.
- Reserves for research and development not following regulations.
- Provisions for severance allowance (except for companies not subject to mandatory unemployment insurance contributions) and payments of severance allowance in excess of Labor Code requirements.
- Overhead expense allocation of foreign companies exceeding the revenue-based allocation formula.
- Interest on loans corresponding to the portion of charter capital not yet contributed.
- Interest on loans from non-banks exceeding 1.5 times the interest rate set by the State Bank of Vietnam.
- Provisions for stock devaluation, bad debts, financial investment losses, product warranties, or construction work not following regulations.
- Advertising and promotion expenses (except market research, trade fairs, commissions for insurance, and multi level marketing) exceeding 10% of total other deductible expenses (15% for the first three operating years of a new company).
- Unrealized foreign exchange losses other than account payables.
- Donations except certain donations for education, health care, natural disasters, or building charitable homes for the poor.
- Administrative penalties, fines.
- Creditable input value added tax, corporate income tax, and personal income tax.

Loss carryover

All tax losses may be carried forward for a maximum of five consecutive years. Profits and losses may not be offset between companies within a group. Tax losses may not be carried backwards.

Foreign contractor withholding tax

FCWT applies to certain payments to foreign parties. Dividends are exempt from FCWT. The VAT portion of the FCWT is exempt if the product or service falls under VAT exemption. Additionally, these numbers assume that all applicable import VAT has been paid.

Industry	Effective VAT rate	Deemed CIT rate
Restaurant, hotel, casino	5%	10%
Royalties	-	10%
Services	5%	5%
Leasing of machinery and equipment	5%	5%
Insurance	5%	5%
Construction or installation without supply of materials, machinery, or equipment	5%	2%
Interest	-	5%
Financial derivatives	-	2%
Leasing of aircraft and vessels	n/a	2%
Transfer of securities	-	0.1%
Re-insurance	-	0.1%
Supply of goods or associated with services in Vietnam	2%	1%
Manufacturing, other business activities	3%	2%

Individual tax

The government recognizes two types of individual taxpayers:

- **Tax residents** are taxed on all generated income, whether domestic or international. An individual is considered a tax resident if that person:
 - has stayed in Vietnam for at least 183 days in a calendar year
 - has stayed for at least 183 days in the 12 consecutive months from date of arrival
 - has a permanent residence in Vietnam or
 - has rented a home for more than 90 days but fewer than 183 days in Vietnam while unable to prove tax residence in another country.
- **Tax non-residents** are taxed only on income generated in Vietnam.

Tax rates

Tax non-residents pay a 20% flat tax rate (can be less with a favorable tax treaty) on employment income while tax residents pay marginal taxes according to the following schedule:

Annual income (VND)	Tax rate
60,000,000	5%
120,000,000	10%
216,000,000	15%
384,000,000	20%
624,000,000	25%
960,000,000	30%
> 960,000,000	35%

Some sources of income have different rates. For tax residents:

Taxable income	Tax rate
Sale of real estate:	
Net gain or	25%
Sales proceeds	2%
Sale of securities:	
Net gain or	20%
Sales proceeds	0.1%
Capital assignments:	
Net gain	20%
Prizes, inheritances, or gifts	10%

For tax non-residents:

Taxable income	Tax rate
Prizes, inheritances, or gifts	10%
Royalties, copyrights or franchises	10%
Interest	5%
Dividend paid to an individual	5%
Business income	1-5%
Sale of real estate:	
Sales proceeds	2%
Sale of securities:	
Sales proceeds	0.1%

Taxable income

Taxable employment income includes all cash compensations and benefits-in-kind **except**:

- Payments for business trips, telephone charges, uniforms, stationery (capped)
- Overtime premium (compensation above standard overtime salary)
- Home leave allowance and transportation for resident expatriates
- School fees up to high school for the children of resident expatriates
- Training
- Mid-shift meals (capped if in cash)
- Collective benefits (e.g. healthcare, work transportation).

Taxable non-employment income includes:

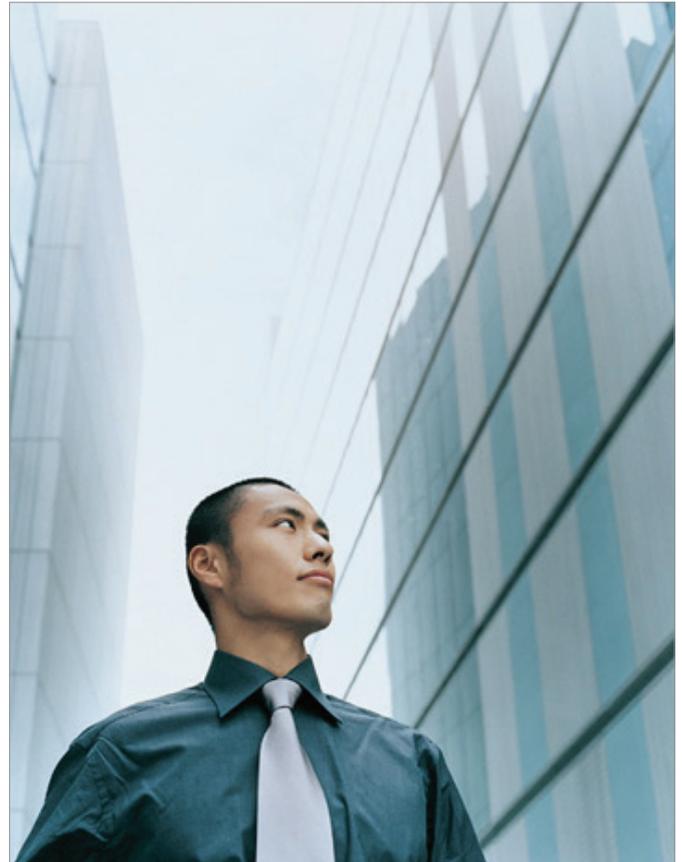
- Business income
- Investment income
- Gains from the sale of shares or property
- Inheritance in excess of VND 10 million.

Non-taxable income includes:

- Interest in bank deposits and life insurance
- Compensation from insurance
- Retirement pension from government insurance
- Transfer of property, gifts, and inheritances between direct family members.

Allowable deductions

- Mandatory insurance contributions
- Voluntary pension contributions
- Contributions to approved charities
- Personal allowance of VND 9 million a month
- Allowance for registered dependents of VND 3.6 million a month per individual.



Income tax treaties

Income tax treaties exist to prevent double taxation and may grant tax reductions or exemptions, depending on the terms of the treaty. Vietnam has no tax treaty with the United States. Vietnam has tax treaties with these countries:

Australia	Finland	North Korea	Pakistan	Sri Lanka
Austria	France	South Korea	Philippines	Sweden
Bangladesh	Germany	Kuwait	Poland	Switzerland
Belarus	Hong Kong	Laos	Qatar	Taiwan
Belgium	Hungary	Luxembourg	Romania	Thailand
Brunei	Iceland	Malaysia	Russia	Tunisia
Bulgaria	India	Mongolia	Saudi Arabia	Ukraine
Canada	Indonesia	Morocco	Seychelles	UAE
China	Ireland	Myanmar	Singapore	UK
Cuba	Israel	Netherlands	Slovakia	Uzbekistan
Czech Republic	Italy	Norway	Spain	Venezuela
Denmark	Japan	Oman		

Value added tax

VAT is levied on goods and services sold in Vietnam at a rate of 0%, 5% or 10%. For goods and services not subject to VAT, input VAT can be credited.

Not subject to VAT:

- Goods and services provided outside of Vietnam
- Financial revenues such as compensation, bonus, and subsidy
- Sales of assets by non-business entities not registered for VAT
- Capital contributions
- Certain asset transfers between parent and subsidiary
- Collection of indemnities by insurance companies
- Collection by intermediary not related to provision of the good or service
- Commissions earned by certain agents
- Certain agricultural products
- Transfer of land use rights
- Financial derivatives and credit services
- Securities activities
- Capital assignment
- Foreign currency trading
- Debt factoring
- Teaching
- Healthcare
- Certain insurance services
- Newspapers, magazines, certain types of books
- Public buses

- Transfer of technology
- Gold not in jewelry
- Drilling rigs, airplanes, and ships that cannot be produced inside Vietnam
- Imported items for research and development that cannot be produced inside Vietnam
- Imported items for oil and gas fields that cannot be produced inside Vietnam
- International aid (subject to limitations).

Subject to 0% VAT:

- Exports
- Goods processed for export
- Goods sold to duty-free shops
- Construction for export-processing enterprises.

Subject to 5% VAT:

- Water
- Agriculture
- Educational goods
- Unprocessed food
- Medicine and medical equipment
- Technical or scientific services
- Certain cultural, sport, or art products and services.

Subject to 10% VAT:

- Everything else.

Other taxes

Customs duty

Import tax is levied on most imported goods based on the CIF (cost, insurance, freight). Tax rates vary from 0-100%. Import tax may be waived if a business operating in a preferential zone or sector wishes to import fixed assets.

Environment protection tax

Production and importation of goods hazardous to the environment are subject to additional tax:

Goods	Unit	Tax (VND)
Liquid fossil fuels	Liter / kg	300-1,000
Coal	Ton	10,000-20,000
CFC	Kg	4,000
Plastic bags	Kg	40,000
Restricted chemicals	Kg	500-1,000

Excise tax

Vietnam has excise tax in the form of Special Sales Tax (SST), which is levied in addition to VAT. The selling price is used to calculate the SST. If a company uses agents for distribution, the SST is calculated using 90% of the average price the agents are selling the product for. A company that pays SST may claim tax credits from SST-liable inputs.

Products / services	SST rate
Votive papers	70%
Cigarettes	65%
Automobiles with fewer than 24 seats	10-60%
Beer	50%
Spirits/wine	25-50%
Playing cards	40%
Discotheques	40%
Airplanes	30%
Boats	30%
Massage, karaoke	30%
Casinos, gambling	30%
Motorcycles above 125cc	20%
Golf	20%
Lotteries	15%
Petrol	10%
Air conditioners	10%

Stamp duty

Stamp duty, formally known as Registration Fee, is required only for registration of ownership for assets such as land, buildings, vehicles and firearms. The tax ranges from 0.5% to 20%.

Inheritance tax/gift tax

Inheritances and gifts in excess of VND 10 million are taxed at 10% except for real property given to family members or next-of-kin.

Property taxes

Land use fee

Land may be allocated to Vietnamese citizens indefinitely for housing and a limited period up to 50 years for business, which may be extended. Vietnamese citizens must pay land use fees annually or upfront in a lump sum. The land cannot be mortgaged, subleased, transferred, or contributed into a joint venture unless the lump sum has been paid. Certain eligible foreigners may be able to “purchase” an apartment within a residential complex with land use rights for up to 50 years. The land use fee uses a progressive tax rate of 0.03% to 0.15% of the land price.

Land rental

Foreign investors can lease land for commercial purposes for up to 50 years, which may be renewed, or up to 70 years for residential development. Foreigners can pay the rental annually or upfront in a lump sum.

Local government taxes

All taxes are handled at the federal level. There are no additional local or provincial taxes. However, if a business has many branches in different regions, then the tax payment might have to be split among the local tax authorities.

Investment

Vietnam offers corporate tax incentives, which are detailed in the corporate tax section. Import tax may be waived if a business operating in a preferential zone or sector wishes to import fixed assets. Businesses can also send foreign workers for up to 36 months each to supervise operations and train new employees.

Intellectual property rights

Vietnam follows a lot of international standards for intellectual property as it acceded to the Paris Convention, the Berne Convention, TRIPS, and the Madrid System. The Vietnam Intellectual Property Law offers further protection. The Copyright Office regulates copyrights, the Ministry of Agriculture and Rural Development handles plant variety, and the National Office of Intellectual Property handles everything else. The first person to file an intellectual property holds the right. If an investor's intellectual property right is infringed, that individual may protect him/herself through civil disputes, criminal sanctions, administrative sanctions, and/or customs intervention.

Patents

Patents are technological solutions and innovations. They enjoy a protection of 20 years after date of application. Industrial design patents are granted for outward appearance or recognizable feel; these patents last five years and may be renewed twice.

Trademarks

Trademarks are used to distinguish a good or service from others in the form of words, images, and/or colors. They are protected for ten years and may be renewed indefinitely.

Copyright

While works that fall under copyright law are immediately protected upon creation, registering the work offers further protection from disputes. Depending on the type of work, economic copyrights can last from 75 to 100 years from date of formulation or 50 years after the author's death.

Trade names

Trade names are names used by organizations or individuals to designate and differentiate themselves in business activity. Trade names do not have to be filed; instead, they are protected once the business entity has been formed.

Expropriation and compensation

According to the Law on Investment, capital and other lawful assets of foreign investors will not be requisitioned through administrative measure. Enterprises with foreign capital will not be nationalized. The US Department of State remarks that "no recent instances of expropriation of a foreign investment" occurred in Vietnam.

Property ownership

Only the Vietnamese government can own land. The government can allocate land to Vietnamese citizens for residential, agricultural, or commercial purposes for an indefinite period or a period up to 50 years, which may be renewed. The citizens pay a land use fee annually, akin to land tax. Vietnamese citizens may contribute land use rights in a joint venture only if the land use fee has been paid upfront in a lump sum.

While foreigners cannot own property, they can lease land and pay the land rental fee annually. Land is leased for a period of up to 50 years or up to 70 years for residential development, both of which may be renewed. In certain cases, foreigners may be approved to “purchase” apartments in residential areas and attain land use rights for up to 50 years.

International trade agreements

As a member of ASEAN and WTO, Vietnam has entered the following free-trade agreements:

- ASEAN
- ASEAN – China Free Trade Area
- ASEAN – Korea Free Trade Area
- ASEAN – India Free Trade Area
- ASEAN – Australia/New Zealand Free Trade Area
- ASEAN – Japan Comprehensive Economic Partnership.

In addition, Vietnam has established free trade agreements with the following countries:

- Chile
- Japan.

These trade agreements are still in negotiation:

- ASEAN+6
- ASEAN – EU
- Trans-Pacific Partnership
- Vietnam – EU
- Vietnam – Korea
- Vietnam – LMTQ
- Vietnam – EFTA.

Appendix

Corporate Taxes

Type of tax	Australia			China		
	Tax rate	Tax base	Note	Tax rate	Tax base	Note
Corporate Tax Rate	30%	Net Profits	(1)	25%	Net Profits (subject to income tax adjustment)	(7), (8), (9)
Dividends*						
- Paid to another company in your jurisdiction	0	N/A		10%	Gross	
- Paid to a non-resident company	0% ⁽²⁾ / 30% ⁽³⁾			10%	Gross	
Interests*						
- Paid to another company in your jurisdiction	0%	N/A		10%	Gross	
- Paid to a non-resident company	10%	Gross		10%	Gross	
Royalties*						
- Paid to another company in your jurisdiction	0%	N/A		10%	Gross	
- Paid to a non-resident company	30%	Gross		10%	Gross	
Capital gains tax*	30%		(4), (5), (6)	10%	Gross	

Type of tax	Hong Kong			India		
	Tax rate	Tax base	Note	Tax rate	Tax base	Note
Corporate Tax Rate	16.5%	Net Profits		30%/40% ⁽¹¹⁾	Profit	(12), (13)
Dividends*						
- Paid to another company in your jurisdiction	0%	N/A		Exempt from tax	N/A	(14)
- Paid to a non-resident company	0%	N/A		Exempt from tax	N/A	(14)
Interests*						
- Paid to another company in your jurisdiction	16.5%	Gross		10%	Gross	(16)
- Paid to a non-resident company	0%/16.5%	NA / Gross	(10)	20% ⁽¹⁵⁾	Gross	(17)
Royalties*						
- Paid to another company in your jurisdiction	16.5%	Gross		10%	Gross	(18)
- Paid to a non-resident company	4.95%/ 16.5%	Gross	(10)	10% ⁽¹⁵⁾	Gross	(19)
Capital gains tax*	0%	N/A		30% ⁽¹¹⁾	Net gain	(20), (21), (22)

Type of tax	Indonesia			Japan		
	Tax rate	Tax base	Note	Tax rate	Tax base	Note
Corporate Tax Rate	25%	Net profit	(23), (24)	32.11%/34.33%	Net Profits	(34), (35)
Dividends*						
- Paid to another company in your jurisdiction	15%	Gross	(25), (26)	20.42%	Gross	
- Paid to a non-resident company	20%	Gross		20.42%	Gross	
Interests*						
- Paid to another company in your jurisdiction	15%/20%	Gross	(27), (28), (29)	15.315%	Gross	
- Paid to a non-resident company	20%	Gross	(29)	15.315%	Gross	
Royalties*						
- Paid to another company in your jurisdiction	15%	Gross	(30)	20.42%	Gross	
- Paid to a non-resident company	20%	Gross	(29)	20.42%	Gross	
Capital gains tax*	0.1% / 5%	Proceeds	(31), (32), (33)	Please refer to remarks	Net Profits	(36), (37)

Type of tax	South Korea			
	Tax rate ⁽³⁸⁾		Tax base	Note
	Corporate Tax	Residence Tax		
Corporate Tax Rate	10% ⁽³⁹⁾ / 20% ⁽⁴⁰⁾	1% ⁽³⁹⁾ /2% ⁽⁴⁰⁾	Net income	(41)
Dividends*				
- Paid to another company in your jurisdiction	25% ⁽⁴²⁾ /14% ⁽⁴³⁾	2.5% ⁽⁴²⁾ /1.4% ⁽⁴³⁾	Gross	(44)
- Paid to a non-resident company				
Interests*				
- Paid to another company in your jurisdiction	25% ⁽⁴⁵⁾ /14% ⁽⁴⁶⁾ / 15% ⁽⁴⁷⁾	2.5% ⁽⁴⁵⁾ /1.4% ⁽⁴⁶⁾ / 1.5% ⁽⁴⁷⁾	Gross	
- Paid to a non-resident company				
Royalties*				
- Paid to another company in your jurisdiction	15%	1.5%	Gross	(48)
- Paid to a non-resident company				
Capital gains tax*				
	10% ⁽⁴⁹⁾ /30% ⁽⁵⁰⁾ / 20% ⁽⁵¹⁾	1% ⁽⁴⁹⁾ /3% ⁽⁵⁰⁾ / 2% ⁽⁵¹⁾	Gain from shares	
	6-38% ⁽⁵²⁾ /50% ⁽⁵³⁾ / 70% ⁽⁵⁴⁾	0.6-3.8% ⁽⁵²⁾ / 5% ⁽⁵³⁾ /7% ⁽⁵⁴⁾	Sales margin of 2,500,000 won	

Type of tax	Malaysia			Mongolia		
	Tax rate	Tax base	Note	Tax rate	Tax base	Note
Corporate Tax Rate	24%	Net Profit	⁽⁵⁵⁾ , ⁽⁵⁶⁾	10% ⁽⁵⁹⁾ / 10%+25% ⁽⁶⁰⁾	Net Profits	
Dividends*						
- Paid to another company in your jurisdiction	0%	N/A		10%	Gross	
- Paid to a non-resident company	0%	N/A		20%	Gross	
Interests*						
- Paid to another company in your jurisdiction	25%	Gross	⁽⁵⁵⁾ , ⁽⁵⁶⁾	10%	Gross	
- Paid to a non-resident company	15%	Gross	⁽⁵⁷⁾	20%	Gross	
Royalties*						
- Paid to another company in your jurisdiction	25%	Gross	⁽⁵⁵⁾ , ⁽⁵⁶⁾	10%	Gross	
- Paid to a non-resident company	10%	Gross	⁽⁵⁷⁾	20%	Gross	
Capital gains tax*	0%-30%	Net Gain	⁽⁵⁸⁾	2%/10% ⁽⁶¹⁾ / 10%+25% ⁽⁶²⁾ / 10% ⁽⁶³⁾	Gross ⁽⁶¹⁾ / Gain/Loss ⁽⁶²⁾ to ⁽⁶⁴⁾	

Type of tax	Philippines			Russian Federation		
	Tax rate	Tax base	Note	Tax rate	Tax base	Note
Corporate Tax Rate	30%	Net taxable Profits		20%	Net Profits	⁽⁷⁵⁾
Dividends*						
- Paid to another company in your jurisdiction	0%	N/A		0% / 13%	Gross	⁽⁷⁶⁾
- Paid to a non-resident company	30%	Gross amount	⁽⁶⁵⁾	15%	Gross	
Interests*						
- Paid to another company in your jurisdiction	20% ⁽⁶⁶⁾ / 7.5% ⁽⁶⁷⁾ / 5% ⁽⁶⁸⁾ /12% ⁽⁶⁹⁾ /20% ⁽⁷⁰⁾	Gross amount		20%	Gross	
- Paid to a non-resident company	30%	Gross amount	⁽⁶⁵⁾	20%	Gross	
Royalties*						
- Paid to another company in your jurisdiction				20%	Gross	
- Paid to a non-resident company	30%	Gross amount	⁽⁶⁵⁾	20%	Gross	
Capital gains tax*	6% ⁽⁷¹⁾ /5% ⁽⁷²⁾ / 10% ⁽⁷³⁾ / 30% ⁽⁷⁴⁾	Net		N/A	N/A	

Type of tax	Singapore			Thailand		
	Tax rate	Tax base	Note	Tax rate	Tax base	Note
Corporate Tax Rate	17%	Tax adjusted profits		20%	Net profit	
Dividends*						
- Paid to another company in your jurisdiction	0%			10%		
- Paid to a non-resident company	0%			10%		
Interests*						
- Paid to another company in your jurisdiction	0%			1%	Gross	⁽⁷⁷⁾
- Paid to a non-resident company	15%			15% or the rate provided in the applicable tax treaty	Gross	
Royalties*						
- Paid to another company in your jurisdiction	0%			3%	Gross	⁽⁷⁷⁾
- Paid to a non-resident company	10%			15% or the rate provided in the applicable tax treaty	Gross	⁽⁷⁸⁾
Capital gains tax*	0%			0% ⁽⁷⁹⁾ /15% ⁽⁸⁰⁾	Gross	

Type of tax	Taiwan			Vietnam		
	Tax rate	Tax base	Note	Tax rate	Tax base	Note
Corporate Tax Rate	17%	Net Profits		22% ⁽⁸³⁾	Net Profits	⁽⁸⁴⁾
Dividends*						
- Paid to another company in your jurisdiction	⁽⁸¹⁾	N/A		None	N/A	
- Paid to a non-resident company	20%	N/A		None	N/A	
Interests*						
- Paid to another company in your jurisdiction	10%	Gross		None	N/A	
- Paid to a non-resident company	⁽⁸²⁾	Gross		5%	Deemed Taxable income ⁽⁸⁵⁾	
Royalties*						
- Paid to another company in your jurisdiction	10%	Gross		None	N/A	
- Paid to a non-resident company	20%	Gross		10%	Deemed Taxable income ⁽⁸⁵⁾	
Capital gains tax*	N/A	N/A		22% ⁽⁸⁷⁾ / 0.1% ⁽⁸⁸⁾	Net Income ⁽⁸⁶⁾ / Deemed Taxable income ⁽⁸⁵⁾	

*Withholding tax which the payer corporation must deduct and pay to the local tax authority.

- (1) From 1 July 2015, the income tax rate for companies who operate a business and turnover less than A\$2 million will be reduced to 28.5%.
- (2) If the dividend is franked.
- (3) If the dividend is unfranked (unless an international agreement applies).
- (4) Companies are not eligible for a 50% discount for assets held over 12 months unlike trusts and individuals.
- (5) Distributed by the trust to beneficiaries, eligible for a 50% discount if the CGT asset is held for greater than 12 months.
- (6) Individuals, marginal tax rates, eligible for a 50% discount if the CGT asset held for greater than 12 months.
- (7) General resident companies: 25%.
- (8) Non-resident companies and small low-profit companies: 20%.
- (9) High-tech companies: 15%
- (10) 16.5% could apply depending on each case circumstances.
- (11) The rates are subject to an additional levy consisting of a surcharge and a cess.
- (12) The basic rate is increased by the following surcharges on such taxes:
- Domestic companies with net income exceeding INR 100 million: 10%
 - Domestic companies with net income exceeding INR 10 million: 5%.
- No surcharge is payable if the net income does not exceed INR 10 million.
- The tax payable (inclusive of the surcharge, as applicable) is further increased by a cess levied at 3% of the tax payable.
- (13) Foreign companies that have a permanent establishment (PE) or branch / project office in India or have a place of effective management in India are taxable at a higher basic rate of 40%. The rates are subject to an additional levy consisting of a surcharge and a cess. The basic rates are increased by the following surcharges on such taxes:
- Foreign companies with net income exceeding INR 100 million: 5%
 - Foreign companies with net income exceeding INR 10 million: 2%
- No surcharge is payable if the net income does not exceed INR 10 million.
- The tax payable (inclusive of the surcharge, as applicable) is further increased by a cess levied at 3% of the tax payable. The withholding tax rates (as applicable) are also increased by a surcharge for payments exceeding INR 10 million made to foreign companies and a cess (see above).”
- (14) Dividend declared by an Indian company is tax exempt in the hands of the shareholders since the domestic company is liable to pay Dividend distribution tax at the rate of 20.358% on the same.
- (15) Subject to fulfillment of prescribed conditions (The rates are subject to an additional levy consisting of a surcharge and a cess).
- (16) Withholding tax at the rate of 10% as per Indian domestic tax laws for payments above INR 5,000 on interest (other than Interest on securities) subject to fulfillment of prescribed conditions.
- (17) Tax deduction at source at the rate of 20% (plus applicable surcharge and cess) for payment of interest to Non-Resident other than.
- Payment of interest on specific infrastructure debt funds subject to fulfillment of prescribed conditions (Withholding tax at the rate of 5% is applicable on the same).
 - Payment of interest on loan taken in foreign currency on long-term infrastructure bonds subject to fulfillment of prescribed conditions (Withholding tax at the rate of 5% is applicable on the same).
- Further, as per Indian domestic tax laws, a non resident or a foreign company has the option to be taxed in India either in accordance with the provisions of the domestic tax laws or as per the provisions of the Double Taxation Avoidance Agreement (“DTAA” or “tax treaty”) entered between India and the respective country, whichever are more beneficial. A non-resident, to whom a DTAA applies shall not be entitled to claim any relief under such DTAA unless a tax residency certificate confirming of it being a resident in any country outside India is obtained by him from the Government of that particular country.
- (18) Tax deduction at source at the rate of 10% for payments exceeding INR 30,000.
- (19) However, if the royalties or technical services fees paid under the agreement are effectively connected to a PE or fixed place of the non-resident recipient in India, the payments are taxed on a net income basis at a rate of 40% (plus the 2% or 5% surcharge, as applicable, and the 3% cess).
- (20) In case the assets are held as stock-in-trade, the gain is chargeable to tax as business income and not as capital gains.

- (21) In case of sale of equity shares, equity oriented mutual funds and business trusts which are listed on a recognized stock exchange in India and has been subjected to securities transaction tax at the time of sale, the tax rate would be 15% (plus applicable surcharge and cess).
- (22) Long Term Capital Gains arising in respect of sale of equity shares, equity oriented mutual funds or business trusts which are listed on a recognized stock exchange in India and has been subjected to securities transaction tax at the time of sale is exempt from tax.
- (23) Listed companies which meet certain conditions are eligible for a 5% reduction in the corporate tax rate.
- (24) A company with gross turnover less than IDR 50 billion is eligible for up to a 50% reduction of the corporate tax rate based on the percentage of its taxable income which results when IDR 4.8 billion is divided by its gross annual turnover. If gross turnover is below IDR 4.8 billion, the 50% reduction applies on all taxable income.
- (25) Exempt if the following two conditions are satisfied:
- the dividend comes from retained earnings
 - the shareholder company owns at least 25% of paid up capital
- Include as assessable income and the 15% is creditable tax.
- (26) Lower based on tax treaty.
- (27) Banks – 20%, final tax.
- (28) Bonds, other securities and others – 15%, include as assessable income and the 15% is creditable tax.
- (29) Lower based on tax treaty.
- (30) Include as assessable income and the 15% is creditable tax.
- (31) Listed shares – 0.10% of proceeds (final tax).
- (32) Unlisted shares – 5% of proceeds (Final tax subject to tax treaty for non-resident).
- (33) Land and building – 5% on gross amount (final tax).
- (34) 34.33% for Capital of not more than JPY 100 million.
- (35) 32.11% for Capital of over JPY 100 million.
- (36) Capital gain incurred in a company should be taxed at the corporate tax rate.
- (37) Capital gain incurred by an individual should be taxed at 20.315% (> 5 years) or 39.63% (< 5 years) depending on the length of ownership.
- (38) For domestic corporation only.
- (39) Tax base up to KRW 200,000,000.
- (40) Tax base exceeding KRW 200,000,000.
- (41) Tax exemption of high-tech business of foreign invested companies – 100% exemption for seven years and 50% for succeeding three years. Exemption starts from the first year of showing profit.
- (42) Dividend from joint investment operators.
- (43) Dividend other than in general occasions.
- (44) To shareholders from foreign subsidiaries in Korea carrying on high-tech business authorized by Korean government – 100% exemption for seven years and 50% for succeeding three years. Exemption starts from the first year of showing profit.
- (45) Interest on non-business type loan.
- (46) Interest other than Item in general occasions.
- (47) Bonds and other securities. Include as assessable income and the 15% is creditable tax.
- (48) Include as assessable income and the 15% is creditable tax.
- (49) Gain from transfer of shares of small and medium companies.
- (50) Gain from transfer of shares of small and medium companies by majority shareholders for less than 1 year.
- (51) In all cases other than (49) and (50) above.
- (52) Gain from transfer of real property – building and land.
- (53) Gain from transfer of real property owned for less than 1 year.

- (54) Gain from transfer of real property not registered.
- (55) Non-SME: 24%; Prior to YA 2016: 25%.
- (56) For SME: 19% on first RM500,000; subsequent chargeable income at 24%; Prior to YA 2016: 20% and 25%, respectively.
- (57) Or a lower rate under the terms of DTA.
- (58) Rate depending on the period of ownership and the person (i.e. company, Malaysian citizen, non-citizen, etc.) disposing the asset.
- (59) Net Profits =< MNT 3 billion.
- (60) Net Profits =< MNT 3 billion * 10%.
- (61) Immovable assets.
- (62) Movable assets – economic entity – Net Profits =< MNT 3 billion.
- (63) Movable assets – economic entity – Net Profits =< MNT 3 billion * 10%.
- (64) Movable assets – individual.
- (65) May be lowered depending on DTA.
- (66) Interest from currency deposits, trust funds and deposit substitutes.
- (67) Interest Income of Foreign Currency Deposit.
- (68) If pre-terminated before the 5th yr; 4 years to less than 5 years.
- (69) If pre-terminated before the 5th yr; 3 years to less than 4 years.
- (70) If pre-terminated before the 5th yr; less than 3 years.
- (71) Realized from sale, exchange or other disposition of real property.
- (72) Shares of stock not traded in the stock exchange – Not over PHP 100,000.
- (73) Shares of stock not traded in the stock exchange – Any amount in excess of PHP 100,000.
- (74) Except capital gains realized from the disposition of shares of stock in any domestic corporation but may be lowered depending on DTA.
- (75) 2% to the Federal budget; 18% to Region budget.
- (76) Holdings of shares in amount not less than 50% for not less than 365 days.
- (77) Advance tax (to be deducted from the CIT).
- (78) Paid to associations or foundations is 10% of gross amount, advance tax (to be deducted from the CIT).
- (79) Paid to a company operating in Thailand.
- (80) Paid to a non-resident company.
- (81) When making distribution from earnings of the year 1998 or each ensuing year thereafter, a profit-seeking enterprise shall distribute along with dividends or earnings the amount of shareholders' (members') imputation tax credit calculated proportionally according to net dividends or earnings received by each shareholder (member) using tax deduction ratio which is the amount of balance in shareholders' imputation tax account divided by the aggregate amount of balance in the undistributed earnings as shown in the account book of a profit-seeking enterprise.
- The following formula shall be used for the purpose of this Article:
- Tax deduction ratio = amount of balance in the shareholders' imputation credit account/ the aggregate amount of balance in the undistributed earnings.
- Amount of shareholders' (members') imputation tax credit = amount of the net dividend (or earning) × tax deduction ratio. However, in the case of the amount of the deductible tax of an individual shareholder (member) residing in the territory of the Republic of China, the imputation tax credit = amount of the net dividend (or earning) × tax deduction ratio × 50%.
- In case the tax deduction ratio as calculated using the formula given in the preceding Paragraph is higher than the upper limit of the tax deduction ratio, the said upper limit of tax deduction ratio shall prevail in calculating the amount of shareholders' (or members') imputation tax credit. The applicable upper limits of the tax deduction ratio are fixed as follows:
- For an aggregate amount of undistributed earnings not having been assessed with a 10% profit-seeking-enterprise income tax: 33.33% for earnings accumulated before 2009, and 20.48% for earnings accumulated after 2010.

- For an aggregate amount of undistributed earnings having been assessed with a 10% profit-seeking-enterprise income tax: 48.15% for earnings accumulated before 2009, and 33.87% for earnings accumulated after 2010.
- For an aggregate amount of undistributed earnings partially accumulated before 2009 and partially accumulated after 2010, partially assessed and partially not assessed with a 10% profit-seeking-enterprise income tax: the sum of the amounts of shareholders' imputation tax credit shall be calculated respectively based on the applicable tax deduction ratios specified in the preceding two Items in respect of the different proportions of the aforesaid two parts of undistributed earnings to the aggregate amount of the undistributed earnings.

The term "aggregate amount of balance in the undistributed earnings as shown in the account book of a profit-seeking-enterprise" shall refer to the amount of the aggregate undistributed earnings as calculated by a profit-seeking-enterprise in accordance with the commercial accounting rules for the year 1998 or each ensuing year there after.

The calculation of the tax deduction ratios shall be rounded off to the nearest ten thousandth; and if the last figure of the amount of imputation tax credit for each shareholder or member is less than one dollar, such figure shall be rounded off.

(82) Tax on interest is withheld in accordance with the following rules:

- For interest from the portion of the pecuniary amount realized by short-term commercial papers at their maturity in excess of the selling price at their initial issuance, 15% of the payment is withheld.
- For interest distributed from beneficiary securities or asset-backed securities issued in accordance with the Financial Asset Securitization Act or the Real Estate Securitization Act, 15% of the distribution is withheld.
- For interest on government bonds, corporate bonds, or financial bonds, 15% of the payment is withheld.
- For interest derived from repo (RP/RS) trade whereby a taxpayer purchases securities or short-term commercial papers as described above in Subparagraphs 1 to 3 which shall be the net amount of the sale price at their maturity in excess of the original purchase price, 15% of the payment is withheld.
- For all other types of interest, 20% of the payment is withheld.

(83) Normal tax rate is 22%. For enterprises has revenue of the previous year less than or equal to VND 20 billion, CIT rate is 20%. Tax rate for oil and gas exploration and exploitation activities is from 32% to 50%. Tax rate for platinum, gold, silver, tin, wonfram, antimoan, precious stone, rare soils exploration and exploitation activities: 50%. Investment in a selected industries/location that the GoV wants to promote and/or meeting certain criteria (i.e. size of investment, number of employees etc) may enjoy preferential tax rates (i.e. 10% or 20%) and tax holidays (exemption and reduction).

(84) 20% from 2016.

(85) Deemed Taxable income is the total revenue the non-resident company received, exclusive of VAT and inclusive of CIT. In the case that the contract defines the revenue of the non-resident company is exclusive of CIT, the deemed taxable income is determined by the following fomular: Deemed Taxable Income = Revenue exclusive of tax/ (1-tax rate).

(86) Capital gain from selling capital contribution in other company is considered as other income of the seller. It is determined by the following fomula: Capital gain = selling price – capital contributed/ purchased price of share – share selling expenses. This income can be net-off by the loss (if there is) of the main business activities to arrive taxable income of the seller for the fiscal year.

(87) Earned by a company in its jurisdiction.

(88) Earned by a non-resident company.

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