員工、僱傭及代幣計劃

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跨越兩個樞紐的僱傭

瑞士僱傭法編纂於《瑞士債務法》（OR/CO），並由《勞動法》補充。新加坡的僱傭法載於《1968年僱傭法》（Employment Act 1968），並疊加普通法規則。以歐洲標準而言，兩者都對僱主有利。架構上的要點是，登記僱主必須是工作所在地的實體，因為工作准證及社會保障都跟隨僱主。瑞士GmbH在新加坡沒有據點時，無法聘用居於新加坡的開發人員。僱員如在新加坡為一家在當地沒有實體的瑞士僱主工作，便會為瑞士公司構成常設機構，並造成薪俸稅的違責。[1]可行選擇包括本地實體、名義僱主服務提供者或承判商安排，而最後一種在兩國都帶有常見的錯誤分類風險。

兩地的社會保障差異很大。瑞士僱主及僱員各自按薪金約5.3%向第一支柱計劃（AHV/IV/EO）供款，不設上限，另須繳付失業保險，以及隨年齡遞增的強制性第二支柱退休金供款。[2]新加坡的中央公積金（CPF）只適用於公民及永久居民，因此聘用持就業准證外國人的僱主完全毋須繳付社會保障供款，與瑞士相比可節省約10%至20%的薪酬開支。[3]瑞士與新加坡之間並無社會保障協定，因此被派駐新加坡的瑞士公民會脫離瑞士制度，除非他們繼續自願繳付AHV供款。

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代幣計劃

在大部分協議集團中，僱員及貢獻者代幣計劃是薪酬中最有價值的部分，也是跨越兩個樞紐時最難管理的部分。瑞士根據《聯邦直接稅法》（DBG/DFTA）第17a條及其後條文及瑞士聯邦稅務局《第37號通函》，對僱員參與工具課稅，聯邦稅務局亦以類推方式將之適用於代幣。授予時可自由處置的代幣於授予時課稅，須歸屬的代幣於歸屬時課稅，並就禁售期給予折讓。[4] 新加坡在僱員取得收取代幣的權利時，按市值將作為僱傭收入收取的代幣課稅；「合資格僱員股權報酬」（Qualified Employee Equity-Based Remuneration）計劃下的遞延適用於股份，但是否適用於代幣並不明確。[5]因此，設有單一代幣計劃的集團會有兩個課稅事件、兩個估值日期及兩套預扣制度。計劃規則必須容許管理人出售或預扣代幣，以支付僱員在每個國家的稅款。

核對清單

瑞士與新加坡集團的代幣計劃，應在首次授予前確定以下事項： - 授予實體（透過貢獻者協議授予的基金會，或聘用僱員的公司） - 歸屬時間表，以及歸屬是按時間、按里程碑，抑或兩者兼備 - 每個國家每個課稅事件的估值來源及當日時間 - 預扣機制（出售以支付稅款或淨額結算）及由誰執行 - 終止僱傭、身故及喪失行為能力時的處理 - 禁售及交易窗口政策，並須與第V章的市場失當行為規則一致 - 與楚格稅務局以及（如計劃規模龐大）與IRAS取得裁定的策略

註釋

1. 瑞士與新加坡避免雙重課稅協定，SR 0.672.968.91，第5條（常設機構）及第15條（受僱收入）；Income Tax Act 1947，第45條及其後條文（預扣）及Employment Act 1968 (2020 Rev. Ed.)。 ↩
2. Federal Act on Old-Age and Survivors' Insurance of 20 December 1946 (AHVG), SR 831.10，第5條及第13條（AHV的僱主及僱員供款率各為

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4.35%；連同IV及EO，第一支柱合計供款率各為5.3%）；Federal Act on Occupational Pensions (BVG), SR 831.40，第7條及第16條。 ↩

3. Central Provident Fund Act 1953 (2020 Rev. Ed.)，第7條及First Schedule（須就屬公民或永久居民的僱員供款）；55歲或以下僱員的僱主供款率為17%，僱員供款率為20%，以普通工資上限為限。 ↩

4. DFTA, SR 642.11，第17a至17d條；Ordinance on Employee Participation of 27 June 2012 (MBV), SR 642.115.325.1；FTA Circular No. 37 of 30 October 2020（取代2013年7月22日的版本），"Besteuerung von Mitarbeiterbeteiligungen"，第3節（根據FTA關於加密貨幣的工作文件，以類推方式適用於代幣）。第G部分第IV章。 ↩

5. Income Tax Act 1947，第10(6)條（僱員認股權及股份獎勵的收益）；IRAS e-Tax Guide，"Income Tax Treatment of Digital Tokens"，第7節；IRAS，"Tax Treatment of Employee Stock Options and Other Forms of Employee Share Ownership Plans"（QEEBR）。第M部分第VI章。 ↩

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