管理亞洲業務的新加坡控股公司

Dr Alexander Ressos, TEP
Attorney-at-Law (Switzerland and Germany),
Solicitor (England & Wales and Hong Kong)
Of Counsel, KGP Legal LLC
alexander.ressos@kgplegal.com.sg
www.ressos.com.sg

私人有限公司（Pte. Ltd.）的第二種用途，是作為集團亞洲子公司的中間控股公司。在新加坡、香港、日本及澳洲經營業務的瑞士股份有限公司（AG），可透過一家新加坡控股公司持有這些子公司，並經由它安排股息、管理費及知識產權特許權使用費的流向。這樣做有四個好處。新加坡對居民公司支付的股息不徵收預扣稅。[1]如支付股息的司法管轄區標準稅率最少為15%，且有關收入已在當地課稅，控股公司收取的境外股息可根據第13(8)條獲得豁免。[2]新加坡擁有逾九十份協定的稅收協定網絡，可減低亞洲子公司所付股息及特許權使用費的預扣稅。控股公司可作為區域管理團隊的僱主，並擔保他們的准證申請。

限制在於實質及第10L條。收取股息的控股公司毋須很大的實質，因為股息並非處置收益。出售子公司的控股公司則就境外資產實現處置收益，除非該公司在新加坡具備以僱員、處所及開支衡量的足夠經濟實質，否則須根據第10L條課稅。[3]純股權控股實體所面對的測試較營運實體寬鬆，但仍須證明它在新加坡管理及營運。董事會設於楚格的控股公司無法通過這項測試。

© 2026 Dr Alexander Ressos. General information only, not legal, tax or investment advice. No client relationship is created. All Singapore law advice is provided by a duly licensed and regulated firm of Singapore advocates and solicitors only on the basis of an express written letter of engagement. More information at SingaporeIQ.com and ressos.com.sg.

其後，作為母公司的瑞士AG從新加坡控股公司收取股息，毋須繳納新加坡預扣稅；在瑞士，它可適用參股寬免，將合資格股息及資本收益的利潤稅減至一般稅率的一小部分。[4]綜合結果是，只要每個中間實體都具備其功能所需的實質，集團的亞洲利潤便可在流失甚少的情況下抵達瑞士。第IV章會再探討令費用及特許權使用費流向站得住腳的轉讓定價文件。

註釋

1. Income Tax Act 1947，第44A條（一級公司稅制度：居民公司支付的股息在股東手中獲豁免，且毋須預扣稅）。 ↩
2. Income Tax Act 1947，第13(8)條及第13(9)條（源自境外收入豁免的條件）；IRAS e-Tax Guide，"Tax Exemption for Foreign-Sourced Income"，現行版本。 ↩
3. Income Tax Act 1947，第10L(3)及(4)條（經濟實質要求；純股權控股實體須符合較寬鬆的測試，即在新加坡管理及營運，並具備足夠的人力資源及處所）。 ↩
4. DFTA, SR 642.11，第69條及第70條（持股最少10%或市值最少100萬瑞士法郎的參股寬免；持有期滿一年後的資本收益寬免）。 ↩

Disclaimer

This article is provided for general information only. It is based on publicly available sources as at its date of publication. These sources have not been independently verified against licences, regulatory registers or the records of the entities concerned. It is not legal, tax, financial or investment advice. Nor is it a recommendation to invest in, transact with or use the services of any entity mentioned. Law and regulation change frequently, so the content may be incomplete or outdated. To the fullest extent permitted by law, Dr Alexander Ressos and the publisher of SingaporeIQ exclude all liability for loss or damage arising from the use of or reliance on this article. Readers should obtain advice on their specific circumstances before acting or refraining from action.

© 2026 Dr Alexander Ressos. General information only, not legal, tax or investment advice. No client relationship is created. All Singapore law advice is provided by a duly licensed and regulated firm of Singapore advocates and solicitors only on the basis of an express written letter of engagement. More information at SingaporeIQ.com and ressos.com.sg.

Names and trademarks of the entities discussed belong to their owners and are used for identification only. Their mention implies no endorsement, affiliation or allegation of wrongdoing. All Singapore law advice is provided by a duly licensed and regulated firm of Singapore advocates and solicitors only on the basis of an express written letter of engagement. Corrections and updates: contact@ressos.com.

© 2026 Dr Alexander Ressos. This article may be quoted with attribution to SingaporeIQ (SingaporeIQ.com). Reproduction in full and any commercial use require prior written consent. The Legal Terms at https://singaporeiq.com/legal-terms apply.

Author contact: Dr Alexander Ressos, TEP · contact@ressos.com

© 2026 Dr Alexander Ressos. General information only, not legal, tax or investment advice. No client relationship is created. All Singapore law advice is provided by a duly licensed and regulated firm of Singapore advocates and solicitors only on the basis of an express written letter of engagement. More information at SingaporeIQ.com and ressos.com.sg.