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Date: 1 August 2022 Hand Book

# Hand Book For MA Group Clients

# **Introduction**

This hand book provides the comprehensive information for running a limited company in Hong Kong. It does not only Include the practical ways in the preparation of Accounting works, Statutory Audit, Submission of Profits Tax Return but it also includes the basic information of annual statutory requirement of a limited company, our company policies in term of provision of professional services etc.

#### Remarks:

This hand book only provides the basic information up to the issuance date . The statutory legal requirement may vary from time to time. Those information are just a general outline for reference and cannot be relied upon as legal advice.

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#### 1. <u>Documents and Information for Accounting</u>

We always request our clients to keep the following documents properly. It will not only save a lot of time for accounting and audit works but also reflect an accurate financial statement of the Company. In general, we advise our clients to keep the following documents properly.

1	Bank Statements	Without the special arrangement, the bank will send the Electronic Bank Statements (eSatement) to account holders by email directly. The bank only keep the eStatement for the latest 12 months. So our clients are always reminded to keep all the bank statements in an electronic folder or print out the hard copies and keep those bank statements in a plastic folder or in a box file.
		Important Notice
		If the account holders lost or misplaced the said bank statements, the account holders are requested to apply the re-printed bank statements from the bank. The bank will charge the han-
		dling fee of <b>each</b> bank statement. For example, if there are 3 monthly bank statements are
		missing, then the bank will charge the fees for 3 months. Furthermore, the length of re-printed bank statements may require at least ONE to TWO months or even longer period. So our clients are always reminded to keep all the bank statements safely and properly.
2	Bank Debit and Credit Advice	Please print out all the debit advices when you make the payment via internet. The bank will not issue any payment record when the payment is made by internet banking. Our clients are also reminded to attach the supporting documents for any debit or credit advice, such as the invoice copies to customers and invoice or Purchase Order copies from suppliers. A simple description on bank debit or credit advice is useful for future checking.
		Important Notice
		If the account holders lost or misplaced the said bank debit and credit advice, the account holders are requested to apply the re-printed bank debit and credit advice from the bank. The bank
		will charge the handling fee of <b>each</b> bank debit and credit advice. For example, if there are 3 bank debit (or credit) advices are missing, then the bank will charge the fees of each bank debit (or credit) advice. Furthermore, the length of re-printed bank debit or credit advice may require at least ONE to TWO months or even longer period. So our clients are always reminded to keep all the bank debit and credit advices safely and properly.
3	Incoming Invoice log (invoices from sup- pliers or service pro- viders)	Please keep all the incoming invoices, purchase orders (either original or copy) in a plastic folder. It is most helpful if those incoming invoices are recorded in an excel file and attached with the hard copies. In connection with bank debit advice, we are able to identify the breakdown in the accounts payable.
		Supplier invoice MUST clearly indicate the full name of the supplier, address, telephone no., email etc. Otherwise, the auditor / tax accessor will not regard as valid Supplier Invoice
4	Outgoing invoice log (invoices to custom- ers)	Please keep all the outgoing invoices, Sale Confirmation (either original or copy) in a plastic folder. It is most helpful if those outgoing invoices are recorded in an excel file and attached with the hard copies. In connection with bank credit advice, we are able to identify the breakdown in the accounts receivable.  Sale invoice MUST clearly indicate the full name of the buyer, address, telephone no., email etc. Otherwise, the auditor / tax accessor will not regard as valid Buyer Invoice

	T	T				
5	Break down of each payment and receipt in connection with bank debit / credit advices and reconcile with bank statement	According to our expectients to their supplied and C by one payment invoice A, 50% of invoice So as the payment from invoices (say settlement)	sted to provide the break down of extience and the practice of our cliencers would involve several invoices (set). Some invoices are even partial poice B and/or 70% balance payment of the buyers to our clients, the payent of invoice X, Y and Z by one payr 80% deposit of invoice X, 50% of invoice X,	its, the payment made by our say settlement of invoice A, B payment, say 30% deposit of of Invoice C.  yment would involve several ment). Some invoices are even		
		Important Notice				
		or receipt. Without th able to identify the pa sequently, we cannot	sibility of our clients to provide the se break down made by our clients, syment made to suppliers and/or pa complete the final accounts and m urn and/or audit reports to the Inlan	our accounting staffs are not ayment made by buyers. Coneet the deadline for submis-		
6	Payment and Receipt	If the payment or rece	If the payment or receipt are transacted other than bank transactions and those pay-			
	vouchers	ment or receipt are paid or received by the director of the Company, then please keep those vouchers in a separate file. Such expenses (related to business purpose) may include the hotel bill, air ticket, telephone bill, traveling, entertainment etc.				
7	Exchange Rate	Unless the special request from our clients, all the financial statements are expressed in Hong Kong Dollars currency. We will follow the exchange rate of major foreign currencies for profits tax purposes issued by the Inland Revenue Department.				
8	Remuneration Paid to Persons Other Than Employees	If the company makes the payment of the following services to Persons Other Than Employed the company is obliged to provide the particulars of each payee and the breakdown of each payment. Those payment would be disclosed in the tax computation during the course of au dit. The payee may subject to income tax of Hong Kong or tax incurred in their own jurisdiction under the mechanism of Common Reporting Standard (CRS).				
		1. Consulting Fee	2. Management Fee	3. Marketing and Promotion Fee		
		4. Contractor Fee  7. Commission	Agent Fee     Others who are not the employees of the	6. Freelance		
		· ·	Company s of each payee including but not limite of each payee (c) the correspondence			
9	Non-Disclosure Agreement (NDA)	We understand some clients may sign Non-Disclosure Agreements with her customers in order to protect the identity of her customers and the terms of the agreement. We respect our clients and the agreement she signed with the related customers. However if the agreement is contradict with the Inland Revenue Ordinance and/or other Ordinances of Hong Kong, we reserve the rights to request our clients to disclose the said agreement in compliance with the Anti– Money Laundering and Counter-Terrorist Financial Ordinance (Chapter 615) and prevent of tax evasion (if any). Please note that the jurisdiction of the Hong Kong company is governed by the laws of Hong Kong.				

# 2. Work flow of accounting and audit

1	Preparation Stage - accounting	We will collect all the documents (please refer the documents and information for accounting) and/ or information from our clients. We will analyze all the data and post all the transactions into appropriate accounts.
2	Operation Stage – accounting and audit	During the course of accounting or audit (in a later stage), we may request our clients to provide more information and/or supporting documents. It may involve a lot of time for documents flow and clarification. We are not able to complete the final accounts if our clients do not provide all the information and/or documents that we required.
3	Final Stage - audit	Upon completion of final accounts, we will send the draft accounts to our clients by email for approval. It is a very important procedure, we want to ensure if all the financial information are properly recorded in the accounts and confirmed by our clients. Once we have got the proper approval from clients, then we will send the final accounts to our audit division for audit.
4	Signing the Audit Report	When the audit reports are issued, then we will send the audit reports together with profits tax return (if any), tax computation, other statutory documents to our clients for signing. Our clients are requested to sign back <b>ALL</b> the <b>ORIGINAL</b> documents to us by courier.  In order to protect the interest of our clients, we always request our clients to confirm the latest address and telephone no. so that we can send those documents to the right place and right person.
5	Deadline for sub- mission of profits tax return and audit reports	Our clients are always reminded to provide all the required information and/or documents for accounting and audit purpose on time. If we do not receive all the information and/or documents, we cannot complete the works of accounting and audit, then we cannot submit the profits tax return to the Inland Revenue Department before the deadline. Subsequently, our clients may be subject to penalty for late submission of profits tax return and audit reports. The Company may finally be prosecuted by Court if there is no response from clients despite of several reminders by the Inland Revenue Department.  Important Notice:
		In general, we need at least <b>2.5 month</b> s for accounting works and <b>1.5 month</b> for audit works <b>subject to</b> our clients can provide all the required information and/or documents for accounting and audit purpose. Therefore we need <u>at least 4 months working time before the deadline of submission of audit report and profits tax return.</u>
6	Essential Docu- ments	If the clients <u>cannot provide</u> the following documents, our audit division <u>may not</u> issue the audit reports or qualify the related items when we express the opinion in the auditor's report.  Bank Confirmation issued by the banks  The supporting documents showing the break down and/or opening balance.(if the accounts are conducted by previous accountant or by clients.) of each ledger.  The supporting documents for accounts receivable or accounts payable  The supporting documents for sale, purchase, payment, receipt etc.  The Employer's Return (if any)  The MPF statement (if any)

# 3. <u>Deadline of Submission of Profits Tax Return</u>

#### **Profits Tax Return and Audit Report**

1	1 <sup>st</sup> Profits Tax Return	In general, the Inland Revenue Department will issue the 1 <sup>st</sup> Profits Tax Return on/before the 18 <sup>th</sup> month since incorporation. The Company is requested to complete and submit the 1 <sup>st</sup> profits tax return with audit reports, tax computation within 3 months against the issue date of the 1 <sup>st</sup> profits tax return. Please note that the Company is required to conduct statutory audit no matter the Company is running on shore business or offshore business. The Company is still required to complete and submit the Profits Tax Return with NIL figure even though the Company has not yet commenced on business. The Inland Revenue Department will determine if the Company is subject to tax or not.		
2	2 <sup>nd</sup> profits tax return and thereafter			dline for submission profits tax re-
		Fiscal year ended  30 <sup>th</sup> June, 30 <sup>th</sup> Sep (N code) 31 <sup>st</sup> Dec (D code) 31 <sup>st</sup> Mar (M Code)	IRD Deadline for submission of profits tax return Next 4 <sup>th</sup> May  Next 15 <sup>th</sup> August  Coming 15 <sup>th</sup> November	Our Deadline for accounting and audit works On/before 31 <sup>st</sup> December of the same year On/before 31 <sup>st</sup> March of the following year On/before 30 <sup>th</sup> June of the same year

It is the practice of the Inland Revenue Department not to call for the annual submission of Profits Tax Returns by Companies in circumstances where:-

- The Company has not yet commenced business since incorporation. (after the submission of 1<sup>st</sup> profits tax return with NIL figure)
- The Company is running loss

However, the Inland Revenue Department will review the Company's position and may issue a Profits Tax Return at any time she may think fit.

So our client is strongly requested to prepare the accounting and audit report ANNUALLY.

3	Advantage of annual accounting and audit	<ul> <li>Ensure our clients can submit the profits tax return and audit report on time if the accounting and audit reports are properly drawn every year.</li> <li>Ensure all the data (vouchers) are properly sorted out</li> </ul>
		• Ensure all the <u>balance of accounts are properly brought forward and carried forward</u> . For example, if the Company is running loss on 2000/2001, the Inland Revenue Department will not issue the profits tax return for 2001/2002. However, the Inland Revenue Department may issue the profits tax return for 2005/2006. Then the Company MUST conduct the accounting and audit (if there are any business transactions) for 2001/2002, 2002/2003, 2003/2004 and 2004/2005. In this respect, we definitely require a longer time and additional effort to figure out the opening balance and closing balance for all the fiscal year ended.
		• In fact, the accounting and audit fees are <a href="mailto:charged">charged</a> for each fiscal year ended, There is no advantage to conduct the accounting and audit works for 3 or more fiscal years ended in ONE time. Furthermore, the accounting and audit fee are based on the latest yearly rate in order to reflect the latest fee structure to compensate the yearly inflation rate on office rent, staff salaries and other cost.
4	Penalty and legal action against the company if the	The Inland Revenue Department (IRD) reserves the following rights against the company if the company does not furnish the profits tax return together with audit reports on/before the specific date.
	company does not furnish the profits tax return together with audit report	a) Estimated Assessment of profits tax based on last year audit report and last year tax computation. The company is required to pay the tax on/before the specific date. The tax is not refundable even though the actual tax is overstated by the IRD. The company can lodge the objection provided that the company can furnish the profits tax return together with the audit report within ONE month against the date of estimated assessment of profits tax notice.
		b) Reminder and penalty notice
		c) Summon
		d) Detained tax payer leaving Hong Kong
		Remarks:  No matter what actions (a) to (d) it may take by the IRD, the company is still required to submit the profits tax return within the specific date

# 4. <u>Annual Services Fee, Accounting Fee, Audit Fee, Submission of Profits Tax Return.</u> <u>Employer's Return, Annual Return, Corporate Services Fee, Trade Service,</u> <u>Government Fee</u>

1	Annual Service Fee	<ul> <li>Our annual service fees include the following items:</li> <li>Provision of Company Secretary</li> <li>Provision of Virtual Office (package B and C)</li> <li>Provision of Registered Office</li> <li>Provision of Designated Representative for keeping the Significant Controllers Registers (SCR) with effect from 1<sup>st</sup> March 2018.</li> <li>We reserve the right to review and adjust the next coming annual service fee in Order to compensate for the yearly inflation rate on office rent, staff salaries and other cost.</li> </ul>	
2	Accounting and Audit Fee	The accounting and audit fee will depend on the time consumption and the complexity of the case. The fees are charged for each fiscal year ended (if any).	
4	Submission of Profits Tax Return	The fee has been already included in the audit fee. But it excludes the service of off-shore claim (if any).	
5	Submission of Employer's Return	The fee will be charged annually (if any).	
6	Corporate Service Fee	It may include:  Change of Company Name Share Transfer Increase in Share Capital Return and Allotment of Share Company Deregistration Notarization and Apostil Trade Mark Registration Others  All the fees will be quoted upon request	

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6	Corporate Service Fee	It may include:  Change of Company Name Share Transfer Increase in Share Capital Return and Allotment of Share Company Deregistration Notarization and Apostil Trade Mark Registration Others  All the fees will be quoted upon request
7	Trade Service Fee	<ul> <li>LC submission</li> <li>CO application</li> <li>Change of Bill of Lading</li> <li>The fees are based on fee structure table of Trade Service. The fees are subject to change without prior notification.</li> </ul>
8	Government Fee	All the government fees are charged at cost and subject to change (by Government) without prior notice.  All the government fees include Business Registration Certificate, Filing fee of annual return, profits tax demand notes must be paid on/before the due date. Penalty will be imposed on late renewal of Business Registration Certificate, payment of annual return, payment of profits tax etc. We will revise the debit note for the additional penalty made by the Government if the payment are made after the specific payment due date.  Remarks:  Besides the penalty for late renewal of Business Registration Certificate and late submission of Annual Return. The Inland Revenue Department and Companies Registry may take legal action against late renewal of Business Registration Certificate and late submission of Annual Return.

# 5. <u>Lost of Contact and Termination of Services</u>

1	Lost of Contact	The clients are responsible to notify us (Metopro Associates Limited) if there are any changes of contact details, such as the latest email address, residential address, telephone no., fax no. We need the up-date information in order to provide the said annual service.
2	Termination of Service	We (Metopro Associates Limited) will terminate the annual services under the following circumstances:
		Lost of contact based on our previous contact provided by clients
		Not yet paid our annual services on time
		Not yet paid the government fee on time
		Not yet paid the profits tax demand note
		Not yet paid the penalty to Government
		Not yet renewed the Business Registration Certificate
		<ul> <li>Not yet filed any profits tax return, annual return and/or other statutory documents at Companies Registry and the Inland Revenue Department in comply with legal requirement</li> </ul>
		We are forced to take the following actions if we do not hear any feedback or response from our clients despite our several reminders by email, telephone etc. under our existing contact record.
		Resign as the post of Company Secretary of the Company
		Ceased to provide a registered office
		<ul> <li>Inform the bank that we do not provide the correspondence address of the Company</li> </ul>
		Important Notice
		The Companies Registry may strike off the Company if the Company cannot provide a registered office, the post of a Company Secretary, filing the annual return and holding a valid (up-dated) business registration certificate. The bank may close the company bank account as well.
		It is illegal to maintain a company without holding a valid business registration certificate.

#### 6. Bank Monthly Service Fee and Fee for Bank Overdraft

It would mainly apply to the account holders of HSBC, the other banks may have their own fees and regulations. All the term and conditions of HSBC may amend from time to time. For details, please refer to the latest announcement made by HSBC or any banks you maintained.

1	Monthly Service Fee	If the average total relationship balance is below the level required by the bank,
		the bank will charge the monthly service fee. Since the monthly service fee and the required average total relationship balance may vary from time to time, our client is advised to check the <u>tariff</u> periodically.
		Hereunder is the web site of HSBC
		Www.hsbc.com.hk
2	Bank Overdraft Fee	the monthly service fee will be debited from the <u>Hong Kong Dollars Saving Account</u> . So our clients are reminded to keep sufficient fund in the Hong Kong Dollars Saving Account for bank monthly service fee (if any). If the said bank account balance cannot cover the monthly service fee, then the Bank will regard the outstanding balance fee as bank overdraft. The additional fee (overdraft interest) will be imposed.
		Always bear in mind that the bank will regard as bank overdraft if the bank balance of Hong Kong Dollars Saving Account <u>cannot cover</u> the monthly service fee even though our client may maintain US\$1,000,000 or Euro1,000,000 or GBP1,000,000 in the other foreign currencies accounts. So our clients are advised to transfer some fund from foreign currency account to Hong Kong Dollars Saving account in order to pay the monthly service fee (if any).
		Important Notices:
		The bank reserves the right to close the bank account if there are no responses from client to cover the monthly service fee despite of several reminders by emails or letters.
		After the closure of bank account, the clients are requested to re-submit all the latest supporting documents (if our clients wish to open the bank account again) in person for a new bank account opening. It is a brand new account number and subject to approval by the senior management of the bank.
3	Total Relationship Balance (consolidated balance)	The total relationship balance is calculated based on all the currency accounts maintained by the same company account. (please see the tariff issued by HSBC) If the total relationship balance is over the requested level, there is no monthly service fee even though the Hong Kong Dollars Saving Account is Zero balance.

#### 7. **HSBC Debit Card**

1	Debit Card	If our client withdraw cash in any Automatic Teller Machine (ATM) outside Hong
		Kong. All the cash will be debited from the Hong Kong Dollars Saving Account.
		So our clients are advised to keep sufficient fund in the Hong Kong Dollars Sav-
		ing Account for cash withdraw (if any). Otherwise, the ATM will not accept the
		cash withdraw even though our client may maintain a lot of fund in other cur-
		rency accounts.

# 8. <u>Taxation, Common Reporting Standard (CRS), Tax Residence, TIN and Offshoe Claim</u>

		,
1	Taxation	Hong Kong adopts a territorial source principle of taxation. Only profits which have a source in Hong Kong are taxable here. The existing profits tax rate is 16.5% on net profit.
		With effect from 2018/2019 (after 1 April 2018) Under the two-tiered profits tax rates regime, the profits tax rate for the first \$2 million of assessable profits will be lowered to <b>8.25%</b> (half of the rate specified in Schedule 8 to the Inland Revenue Ordinance (IRO)) for corporations and <b>7.5%</b> (half of the standard rate) for unincorporated businesses (mostly partnerships and sole proprietorships). Assessable profits above \$2 million will continue to be subject to the rate of 16.5% for corporations and standard rate of 15% for unincorporated businesses.
		All entities with profits chargeable to Profits Tax in Hong Kong would qualify for the two-tiered profits tax rates, except those with a connected entity which is nominated to be chargeable at the two-tiered rates
		If, at the end of the basis period of the entity for the relevant year of assessment, the entity has one or more connected entities, the two-tiered profits tax rates would only apply to the one which is nominated to be chargeable at the two-tiered rates. The others would not qualify for the two-tiered profits tax rates. Further, if a corporation has made an election under section 14B(2)(a) (qualifying professional reinsurance business and authorized captive insurance business), section 14D(5)(b) (qualifying corporate treasury centre), section 14H(4)(b) (qualifying aircraft lessor) or section 14J(5)(b) (qualifying aircraft leasing manager), the corporation would not qualify for the two-tiered rates.
2	Common Reporting Standard (CRS)	From 1 January 2017, to help protect the integrity of tax systems, governments around the world are introducing a new information gathering and reporting requirement for financial institutions. This is known as the Common Reporting Standard (the "CRS").
		Under the CRS, the banks and/or all financial institutions require the account holders to disclose the location of tax resident. If the account holder is a tax resident outside the jurisdiction where the account holder is held, the banks and/or financial institutions may need to give the national tax authority this information, along with information relating to the account holder. That may then be shared between different jurisdictions' tax authorities. Therefore the account holder is required to disclose the Jurisdiction of Residence and Taxpayer Identification Number (TIN) to the banks and/or financial institutions.
3	Tax Residence and TIN	Tax residence is determined under the domestic laws of each jurisdiction. The jurisdiction-specific information the TINs is split into a section for individuals and a section for entities The definition of Tax Residence and format of TIN would be accessed under the following web site.
		www.oecd.org/tax/automatic-exchange/
4	Offshore Claim	The Profits Tax is only charged on profits which arise in or are derived from Hong Kong. If not, the company may have chance to claim offshore business. Of course, the Company is requested to provide a lot of information and documents to prove that all the business are conducted outside Hong Kong. For details, we will provide more information upon request.
		We can still possible to assist our overseas clients to claim offshore business if the clients can provide all the documents and/or information that we required. Please be reminded and advised that even though the Company may not require to pay Hong Kong profits tax but we do not assure if the clients are subject to pay the local profits tax where they declare the tax resident. Please note and pay attention.

#### 9. Company Deregistration

1	Reasons	The company has not yet commenced the business since incorporation and the shareholders have no interest to run the Company.
		<ul> <li>and the shareholders have no interest to run the Company.</li> <li>There are no business transactions since last audit and the shareholders have no interest to run the Company</li> </ul>
2	Preliminary Works	Resolution in writing of shareholders
		Resolution in writing of directors
		Appointment of a nominee person (Metopro) to company deregistration
		<ul> <li>Declaration made to Metopro by client for the purpose of deregistration of the Hong Kong Company.</li> </ul>
3	Legal Requirement	The Commissioner of Inland Revenue will not allow the Company to deregister if:-
		The company is still running
		There are still outstanding amount due to creditors and due from debtors
		Not yet provided the latest audited report
		The company has outstanding tax liabilities (including Profits Tax, property Tax, Stamp Duty, Business Registration fee, fines and penalties thereof and court fees)
		Whether there is any tax return not yet submitted
		Whether there are unanswered enquiries from the Department
		Whether there are unsettled objections or appeals in respect of assessments raised
4	Procedure	If there are no outstanding tax issues (tax clearance),     the Inland Revenue Department will issue the "Notice of No Objection to     a Company being deregistered".
		Then we will lodge the application at the Companies Registry.
		The Companies Registry will notice the applicant that the company is being deregistered. Arrangement will be made for the publication of the notice of the proposed deregistration of the Company in the Gazette. If no object is received by CR within 3 months after the date of publication of the notice, another notice will be published in the Gazette declaring the Company to be deregistered. It normally takes about 5 months to deregister a company.
		Then we will lodge an application of Notification of Cessation of Business at the Inland Revenue Department.
		The Inland Revenue Department will cancel the Business Registration     Certificate in due course.
		In this respect, the company is deregistered.
		Important Notices:
		If our clients wish to close the business, a proper legal procedures would be followed (see item 9.2, 9.3 and 9.4). Otherwise, the Company, the directors or officials are held liabilities for penalty and prosecution

# 10. Bank Authorized Signature

1	Bank Authorized Signature	Only the directors and/or bank authorized signers who maintain the records (the specimen card or form which are duly signed in front of a bank officer) in the bank are regard as bank authorized signers.				
		A non bank authorized signer cannot operate the bank account in term of:  getting the certificate of balance  getting the copy of bank statement  getting the cheque copy  getting the history report request form  getting the copy of bank debit or credit advice  Fund Transfer via internet or bank counter  enquiry for any transaction within the bank account				
2	Solution for bank enquiry or getting the related bank documents	<ul> <li>The bank authorized signers may contact the hotline or the appropriate division directly. The bank authorized signers must provide the identity, such as the full name, the passport number, the telephone number and the residential address during the enquiry.</li> <li>The bank authorized signers may request to complete the appropriate application form and send it back to bank directly or via us.</li> <li>Important Notice:</li> <li>In general, the bank always request the Original form and/or documents to be signed by the bank authorized signers.</li> <li>Always bear in mind that ALL the instructions must be send to the bank by bank authorized signer directly.</li> </ul>				

# 11. Courier Services and Scanned Services

1	Courier Service	We will send the following important documents or items to our clients by courier at their accounts.
		The un-signed audit reports and/or statutory documents
		The security device with pin number
		Any letters or items required by clients
		We will issue the debit note covering the courier charge in due course.
		We always request our clients to confirm the latest address, telephone no. This is our general practice to ensure all the documents or items are safely received by the right persons.
2	Scanned Service	Without a special arrangement, we will scan all the incoming letters and send to our clients (who are using our Virtual Office) by email with PFD format.

#### 12. Significant Controllers Registers (SCR)

#### **Keeping of Significant Controllers Register (SCR)**

The Companies (Amendment) Ordinance 2018 ("the Amendment Ordinance") was effective on 1 March 2018.

The Amendment Ordinance introduces new requirements on the keeping of significant controllers registers by companies incorporated in Hong Kong to enhance the transparency of corporate beneficial ownership.

Under the Amendment Ordinance, all companies incorporated in Hong Kong (except listed companies) are required to identify a person / persons who has /have significant control over the company and maintain a significant controllers register which will be accessible by law enforcement officers upon demand. Each company must also designate at least one person as its representative to provide assistance relating to the significant controllers register of the company to law enforcement officers.

The Amendment Ordinance requires a company to keep a SCR in either the English or Chinese language, containing required particulars of its significant controllers (including registrable person and / or registrable legal entity). The SCR should be kept at the company's registered office or a prescribed place in Hong Kong

The Significant Controllers Register (SCR) will include the following information of a registrable person / legal entity:-

The correspondence address

The passport no. or HKID card no.

Date of becoming a registrable person

Nature of control over the company

The company will have to designate a representative to serve as a contact point for providing information about the SCR and related assistance to law enforcement officers. We, Metopro Associates Limited being an qualified and licensed company secretary, can offer ourselves be the **Designated Representative** of our clients.

If a company fails to comply with the requirement of keeping a SCR, the company, and each of its responsible persons, will be liable on conviction to a fine up to \$25,000 and a daily fine of \$700.

#### **Significant Controllers**

#### A company with a registrable person

The significant controller refer to a shareholder who beneficially owns over 25% of the shares of the company.

#### A company with a registrable person and a registrable legal entity

If a company Y has only one corporate shareholder (say company ABC Profits Limited), which holds 100% of the company's shares. ABC Profits Limited is in turn wholly owned by Mr. X beneficially. ABC Profits Limited is a registrable legal entity of the company as it is a shareholder of the company and has significant control over the company. i.e. holding directly more 25% of the issued shares in the company. Mr. X is a registrable person of the company, i.e. holding directly (through ABC Profits Limited) more than 25% of the issued shares in the company. The respective particulars of ABC Profits Limited and Mr, X should be entered into the Significant Controllers Register of Company Y.

#### **Designated Representative**

The designated representative must be either a shareholder, director or an employee of the company who is a natural person resident in Hong Kong or an accounting professional, a legal professional or a person licensed to carry on a business as trust or company service provider. The particulars of the designated representative should also be entered into the SCR.

#### Law Enforcement Officers (to inspect the company for keeping SCR)

**Companies Registry** 

**Customs and Excise Department** 

Hong Kong Monetary Authority

Hong Kong Police Force

**Immigration Department** 

Inland Revenue Department

**Insurance Authority** 

**Independent Commission Against Corruption** 

**Securities and Future Commission** 

#### 13. Annual Statutory Requirement

In accordance to Companies Ordinance and Inland Revenue Ordinance, every limited company is required to submit the following Returns to Companies Registry and Inland Revenue Department every year. The director and/or Principal Officer are responsible to submit the said Returns on time.

#### **Annual Return**

Every company <u>must</u> make an annual return which should be filed with the Registrar of Companies once every year.

The information in this return should be made up to the anniversary of the date of incorporation.

The contents of the Return will include the particulars of each shareholder, director, company secretary of the Company.

The share structure of the Company, the location of the Registered Office etc. All the information will be published at the Companies Registry and open to public for company searching.

# Employer's Return of Remuneration and Pensions AND Remuneration Paid to Persons Other Than Employees

#### **Employer's Return of Remuneration and Pensions**

The Inland Revenue Department will request the Company to submit the employer's return every year.

The director or the principal officer of the Company must complete the form even though the company has not employed any staff since incorporation.

The contents of the Return will include the number of staff to be employed, the particulars of each staff and the total remuneration of each staff during the said period. Based on those information, the Inland Revenue Department will access the tax liabilities of the local staff. Enclosed the specific form BIR56A and IR56B (see the last page). The contents of the forms and reporting details may be updated from time to time required by the Inland Revenue Department.

#### **Remuneration Paid to Persons Other Than Employees**

If the company paid the fees to the following persons who are not employed as employee of the Company, then the company is subject to complete the specific return of "Remuneration Paid to Persons Other Than Employees": to the Inland Revenue Department upon request. Enclosed the specific form IR6036B and IR56M (see the last page)

The contents of the forms and reporting details may be updated from time to time required by the Inland Revenue Department.

- Consultants, Agents, Brokers, Freelance, Artistes, Entertainer, Sportsmen, Writer
- Freelance guides etc.

The Inland Revenue Department may issue the individual tax return to the payee (for local person) or share the tax Information to their local tax authority (persons from overseas) under the Common Reporting Standard (CRS)

### **Profits Tax Return**

In general, the 1<sup>st</sup> profits tax return will be issued to the Company on the 18th month since incorporation. The Inland Revenue

Department will allow the Company to submit the 1<sup>st</sup> profits tax return within 3 months from date of issue

In general, the ongoing profits tax return will be issued on 1<sup>st</sup> April every year.

A certified copy of the balance sheet, auditor's report, profits and loss account, tax computation with supporting schedules showing how the amount of Assessable Profits (or Adjusted Loss) has been arrived at to be submitted to Inland Revenue Department on time.

The fiscal year ended of the Hong Kong Government is from 1<sup>st</sup> April to 31<sup>st</sup> March of the following year. However the fiscal year ended of the Company will depend on the client. We will adjust the date of submission of profits tax return based on the actual fiscal year ended of the Hong Kong Government.

Hereunder is the time frame for submission of profits tax return

Fiscal year ended	IRD Deadline for submission	Our Deadline for accounting
	of profits tax return	and audit works
30 <sup>th</sup> June, 30 <sup>th</sup> Sep	Next 4 <sup>th</sup> May	On/before 31 <sup>st</sup> December of
(N code)		the same year
31 <sup>st</sup> Dec	Next 15 <sup>th</sup> August	On/before 31 <sup>st</sup> March of the
(D Code)		following year
31 <sup>st</sup> Mar	Coming 15 <sup>th</sup> November	On/before 30 <sup>th</sup> June of the
(M Code)		same year

#### 14. Licensed Company Secretary and Due Diligence

#### <u>Licensing requirements for Trust or Company Service Provider (TCSP)</u>

With effective from 1 March 2018, any company service provider is required to apply for a license under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615) ("the "AMLO"). Any person / legal entity who carries on a company service business in Hong Kong without a license commits an offence and is liable on conviction to fine of up to HK\$100,000 and imprisonment up to 6 months.

#### A license company secretary can provide the following services:-

Forming corporations

Acting as, or arranging for another person to act as a director / secretary of a corporation

Providing a registered office, business address, correspondence or administrative address

Acting as, or arranging for another person to acts as:-

A trustee of an express trust; or

A nominee shareholder for a person other than a corporation whose securities are listed on a recognized stock market.

#### Due Diligence and compliance inspection

- 1) Company Service Provider is implemented and administered by the Registry for Trust and Company Service Providers of the Companies Registry.
- 2) Trust and Company Service Providers are also required to comply with the statutory customer due diligence and record keeping requirements.
- 3) Staff of the Company Registry will conduct inspections on the business premises of TCSP licensees to ascertain whether licensees have complied with the AMLO, including the inspection and making copies of records or documents, and making enquiries about any record or document relation to the business carried on, or any transaction carried out, by the licenses.
- 4) We, Metopro Associates Limited, being the qualified and licensed company secretary will conduct due diligence of existing clients periodically. All the clients are requested to provide the following documents and/or information includes but not limited to (a) new passport (b) new residential address (c) new telephone no., email address etc.
- 5) If clients failure to furnish the required documents and/or information (per point 4), we reserve the right to terminate the services without further notice.

#### Particulars of Compliance Officer and Money Laundering Reporting Officer

In connection with qualified and licensed company secretary, a Compliance Officer and the Money Laundering Reporting Officer must be appointed in comply with Section 53ZQ of the Anti-Money Laundering and Counter-Terrorist Financing Ordinance, Chapter 615 ("the AMLO")..

We, Metopro Associates Limited, being the qualified and licensed company secretary (effective from 1 March 2018), would conduct due diligence of existing clients periodically. All the existing clients will provide the updated particulars include but not limit to the following documents and/or information:-

Latest Passport copy of each shareholder and director

Latest Telephone number, fax number, email address

Latest Residential Address and/or Correspondence Address

Change of shareholder

Change of director

Addition of bank account

#### Our duty and responsibility

- Update the above mentioned documents and/or information
- Keeping all the records properly and subject to inspection by the staff of Companies Registry and by law enforcement officers upon demand.
- If clients refuse to provide the latest documents and/or information of the above prescribed requirement, Metopro Associates Limited will terminate all the services to the clients and report to the Law Enforcement Officers if we found out any illegal transaction against the definition of Anti-Money Laundering and Counter-Terrorist Financing Ordinance, Chapter 615 ("the AMLO").

#### 税 局 税

僱主填報的薪酬及退休金報税表

#### INLAND REVENUE DEPARTMENT **SALARIES TAX**

**EMPLOYER'S RETURN OF REMUNERATION AND PENSIONS** FOR THE YEAR FROM 1 APRIL

2021 TO 31 MARCH

2(0)

僱主確認碼(電子報稅):

ERIC (e-filing):

ER30MD27K2

税務大樓 Revenue Tower. 5 Gloucester Road. Wan Chai, Hong Kong.

香港告士打道郵政局 郵箱 29009 號 Gloucester Road Post Office Box No.29009

## Web site: www.ird.gov.hk

電話: Tel. No.:

187 8022

薪 俸

年4月1日至 2022 年 3 月 31 日的年度內 2021

來函請敘明下述檔案號碼 IN ANY COMMUNICATION PLEASE QUOTE THE FILE NUMBER BELOW 檔案號碼 6L1- 38071978 (N) (O)

FLAT/RM 830 8/ METRO CENTRE 2 21 LAM HING STREET KOLWOON BAY

KL

根據《税務條例》的規定,請你填妥本報税表,並將在上述年度內屬於背頁附註 1(a) 範圍內的人士的資料,依照現附上的 IR56B 表格的 規定,填報該表格,並於本報税表發出日期起1個月內交回本局。本局不接納以圖文傳真交回的報税表。請細閱背頁的「附註及説明」,然 後按指示填寫本報税表。你可選擇使用香港政府一站通,以電子紀錄的形式提交報税表。詳情請瀏覽 www.gov.hk/etax。

As required by the Inland Revenue Ordinance, please complete this return and give the particulars stated on the enclosed Form IR56B in respect of all persons who were within the scope of Note 1(a) overleaf during the year. This return must be submitted to the Department WITHIN 1 MONTH from the date of this Notice. Submission by facsimile is not acceptable. Please read and follow the Notes and Instructions overleaf carefully in completing this return. You may choose to submit this return in the form of an electronic record

using Govak. For details, visit www.gov.	nivetax.	
	助理局長	責琪芳
日期: 2022年4月1日	MS WONG KI-F	ONG
Date: 01 APR 2022	Assistant Commission	ner
1你的通訊地址或業務地址已更改,而之前未曾	通知本局,請在下方敘明新地址:—  our current postal/business address previously, please state	a balaw the new address :
I訊地址 Postal Address	your current postar/ business address previously, piease stat	e below the new address.
度務地址 Business Address		
在這年度,是否有屬於背頁附註 1(a) 範圍內 During the year, were there any persons who we (Please "/" in the appropriate box and complete	I及須於 IR56B 表格申報的人士? (請在適當空格內加上「✓ pre within the scope of Note 1(a) overleaf and reportable in Forms I the Declaration below)	」號及填寫下方聲明書) R56B ?
有 YES →	填寫第 (1)、(2) 及 (3) 項適用的部分 Complete items (1), (2) and (3), as appropriate	沒有 NO
以下列形式擬備 IR56B 表格: Forms IR56B are prepared in the following fo	rmat:	申報的 IR56B 表格數目 No. of Form IR56B Reported
1) 以文本形式擬備,現隨本報税表附上文本	IR56B 表格。	
Prepared in paper format and the paper Fo		
現隨本報税表附上該儲存裝置及已簽署的	、唯讀型數碼多功能光碟 或 USB 儲存裝置內。 文本核對表 [ 見背頁附註 1(d)(i)]。	
Prepared in electronic format and stored in The storage device and a signed paper Co	n a CD-ROM / DVD-ROM / USB storage device. ontrol List are now attached [See Note 1(d)(i) overleaf].	
3) 以電子紀錄的形式擬備並已經僱主電子報	税服務提交至税務局。	
現隨本報税表附上已簽署的文本核對表[Prepared in electronic format and filed to A signed paper Control List is now attached	the Department via the Employer's Return e-Filing Services.	
	例可招致重罰) <i>[見背頁]</i> ncurred for making an incorrect return or committing other offences)	[See Overleaf]
現謹此聲明就本人所知所信(i)本人已就所有表及所有附件所填報的資料均屬真確,並無 I declare that to the best of my knowledge	屬於背頁附註 1(a) 範圍內的人士填報及提交 IR56B 表格及 (ii	) 本報税表、IR56B 表格、核對 ach and every person who was
姓名(請用正楷):	簽署:	

actaoniou io trao, com cot ar	ia compress.
姓名 (請用正楷): Name (in Block Letters):	ar policy from the party from the pa
電郵地址:	
E-mail Address:	

Signature: 電話號碼: **Telephone No.:** 

日期: Date:

東主 (如屬獨資經營業務)/首合夥人 (如屬合夥業務)/公司秘書、經理、董事、投資經理、臨時清整人或清整人 (如屬法團)/主要職員 (如屬團體)/非居住香港人士的代理人。 Proprietor for a sole proprietorship business / Precedent Partner for a partnership business / Company Secretary, Manager, Director, Investment Manager, Provisional Liquidator or Liquidator for a corporation / Principal Officer for a body of persons / Agent for a non-resident person.

			只供税務局人員:	填寫 FOR OFFICIAL	LUSE ONLY		
TC2112	TC2121	C/A	IR849 for: B/A	Bus, Name	Cess.	No. of IR56B	

職位:

**Designation:** 

3921F1

						FOR OFFICIAL USE							
	INLAND REVENUE DEPARTMENT									IR50	6B		
	EMPLOYER'S RETURN OF RE	MUNER	ATION ANI	) PENS	IONS	L							
	FOR THE YEAR FROM 1 AP	RIL 2021	TO 31 MARC	H 2022			Additional	•	_		•		
							Replaceme submitted		_				
	Read Notes and Instru on our web site www.ird.gov.hk for o			e this form	ı.		("✓" one of						
1.	Employer's File No. (as shown at the top	left hand	corner of the ac	dress box	on Form	n Bl	R56A)						
	Name of Employer	ion nama	0011101 01 1110 01	, a. 000 507									
	(The business name is required)						8	Sheet N	No. <i>(Se</i>	e Note 2	) (		
2.	Name of Employee or Pensioner (Se	e Note 1(a	a))										
	Surname			1 1					1		1 1	1	
	Mr/Mrs/Ms/Miss # Given Nam	е											
	# (Delete whichever is inapplicable)	n Chinese	e										
									1	1			1.1 1.
3.	(a) H.K. Identity Card Number (See N												]([])
	(b) Passport Number and place of is												_ ,
4.	Sex (M=Male, F=Female)												
5.	Marital Status (1=Single/Widowed/Di												
6.	(a) If married, full name of spouse												
	(b) Spouse's H.K. Identity Card Num	ber/Passp	ort Number a	nd place o	of issue	(if I	known)						
7.	Residential Address												
8.	Postal Address (if different from item	7 above)											
9.	Capacity in which employed												
10.	Period of employment for the year for	rom 1 Apı	ril 2021 to 31	March 20	22					_ to		1 .	1 1 1
							Day Wont		Year		ay Mon	th	Year
11.	Particulars of Income accruing for the Particulars	e year iro	m i Aprii 202				'MM/YYYY)			Amount	(HK¢) (	EVCLUE	E CENTS)
( a \					T eriou (i		T .			Amount		·	000
(a) (b)	Salary/Wages Leave Pay					to to				+ +			
(D) (C)	Director's Fee					to		-			-		0 0
(d)	Commission/Fees (See Note 4)					to							0 0
(e)	Bonus (See Note 5)					to						1 1	00
( <i>f</i> )	Back Pay, Payment in Lieu of Notice,	Terminal	Awards										70   0
	or Gratuities (See Note 6)					to							00
(g)	Certain Payments from Retirement Sch	nemes <i>(Se</i>	ee Note 7)			to							0/0
(h)	Salaries Tax paid by Employer					to					1		00
(i)	Education Benefits (See Note 8)					to							00
(j)	Gain realized under Share Option Sc					to							00
( <i>k</i> )	Any other Rewards, Allowances or Perq Nature	uisites (Se	e Note 10)			to							00
(/)	Pensions (See Note 11)					to				+ +	-		0>0
(, )	remember (ede riete ri)							,					000
							Tota	' <u> </u>					
2.	Particulars of Place of Residence pro-	vided <i>(Se</i>	e Note 12) (0=	=Not prov	ided, 1=	Pro	ovided)		(	This box m	ust be com	pleted)	→
			Nature	Pariod I	Provided		Rent Paid	Ron	t Paid	Rent R	efunded	Ren	ıt Paid
	Address	F	( <i>e.g.</i> House, lat, Serviced	i Gilou I	, iovided		to Landlord	to La	ndlord	to Em	ployee	to Er	nplover
	/ tdaroos		Apartment, No. of Rooms	From	То		by Employer (HK\$)		nployee IK\$)	e by En	iployer K\$)	by Er	nployee IK\$)
		i	n Hotel, etc.)	110111	10								
						$\top$							
	\		201 2 11 16							0 N 4	\		
3.	Whether the employee was wholly or pa	artly paid e	either in Hong K	ong or els	sewnere i	by a	a non-Hong Ko	ong cor			=Yes) lust be com	nlotod)	الد
	If yes, please state: Name of the non-Hong Kong compar	).v										ipieteu	<i>'</i>
	Address	.,											
	Amount (if known) (This amount mus	st also be	included in its	em 11 <i>(Se</i>	ee Note 1	1311	)						
4.	Remarks (See Note 12(b))												
									_				
		Sianatu	re (See Note 1	(e))					_				
			ation										
	Space for Employer's official chop	_											
IR56		Date .					to your employe		_  _	FC	D OFFIC	TAT TTO	Б
00	-	L Please p	rovide a copy of t	ne complete	eu Form IK	วดน	ιο your employe	e		FO	R OFFIC	ial US	E

**IR6036B** 

		_	ERIC (e-filing):
Payer's			
Employer'	s File No. :	l	
Name of P	ayer:		
To: Comn	nissioner of Inland Revenue		
	Remuneration Paid to	Persons Other Than ded 31 March	Employees
With r	reference to Form IR6036A date	ed	- ,
	sheets of F	Form IR56M are attache	d.
		/ USB storage devi	ice containing the data of signed control list are
	This is to confirm that the C specified in Form IR6036A.	Company did not make	any payments to persons as
	This is to confirm that the re who were paid less than the Form IR56M is submitted.	-	•
		Signature	
		Full Name of Person S	igning
		Designation	
		Telephone No.	
		Date	
	you are not required to file any IR	256M, you are still require	d to complete and file this form.
2. Tick L	whichever is applicable		FOR OFFICIAL USE ONLY  TC2113

IR6036B (2/2019)

#### **INLAND REVENUE DEPARTMENT NOTIFICATION**

#### OF REMUNERATION PAID TO PERSONS OTHER THAN EMPLOYEES

#### FOR THE YEAR ENDED 31 MARCH

Additional –	reporting additional ren	nuneration	in respect of th	e same

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, idditional	reporting additional remainer attorn in respect of the	. Juille
	recipient	
Replacement	– correcting the form (sheet no	_)

	(Insert the appropriate year in the box)	recipient				
subr Read	Replacement with a duly completed Form IR6036B if Form IR6036B has not been submitted for the relevant year. d Notes and Instructions for Form IR56M on our web site www.ird.gov.hk for details on how to complete this form.		on		(DD/MI	M/YYYY)
All C	correspondence should be sent to: P.O. Box 28777 Gloucester Road Post Office, Hong Kong			1		
Par	rticulars of the payer: -	neet No. <i>[See</i>	Note 3]	9		
1.	(a) Employer's File No. (as shown at the top left hand corner on Form BIR56A / IR6036B)  (State your Business Registration No./H.K. Identity Card Number if you do not have an Employer's File No.)					
	(b) Name of Payer (State the business name, if the payer is a company)					
	(c) Address of Payer					
Par	rticulars of the recipient: -					
2.	For a partnership or an unincorporated body of persons [See Note 7(a)]					
	Name of Company Busine	ss Registratio	n No.			
3.	For a sole-proprietorship or an individual [See Note 7(b)]					Ц
	(a) Name of sole-proprietorship					
	Name of Company Busine	ss Registratio	n No.			
	(b) (i) Name of individual / sole-proprietor (Surname first, followed by a comma and then Given Na	me. See Exa	ample at	the botto	m) *	
	Mr/Mrs/Ms/Miss # Full Name in English	1 1 1	1 1 1	1 1	,	
	# (Delete whichever is inapplicable)				<u>                                       </u>	
		1 1				1 1
	(ii) H.K. Identity Card Number (If item 3(b) is applicable, this field must be completed) →				لــــــــــــــــــــــــــــــــــــــ	( )
	(iii) Sex (M=Male, F=Female) (If item					
	(iv) Marital Status (1=Single/Widowed/Divorced/Living Apart, 2=Married)			• • • • • • • •		
	(v) • If married, full name of spouse					
	Spouse's H.K. Identity Card Number/Passport Number and place of issue (if known)					
4.	Postal Address					
		Tel. No.				
5.	Capacity engaged					
6.	Period for which service was rendered		to			
7.	Day Month Particulars of remuneration accruing during the period of service [See Note 8]: -	Year	Day	Month	Υe	ear
	Particulars		Amoun	t (HK\$) (E	XCLUDE	CENTS)
	Type 1: Subcontracting Fees	1 1				0/0
	Type 2: Commission		i		1	00
	Type 3: Writer's / Contributor's Fees	1 1			1	00
	Others: a. Artiste's Fees	1 1				<b>9</b>
	b. Copyright / Royalties	1 1				00
	c. Consultancy / Management Fees	1 1				00
	d. Service Fees	1 1				<b>0</b> / <b>0</b>
	e. Nature:			.   .	1	0/0
	Total	1 1			i	0/0
0		No 1-Vos	/Th:- h			.1
8.	Whether a sum has been withheld from the above payment to settle the tax due by the recipient (0= If yes, please state the amount withheld: HK\$	:No, 1=Yes)	( I nis box r	nust be com	pieteaj	→
9.	Remarks					0
	Signature					
	Name Designation					
	Designation					

Date \* Example: Surname and Given Name of Recipient are "CHAN" and "TAI MAN" respectively, complete as | C | H | A | N | , | | T | A | I | | M | A | N | | | | | | | |

Space for Company Chop