《2015年税務 (修訂) (第2號) 條例》

目錄

<table>
<thead>
<tr>
<th>條次</th>
<th>頁次</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. 簡稱</td>
<td>................................................................. A1904</td>
</tr>
<tr>
<td>2. 修訂《稅務條例》</td>
<td>................................................................. A1904</td>
</tr>
<tr>
<td>3. 修訂第20AB條 (第20AC、20AD及20AE條及附表15的釋義)</td>
<td>................................................................. A1904</td>
</tr>
<tr>
<td>4. 修訂第20AC條 (非居港者的某些利潤豁免徵税)</td>
<td>................. A1908</td>
</tr>
<tr>
<td>5. 加入第20ACA及20ACB條</td>
<td>................................................................. A1926</td>
</tr>
<tr>
<td>20ACA. 特定目的工具的某些利潤豁免徵税付税款</td>
<td>................. A1926</td>
</tr>
<tr>
<td>20ACB. 私人公司的常設機構</td>
<td>................................................................. A1932</td>
</tr>
<tr>
<td>6. 取代第20AD條</td>
<td>................................................................. A1934</td>
</tr>
<tr>
<td>20AD. 因第20AC(1)及20ACA(1)條提述的交易而蒙受的虧損，不得用以抵銷</td>
<td>................. A1934</td>
</tr>
<tr>
<td>7. 修訂第20AE條 (非居港者的應評稅利潤視為居港者的應評稅利潤)</td>
<td>................................................................. A1936</td>
</tr>
<tr>
<td>8. 加入第20AF條</td>
<td>................................................................. A1938</td>
</tr>
</tbody>
</table>

Inland Revenue (Amendment) (No. 2) Ordinance 2015

Contents

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Short title</td>
<td>................................................................. A1905</td>
</tr>
<tr>
<td>2. Inland Revenue Ordinance amended</td>
<td>................................................................. A1905</td>
</tr>
<tr>
<td>3. Section 20AB amended (interpretation of sections 20AC, 20AD and 20AE and Schedule 15)</td>
<td>................................................................. A1905</td>
</tr>
<tr>
<td>4. Section 20AC amended (certain profits of non-resident persons exempt from tax)</td>
<td>................................................................. A1909</td>
</tr>
<tr>
<td>5. Sections 20ACA and 20ACB added</td>
<td>................................................................. A1927</td>
</tr>
<tr>
<td>20ACA. Certain profits of special purpose vehicles exempt from payment of tax</td>
<td>................................................................. A1927</td>
</tr>
<tr>
<td>20ACB. Permanent establishment of private company</td>
<td>.... A1933</td>
</tr>
<tr>
<td>6. Section 20AD substituted</td>
<td>................................................................. A1935</td>
</tr>
<tr>
<td>20AD. Loss from transactions referred to in sections 20AC(1) and 20ACA(1) not available for set off</td>
<td>................................................................. A1935</td>
</tr>
<tr>
<td>7. Section 20AE amended (assessable profits of non-resident persons regarded as assessable profits of resident persons)</td>
<td>................................................................. A1937</td>
</tr>
<tr>
<td>8. Section 20AF added</td>
<td>................................................................. A1939</td>
</tr>
</tbody>
</table>
### 《2015年稅務（修訂）(第2號)條例》

<table>
<thead>
<tr>
<th>條次</th>
<th>頁次</th>
</tr>
</thead>
<tbody>
<tr>
<td>20AF</td>
<td>非居港者持有的特定目的工具的應評稅利潤………………… A1938</td>
</tr>
<tr>
<td>9.</td>
<td>修訂附表15 (根據本條例第20AE條確定居港者的應評税利潤款額的規定)……………………………… A1944</td>
</tr>
<tr>
<td>10.</td>
<td>加入附表15A ……………………………………….. A1948</td>
</tr>
<tr>
<td>附表15A</td>
<td>根據第20AF條確定居港者的應評稅利潤款額的規定……………………………… A1948</td>
</tr>
<tr>
<td>11.</td>
<td>修訂附表16 (指明交易)……………………………………… A1956</td>
</tr>
<tr>
<td>12.</td>
<td>修訂附表17A (指明另類債券計劃及其稅務處理)……… A1960</td>
</tr>
</tbody>
</table>

### Inland Revenue (Amendment) (No. 2) Ordinance 2015

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>20AF. Assessable profits of special purpose vehicles held by non-resident persons regarded as assessable profits of resident persons</td>
<td>A1939</td>
</tr>
<tr>
<td>9. Schedule 15 amended (provisions for ascertaining amount of assessable profits of resident person under section 20AE of this Ordinance)</td>
<td>A1945</td>
</tr>
<tr>
<td>10. Schedule 15A added</td>
<td>A1949</td>
</tr>
<tr>
<td>Schedule 15A Provisions for Ascertaining Amount of Assessable Profits of Resident Person under Section 20AF</td>
<td>A1949</td>
</tr>
<tr>
<td>11. Schedule 16 amended (specified transactions)</td>
<td>A1957</td>
</tr>
</tbody>
</table>
Inland Revenue (Amendment) (No. 2) Ordinance 2015

HONG KONG SPECIAL ADMINISTRATIVE REGION
ORDINANCE NO. 13 OF 2015

C. Y. LEUNG
Chief Executive
16 July 2015

An Ordinance to amend the Inland Revenue Ordinance to extend the profits tax exemption for non-resident persons to include transactions in securities of, or issued by, certain private companies incorporated outside Hong Kong; to exempt non-resident persons that are qualifying funds from profits tax; to exempt special purpose vehicles from the payment of profits tax; and to provide for related matters.

[17 July 2015]

Enacted by the Legislative Council.

1. Short title

This Ordinance may be cited as the Inland Revenue (Amendment) (No. 2) Ordinance 2015.

2. Inland Revenue Ordinance amended

The Inland Revenue Ordinance (Cap. 112) is amended as set out in sections 3 to 12.

3. Section 20AB amended (interpretation of sections 20AC, 20AD and 20AE and Schedule 15)

(1) Section 20AB, heading—
Repeal everything after “20AC,”

Substitute “20ACA, 20AD, 20AE and 20AF and Schedules 15 and 15A”.

(2) Section 20AB(1)—

Repeal everything after “20AC,”

Substitute “20ACA, 20AD, 20AE and 20AF and Schedules 15 and 15A.”.

(3) Section 20AB(4)(b)—

Repeal “or”.

(4) Section 20AB(4)(c)—

Repeal the full stop

Substitute “; or”.

(5) After section 20AB(4)(c)—

Add “(d) where the other person is an entity that does not fall within any of paragraphs (a), (b) and (c), the person has any of the ownership interests in the entity.”.

(6) Section 20AB(5)(b)—

Repeal “or”.

(7) Section 20AB(5)(c)(ii)—
Inland Revenue (Amendment) (No. 2) Ordinance 2015

4. Section 20AC amended (certain profits of non-resident persons exempt from tax)

(1) Section 20AC, Chinese text, heading—

Repeal
“豁免缴税”
Substitute
“獲税項豁免”.

(2) Section 20AC(1)—

Repeal
“(3) 及 (4)”
Substitute
“(3), (4) and (5A)”.

(3) Section 20AC(1), Chinese text—

Repeal
“繳交”.

(4) Section 20AC(1), Chinese text—

Repeal
“繳交”.

Section 4

(8) After section 20AB(5)(c)—
Add
“(d) where the second person is an entity that does not fall within any of paragraphs (a), (b) and (c), the first person has any of the ownership interests in the entity,”.

4. 修訂第 20AC 條 (非居港者的某些利潤豁免繳稅)

(1) 第 20AC 條，中文文本，標題——

廢除
“豁免繳稅”
代以
“獲税項豁免”。

(2) 第 20AC(1) 條——

廢除
“(3) 及 (4)”
代以
“(3), (4) 及 (5A)”。

(3) 第 20AC(1) 條，中文文本——

廢除
“繳交”。

(4) 第 20AC(1) 條，中文文本——

廢除
“繳交”.

(8) 在第 20AB(5)(c) 條之後——

加入
“(d) 在第二人並非 (a)、(b) 及 (c) 段中任何一段所指的實體的情況下，第一人對該實體享有任何擁有權權益，”。“
Section 4

“Inland Revenue (Amendment) (No. 2) Ordinance 2015

Ord. No. 13 of 2015

“税款”
Substitute
“税項”.

(5) Section 20AC(2)—
Repeal
everything after “this subsection”
Substitute
“if—
(a) the transaction is a transaction specified in Part 1 of Schedule 16; and
(b) either of the following conditions is satisfied—
(i) the transaction has been carried out through or arranged by a specified person;
(ii) the non-resident person is a qualifying fund.”.

(6) After section 20AC(5)—
Add
“(5A) This section does not apply to a special purpose vehicle as defined by section 20ACA(2) that is a non-resident person.

(5B) To avoid doubt, subsection (2) as in force on the date of commencement of the Inland Revenue (Amendment) (No. 2) Ordinance 2015 (13 of 2015) applies to transactions carried out within the period from 1 April 2015 to the day before that date of commencement.”.

(7) Section 20AC—
Repeal subsection (6)
Substitute
“(6) In this section—

aggregate capital commitment (資本認繳總額), in relation to a fund, means the total of the capital commitments made by the investors, the originator and the originator's associates;

associate (相聯者)—

(a) in relation to a natural person, means—

(i) a relative of the person;
(ii) a partner of the person;
(iii) if a partner of the person is a natural person, a relative of that partner;
(iv) a partnership in which the person is a partner;
(v) a corporation controlled by—

(A) the person;
(B) a relative of the person;
(C) a partner of the person;
(D) if a partner of the person is a natural person, a relative of that partner; or
(E) a partnership in which the person is a partner; or

(vi) a director or principal officer of the corporation mentioned in subparagraph (v);

(b) in relation to a corporation, means—

(i) a person who controls the corporation;
(ii) a partner of the person mentioned in subparagraph (i);
Section 4

(iii) if the person mentioned in subparagraph (i) is a natural person, a relative of that person;

(iv) if the partner mentioned in subparagraph (ii) is a natural person, a relative of that partner;

(v) a director or principal officer of—
(A) the corporation; or
(B) an associated corporation of the corporation;

(vi) a relative of the director or principal officer mentioned in subparagraph (v);

(vii) a partner of the corporation;

(viii) if a partner of the corporation is a natural person, a relative of that partner;

(ix) a partnership in which the corporation is a partner; or

(x) an associated corporation of the corporation;

(c) in relation to a partnership, means—
(i) a partner in the partnership;

(ii) if a partner in the partnership is a natural person, a relative of that partner;

(iii) if a partner in the partnership is another partnership—
(A) a partner in that other partnership (Partner A); or
(B) a partner with that other partnership in any other partnership (Partner B);
(i) 該人的親屬；
(ii) 該人的合夥人；
(iii) (如該人的某合夥人是自然人) 該合夥人的親屬；
(iv) 由該人擔任合夥人的合夥；
(v) 由以下人士所控制的法團——
   (A) 該人；
   (B) 該人的親屬；
   (C) 該人的合夥人；
   (D) (如該人的某合夥人是自然人) 該合夥人的親屬；或
   (E) 由該人擔任合夥人的合夥；或
(vi) 第 (v) 節所述的法團的董事或主要職員；
(b) 就任何法團而言，指——
   (i) 控制該法團的人；
   (ii) 第 (i) 節所述的人的合夥人；
   (iii) (如第 (i) 節所述的人是自然人) 該人的親屬；
   (iv) (如第 (ii) 節所述的合夥人是自然人) 該合夥人的親屬；
   (v) 下述法團的董事或主要職員——

(iv) if Partner A is a partnership, a partner in Partner A (Partner C);
(v) if Partner B is a partnership, a partner in Partner B (Partner D);
(vi) if Partner A, Partner B, Partner C or Partner D is a natural person, a relative of that partner;
(vii) a corporation controlled by—
   (A) the partnership;
   (B) a partner in the partnership;
   (C) if a partner in the partnership is a natural person, a relative of that partner; or
   (D) a partnership in which the partnership is a partner;
(viii) a director or principal officer of the corporation mentioned in subparagraph (vii);
(ix) a corporation of which a partner in the partnership is a director or principal officer; or
(x) an associated partnership of the partnership;

associated corporation (相聯法團), in relation to a corporation, means—
(a) another corporation over which the corporation has control;
(b) another corporation that has control over the corporation; or
Inland Revenue (Amendment) (No. 2) Ordinance 2015

Section 4

(c) another corporation that is under the control of the same person as is the corporation;

associated partnership (相聯合夥), in relation to a partnership, means—

(a) another partnership over which the partnership has control;

(b) another partnership that has control over the partnership; or

(c) another partnership that is under the control of the same person as is the partnership;

capital commitment (資本承諾), in relation to a fund, means a commitment—

(a) that is in the form of an amount of money payable by an investor, the originator or the originator’s associate to the fund under an agreement governing the operation of the fund; and

(b) in respect of which the originator may make capital calls from time to time according to the terms of the agreement;

control (控制)—

(a) in relation to a corporation, means the power of a person to secure—

(i) by means of the holding of shares or the possession of voting power in or in relation to that corporation or any other corporation; or

(ii) by virtue of any powers conferred by the articles of association or other document regulating that corporation or any other corporation,
that the affairs of that corporation are conducted in accordance with the wishes of the person;

(b) in relation to a partnership, means the power of a person to secure—

(i) by means of the holding of interests or the possession of voting power in or in relation to that partnership or any other partnership; or

(ii) by virtue of any powers conferred by the partnership agreement or other document regulating that partnership or any other partnership,

that the affairs of that partnership are conducted in accordance with the wishes of the person;

*final closing of sale of interests* (權益出售最終截止日), in relation to a fund, means the date on which the originator last accepts subscriptions from investors for making capital commitments;

*investor* (投資者), in relation to a fund, means a person, other than the originator or the originator's associates, who makes capital commitment to the fund;

*net proceeds* (淨收益), in relation to a fund at a particular time, means an amount calculated by—

(a) adding together—

(i) the sum of the cumulative distributions received by the investors, the originator and the originator's associates from the fund; and
(ii) the value at that time of all assets, if any, held by the fund; and

(b) subtracting from the sum calculated under paragraph (a) the cumulative capital contributions of the investors, the originator and the originator’s associates;

originator (發起人), in relation to a fund, means a person who directly or indirectly—

(a) originates or sponsors the fund; and

(b) has the power to make investment decisions on behalf of the fund;

principal officer (主要職員), in relation to a corporation, means—

(a) a person employed by the corporation who, either alone or jointly with one or more other persons, is responsible under the immediate authority of the directors of the corporation for the conduct of the business of the corporation;

or

(b) a person so employed who, under the immediate authority of a director of the corporation or a person to whom paragraph (a) applies, exercises managerial functions in respect of the corporation;

qualifying fund (符合資格的基金) means a fund that falls within the following descriptions—

(a) at all times after the final closing of sale of interests—

(i) the number of investors exceeds 4; and
Ord. No. 13 of 2015

Inland Revenue (Amendment) (No. 2) Ordinance 2015

Section 4

(ii) the capital commitments made by investors exceed 90% of the aggregate capital commitments; and

(b) the portion of the net proceeds arising out of the transactions of the fund to be received by the originator and the originator's associates, after deducting the portion attributable to their capital contributions (which is proportionate to that attributable to the investors’ capital contributions), is agreed under an agreement governing the operation of the fund to be an amount not exceeding 30% of the net proceeds;

relative (親屬), in relation to a person, means the spouse, parent, child, brother or sister of the person, and, in deducing such a relationship—

(a) an adopted child is to be regarded as a child of both the natural parents and the adopting parent; and

(b) a step child is to be regarded as a child of both the natural parents and any step parent;

specified person (指明人士)—

(a) in relation to a transaction carried out before 1 April 2003, means—

(i) a bank as defined by section 2(1) of the Banking Ordinance (Cap. 155);

(ii) a person registered as a dealer or commodity trading adviser under Part IV of the Commodities Trading Ordinance (Cap. 250) repealed under section 406 of the Securities and Futures Ordinance (Cap. 571);
5. **Sections 20ACA and 20ACB added**

After section 20AC—

Add—

“**20ACA. Certain profits of special purpose vehicles exempt from payment of tax**

(1) A special purpose vehicle is exempt, to an extent corresponding to the percentage of shares or interests that a non-resident person exempted under section 20AC(1) holds in the vehicle, from the payment of tax chargeable under this Part in respect of its
Section 5

Inland Revenue (Amendment) (No. 2) Ordinance 2015

Assessable profits, if any, for any year of assessment commencing on or after 1 April 2015, from—

(a) transactions in shares, stocks, debentures, loan stocks, funds, bonds or notes of, or issued by, an interposed special purpose vehicle or an excepted private company;

(b) transactions in rights, options or interests (whether described as units or otherwise) in, or in respect of, such shares, stocks, debentures, loan stocks, funds, bonds or notes; and

(c) transactions in certificates of interest or participation in, temporary or interim certificates for, receipts for, or warrants to subscribe for or purchase, such shares, stocks, debentures, loan stocks, funds, bonds or notes.

(2) In this section—

excepted private company (例外私人公司) means a private company incorporated outside Hong Kong that, at all times within the 3 years before a transaction falling within subsection (1)(a), (b) or (c) is carried out—

(a) did not carry on any business through or from a permanent establishment in Hong Kong;

(b) falls within either of the following descriptions—

(i) it did not hold (whether directly or indirectly) share capital (however described) in one or more private companies carrying on any business through or from a permanent establishment in Hong Kong;
Section 5

Inland Revenue (Amendment) (No. 2) Ordinance 2015

(ii) it held such share capital, but the aggregate value of the holding of the capital is equivalent to not more than 10% of the value of its own assets; and

(c) falls within either of the following descriptions—

(i) it neither held immovable property in Hong Kong, nor held (whether directly or indirectly) share capital (however described) in one or more private companies with direct or indirect holding of immovable property in Hong Kong;

(ii) it held such immovable property or share capital (or both), but the aggregate value of the holding of the property and capital is equivalent to not more than 10% of the value of its own assets;

interposed special purpose vehicle (中間特定目的工具)—

(a) in relation to a special purpose vehicle that has an indirect beneficial interest in an excepted private company through an interposed person that is a special purpose vehicle, means the interposed person;

(b) in relation to a special purpose vehicle that has an indirect beneficial interest in an excepted private company through a series of 2 or more interposed persons that are special purpose vehicles, means any of the interposed persons;

permanent establishment (常設機構)—see section 20ACB;
Section 5  

**private company** (私人公司) means a company incorporated in or outside Hong Kong that is not allowed to issue any invitation to the public to subscribe for any shares or debentures of the company;

**special purpose vehicle** (特定目的工具) means a corporation, partnership, trustee of a trust estate or any other entity that—

(a) is wholly or partially owned by a non-resident person;

(b) is established solely for the purpose of holding, directly or indirectly, and administering one or more excepted private companies;

(c) is incorporated, registered or appointed in or outside Hong Kong;

(d) does not carry on any trade or activities except for the purpose of holding, directly or indirectly, and administering one or more excepted private companies; and

(e) is not itself an excepted private company.

---

**20ACB. Permanent establishment of private company**

(1) For a private company, a permanent establishment is a fixed place of business through which activities of the company are carried on (including a branch and a place of management).

(2) Subject to subsection (3), a private company is regarded as having a permanent establishment in Hong Kong if the company has an agent carrying on activities in Hong Kong who—

- **常設機構** (permanent establishment) — 參閱第 20ACB 條。
(a) has, and habitually exercises, a general authority to negotiate and conclude contracts on behalf of the company; or
(b) has a stock of merchandise from which the agent regularly fills orders on behalf of the company.

(3) In relation to the business of the company as a whole, the activities mentioned in subsections (1) and (2) exclude—

(a) the use of facilities solely for storage, display or delivery of goods or merchandise belonging to the company;
(b) the maintenance of a stock of goods or merchandise belonging to the company solely for storage, display or delivery, or for processing by another business; and
(c) the maintenance of a fixed place of business solely for purchasing goods or merchandise or for collecting information, for the company.

(4) In this section—

private company (私は公司) has the meaning given by section 20ACA(2).”.

6. Section 20AD substituted

Section 20AD—

Repeal the section
Substitute

“20AD. Loss from transactions referred to in sections 20AC(1) and 20ACA(1) not available for set off

Despite anything in this Part—
7. Section 20AE amended (assessable profits of non-resident persons regarded as assessable profits of resident persons)

(1) Section 20AE(1)(b), Chinese text—

Repeal

“豁免缴税”

Substitute

“税项豁免”.
Section 8

(2) Section 20AE(3)(a), Chinese text—

Repeal

“豁免繳稅”

Substitute

“稅項豁免”.

(3) Section 20AE—

Repeal subsection (10)

Substitute

“(10) In this section—

associate (相聯者) has the meaning given by section 20AC(6).”.

8. Section 20AF added

After section 20AE—

Add

“20AF. Assessable profits of special purpose vehicles held by non-resident persons regarded as assessable profits of resident persons

(1) If, in a year of assessment commencing on or after 1 April 2015—

(a) a resident person has, during a period of time, a beneficial interest, whether direct or indirect or both, in a non-resident person to the extent set out in section 20AE(2);

(b) the non-resident person is exempt from tax under section 20AC;
(c) 該非居港者於該段期間，對第 20ACA(2) 條所界定的某特定目的工具享有實益權益 (不論是直接實益權益、間接實益權益或兩者兼有)；及
(d) 該特定目的工具根據第 20ACA 條，獲豁免繳付稅款，

則該特定目的工具在該段期間內須根據本部課稅的，若非有第 20ACA 條規定便須繳付稅款的應評稅利潤，即視為該居港者來自其在香港經營的行業、專業或業務的在該課稅年度於香港產生或得自香港的應評稅利潤。

(2) 如在 2015 年 4 月 1 日或之後開始的任何課稅年度——
(a) 某居港者於某段期間，對根據第 20AC 條獲稅項豁免的某非居港者享有實益權益 (不論是直接實益權益、間接實益權益或兩者兼有)；
(b) 該非居港者是該居港者的相聯者；
(c) 該非居港者於該段期間，對第 20ACA(2) 條所界定的某特定目的工具享有實益權益 (不論是直接實益權益、間接實益權益或兩者兼有)；及
(d) 該特定目的工具根據第 20ACA 條，獲豁免繳付稅款，

則該特定目的工具在該段期間內須根據本部課稅的，若非有第 20ACA 條規定便須繳付稅款的應評稅利潤，即視為該居港者來自其在香港經營的行業、專業或業務的在該課稅年度於香港產生或得自香港的應評稅利潤。

(c) the non-resident person has, during that period of time, a beneficial interest, whether direct or indirect or both, in a special purpose vehicle as defined by section 20ACA(2); and
(d) the special purpose vehicle is exempt from the payment of tax under section 20ACA,

the assessable profits of the special purpose vehicle for that period of time that are chargeable to tax under this Part and in respect of which tax would have been payable but for section 20ACA, are to be
regarded as the assessable profits arising in or derived from Hong Kong of the resident person for that year of assessment from a trade, profession or business carried on by the resident person in Hong Kong.

(3) Subsections (1) and (2) apply in relation to a resident person irrespective of whether the person has received, or will receive, directly or indirectly, from the special purpose vehicle concerned any money or other property representing the profits of the special purpose vehicle for the relevant year of assessment.

(4) A resident person who has a direct or indirect beneficial interest in a trustee of a trust estate by reason of the fact that the person is able or might reasonably be expected to be able to control the activities of the trust estate or the application of its corpus or income is, for the purposes of this section, to be regarded as being interested in 100% in value of the trust estate.

(5) The extent of a non-resident person’s beneficial interest in a special purpose vehicle is to be determined in accordance with Part 2 of Schedule 15A.

(6) The amount regarded as the assessable profits of a resident person for a year of assessment under subsection (1) or (2) is to be ascertained in accordance with Schedule 15A.

(7) Subsections (1) and (2) do not apply in relation to a resident person who has a direct or indirect beneficial interest in a non-resident person if the Commissioner is satisfied that beneficial interests in the non-resident person are bona fide widely held.
9. 修訂附表 15（根據本條例第 20AE 條確定居港者的應課稅利潤款額的規定）

(1) 附表 15，標題——
廢除
“本條例”。

(2) 附表 15——
廢除
“20AE 條”

8. 如——
(a) 某居港者因為透過一名中間人或一系列的 2 名或多於 2 名中間人（不包括有關的非居港者），對某特定目的工具享有間接實益權益，而根據第 (1) 或 (2) 款負有法律責任就該特定目的工具的利潤課稅；及
(b) 該名中間人或該等中間人中的任何人，屬亦根據該款負有法律責任就該筆利潤課稅的居港者，則 (a) 段所述的居港者獲解除其在該款之下的就該筆利潤課稅的法律責任。

9. Schedule 15 amended (provisions for ascertaining amount of assessable profits of resident person under section 20AE of this Ordinance)

(1) Schedule 15, heading—
Repeal
“of this Ordinance”.

(2) Schedule 15—
Repeal
“& 20AE]”
代以
“20AE 條及附表 15A”。

(3) 附表 15，第 1 部，第 1 條——
廢除
“本條例第 20AC 條規定本須根據本條例”
代以
“第 20AC 條規定本須根據”。

(4) 附表 15，第 1 部，第 2 條，在 “第 1 條” 之前——
加入
“本部”。

(5) 附表 15，第 1 部，第 2 條，在 “第 2 部” 之前——
加入
“本附表”。

(6) 附表 15，第 2 部，第 3 條，在 “第 2 條” 之前——
加入
“本部”。

(7) 附表 15，第 2 部，第 3(a) 條，在 “第 1 條” 之前——
加入
“本部”。

(8) 附表 15，第 2 部，第 3(b) 條，在 “第 1 條” 之前——
加入
“本部”。

(9) 附表 15，第 2 部，第 3(c) 條，在 “第 1 條” 之前——
加入
“本部”。

Substitute
“& 20AE & Sch. 15A]”。

(3) Schedule 15, Part 1, section 1—
Repeal
“of this Ordinance but for section 20AC of this Ordinance”
Substitute
“but for section 20AC”.

(4) Schedule 15, Part 1, section 2, after “section 1”—
Add
“of this Part”.

(5) Schedule 15, Part 1, section 2, after “Part 2”—
Add
“of this Schedule”.

(6) Schedule 15, Part 2, section 3, after “section 2”—
Add
“of this Part”.

(7) Schedule 15, Part 2, section 3(a), after “section 1”—
Add
“of this Part”.

(8) Schedule 15, Part 2, section 3(b), after “section 1”—
Add
“of this Part”.

(9) Schedule 15, Part 2, section 3(c), after “section 1”—
Add
“of this Part”.

Section 9
10. Schedule 15A added

After Schedule 15—

Add

“Schedule 15A

[ss. 20AB & 20AF]

Provisions for Ascertaining Amount of Assessable Profits of Resident Person under Section 20AF

Part 1

1. The amount regarded as the assessable profits of a resident person for a year of assessment is the total sum arrived at by adding up the assessable profits of the special purpose vehicle that are chargeable to tax under Part 4 and in respect of which tax would have been payable but for section 20ACA (exempt profits) for each day in the period in that year of assessment during which the resident person has an indirect beneficial interest in the special purpose vehicle.

2. For the purposes of section 1 of this Part, the exempt profits of a special purpose vehicle for a particular day in a year of assessment are to be ascertained in accordance with the following formula—

\[
A = \frac{B1 \times B2 \times C}{D}
\]
Section 10

Inland Revenue (Amendment) (No. 2) Ordinance 2015

where:

A means the exempt profits of the special purpose vehicle for a particular day in a year of assessment;

B1 means the extent of the resident person's beneficial interest in the non-resident person on the particular day, expressed as a percentage determined in accordance with Part 2 of Schedule 15;

B2 means the extent of the non-resident person's beneficial interest in the special purpose vehicle on the particular day, expressed as a percentage determined in accordance with Part 2 of this Schedule;

C means the exempt profits of the special purpose vehicle for the accounting period in which the particular day falls;

D means the total number of days in the accounting period of the special purpose vehicle in which the particular day falls.

3. In this Part—

special purpose vehicle (特定目的工具) has the meaning given by section 20ACA(2).

Part 2

1. Where a non-resident person has a direct beneficial interest in a special purpose vehicle, the extent of the beneficial interest of the non-resident person in the special purpose vehicle is—
Section 10

(a) if the special purpose vehicle is a corporation that is not a trustee of a trust estate, the percentage of the issued share capital (however described) of the corporation held by the non-resident person;

(b) if the special purpose vehicle is a partnership that is not a trustee of a trust estate, the percentage of the profits of the partnership to which the non-resident person is entitled;

(c) if the special purpose vehicle is a trustee of a trust estate, the percentage in value of the trust estate in which the non-resident person is interested; or

(d) if the special purpose vehicle is an entity that does not fall within any of paragraphs (a), (b) and (c), the percentage of ownership interests that the non-resident person has in the entity.

2. Where a non-resident person has an indirect beneficial interest in a special purpose vehicle, the extent of the beneficial interest of the non-resident person in the special purpose vehicle is—

(a) if there is one interposed person, the percentage arrived at by multiplying the percentage representing the extent of the beneficial interest of the non-resident person in the interposed person by the percentage representing the extent of the beneficial interest of the interposed person in the special purpose vehicle; or
(b) if there is a series of 2 or more interposed persons, the percentage arrived at by multiplying the percentage representing the extent of the beneficial interest of the non-resident person in the first interposed person in the series by—

(i) the percentage representing the extent of the beneficial interest of each interposed person (other than the last interposed person) in the series in the next interposed person in the series; and

(ii) the percentage representing the extent of the beneficial interest of the last interposed person in the series in the special purpose vehicle.

3. For the purposes of section 2 of this Part—

(a) section 1 of this Part applies in determining the extent of the beneficial interest of a non-resident person in an interposed person as if references to a special purpose vehicle in that section were references to an interposed person;

(b) section 1 of this Part applies in determining the extent of the beneficial interest of an interposed person in a special purpose vehicle as if references to a non-resident person in that section were references to an interposed person; and

(c) section 1 of this Part applies in determining the extent of the beneficial interest of an interposed person (Interposed Person A) in another interposed person (Interposed Person B) as if—
Section 11

(i) references to a non-resident person in that section were references to Interposed Person A; and
(ii) references to a special purpose vehicle in that section were references to Interposed Person B.

4. In this Part—

special purpose vehicle (特定目的工具) has the meaning given by section 20ACA(2).”.

11. Schedule 16 amended (specified transactions)

(1) Schedule 16, before item 1—
Add

“Part 1”.

(2) Schedule 16, Part 1, after item 6—
Add

“Part 2”.

(3) Schedule 16, Part 2—
Repeal

“In this Schedule”
Substitute

“1. In this Schedule”.

(4) Schedule 16, Part 2, section 1, definition of securities, paragraph (a), after “government authority”—
Add

“(excluding shares, stocks, debentures, loan stocks, funds, bonds or notes of, or issued by, a private company which is not a special purpose vehicle or an excepted private company)”.

(5) Schedule 16, Part 2, section 1, definition of securities, paragraph (e)—

Repeal

“securities,”

Substitute

“securities;”.

(6) Schedule 16, Part 2, section 1, definition of securities—

Repeal everything after paragraph (e).

(7) Schedule 16, Part 2, after section 1—

Add

“For the purposes of the definition of securities in section 1 of this Part—

excepted private company (例外私人公司) has the meaning given by section 20ACA(2);

private company (私人公司) has the meaning given by section 20ACA(2);

special purpose vehicle (特定目的工具) has the meaning given by section 20ACA(2).”.

2. For the purposes of the definition of securities in section 1 of this Part—

excepted private company (例外私人公司) has the meaning given by section 20ACA(2);

private company (私人公司) has the meaning given by section 20ACA(2);

special purpose vehicle (特定目的工具) has the meaning given by section 20ACA(2).”.

2. 即本部第 1 條中證券的定義而言——

私人公司 (private company) 具有第 20ACA(2) 條所給予的涵義；

例外私人公司 (excepted private company) 具有第 20ACA(2) 條所給予的涵義；

特定目的工具 (special purpose vehicle) 具有第 20ACA(2) 條所給予的涵義。”。
12. 修訂附表 17A (指明另類債券計劃及其稅務處理)
附表 17A，第 21(6) 條，在“附表 16”之後——
加入
“第 1 部”。

12. Schedule 17A amended (specified alternative bond scheme and its tax treatment)
Schedule 17A, section 21(6), after “item 1 of”——
Add
“Part 1 of”.