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# VGD PAN-CHINA NEWSLETTER

VGD 天健八月财税新讯



# BELGIUM: ATTRACTIVE FOR HOLDING COMPANIES

## 比利时：设立控股公司的理想地点

As one of the major gateways to Europe, Belgium offers foreign investors a wide range of favorable tax measures. Please find below a high-level overview of the most important tax features for Belgian holding companies:

作为通往欧洲的门户，比利时为外国投资者提供一系列税收优惠政策。我们在这里为读者介绍一下在比利时设立控股公司的主要税务制度：

- 95 % participation exemption on **dividends received** – certain conditions to be fulfilled (e.g. minimum shareholding for one uninterrupted year in full ownership).
- Exemption of **withholding tax on dividends** paid to companies within the EU or to companies located in a country that has signed a double tax treaty with Belgium that provide for an exchange of information– certain conditions to be fulfilled (e.g. minimum shareholding for one uninterrupted year).

比利时公司所获的股利所得可以享受 95%的税务减免——这当中需要符合一些条件（例如，公司在过去连续的 12 个月内持有拥有完全所有权的规定数额以上的股份）。

对向欧盟或与比利时政府签署避免双重征税协定的缔约国所在的公司发放的股利免征预提税——这当中需要符合一些条件（例如，公司在过去连续的 12 个月内持有拥有完全所有权的规定数额以上的股份）。



- Exemption of **withholding tax on interest** paid to Belgian companies, European banks, banks located in a country that has signed a double taxation treaty with Belgium.
- Exemption of **withholding tax on interest and royalties** paid to related European companies provided certain conditions are fulfilled (e.g. minimum shareholding for one uninterrupted year).
- In general, an unlimited **interest deduction on acquisition** debt. However **certain terms and conditions need to be fulfilled**, e.g. cause of the debt should be to create or maintain taxable income, etc. A 5 to 1 debt/ equity ratio is applicable for loans of affiliated companies **and tax havens**.

向比利时公司、欧盟银行、以及设立在与比利时政府签署避免双重征税协定缔约国的银行发放的利息免征预提税。

向欧洲关联公司支付的利息和特许权使用费免征预提税——这当中需要符合一些条件（例如，公司在过去连续的 12 个月内持有拥有完全所有权的规定数额以上的股份）。

一般来说，借款利息可享受税前全额扣除。但是需要满足一定的条件，例如，借款的原因是为了创造或维持应税所得等等。关联方以及避税港借款适用债资比 5:1 的限额规定。



- **Realized capital gains on shares** are tax free if these shares were kept for at least an uninterrupted year in full ownership and provided the company qualifies as small company as defined by article 15 of the Belgian Company Code for the assessment year in which the capital gain is realized:

- a. 25,75 % taxation in case the 1 year term is not fulfilled (The taxable base can be sheltered with previous losses , (excess) notional interest deduction, (excess) dividend received deduction or any other tax deductions).
- b. 0,412% taxation in case the company does not qualify as a small company (no deductions can be applied).

资本利得可以享受免税待遇，但需要符合两个条件：1) 在纳税年度公司符合比利时公司法第 15 条规定之小型公司的条件；2) 公司在过去连续的 12 个月内持有拥有完全所有权的規定数额以上的股份。如不符合上述两个条件，则适用以下规定：

如果股份持有期不到 1 年，资本利得将被征收 25.75% 的所得税（但是所得税税基可以抵扣以前年度亏损、名义利息扣除额、股利分红扣除额、或者其他税收减免等）。

如果公司未符合公司法之小型公司的条件，则需要缴纳资本利得 0.412% 的所得税（这种情况不适用扣除）。



- **Fairness tax on distributed dividends** provided the distributed dividend exceeds the taxable basis of the company while making use of notional interest deduction (see below) and carried forward tax losses. In a nutshell, a separate assessment of 5% (to be increased with 3% crisis surcharge) will potentially be due on that part of the dividend that exceeds the taxable basis of the company. Exceptions are made for that part of the dividend that consists out of prior reserves of the company. In the next newsletter a separate article will be dedicated to this new tax measure.

由于采用名义利息扣除（定义见下文）和结转亏损抵减而致公司发放的股利超过所得税税基的，税务机关将对发放的股利征收公平税。简单而言，发放的股利超过所得税税基的部分需加征 5%（加上 3% 的危机附加税）。但公司通过以前年度储备金发放的股利除外。我们将在下期新闻中对该新税收措施进行特别报道。

- Capital losses on shares are in principle not tax deductible (except upon liquidation within certain limits).

资本损失原则上不得在税前扣除（除了在公司清算时可在某个限额内扣除）。

- Possibility to ask an **advance decision** in order to get legal certainty.

事先可向税务部门寻求事前税务仲裁，从而取得司法保护。

- All companies subject to the Belgian corporate income tax can under certain conditions deduct a notional interest from their taxable income (for assessment year 2015: 2,630% for large companies and 3,130% for small companies). The calculation is based on the company's adjusted equity computed according to Belgian GAAP ("notional interest").

所有缴纳比利时所得税的企业在符合条件的情况下可以享受一定比例的所得税名义利息扣除（2015 课税年度：大型公司可享受 2.630% 而小型公司则可享受 3.130% 名义利息抵扣）。所得税名义利息抵扣的计算基础是按照比利时会计准则所计算的股东权益金额。（所谓的“名义利息”）



- **Capital decrease** is tax free if it relates to repayment of paid up capital and share premium (certain conditions need to be fulfilled)  
因收回实收资本和股本溢价而造成的资本减少也可享受免税待遇（需要符合某些条件）。
- Belgium has signed **double tax treaties** with a large network of countries.  
比利时与多国签定了避免双重征税协定。
- No **CFC-regulation** is applied.  
比利时没有受控外国公司规则。
- **Favorable expat regime** for foreign executives and **partial exemption of withholding tax on wages** for qualified researchers.  
比利时对外国管理人才有优惠的税收政策与对符合资格的研究人员进行部分工资预提税的减免。
- The Treaty between China and Belgium against **Double Taxation and Tax Evasion and protocol** were signed in Brussels on October 7, 2009 and entered into force on December 29, 2013. It is applicable to income earned since January 1, 2014. Taxes in China covered by the Treaty include individual income tax and enterprise income tax, while taxes in Belgium covered by the Treaty include individual income tax, enterprise income tax, legal entity tax, non-residents' tax, and social security charges.  
《中华人民共和国政府和比利时王国政府对所得避免双重征税和防止偷漏税的协定》及议定书于2009年10月7日在布鲁塞尔正式签署，自2013年12月29日起生效，并适用于2014年1月1日或以后取得的所得。该协定适用于中国的个人所得税和企业所得税，适用于比利时的个人所得税、公司所得税、法人实体税、非居民税和社会保障缴款附加。



### **Knowledge partner of Chinese companies in Europe**

At VGD we support entrepreneurs and their investors in their ambition to structure and to develop their businesses. In addition to our services, we offer entrepreneurs a sounding board, by challenging your opportunities and providing alternative ideas.

By investing in a knowledge partner you invigorate the long term success of your business and create the platform to fully enjoy your passion for business.

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