员工、雇佣与代币计划

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瑞士劳动法编纂于《瑞士债务法》中，并以《劳动法》作为补充。新加坡劳动法则载于《1968年雇佣法》，并辅以普通法规则。按欧洲标准衡量，两者都对雇主友好。架构设计的要点在于，记录在册的雇主必须是工作实际履行地的实体，因为工作准证和社会保障都跟随雇主。瑞士GmbH在新加坡没有据点的情况下，无法雇用居住在新加坡的开发人员。在新加坡为一家在当地没有实体的瑞士雇主工作的员工，会使瑞士公司构成常设机构，并导致工资税违规。[1]可选方案包括：本地实体、名义雇主（employer of record）服务商或承包商安排。最后一种方案在两国都存在通常的错误定性风险。

社会保障差异显著。瑞士雇主和雇员各自按工资的约5.3%向第一支柱（AHV/IV/EO）缴费，不设上限，此外还须缴纳失业保险以及随年龄递增的强制性第二支柱养老金。[2]新加坡的中央公积金仅适用于公民和永久居民，因此雇用持就业准证外国人的雇主根本无需缴纳社会保障费用。与瑞士相比，这可节省约10%至20%的薪酬成本。[3]瑞士与新加坡之间没有社会保障协定，因此被派往新加坡的瑞士公民会脱离瑞士体系，除非其继续自愿缴纳AHV。

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代币计划

在大多数协议集团中，员工和贡献者代币计划是薪酬中最有价值的组成部分，也是跨两个中心最难管理的部分。瑞士依据《联邦直接税法》第17a条及以下各条和FTA第37号通函，对员工参与工具课税，联邦税务局已将其类推适用于代币。授予时即可自由处置的代币在授予时课税，附有归属条件的代币在归属时课税，并可就锁定期适用折扣。[4]新加坡在员工取得代币权利时，按市场价值将其作为雇佣收入课税。“合格员工股权薪酬”（QEEBR）计划下的递延纳税适用于股份，但是否适用于代币尚不明确。[5]因此，采用单一代币计划的集团会面临两个应税事件、两个估值日和两套预扣制度。计划规则必须允许管理人在每个国家出售或预扣代币，以支付员工的税款。

核对清单

瑞士—新加坡集团的代币计划应在首次授予前确定以下事项： - 授予实体（通过贡献者协议授予的基金会，或雇主公司） - 归属计划，以及归属是基于时间、基于里程碑还是两者兼有 - 每个国家每个应税事件的估值来源和时点 - 预扣机制（出售抵税或净额结算）及其执行方 - 终止雇佣、死亡和丧失行为能力时的处理 - 锁定期和交易窗口政策，并与第V章的市场滥用规则保持一致 - 与楚格州税务管理局以及（如计划规模较大）与IRAS的预先裁定策略

注释

1. 瑞士—新加坡避免双重征税协定，SR 0.672.968.91，第5条（常设机构）及第15条（受雇所得）；Income Tax Act 1947，第45条及以下各条（预扣）及Employment Act 1968 (2020 Rev. Ed.)。 ↩
2. Federal Act on Old-Age and Survivors' Insurance of 20 December 1946 (AHVG)，SR 831.10，第5条及第13条（AHV缴费率雇主和雇员各4.35%；连同IV和EO，第一支柱合计缴费率各5.3%）；Federal Act on Occupational Pensions (BVG)，SR 831.40，第7条及第16条。 ↩

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3. Central Provident Fund Act 1953 (2020 Rev. Ed.)，第7条及First Schedule（就属于公民或永久居民的雇员应缴纳的公积金）；55岁及以下雇员的雇主缴费率为17%，雇员缴费率为20%，以普通工资上限为限。 ↩

4. DFTA，SR 642.11，第17a条至第17d条；Ordinance on Employee Participation of 27 June 2012 (MBV)，SR 642.115.325.1；FTA 2020年10月30日第37号通函（取代2013年7月22日版本），“Besteuerung von Mitarbeiterbeteiligungen”，第3节（依据FTA关于加密货币的工作文件类推适用于代币）。参见第G部分第IV章。 ↩

5. Income Tax Act 1947，第10(6)条（员工股票期权和股份奖励所得）；IRAS电子税务指南，“Income Tax Treatment of Digital Tokens”，第7节；IRAS，“Tax Treatment of Employee Stock Options and Other Forms of Employee Share Ownership Plans”（QEEBR）。参见第M部分第VI章。 ↩

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