Newsletter

P & L Associates

通訊‧聯繫

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CSA: the Company Secretarial Software
公司秘書專業軟件

Updated Version 6.5.1
更新版 6.5.1

The updated version of CSA has been released.   If you have not updated yet, please follow the instructions you received earlier to download the necessary files and use your designated password to complete the update.   The changes on this version include the following:

CSA 的更新版本已經發布。如果您還未進行更新，請按照之前發送給您的說明下載檔案，並使用您的專屬密碼更新您的系統。 此版本的變更包括以下內容：

Revised / new specified forms regarding Share Redemption or Buy-back
有關贖回或回購股份的經修訂及新增指明表格

The Companies (Amendment) Ordinance 2025 introduces a new treasury share regime for listed companies, which will take effect on 17 April 2025.   To support this change, CR has updated form NSC2 and introduced two new forms, NSC22 and NSC23, effective from that date.   Accordingly, we have incorporated the revised form NSC2 into the "Share Redemption or Buy-back" Job and added forms NSC22 and NSC23 to the Blank Form function.

2025 年公司 (修訂) 條例》為上市公司引入了新的庫存股份制度，並將於 2025 年 4 月 17 日生效。 為方便實施該制度，公司註冊處已修訂了 NSC2 表格，並指定兩份新表格 NSC22 和 NSC23，亦由 2025 年 4 月 17 日起使用。 我們已將修訂表格 NSC2 添加到辦

理工作中的「贖回或回購股份」，並將兩份新表格新增至空白表格功能。

e-Submission through
TPSI mode from CSA
從 CSA 透過 TPSI 模式
提交電子表格

We have enhanced the e-submission function to also cover NNC2, NR1, NSC1, and ND2A, thus, including NNC1 and NAR1, altogether six forms can be submitted to the CR's e-Services Portal directly through the TPSI mode from CSA.

我們強化了電子提交功能，涵蓋至 NNC2、NR1、NSC1 和 ND2A。 包括 NAR1 和 NNC1 在內共有 6 種表格可從 CSA 透過 TPSI 模式直接提交至公司註冊處的電子服務網站。

**Other Changes
其他變更**

Other changes include updates on format files in CSA with respect to:
其他變更包括更新 CSA 內的文件範本：

❍ the activation documents for Samoa companies; and
薩摩亞公司的啟動文件；及

❍ the notes on relevant registers and the first board minutes for BVI Companies.
BVI 公司的相關登記冊的附註及首次董事會議記錄。

e-Form Submission Failure: A Common Case
電子表格提交失敗的一個常見情況

Recently, we have received multiple requests for assistance from users encountering error messages on CR's e-Services Portal during e-form submissions. However, many of these issues are minor, such as users missing or incorrectly inputting certain pieces of client data, and can typically be resolved almost immediately.

最近有些用戶向我們尋求協助，稱他們在提交電子表格時遇上問題，並出現 CR 電子服務網站所示的錯誤提示訊息。 其中許多都是小問題，例如客戶的一些資料輸入有錯漏，幾乎都可以立即解決。

Hence, in this section, we would like to highlight a specific issue that can lead to e-filing failures: improper user account association. 'User account association' is a key component that enables e-filings, but for some users, the concept may seem a bit abstract. If you are one of them, please consider the following analogy:

因此在本節中，我們想提出一個更具體的導致電子提交失敗的原因：用戶帳戶聯繫沒有做好。「用戶帳戶聯繫」是實現電子提交的核心措施之一，但對某些用戶來說，這概念或許有點抽象。 如果您也有同樣的感覺，不妨看看以下的比喻：

Your company wants to issue a cheque to someone for a payment. Since the company itself cannot physically "sign" the cheque, it must have a "real person" to perform this action for and on behalf of the company. This "real person" is called an 'authorized signatory'. If you are not an authorized signatory and sign the cheque, the cheque will be rejected by the paying bank.

您公司想開立支票向某人付款。 由於公司不能自行在支票上 "簽字"，因此必須由一個 "真實的人" 代表公司來完成此簽字動作。 這位 "真實的人" 稱為「獲授權簽署人」。 如果您並非獲授權簽署人而在支票上簽字，支票將會被付款銀行退回。

Therefore, if you receive an error message similar to the one shown below that results in your documents being rejected by the CR system, it is most likely due to an issue with user account association:

因此，如果您遇到類似以下的錯誤訊息而導致文件被 CR 系統拒收，則很可能是用戶帳戶聯繫出了問題：

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> E-filing Webservice error occurs
> The signatory XXX is not authorized to sign the document
> It may be due to...

There are two common reasons for that:

造成這種情況的常見原因有二：

(1) The user account association has NOT been built between you and the company (the "corporate signer").
您與該公司 (即法團簽署者) 之間尚未建立用戶帳戶聯繫。

(2) Although the user account association has been built, your associated capacity is NOT correctly chosen.
雖然用戶帳戶聯繫已經建立，但您所聯繫的身分並不正確。

To resolve the problem:

解決問題的方法為：

First, Log into the e-Services Portal using the account of the corporate signer or one of the officers (director, company secretary, or authorized representative) of that corporate signer.

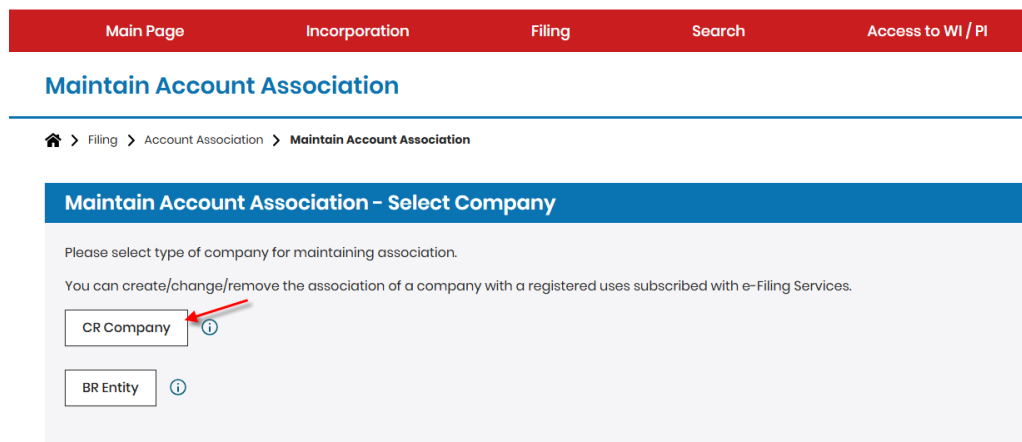首先，使用法團簽署者或該法團簽署者的其中一位高級人員 (董事、公司秘書或獲授權代表) 的帳戶登入電子服務網站。

Go to { Filing > Account Association > Maintain Account Association }.

前往 { 提交文件 > 用戶聯繫 > 用戶聯繫管理 }
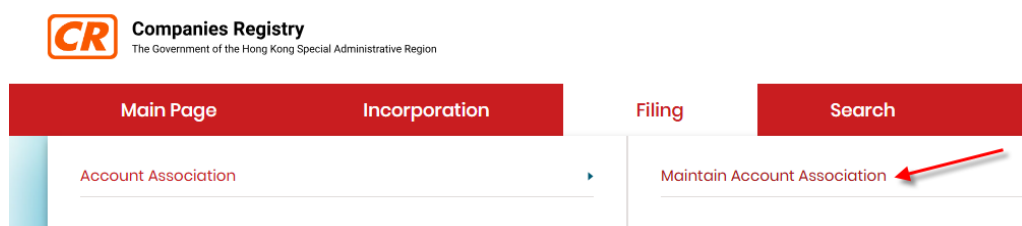
Click [CR Company].

點選 [CR 公司]。

Select the corporate signer and press [Continue].

選擇該法團簽署者，然後按 [繼續]。

For reason (1):
關於第一個原因：

Follow the screen to create the association.
依照畫面提示建立聯繫。

For reason (2):
關於第二個原因：

Correct your capacity, for example, from 'Authorized Person (without signing capacity)' to 'Authorized Person (with signing capacity)'.   The specified operation method is to remove the incorrect association and then add a correct one.

更正您的身分，例如，從「獲授權人士 (不具簽署身分)」更正為「獲授權人士 (具簽署身分)」。 具體操作方法為移除該不正確的聯繫，然後新增一個正確的聯繫。

![CPAnywhere]

CPAnywhere: Professional Practice Management System
執業管理系統

The Transformation of CPAnywhere in Mobile Communication
CPAnywhere 在移動通訊領域的轉型

CPAnywhere has been serving users for over two decades.   At its inception, we embraced the versatile Internet server model, enabling the program and database to be accessible from anywhere.   Remote accessibility relied heavily on Internet speed, which was a significant factor at the time.   For mobile communication, we initially connected through the iconic Motorola Razr V3—a clamshell cell phone equipped with numeric

pads, operating on GPRS bandwidth.

CPanywhere 已經面世超過 20 年。 在首次推出時，我們採用的是通用的互聯網伺服器模式來儲存程式和資料庫。 這意味著它可以在任何地方使用。 遠端存取取決於互聯網的速度。 在移動通訊連接方面，我們最先使用的是具有數字鍵盤面板的摩托羅拉 Razr V3 經典翻蓋手機，頻寬制式為 GPRS。

I can still remember the sheer excitement of connecting to CPAnywhere using my Motorola Razr V3 over the GPRS network in the central part of China back in 2004—it felt like a groundbreaking moment!

猶記當初首次透過 GPRS 訊號在華中地區接通了 CPAnywhere 時，我簡直欣喜若狂。 那是 2004 年的事了！

Since then, we have experienced using CPAnywhere on the following systems:

自那時起，我們曾在以下的系統上使用過 CPAnywhere：

The 2008 Nokia E71 Symbian (2G)

The 2009 Apple iPhone 3GS (3G)

The 2010 Nokia N900 Meego (4G)

Since the "age of mobile apps" came, we have been committed to developing CPAnywhere versions that run on both Android and iOS devices.

自從 "移動應用程式時代" 來臨以來，我們一直致力於開發能在 Android 及 iOS 手機上運行的 CPAnywhere 版本

About 20 years ago, when CPAnywhere was first introduced, many people questioned the safety of using the Internet. Today, however, it is simply assumed that every system should be accessible on a mobile phone. Trust in the Internet for business purposes

has increased exponentially.   Reflecting on our experiences during the COVID-19 pandemic, it is clear we all came to wish that every system was Internet-ready.   What a remarkable transformation!

當 CPAnywhere 大約在 20 年前首次發佈時，我們最常被人詢問的問題是使用網路是否真的安全。 現在，人們只是假設每個系統都應該在手機裡。 大家對利用網路進行商業活動的信心已大大增加。 根據我們在新冠疫情期間的經驗，我們真的希望所有系統都能夠上網。 多麼大的轉變啊！

We believe it's the right moment to envision the next evolution of CPAnywhere.   If you're in practice, you know best what you need.   We would love to hear your thoughts and wish list—share your ideas with us!

是時候想想 CPAnywhere 的下一步變革了。 如果你是一位執業人士，你一定知道自己想要的是什麼。 請與我們分享您的意見或您的願望清單吧！

AML for CSA
(為遵從打擊洗錢及恐怖分子資金籌集的規定)

PEP Database on Central, Provincial, and Local Chinese Officials

中國中央、省級和地方官員的 PEP 資料庫

For many of our 'AML for CSA' users, a significant number of clients are from mainland China.   Accordingly, the PEP lists for central, provincial, and local Chinese officials take precedence over those from Africa, South America, or other regions.   Consequently, we have consistently enhanced our system by incorporating additional, relevant PEP lists.

在我們的 AML for CSA 用戶來說，他們不少客戶是來自國內的。 對於他們，中國中央、省級和地方官員的政要名單，比來自非洲、南美或任何其他地區的名單重要。 因此，我們一直在系統中不斷地添加更多相關的 PEP 清單。

Recently, we had the opportunity to partner with a publicly listed brokerage firm whose client base includes a significant number of mainland customers.   To ensure rigorous due diligence, we are verifying all clients not only against Hong Kong and international PEP databases, but also by examining their local official positions in China.   Given the diversity of their clientele, our process extends to multiple local jurisdictions to accurately identify any PEPs.

最近，我們機會與一家上市證券公司合作，他們的許多客戶來自內地。 我們正努力確保其客戶都經過適當的檢查，不僅要檢查香港和海外的 PEP 資料庫，還要檢查他們在中國當地的官方職位。 由於他們的客戶資料庫的多樣性，我們需要調查許多地方司法管轄區，以確保他們能夠被正確地識別為 PEP。

These are the updated lists of PEPs that are related to various levels of mainland officials:

以下是與大陸各級官員相關的政治人物最新名單：

(1) Central People's Government of the People's Republic of China
中華人民共和國中央人民政府

Including the following departments of the State Council:
包括下列國務院部門：

○ Ministry of National Defense
國防部

○ Ministry of Foreign Affairs
外交部

○ National Development and Reform Commission
國家發展與改革委員會

○ Ministry of Education
教育部

○ State Ethnic Affairs Commission
國家民族事務委員會

○ Ministry of State Security
國家安全部

○ Ministry of Public Security
公安部

○ Ministry of Justice
司法部

○ Ministry of Commerce
商務部

National People's Congress (NPC)
全國人民代表大會 (人大)

Chinese People's Political Consultative Conference (CPPCC)
中國人民政治協商會議 (政協)

Chinese Communist Party (CCP):
中國共產黨 (中共)：

○ Local Representatives
地方代表

○ Sub-Administrative District Committee Members
本級行政區委員會成員

(2) **Provincial administrative regions of the People's Republic of China**
中華人民共和國省級行政區

Provincial People's Government Office
省級人民政府辦公廳

Provincial People's Congress
省級人民代表大會

Provincial Administrative Region Committee of the Chinese People's Political Consultative Conference
中國人民政治協商會議省級行政區委員會

That includes:
包括：

吉林、黑龍江、山西、河北、河南、遼寧、江蘇、浙江、江西、山東、安徽、福建、湖北、湖南、廣東、海南、廣西、四川、雲南、貴州、陝西、甘肅、青海; 及

內蒙古自治區、寧夏回族自治區、新疆維吾爾自治區、西藏自治區

(3) **Municipality (first-level administrative region of the People's Republic of China)**
直轄市 (中華人民共和國一級行政區)

Municipal Party Committee Secretary, Mayor
市委書記、市長

Standing Committee Member of the Municipal CPPCC
直轄市政協常務委員

Municipal People's Congress
直轄市人民代表大會

That includes:
包括：

北京市、天津市、上海市、重慶市

(4) **Prefectural-level cities and county-level cities of the People's Republic of China**
中華人民共和國地級市及縣級市

Municipal Party Committee Secretary, Mayor
市委書記、市長

Standing Committee Member of the CPPCC of prefecture-level cities and county-level cities
地級市及縣級市政協常務委員

People's Congresses of prefecture-level cities and county-level cities
地級市及縣級市人民代表大會

That includes:
包括：

吉林-長春市、河南-鄭州市、江蘇-南京市、浙江-麗水市、廣東-廣州市、廣東-深圳市、湖北-武漢市、四川-成都市、陝西-西安市、河南-新鄉市、廣西-南寧市、安徽-合肥市、浙江-寧波市、山西-太原市、湖南-株州市、浙江-溫州市、陝西-延安市、河南-南陽市、福建-漳州市、河北-滄州市、湖北-宜昌市、河南-漯河市、廣東-佛山市、廣東-汕頭市、廣東-惠州市

Over the past four years, we have diligently integrated an extensive range of sanction, wanted, fugitive, financial, and PEP lists into the 'AML for CSA' system.   This challenging and ongoing process is essential to ensure that our clients consistently meet the strict AML compliance requirements.

在過去四年中，我們一直在為 AML for CSA 統添加各種制裁、通緝、逃犯、金融和政治人物名單。 這是一項艱鉅而持續的任務。 目標是確保我們的客戶能滿足嚴格的反洗錢要求。

U.S. Law Firm in London was fined 300,000 pounds for non-compliance to AML

倫敦一家美國律師事務所因反洗錢不合規被罰款 30 萬英鎊

On March 12, 2025, Reuters reported that Simpson Thacher & Bartlett—a leading U.S. law firm—was fined 300,000 pounds (approximately 3 million HKD) for breaches of anti-money laundering regulations at its London office, alongside legal costs of 62,000 pounds

incurred by the Solicitors Regulation Authority ("SRA").

2025 年 3 月 12 日，路透社報道，美國主要律師事務所之一的盛信律師事務所 ("盛信") 因其倫敦辦事處違反了反洗錢規定而被罰款 30 萬英鎊 (約 300 萬港元)，並需向律師監管局支付 6.2 萬英鎊的法律費用。

According to the report, Simpson Thacher acknowledged it failed to conduct a comprehensive firm-wide risk assessment from June 2017 through March 2020 as required by British AML regulations. Moreover, the firm admitted that its risk assessment lacked full compliance from March 2020 until February 2023 following the SRA's announcement of a regulatory case in August.

根據報道，盛信承認在 2017 年 6 月至 2020 年 3 月期間未能依照英國反洗錢法規的要求進行全公司風險評估。 在 SRA 於 8 月宣布提出監管訴訟後，該公司同時承認從 2020 年 3 月到 2023 年 2 月期間，沒有進行完全合規的全公司風險評估。

While the SRA did not claim that these failures resulted in actual money laundering, the regulator said in its court filings that the omissions created "an increased risk of money laundering".

SRA 並未指控盛信所承認的違規行為導致了任何洗錢活動，但監管機構在法庭文件中表示，他們「構成了洗錢風險的增加」。

In response, Simpson Thacher said in a statement that their London office acknowledged and regretted certain historic shortcomings in some of their UK AML written policies and has made significant investments to enhance their robust compliance function.

盛信在一份回應聲明中表示，其倫敦辦事處確認其部分英國反洗錢書面政策中存在某些歷史缺陷，並對此感到遺憾；公司已投入大量資金以進一步強化其壯實的合規職能。

As emphasized by an SRA spokesperson, money laundering is not a victimless crime and can have detrimental effects on society. Lawyers have an important role to play in keeping the profits of crime out of the profession and the broader economy.

正如 SRA 的發言人強調，洗錢並不是無受害者的犯罪，會對社會產生有害影響。 將罪犯所得的利潤排除於律師行業及社會經濟方面，律師應發揮重要作用。

General Interest
產品以外

To File or Not to File: Do you still need to file the Beneficial Ownership Information to the IRS?

In the last-minute reversal, the US Treasury Department announced that it will no longer enforce Beneficial Ownership Information (BOI) reporting requirements for domestic companies under the Corporate Transparency Act (CTA). This decision aligns with the Trump administration's stance that the CTA imposes unnecessary burdens on small businesses.

What is the Corporate Transparency Act?

The Corporate Transparency Act (CTA) was enacted in 2021 as part of a broader effort to prevent money laundering, tax evasion, and the use of anonymous shell companies for illicit financial activities. The law requires certain businesses to report their beneficial

owners—the individuals who own or control them—to the Financial Crimes Enforcement Network (FinCEN). This information is supposed to help authorities track and prevent financial crimes.

The most recent US Treasury Decision

On March 21, 2025, US Treasury Secretary Scott Bessent announced that the CTA does not apply to US citizens and residents.   Instead, the CTA only applies to foreign companies.   The deadline for filing is April 20, 2025.

Scott Bessent said in the announcement: "This is a victory for common sense.   Today's action is part of President Trump's bold agenda to unleash American prosperity by reining in burdensome regulations, for small businesses that are the backbone of the American economy."

This move effectively suspends one of the core enforcement mechanisms of the CTA for domestic entities.

What is the impact on businesses?

There will be fewer regulations for domestic businesses, but they are not free from anti-money laundering (AML) obligations.

Although BOI reporting is no longer required for domestic entities, existing AML laws and Know Your Customer (KYC) obligations still apply. Banks and financial institutions will continue to require beneficial ownership information as part of their due diligence processes. Companies should maintain internal records in case future regulatory shifts reinstate these reporting requirements.

Furthermore, foreign entities are still needed to file the BOI

Foreign businesses operating in the US are still subject to BOI reporting requirements under the revised CTA enforcement policy. These companies must ensure they are complying to avoid penalties and regulatory scrutiny from FinCEN.

(This article does not have a Chinese version. 本文並無中文版。)