

An instinct for growth

P&A ジャパンデスクメールマガジン

2019年4月号 過去に行った資本金のBSP (フィリピン中央銀行)登録について

2019年2月5日に Bangko Sentral ng Pilipinas (フィリピン中央銀行、以下 BSP) より外国為替に関するレギュレーションの改定 (Circular No. 1030) の署名が行われました。その中で、過去に BSP に対して登録を行っていなかった資本金についての救済措置が盛り込まれています。

1. BSP への資本金登録とは

自力で外貨の獲得を行えないような外資系企業(収入が主にフィリピンペソの外資系企業)が配当や会社清算時の残余財産の分配を行うような場合には、配当等を実施する際に銀行での外貨購入が必須であり、その際に銀行から BSRD(資本金が BSP に登録されていることの証書)の提示を求められます。

この資本金登録は資本注入日より1年以内に行わなければならないとされており、登録を行っていない場合には、外貨換算を銀行は拒否することが可能です。

2. 救済措置について

上記の通り、過去に資本金登録を行っていないような企業においては、配当等を実施する際の障害となっていましたが、今回の改正により、当ルールの効果発生日(発表後 15 営業日後)から 1 年間は、必要書類を揃えた上で過去の資本金を BSP に登録することが可能です。過去にも救済措置が発表されたことはありますが、今後も継続して救済措置が行われるかどうかは不透明なため、資本金の登録を行っていない企業で、収益の大部分をフィリピンペソにて獲得しているような場合には、このタイミングで適切に登録を行っておくことが推奨されます。

原文は添付のSection 36の注釈 16番に記載がありますが、全文は以下のウェブサイトより ダウンロードが可能です。

http://www.bsp.gov.ph/downloads/regulations/attachments/2019/c1030.pdf

会社紹介

P&A グラントソントン ジャパンデスク (担当:松下、川原田、今枝)

現在約300社の日系企業へサービスを提供。現地経営者、フィリピンマーケットへ進出を検討している日本企業の皆様へより、業務に深く関わったサービスを提供するべく日本窓口1名を含む計4名の日本人が対応しています。

P&A グラントソントン

1988 年 Benjamin R. Punongbayan と Jose G. Araullo によって設立。現在は、Chairman & CEO である Ma. Victoria Espano が指揮の元フィリピン TOP 4 規模の会計会社として、主にフィリピン企業の顧客を始め、外国企業のフィリピン進出増加と共に、日系企業へのサービスも提供。2019 年現在パートナー21 名、社員 850 名の体制で構成されており、インターナショナルファームの一つである、Grant Thornton (グラントソントン)と提携し、そのノウハウを活かしながら、クオリティの高いサービスを、大手顧客から、ミッドサイズ、外国企業、スタートアップ企業まで幅広い顧客層へ提供しています。

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- c. Exchange traded funds (ETFs);
- d. Investment funds [e.g., mutual funds (MFs) and unit investment trust funds (UITFs)]; and
- e. Philippine Depositary Receipts (PDRs) that are (i) not listed; and (ii) listed at an onshore exchange.
- 4. Other investment is a residual category of financial account other than those included in direct investment, portfolio investment and financial derivatives. This includes investment in peso time deposits with an AAB with a maturity of at least 90 days.

Loans/borrowings and guarantees are covered by Part Three, Chapter I of the FX Manual.

Section 34. Inward Investments in Instruments Issued by Non-Residents. These refer to investments by non-residents in the following instruments issued by non-residents:

- 1. Equity securities issued onshore or offshore that are listed at an onshore exchange; and
- 2. Debt securities issued onshore that are (a) not listed; and (b) listed at an onshore exchange.

Section 35. Other Forms of Investments. For registration purposes, these refer to investments by non-residents in instruments issued by residents and non-residents which are not covered by Sections 33, 34 and the provisions of Part Three, Chapter I of the FX Manual (Loans and Guarantees), and not contrary to applicable laws, rules and regulations.

Section 36. Registration with BSP

1. The following inward investments shall be registered with the BSP:

	Investment/Instrument	Section
a.	 i. (a) Assigned Capital and Operational Working Fund – for onshore branches/regional headquarters/regional operating headquarters and offices/representative offices; and (b) Contributed Capital – for onshore partnerships/joint ventures; ii. Ownership or purchase of condominium unit; and iii. Capitalized expenses incurred by foreign firms pursuant to government-approved service contracts/similar contracts for oil, gas, and geothermal energy exploration/development 	Section 33.1.a-c

Investment/Instrument		Section
b.	Equity securities issued onshore by residents that are not listed at an onshore exchange	Section 33.3.a.(i)
C.	Debt securities issued onshore by private sector residents that are not listed at an onshore exchange and not covered by the provisions of Part Three, Chapter I of the FX Manual (Loans and Guarantees)	Section 33.3.b.(i)
d.	Investment funds created onshore by residents (e.g., MFs and UITFs) whether listed or not listed at an onshore exchange	Section 33.3.d
e.	PDRs that are not listed at an onshore exchange	Section 33.3.e.(i)
f.	Debt securities issued onshore by non-residents that are not listed at an onshore exchange	Section 34.2.a
g.	Instruments issued by residents and non-residents which are not covered by Sections 33, 34 and the provisions of Part Three, Chapter I of the FX Manual (Loans and Guarantees), and not contrary to applicable laws, rules and regulations	Section 35
h.	Instruments under Section 36.1(a-g) used as collateral involving transfer of legal/beneficial ownership of the collateral to the non-resident investor ¹⁴	-

- 2. The value of assets actually transferred to the Philippines as investments in kind referred to in Section 32.3.b shall be assessed and appraised by the BSP for registration purposes.
- 3. FX inwardly remitted to fund investments under Section 36.1 need not be converted to pesos, except for the following:
 - a. foreign direct investments in foreign bank branches' permanently assigned capital with such conversion to be made at the exchange rate prevailing at the time of remittance, pursuant to applicable laws and the Manual of Regulations for Banks (MORB); and
 - b. if investment is required to be funded by pesos.
- 4. For new/additional¹⁵ investment/s of a non-resident investor, all applications¹⁶ for registration of inward investments (Annex W) under Section 36.1 shall be filed with the BSP within the one (1) year prescriptive period.
- 5. The guidelines on registration/reporting of investments and supporting documents (Appendices 10.A and 10.C) shall be duly observed/complied with.

Section 37. Registration with AABs

1. A registering AAB is a bank with authority to operate a foreign currency deposit unit (FCDU) that has been designated by the non-resident investor to register

Investments in instruments under Section 36.1 (a-g) arising from return/refund of collateral shall be registered with the BSP.

Those arising from purchase of additional shares, stock splits, corporate restructuring and other similar cases.

For existing investments that are unregistered as of the effectivity date of this Circular (________), applications for registration may be filed with the BSP within one (1) year from said effectivity date, regardless of the date of funding, without registration fee.