
REGULATIONS ADMINISTRATION OF COMPANIES REGISTRATION OF THE PEOPLE'S REPUBLIC OF CHINA

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Regulations of the People's Republic of China on the Administration of Company Registration
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Chapter 1 General Provisions

Article 1

These Regulations are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the Company Law) in order to affirm the qualifications of enterprise legal persons of companies and standardize the registration activities of companies.

Article 2

The establishment, change and closing down of all limited liability companies and all companies limited by shares (hereinafter referred to as the company) shall conduct their company registration in accordance with these Regulations.

Article 3

A company can only obtain the qualifications of an enterprise legal person after having been approved to register by the company registration authority as provided by law and having got a Business License of Enterprise Legal Person.

A company, where it is established after the date of coming into effect of these Regulations, shall not engage in business activities in the name of a company without being approved to register by the company registration authority.

Article 4

The administration for industry and commerce is the company registration authority.

The company registration authority at a lower level shall conduct company registration under the leadership of the company registration authority at a higher level.

The company registration authority does its duty as provided by law, and does not accept any illegal intervention.

Article 5

The State Administration Bureau for Industry and Commerce is responsible for company registration of the whole country.

Chapter 2 Jurisdiction of Registration

Article 6

The State Administration Bureau for Industry and Commerce is responsible for registrations of the

following companies:

- (1) companies limited by shares which are approved to establish by the authorized department of the State Council;
- (2) companies with investment authorized by the State Council;
- (3) limited liability companies in which the investment institution (s) or department (s) authorized by the State Council is the sole investor or are the joint investors;
- (4) limited liability companies with foreign investment; and
- (5) other companies that should be registered by the State Administration Bureau for Industry and Commerce in accordance with the provisions of law or of the State Council.

Article 7

The administrations for industry and commerce at the level of a province, autonomous region or municipality directly under the Central Government are responsible for the registration of the following companies in areas under their respective jurisdiction:

- (1) companies limited by shares which are approved to establish by the people's governments of provinces, autonomous regions or municipalities directly under the Central Government;
- (2) companies with investment authorized by the people's governments of provinces, autonomous regions or municipalities directly under the Central Government;
- (3) limited liability companies in which the investment institution (s) or department (s) authorized by the State Council and other investors are the joint capital contributors;
- (4) limited liability companies in which the investment institution (s) or department (s) authorized by the people's government of a province, autonomous region or municipality directly under the Central Government is the sole investor or are the joint investors; and
- (5) companies of which the registration is entrusted by the State Administration Bureau for Industry and Commerce.

Article 8

The administration for industry and commerce at the level of a municipality or a county is responsible for registration of the companies in the area under

its respective jurisdiction other than those listed in Article 6 and Article 7 of these Regulations, and the concrete jurisdiction of registration shall be provided by the administration for industry and commerce at the level of a province, an autonomous region or a municipality directly under the Central Government.

Chapter 3 Registered Items

Article 9

The registered items of a company include: title, domicile, legal representative, registered capital, type of enterprise, business scope, term of operation, names or titles of shareholders of a limited liability company or of promoters of a company limited by shares.

Article 10

A company's registered items shall be in conformity with provisions of law and administrative regulations. In case of unconformity, the company registration authority shall refuse to register.

Article 11

A company's name shall be in conformity with the relevant provisions of the State. A company can only have one name. The company's name which has been approved to register by the company registration authority is protected by law.

Article 12

A company's domicile is the place where the company's administrative body is located. A company can only have one domicile which has been registered by the company registration authority. The company's domicile should be within the jurisdiction area of the company registration authority.

Article 13

Except that the law and administrative regulations otherwise provide, the registered capital of a company should be expressed in Renminbi (RMB).

Chapter 4 Registration of Establishment

Article 14

The establishment of a company shall, upon application, be subject to pre-approval of its name.

Where the establishment of a company must be submitted for examination and approval in accordance with law or administrative regulations or there are items in the company's business scope that must be submitted for examination and approval in accordance with law or administrative regulations, pre-approval of the company's name should be conducted before submission for examination and approval, and the examination and approval shall be submitted for in the name which has been approved by the company registration authority.

Article 15

In establishing a limited liability company, the name pre-approval shall be applied for with the company registration authority by the representative appointed by all the shareholders or by the agent entrusted jointly by all the shareholders. In establishing a company limited by shares, the name pre-approval shall be applied for with the company registration authority by the representative appointed by all the promoters or by the agent entrusted jointly by all the promoters.

To apply for name pre-approval, the following documents shall be submitted:

- (1) application for name pre-approval signed by all the shareholders of the limited liability company or by all the promoters of the company limited by shares;
- (2) legal person qualification certificates of the shareholders or of the promoters or identity certificates of natural persons; and
- (3) other documents required to be submitted by the company registration authority.

The company registration authorities shall make a decision of approval or refusal within 10 days from the date of receipt of the documents listed in the above section. Where the company registration authority decides to approve, it shall issue a Notification of Company's Name Pre-Approval.

Article 16

The period of retention of a company's name as pre-approved is six months. In the period of retention, the company's name as pre-approved shall not be used in business activities, nor shall it be assigned.

Article 17

In establishing a limited liability company, the reg-

istration of establishment should be applied for with the company registration authority by the representative appointed by all the shareholders or by the agent entrusted jointly by all the shareholders. In establishing a wholly state-owned company, the registration of establishment should be applied for by the state-authorized investment institution or the state-authorized department. Where the establishment of a limited liability company must be submitted for examination and approval in accordance with any law or administrative regulations, the registration of establishment should be applied for within 90 days from the date of approval. Where the registration of establishment is applied for beyond the time limit, the applicant should require the examination and approval authority to confirm the effect of the original approval documents, or submit for a separate approval.

To apply for establishing a limited liability company, the following documents should be submitted to the company registration authority:

- (1) application for registration of establishment signed by the chairman of the board of directors of the company;
- (2) certificate of appointed representative or jointly entrusted agent by all the shareholders;
- (3) the company's articles of association;
- (4) investment verification certificates issued by a legally authorized investment verification authority;
- (5) legal person qualification certificates of the shareholders or identity certificates of natural persons;
- (6) documents indicating the names and residence of the company's directors, supervisors and managers, and the certificates relating to their appointments, elections or engagements;
- (7) documents of tenure of office and identity certificate of the company's legal representative;
- (8) the Notification of the Company's Name Pre-Approval; and
- (9) domicile certificate of the company.

Where any law or administrative regulations require that the establishment of a limited liability company be subject to examination and approval, the approval documents concerned shall also be submitted.

Article 18

To establish a company limited by shares, the board

of directors shall, within 30 days of the conclusion of the founding meeting, apply to the company registration authority for registration of establishment. To apply for establishing a company limited by shares, the following documents should be submitted to the company registration authority:

- (1) application for registration of establishment signed by the chairman of the board of directors of the company;
- (2) approval documents issued by the departments authorized by the State Council or the people's government of a province, autonomous region or municipality directly under the Central Government; For a company limited by shares which is established by the offer method; the approval documents issued by the securities administration authorities of the State Council shall also be submitted;
- (3) minutes of the founding meeting;
- (4) the company's articles of association;
- (5) the auditors's report on financial matters relating to the preparations for establishment of the company;
- (6) investment verification certificate issued by a legally authorized investment verification authority;
- (7) legal person qualification certificates of the promoters or identity certificates of natural persons;
- (8) documents indicating the names and residences of the company's directors, supervisors and managers, and the certificates relating to their appointments, elections or engagements;
- (9) documents of tenure of office and identity certificate of the company's legal representative;
- (10) the Notification of the Company's Name Pre-Approval; and
- (11) domicile certificate of the company.

Article 19

Where there are items in a company's business scope being applied for registration that should be submitted for examination and approval in accordance with any law or administrative regulations, examination and approval should be obtained from the relevant state departments before applying for registration, and the approval documents should be submitted to the company registration authority.

Article 20

Where there exists content in the company's ar-

ticles of association which is contrary to any law or administrative regulations, the company registration authority has the power to require the company to make relevant amendments.

Article 21

The domicile certificate of a company refers to the document which can prove that the company has the right to use its domicile.

Article 22

A company is founded after the registration of establishment has been approved and a Business License of Enterprise Legal Person has been issued by the company registration authority. Upon receipt of the Business License of Enterprise Legal Person issued by the company registration authority, the company can engrave seals, open an account with a bank and apply for registration of paying taxes.

Chapter 5 Registration of Changes

Article 23

To change some registered items, a company shall apply for registration of modifications with the original company registration authority.

Where the registration of change has not been approved, the company shall not presumptuously change any of the registered items.

Article 24

When applying for registration of changes, a company shall submit the following documents to the company registration authority:

- (1) an application for registration of change signed by the company's legal representative;
- (2) a change resolution or decision made in accordance with the Company Law; and
- (3) other documents required to be submitted by the company registration authority.

Where a company's change of registered items relates to amending the company's articles of association, the amended articles of association or the amendment of the articles of association shall be submitted.

Article 25

A company which changes its name should apply for registration of change within 30 days from

the date of making the resolution or decision on change.

Article 26

A company, where it changes its domicile, should apply for registration of change before it moves to the new domicile and submit the certificate of using the new domicile.

Where the changed domicile goes beyond the jurisdiction area of the company registration authority, the company shall apply for registration of change with the company registration authority in the place to which the company will move before it moves to the new domicile. If the company registration authority in the place to which the company will move accepts the application, the original company registration authority shall transfer the company registration files to the company registration authority in the place to which the company will move.

Article 27

A company which changes its legal representative should apply for registration of change within 30 days from the date of making the resolution or decision of modification.

Article 28

A company which changes its registered capital shall submit the investment verification certificate issued by a legally authorized investment verification authority.

A company which increases its registered capital shall apply for registration of change within 30 days from the date of paying in full share funds. A company limited by shares which increases its registered capital shall submit the approval documents from the state-authorized department or the people's government of a province, an autonomous region or a municipality directly under the Central Government; and if the company increases its registered capital by the offer method, the approval documents from the securities administration authorities of the State Council shall also be submitted.

A company which reduces its registered capital shall apply for registration of change within 90 days from the date of making the resolution or decision of reducing its registered capital, and shall submit the relevant certificates of the company's public notices of reducing registered capital carried in a

newspaper at least three times and the company's illustration of paying debt or of debt assurance.

Article 29

A company which changes its business scope shall apply for registration of change within 30 days from the date of making the resolution or decision of change; Where the change of the business scope relates to the items which must be submitted for examination and approval in accordance with law or administrative regulations, the registration of change shall be applied for within 30 days from the date of approval from the relevant State department.

Article 30

A company which changes its form shall, in accordance with the establishment requirements of the company form of the company to which the company intends to change, apply for registration of change with the company registration authority in the fixed time limit and submit the relevant documents.

Article 31

A limited liability company which changes its shareholders, should apply for registration of change within 30 days from the date of change, and should submit the legal person qualification certificates of the new shareholders or the identity certificates of natural persons.

Where a shareholder of a limited liability company or a promoter of a company limited by shares changes its name or title, the registration of change shall be applied for within 30 days from the change of name or title.

Article 32

Where the amendment of a company's articles of association does not relate to the registered items, the company shall submit its amended articles of association or its amendment of articles of association to the original company registration authority for record.

Article 33

Where there is a change in the directors, supervisors or manager of a company, the company shall submit for record to the original company registration authority.

Article 34

A company which survives a merger or division, where its registered items change, shall apply for registration of alternation; A company which is dissolved due to a merger or division shall apply for cancellation of registration; A new company which is established due to a merger or division shall apply for registration of establishment.

A company which is merged or divided shall apply for registration within 90 days from the date of making the resolution or decision of merger or division, and should submit the merger agreement and resolution or decision of merger or division, the certificates of the company's public notices of the merger or division carried in a newspaper at least three times and the illustration of paying debt or of debt assurance.

Where a company limited by shares is merged or divided, the approval documents from the state-authorized department or from the people's government of a province, an autonomous region or a municipality directly under the Central Government should also be submitted.

Article 35

Where the change of registered items relates to the items recorded on the Business License of Enterprise legal person, the company registration authority shall issue a new business license.

Chapter 6 Registration of Cancellation

Article 36

In any of the following circumstances, the liquidation group shall, within 30 days from the date of completing the liquidation of a company, apply for canceling the company's registration with the original company registration authority:

- (1) the company is declared bankrupt as provided by law;
- (2) pursuant to the provisions of the company's articles of association, the term of operation of the company expires or one of the other events which are grounds for dissolution occurs;
- (3) a resolution for dissolution is passed by the shareholders' meeting;
- (4) dissolution is necessary due to a merger or division of the company; and
- (5) the company is ordered to close down in accordance with law;

Article 37

When a company applies for canceling its registration, the following documents shall be submitted:

- (1) an application for cancellation of registration signed by the person in charge of the company's liquidation group;
- (2) an adjudication of bankruptcy made by court, resolution or decision made by the company in accordance with the Company Law or documents of ordering to close down issued by an administrative organ;
- (3) liquidation report confirmed by the shareholders' meeting or the competent authority;
- (4) the Business License of Enterprise Legal Person; and
- (5) other documents that shall be submitted as provided by law or administrative regulations.

Article 38

A company terminates after having been approved to cancel the registration by the company registration authority.

Chapter 7 Registration of Branch of a Company

Article 39

A branch refers to the institution engaged in business activities which is set up by a company in another domicile. No branch of a company has the status of an enterprise legal person.

Article 40

A company which establishes a branch shall apply for registration with the company registration authority at the level of municipality or county where the branch is located; If the branch is approved to register, a Business License will be issued.

Article 41

The registered items of a branch include: the name, location of business premises, person in charge and business scope.

The name of a branch shall be in conformity with the relevant provisions of the state.

The business scope of a branch shall not exceed that of the company.

Article 42

A company which establishes a branch shall, within 30 days from the date of making the decision, ap-

ply for registration with the company registration authority; Where the establishment of a branch must be submitted to the relevant department for examination and approval as provided by law or administrative regulations, the registration shall, within 30 days from the date of approval, be applied for with the company registration authority.

To set up a branch, the following documents shall be submitted to the company registration authority:

- (1) an application for registration of establishment of the branch signed by the company's legal representative;
- (2) the company's articles of association and a duplicate copy of the Business License of Enterprise Legal Person sealed with the seal of the company registration authority of the company;
- (3) a certificate of use of the business premises; and
- (4) other documents required to be submitted by the company registration authority.

Article 43

Where a branch changes its registered items, the registration of alternation shall be applied for with the company registration authority.

In applying for registration of alternation, the application for registration of change signed by the company's legal representative shall be submitted. Where the name of a branch changes due to the change of the name of the company, a duplicate of the company's Business License of Enterprise Legal Person shall be submitted. Where the changed business scope relates to the items that must be submitted for examination and approval as provided by law or administrative regulations, the approval documents from the relevant department shall be submitted. Where a branch changes its location of business premises, a certificate of use of the new business premises shall be submitted.

The company registration authority issues a new Business License if it approves the registration of change.

Article 44

Where a company withdraws its branch, the cancellation of registration shall, within 30 days from the date of making the decision of withdrawal, be applied for with the company registration authority of the branch. In applying for cancellation of registration, the application for cancellation of registration signed by the company's legal representative

and the branch's Business License shall be submitted. After having approved the cancellation of registration, the company registration authority shall withdraw the branch's Business License.

Chapter 8 Procedure of Registration

Article 45

After having received all the documents as submitted under these Regulations, the company registration authority will issue to the applicant a Notification of Acceptance of Company Registration.

The company registration authority shall, within 30 days from the date of issuing the Notification of Acceptance of Company Registration, make a decision of approval or refusal to register.

Where the company registration authority approves to register, it shall, within 15 days from the date of approval to register, notify the applicant and issue, change or withdraw the Business License of Enterprise Legal Person or the Business License. Where the company registration authority refuses to register, it shall, within 15 days from the date of making the decision, notify the applicant and issue a Notification of Refusal of Company Registration.

Article 46

When a company conducts registration of establishment or alternation, it shall pay registration fee to the company registration authority in accordance with the relevant provisions.

When drawing a Business License of Enterprise Legal Person, the fee of establishment registration shall be paid at one thousandth of the registered capital; Where the registered capital exceeds RMB ten million, the fee for the exceeded part shall be paid at point five thousandth of it; Where the registered capital exceeds RMB one hundred million, the fee for the exceeded part does not need to be paid.

When drawing a Business License, the fee of establishment registration is RMB 300.

When changing the registered items, the fee of alternation registration is RMB 100.

Article 47

The company registration authority shall record the company's registered items that have been approved to register on the company register for the public to look up or duplicate. In looking up or du-

plicating the company's registered items, the fee of looking up or of duplicating shall be paid according to the relevant provisions.

Article 48

A company limited by shares shall, within 30 days from the date of approval of registration of its establishment, alternation or cancellation, issue an announcement of registration of establishment, alternation or cancellation, and shall, within 30 days from the date of issuing the announcement, submit the announcement as issued to the company registration authority for record. The content of the announcement of registration of establishment, alternation or cancellation issued by the company shall be in conformity with that of registration approved by the company registration authority; In case of non-conformity, the company registration authority has the power to require the company to modify.

The announcement of revoking the Business License of Enterprise Legal Person and the Business License is issued by the company registration authority.

Chapter 9 Annual Examination

Article 49

In every year from January 1 through April 30, the company registration authority conducts annual examination of companies.

Article 50

According to the requirements of the company registration authority, a company shall accept the annual examination within the fixed time, and submit an annual examination report, an annual balance sheet, a profit and loss statement and a copy of the Business License of Enterprise Legal Person.

In the documents of annual examination submitted by a company which has set up a branch or branches, the relevant situations of the branch(s) shall be clearly reflected, and a duplicate of the branch's Business License shall be submitted.

Article 51

The company registration authority shall, according to the documents of annual examination submitted by a company, examine the situations relating to the company's registered items so as to confirm its qualification of continuous operation.

Article 52

A company shall pay the annual examination fee to the company registration authority. And the annual examination fee is RMB 50 yuan.

Chapter 10 Administration of Certificates, Licenses and Files

Article 53

The Business License of Enterprise Legal Person and the Business License as divided into originals and duplicates which have the equal legal effect. The original of the Business License of Enterprise Legal Person or of the Business License should be laid up in an eye-catching place of the company's domicile or of the business premises of the branch. The company may, according to the needs of operation, apply to the company registration authority for duplicates of its business license.

Article 54

No unit and individual shall forge, alter, let out, lend or assign the business license. If the Business License is lost or damaged, the company shall announce it invalid in the newspaper and periodical designated by the company registration authority, and shall apply for an reassurance. According to the relevant provisions of state, where the copy of the Business License submitted by the company to relevant unit(s) needs to be sealed by the company registration authority, it can seal on the said copy.

Article 55

The company registration authority may temporarily detain the business license which needs confirmation, and the time limit of detention shall not exceed 10 days.

Article 56

Borrowing and reading, copying, carrying and duplicating the documents of company registration files shall be conducted in accordance with the limits of authority and procedure as prescribed by law. No unit and individual shall revise, daub, mark or break down the documents of company registration files.

Article 57

The forms of the original and duplicate of the business license and the forms and the tables of important official documents concerning company registration are formulated unitarily by the State Administration Bureau for Industry and Commerce.

Chapter 11 Legal Liabilities

Article 58

A company which, when registering, falsely reports its registered capital and has obtained registration of company shall be ordered to remedy the situation and fined at least five per cent and no more than ten per cent of the amount of the registered capital falsely reported by the company registration authority. If the case is serious, the company's registration shall be canceled and the business license withdrawn. If the case constitutes a criminal offence, criminal responsibility shall be investigated in accordance with the law.

Article 59

A company which, when registering, presents false documents or employs other deceptions and has obtained registration of company shall be ordered to remedy the situation and fined at least RMB 10,000 and no more than RMB 100,000 by the company registration authority. If the case is serious, the company's registration shall be canceled and the business license withdrawn. If the case constitutes a criminal offence, criminal responsibility shall be investigated in accordance with the law.

Article 60

A promoter or shareholder who does not pay cash or property in kind or does not transfer property rights, so making a false capital contribution, shall be ordered to remedy his wrongs and fined at least five per cent and no more than ten per cent of the capital which has been falsely contributed. If the case constitutes a criminal offence, criminal responsibility shall be investigated in accordance with the law.

Article 61

A promoter or shareholder who illicitly withdraws his capital contribution after the establishment of the company shall be ordered to correct his wrongs and fined at least five per cent and no more than ten per cent of the capital contribution illicitly withdrawn. If the case constitutes a criminal offence,

criminal responsibility shall be investigated in accordance with the law.

Article 62

A company which, without justification, fails to commence business more than six months after establishment or ceases to do business for more than six consecutive months after commencing business, shall have its business license canceled by the company registration authority.

Article 63

When a company changes its registered items, but fails to carry out a change of registration as required by the provisions, the company registration authority shall order it to register such changes within a time limit; Failure by the company to do so with in the time limit, it shall be subject to a fine of at least RMB 10,000 and no more than RMB 100,000.

Article 64

In the event of a merger, division, reduction of registered capital or liquidation, if the company does not send notice to or publish public notices to its creditors in accordance with the relevant provisions, it shall be ordered to remedy the situation and be subject to a fine of at least RMB 10,000 and no more than RMB 100,000 by the company registration authority.

Article 65

If a liquidation group does not file a liquidation report with the company registration authority in accordance with the relevant provisions, or the liquidation report conceals important facts or contains significant omissions, the wrongs shall be ordered to be remedied by the company registration authorities.

Article 66

If a company does not apply for the cancellation of registration after the liquidation of bankruptcy or dissolution has concluded, the business license shall be revoked by the company registration authority.

Article 67

If a company limited by shares does not publish public notices within the fixed time limit after its establishment, change or cancellation has been registered, or the content of the public notices as

published is not in conformity with that of the registration approved by the company registration authorities, the wrongs shall be ordered to be remedied by the company registration authorities. If the company refuses to remedy, it shall be subject to a fine of at least RMB 10,000 and no more than RMB 100,000. If the case is serious, the company's business license shall be revoked.

Article 68

A company which does not accept annual examination in accordance with the relevant provisions shall be fined at least RMB 100,000 and no more than RMB 10,000 and required to accept the annual examination within a fixed time limit by the company registration authority. If the company does not yet accept the annual examination at the expiration of the specified period, its business license shall be revoked. A company who conceals real situations and practices fraud shall be fined at least RMB 10,000 and no more than RMB 100,000 by the company registration authority, and shall be ordered to remedy the wrongs within a fixed time limit. If the case is serious, the company's business license shall be revoked.

Article 69

A company which forges, alters, lets out, lends or assigns its business license shall be fined at least RMB 10,000 and no more than RMB 100,000 by the company registration authority. If the case is serious, the business license shall be revoked. If the case constitutes a criminal offence, criminal responsibility shall be investigated in accordance with the law.

Article 70

A company which does not lay up its business license in an eye-catching place of the company's domicile or of the business premises shall be ordered to remedy the situation by the company registration authority. If the company refuses to remedy, it shall be fined at least RMB 100,000 and no more than RMB 5,000.

Article 71

A company which is engaged in business activities beyond the business scope as approved to register shall be ordered to remedy the wrongs by the company registration authority, and it may also be subject to a fine of at least RMB 10,000 and no more

than RMB 100,000. If the case is serious, the company's business license shall be revoked.

Article 72

A company not lawfully registered as a limited liability company or a company limited by shares but falsely making use of the title "limited liability company" or "company limited by shares", shall be ordered to remedy the situations or outlawed by the company registration authority, and it may also be subject to a fine of at least RMB 10,000 and no more than RMB 10,000. If the violation constitutes a criminal offence, criminal responsibility shall be investigated in accordance with the law.

Article 73

If the company registration authority registers a company which does not meet the registration requirements as provided, and the case is serious, the personnel in charge of the matter who have direct responsibility and other personnel with direct responsibility shall be subject to administrative sanctions in accordance with the law. If a higher level company registration authority orders a lower level company registration authority to register a company which does not meet the registration requirements as provided, or covers up an unlawful registration, the personnel in charge of the matter who have direct responsibility and such other persons with direct responsibility shall be subject to administrative sanctions in accordance with the law. If the violation constitutes a criminal offence, criminal responsibility shall be investigated in accordance with the law.

Chapter 12 Supplementary Articles

Article 74

The registration of a branch as subsidiary set up by a foreign company within the territory of the People's Republic of China shall be conducted in accordance with the relevant provisions of the State Council.

Article 75

These Regulations apply to the registration of the limited liability company with foreign investment. Where the laws or administrative regulations on enterprises with foreign investment provide otherwise, the provisions of such laws or administrative regulations apply.

Article 76

These Regulations come into effect as of July 1, 1994.



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