

中国（上海）自由贸易试验区外商投资企业备案管理办法

Filing Administrative Measures for Foreign Invested Enterprises in China (Shanghai) Pilot Free Trade Zone

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上海市人民政府关于印发《中国（上海）自由贸易试验区外商投资企业备案管理办法》的通知

Circular of Shanghai Municipal People's Government on Printing and Distributing the "*Filing Administrative Measures for Foreign Invested Enterprises in China (Shanghai) Pilot Free Trade Zone*"

各区、县人民政府，市政府各委、办、局：

To people's governments at district and county levels as well as commissions, offices and bureaus of Municipal People's Government,

现将《中国（上海）自由贸易试验区外商投资企业备案管理办法》印发给你们，请认真按照执行。

The "*Filing Administrative Measures for Foreign Invested Enterprises in China (Shanghai) Pilot Free Trade Zone*" is issued for your cautious implementation.

上海市人民政府

Shanghai Municipal People's Government

2013年9月29日

29 September 2013

中国（上海）自由贸易试验区外商投资企业备案管理办法

Filing Administrative Measure for Foreign Invested Enterprises in China (Shanghai) Pilot Free Trade Zone

第一条 （目的和依据）

Article 1 (Purpose and Foundation)

为进一步扩大开放，推进外商投资管理体制改革，营造中国（上海）自由贸易试验区（以下简称“自贸试验区”）国际化、法治化投资环境，根据《全国人大常委会关于授权国务院在中国（上海）自由贸易试验区暂时调整有关法律规定的行政审批的决定》、《中国（上海）自由贸易试验区总体方案》和相关法律、法规，制定本办法。

For the purpose of further expanding the opening up, promoting the administrative system reform of foreign investment and creating an investor-friendly environment in the China (Shanghai) Pilot Free Trade Zone ("Pilot FTZ") in line with international standards, these measures are formulated in accordance with "Decision of the Standing Committee of the National People's Congress on Authorizing the State Council to Temporarily Adjust the Administrative Examination and Approval of Relevant Laws in China (Shanghai) Free Trade Zone", the "Framework Plan for the China (Shanghai) Pilot Free Trade Zone" and relevant laws, regulations.

第二条 （适用范围）

Article 2 (Scope of Application)

对自贸试验区外商投资准入特别管理措施（负面清单）之外的外商投资企业设立和变更，适用本办法。法律、法规另有规定的，从其规定。

These measures are applied to the establishment and change of foreign invested enterprises other than those that fall inside the scope of the "Special Administrative Measures (Negative List) on Foreign Investment Access to the China (Shanghai) Pilot Free Trade Zone". Laws and regulations, if providing otherwise, shall prevail.

第三条 （备案机构）

Article 3 (Filing Institution)

中国（上海）自由贸易试验区管理委员会（以下称“备案机构”）负责权限内的外商投资企业备案管理。

The Pilot FTZ Administration Committee ("Filing Institution") shall undertake the responsibility for the administration on filings of foreign invested enterprises within its authority.

第四条 （企业设立备案）

Article 4 (Filing for Enterprise Establishment)

投资者在自贸试验区内设立外商投资企业的，应在取得企业名称预先核准后，登陆自贸试验区外商投资一口受理平台（以下简称“受理平台”）在线填报，并对备案告知事项作出承诺。

For investors to establish foreign invested enterprises in the Pilot FTZ, after obtaining the approval for the name of the enterprise, they shall log on the one-stop acceptance platform ("Filing Platform") to perform online filings, and declare commitment to compliance with relevant laws and regulations, the authenticity of filing information, etc. as being notified.

第五条 （变更备案事项）

Article 5 (Events requiring Filing for Changes)

根据本办法第四条设立的外商投资企业，出现下列情形之一的，应通过受理平台，办理变更备案手续：

For foreign invested enterprises established according to article 4 of these measures, they shall file for changes through the Filing Platform if any of the following events occur to the enterprise:

（一）注册资本变更（增资、减资）；

(1) Change of the registered capital (capital increase or reduction);

- (二) 股权或合作权益转让;
- (2) Transfer of equity or interest in the joint venture;
- (三) 股权质押;
- (3) Equity pledge;
- (四) 合并、分立;
- (4) Merger and split;
- (五) 经营期限变更;
- (5) Change of the operation duration period;
- (六) 提前终止;
- (6) Early termination;
- (七) 出资方式、出资期限变更;
- (7) Change of capital contribution method and term; and
- (八) 中外合作企业外国合作者先行收回投资。
- (8) Early withdrawal of investment by the foreign partner in a Sino-foreign cooperative joint venture.

其中，依照相关法律、法规规定应当予以公告的，应当依法办理公告手续。

The relevant parties shall go through the public announcement formalities for the above events if required by relevant laws and regulations.

第六条 (存续企业变更备案)

Article 6 (Filings for Existing Enterprises)

本办法实施之前，在自贸试验区内设立的外商投资企业发生变更，或自贸试验区外的外商投资企业迁入的，且变更后属于本办法第二条规定的备案范围的，应通过受理平台办理变更备案手续，并向备案机构缴销批准证书。

For existing enterprises established in the Pilot FTZ prior to the implementation of these measures, if there is any change occurred to the enterprise resulting in the enterprise being subject to the filing requirement as described in article 2, the relevant party shall perform the filings through the Filing Platform, and submit the enterprise's original approval letter to the Filing Institution to have the document withdrawn. This article also applies to enterprises relocated to the Pilot FTZ from outside the zone, if subject to the filing requirement.

第七条 (备案程序)

Article 7 (Filing Procedures)

投资者（或外商投资企业）在线完成申报后，备案机构应在 1 个工作日内予以备案，并将《中国（上海）自由贸易试验区外商/港澳台侨投资企业备案证明》（以下简称《备案证明》）在线发送至投资者（或外商投资企业）和相关部门。

When the investor (or the foreign invested enterprise) complete the online filing, the Filing Institution shall accept the filing within one working day and send the "Filing Certificate for Foreign (or Hong Kong, Macao and Taiwan) Invested Enterprises in China (Shanghai) Pilot Free Trade Zone" ("Filing Certificate") electronically to the investor (or the foreign invested enterprise) and relevant government bodies.

投资者（或外商投资企业）在办理备案后，按国家有关规定办理相关手续。

After the investor (or the foreign invested enterprise) obtains the Filing Certificate, it may go through the subsequent formalities in accordance with relevant laws and regulations.

第八条 (备案信息管理)

Article 8 (Administration of Filing Information)

受理平台应保留外商投资企业备案信息，但投资者或外商投资企业自备案之日起 30 日内未完成登记的，应重新填报相关信息。

The filing information of the foreign invested enterprise will be stored in the Filing Platform. However, where the investor or the foreign invested enterprise fails to complete registration formalities within 30 days of the filing date, the relevant information shall be re-filled in and re-submitted.

第九条 (备案转为审批)

Article 9 (Approval instead of Filing)

备案管理的外商投资企业发生需审批的变更事项，应按照现行外商投资管理的相关规定办理审批手续。

For changes to the foreign invested enterprise requiring an approval instead of a mere filing (i.e. reporting), the relevant party shall apply for the approval according to the relevant laws and regulations in respect of foreign investment.

第十条 (告知承诺)

Article 10 (Commitment to Compliance)

外商投资企业备案实行告知承诺制。外国投资者或外商投资企业不得损害中国国家主权或社会公共利益、危害中国国家安全、损害环境，或存在其他违反中国法律、法规的情形。涉及国家安全审查和反垄断审查的，按照国家有关规定办理。

For foreign invested enterprise filings, the relevant party shall declare commitment to compliance with relevant laws and regulations, the authenticity of filing information, etc., as being notified. Foreign investors or foreign invested enterprises shall not endanger China's national sovereignty, public interest, national security and environment; or violate Chinese laws and regulations. If a national security or anti-monopoly review is involved, relevant regulations shall be applied.

第十一条 (信息公开)

Article 11 (Public Disclosure of Information)

备案机构应将备案证明的信息予以公开。

The Filing Institution shall publicly disclose the information of Filing Certificates.

第十二条 (诚信管理)

Article 12 (Credit Management)

投资者（或外商投资企业）应按照告知承诺，如实提供备案信息，备案信息应与向注册登记机关提供的信息相一致。

The investor (or the foreign invested enterprise) shall, as it declared, provide the accurate filing information, which shall be consistent with the information submitted to the registration authority.

第十三条 (事中事后监管)

Article 13 (Mid-Event and Subsequent Supervision)

备案机构应定期对投资者（或外商投资企业）的承诺事项进行检查。发现投资者（或外商投资企业）实际情况与承诺内容不符的，备案机构应以书面通知形式令其改正，并限期整改；情节严重的，应取消备案，将该信息记入外国投资者诚信档案，将该企业列入虚假陈述企业名录，并告知相关部门，公示处理结果。

The Filing Institution shall carry out regular reviews against the information filed/declared by the investor (or the foreign invested enterprise). If the actual situation is found inconsistent with the information filed/declared, the Filing Institution shall order the relevant party in writing to make corrections within prescribed period. For significant discrepancies, the Filing Certificate shall be withdrawn with the relevant information incorporated into the credit records of the foreign investor, and the enterprise shall be included in the "black list" of enterprises which made false declarations; relevant government bodies will be notified of the case and final treatment will be publicly disclosed.

第十四条 (港澳台投资者)

Article 14 (Hong Kong, Macao and Taiwan Investors)

香港特别行政区、澳门特别行政区、台湾地区的投资者在自贸试验区内投资设立企业的备案管理，参照本办法。

These measures apply to filings of enterprises established by investors from the Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan in the Pilot FTZ.

第十五条 (施行日期和有效期)

Article 15 (Effective Date and Validity)

本办法自 2013 年 10 月 1 日起施行，有效期为 3 年。

These measures will be valid for three years from its effective date, 1 October 2013.

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