

国家工商行政管理总局关于支持中国（上海）自由贸易试验区建设的若干意见

Opinions of the State Administration for Industry and Commerce of the People's Republic of China on Supporting the Establishment of the China (Shanghai) Pilot Free Trade Zone

上海市工商行政管理局:

Shanghai Administration for Industry and Commerce:

《国家工商行政管理总局关于支持中国（上海）自由贸易试验区建设的若干意见》已经 2013 年 9 月 16 日国家工商行政管理总局局务会议审议通过，现印发给你局，请认真贯彻执行。

The "*Opinions of the State Administration for Industry and Commerce of the People's Republic of China on Supporting the Establishment of the China (Shanghai) Pilot Free Trade Zone*", which were approved at the executive meeting of the State Administration for Industry and Commerce on 16 September 2013, are hereby issued to you for your earnest implementation.

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国家工商行政管理总局关于支持中国（上海）自由贸易试验区建设的若干意见

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建立中国（上海）自由贸易试验区（下称“试验区”）是深入贯彻党的十八大精神、实行更加积极主动开放战略的重要举措。试验区肩负着我国在新时期更加深入参与国际竞争、全面提高开放型经济水平、加快转变经济发展方式的重要使命，是国家战略需要。充分发挥工商行政管理职能作用，对推动试验区建设，实现以开放促发展、促改革、促创新，形成可复制、可推广的经验具有重要意义。根据《国务院关于印发中国（上海）自由贸易试验区总体方案的通知》精神和试验区的实际需要，本着改革创新、先试先行的原则，提出如下意见。

The establishment of the China (Shanghai) Pilot Free Trade Zone ("Pilot FTZ") is a significant measure for thoroughly implementing the spirit of the Eighteenth National Congress of the Communist Party of China and the proactive opening-up strategy. The Pilot FTZ, which meets the national strategic demands, bears the important mission of China to actively participate in international competition, comprehensively increase the openness of the economy, and accelerate the transformation of the pattern of economic development. To give full play to the functions of administration for industry and commerce is critically meaningful for the establishment of the Pilot FTZ, for spurring development, reform and innovation through opening up, and for gaining experience that can be replicated and applied elsewhere. Based on the spirit of the "Circular of the State Council on the Framework Plan for the China (Shanghai) Pilot Free Trade Zone" and the Pilot FTZ's actual needs, the following opinions are hereby offered in line with the principle of pilot, reform and innovation.

一、试点工商登记制度改革，优化试验区营商环境

1. Conduct pilot reform of the industry and commerce registration mechanism and optimize the business environment in the Pilot FTZ

（一）**试行注册资本认缴登记制**。除法律、行政法规对公司注册资本实缴另有规定的外，其它公司试行注册资本认缴登记制。

(1) Trial implementation of the subscribed capital registration mechanism: Except where the laws and regulations provide otherwise, enterprises shall apply the subscribed capital registration mechanism.

试行认缴登记制后，工商部门登记公司全体股东、发起人认缴的注册资本或认购的股本总额（即公司注册资本），不登记公司实收资本。公司股东（发起人）应当对其认缴出资额、出资方式、出资期限等自主约定，并记载于公司章程。有限责任公司的股东以其认缴的出资额为限对公司承担责任；股份有限公司的股东以其认购的股份为限对公司承担责任。公司应当将股东认缴出资额或者发起人认购股份、出资方式、出资期限、缴纳情况通过市场主体信用信息公示系统向社会公示。公司股东（发起人）对缴纳出资情况的真实性、合法性负责。

Under the subscribed capital registration mechanism, capital or shares (i.e. a company's registered capital) subscribed by all the shareholders and initiators, instead of the capital actually contributed (i.e. paid-in capital) shall be registered with the administration authorities for industry and commerce. The shareholders (initiators) shall discretionally agree and decide on the amounts, methods, and terms of their capital contribution and record these in Articles of Association. The shareholders of a limited liability company shall be liable for the company to the extent of the capital contribution they subscribed. The shareholders of a joint stock limited company shall be liable for the company to the extent of the shares they subscribed. The amount of capital contribution subscribed by the shareholders or shares subscribed by the initiators, the methods and terms of the capital contribution, and contribution status shall be disclosed to the public through the Market Entities Credit Information Public Disclosure System. The company shareholders (initiators) shall be responsible for the authenticity and legitimacy of the capital contribution.

放宽注册资本登记条件，除法律、行政法规、国务院决定对特定行业注册资本最低限额另有规定的外，取消有限责任公司最低注册资本3万元、一人有限责任公司最低注册资本10万元、股份有限公司最低注册资本500万元的规定；不再限制公司设立时全体股东（发起人）的首次出资额及比例；不再限制公司全体股东（发起人）的货币出资金额占注册资本的比例；不再规定公司股东（发起人）缴足出资的期限。

Relaxations on the capital requirements to register (establish) a company: Except where laws, regulations, and decisions of the State Council stipulate otherwise on the minimum registered capital requirement for special industries, the minimum registered capital requirements (i.e. RMB 30,000 Yuan for a limited liability company, RMB 100,000 Yuan for a one-person limited company, and RMB 5,000,000 Yuan for a joint stock limited company) will be removed; there will be no restrictions on the following items: the amount of the initial capital contribution, the proportion of the initial capital contribution to the total registered capital, the proportion of monetary capital contribution to the total capital by all the shareholders (initiators), and period for shareholders (initiators) to fully contribute the capital.

(二) **试行“先照后证”登记制。**除法律、行政法规、国务院决定规定的企业登记前置许可事项外，在试验区内试行“先照后证”登记制度。试验区内企业向工商部门申请登记、取得营业执照后即可从事一般生产经营活动；经营项目涉及企业登记前置许可事项的，在取得许可证或者批准文件后，向工商部门申领营业执照；申请从事其他许可经营项目的，应当在领取营业执照及许可证或者批准文件后，方可从事经营活动。

(2) Trial implementation of registration mechanism for "business license granted before administrative permit": Except where administrative permits are required before business registration as provided by laws, regulations and decisions of the State Council, the registration mechanism for "business license granted before administrative permit" shall be implemented in the Pilot FTZ on a trial basis. Enterprises in the Pilot FTZ shall be allowed to engage in general production and operation activities after applying for registration with the administration authorities for industry and commerce and obtaining the business license accordingly; for activities where administrative permits are required before business registration, enterprises shall file an application for business license after obtaining the administrative permits or approvals; for other operation activities where administrative permits are required, enterprises shall be allowed to engage in those business activities after obtaining the business license and administrative permits or approvals.

(三) **试行年度报告公示制。**试验区内试行将企业年度检验制度改为企业年度报告公示制度。企业应当按年度在规定的期限内，通过市场主体信用信息公示系统向工商部门报送年度报告，并向社会公示，任何单位和个人均可查询。企业对年度报告的真实性、合法性负责。建立经营异常名录制度，通过市场主体信用信息公示系统，记载未按规定期限公示年度报告的企业。

(3) Trial implementation of annual report public disclosure mechanism: The enterprise annual inspection mechanism will be replaced by a new requirement to publicly disclose the annual reports of enterprises. Enterprises shall submit annual reports to the administration authorities for industry and commerce via the Market Entities Credit Information Public Disclosure System within a specific period on an annual basis and disclose them to the public. Any entity or individual can have access to such information. Enterprises shall be liable for the authenticity and legitimacy of their annual reports. An operation abnormality name list system will be established to record enterprises that fail to disclose annual reports within the statutory period through the Market Entities Credit Information Public Disclosure System.

(四) **试行外商投资广告企业项目备案制。**在试验区内申请设立外商投资广告企业的，在试验区内的外商投资企业申请增加广告经营业务的，以及在试验区内的外商投资广告企业申请设立分支机构的，不再受现行《外商投资广告企业管理规定》第九条、第十条和第十一条的限制，同时取消对试验区内外商投资广告企业的项目审批和设立分支机构的审批，改为备案制；试验区内外商投资广告企业设立后需要更换合营方或转让股权、变更广告经营范围和变更注册资本的，无需另行报批，改为备案制，可直接办理企业变更登记。

(4) Trial implementation of filing system for foreign-invested advertising enterprises: The application for establishing a foreign-invested advertising enterprise in the Pilot FTZ, for adding advertising to the business scope by an existing FTZ foreign-invested enterprise, or for establishing a branch by an FTZ foreign-invested advertising enterprise, is no longer subject to the restrictions under Article 9, 10 and 11 of the "Administrative Provisions on Foreign-invested Advertising Enterprises". At the same time, the approval requirements for projects or establishment of branches by FTZ foreign-invested advertising enterprises will be replaced by filing (i.e. "reporting") requirements. For an existing foreign-invested advertising enterprise in the pilot FTZ, where the joint-venture partners, advertising business scope or registered capital need to be changed, or equities need to be transferred, the existing pre-approval requirement will be no longer applied; instead, a filing (i.e. "reporting") requirement will be applied and the enterprise may file for the changes directly with the administration authorities for industry and commerce.

二、优化企业设立流程，提升试验区登记效能

2. Optimize the enterprise establishment procedure and improve the efficiency of registration in the Pilot FTZ

(五) **授予试验区工商部门外资登记管理权。**试验区工商部门负责辖区由上海市人民政府及其授权部门批准设立及备案的外商投资企业的登记注册和监督管理。

(5) Delegation to administration authorities for industry and commerce in the Pilot FTZ concerning the administration on foreign-invested enterprises: The administration authorities for industry and commerce in the Pilot FTZ is in charge of the registration, supervision and administration of the foreign-invested enterprise in the Pilot FTZ the establishment of which requires approvals from or filings with the Shanghai Municipal People's Government and its delegated departments.

(六) **试验区内实行企业设立“一口受理”**。支持试验区工商部门按照上海市人民政府的要求，企业设立可以通过电子数据交换或者现场办理的方式申报材料，由工商部门统一接收申请人向各职能部门提交的申请材料，统一送达许可决定、备案文书和相关证照。

(6) Implementation of "One Window" acceptance mechanism: In accordance with the requirements of the Shanghai Municipal People's Government, it is encouraged that the application materials for setting up enterprises be submitted electronically or on site; the administration authorities for industry and commerce shall receive all the application materials submitted including those being required by other functional departments, and uniformly deliver all the licensing documents, certificates and other relevant documents to the applicant.

(七) **试行新的营业执照样式**。除《农民专业合作社法人营业执照》、《个体工商户营业执照》以外，将其他各类企业营业执照统一成一种样式。

(7) Trial implementation of the new business license form: Except for "Legal Entity Business License for Specialized Farmer Cooperative" and "Business License for Individual Business Households", business licenses for other enterprises shall be unified into one form.

三、转变市场主体监管方式，维护试验区市场秩序

3. Transform the supervision models for market entities and maintain market orders in the Pilot FTZ

(八) **强化信用信息公示，完善信用约束机制**。建立以工商部门经济户籍库为基础的市场主体信用信息公示系统，推动社会诚信体系建设。工商部门通过系统公示市场主体登记、备案、监管信息。企业按照规定通过系统公示年度报告、获得资质资格的许可信息，工商部门可以对年度报告公示内容进行抽查。对被载入经营异常名录的企业、有违法记录的市场主体及其相关责任人，工商部门采取有针对性的信用监管措施。

(8) Enhancement of public disclosure of credit information and improvement to the credit constraint mechanism: The Market Entities Credit Information Public Disclosure System shall be established based on the economic register database of the administration authorities for industry and commerce to promote the construction of a social credit system. The administration authorities for industry and commerce shall disclose the registration, filing and supervision information of the market entities through the system. Enterprises disclose via the system their annual reports, license information about qualifications obtained as required; the administration authorities for industry and commerce will selectively check the content disclosed in annual reports. For enterprises recorded on the name list for operation abnormality, market entities with illegal records and the responsible parties, the administration authorities for industry and commerce will adopt credit supervision measures accordingly.

(九) **创新市场主体监管方式，提升行政执法水平**。强化工商部门市场监管和行政执法的职能作用，探索建立与国际高标准投资和贸易规则体系相适应的市场主体监管方式。强化部门间协调配合，形成监管部门分工明确、沟通顺畅、齐抓共管的工作格局，增强监管合力，提升监管效能，共同营造统一开放、公平诚信、竞争有序的市场环境。

(9) Innovations in supervision models for market entities and promotion of the level of administrative law enforcement: The functions of market supervision and administrative enforcement of the administration authorities for industry and commerce shall be strengthened; the authorities shall explore to establish an appropriate market entities supervision model aligned with international high-standard rules and system for investment and trade. The cooperation among different departments shall be promoted to form a work pattern with clear work division, good communication and joint supervision and management, enhance the joint supervision forces, improve the efficiency of supervision, and establish an integrated, open market environment with fairness, honesty and orderly competitions.

国家工商行政管理总局关于支持试验区建设的意见，由总局职能司局会同上海市工商行政管理局具体落实。上海市工商行政管理局要在上海市委、市政府的领导下，深入贯彻落实科学发展观，围绕中心、服务大局，切实履行法定职责，加强改革创新，拓展服务领域，提升服务水平，为推动试验区建设作出积极贡献。

The opinions of the State Administration for Industry and Commerce on supporting the establishment of the Pilot FTZ shall be implemented jointly by its functional bureaus and the Shanghai Administration for Industry and Commerce. Under the lead of Shanghai Municipal Committee and Shanghai Municipal People's Government, the Shanghai Administration for Industry and Commerce shall thoroughly apply the Scientific Outlook on Development, focus on the central tasks, serve the overall interests, fulfill lawful duties, enhance reform and innovation, expand service areas, improve service level to make proactive contributions for promoting the establishment of the Pilot FTZ.

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