

工商总局关于同意中国（上海）自由贸易试验区试行新的营业执照方案的批复

State Administration for Industry and Commerce's Reply for Approving the Trial Implementation Plan of New Business License Template in the China (Shanghai) Pilot Free Trade Zone

上海市工商行政管理局：

To the Shanghai Administration for Industry and Commerce:

你局《关于恳请批准中国（上海）自由贸易试验区试行新的营业执照方案的请示》（沪工商外[2013]317号）收悉。现批复如下：

We acknowledge receipt of your "Request for Approving the Trial Implementation Plan of New Business License Template in the China (Shanghai) Pilot Free Trade Zone" (Hugongshangwai[2013] No.317). The reply is hereby stated as follows:

原则同意《中国（上海）自由贸易试验区试行新的营业执照方案》，并在中国（上海）自由贸易试验区（以下简称“试验区”）试行新的营业执照。

We approve the "Trial Implementation Plan of New Business License Template in the China (Shanghai) Pilot Free Trade Zone", and agree to try out the new business license in China (Shanghai) Pilot Free Trade Zone (the Pilot Zone).

你局要根据《中国（上海）自由贸易试验区总体方案》要求，结合试验区实际，进一步加强组织领导，完善登记规则，强化后续监管，努力营造有利于试验区内各类企业健康发展、有利于市场秩序稳定有序的市场主体准入环境，在试验区早日形成可复制、可推广的经验，高质量地服务企业健康发展。

You shall, based on the requirements as stated in the "Framework Plan for the China (Shanghai) Pilot Free Trade Zone", take the Pilot Zone's actual situation into account, further strengthen the organization and leadership, improve the registration rules, and enhance subsequent supervision. You shall make effort to build a market environment which is beneficial for the healthy development of various enterprises in the Pilot Zone and the stability and orderliness of market, in order to gain experiences which can be replicated and applied elsewhere at an early date, and provide high quality services for the healthy development of the enterprises.

试验区试行新的营业执照遇到的新情况、新问题，请及时报告总局外资注册局。

If any new cases or problems arise in regard to the trial implementation of new business license template in the Pilot Zone, please report in a timely fashion to the foreign capital registration bureau of State Administration for Industry and Commerce.

附件：中国(上海)自由贸易试验区试行新的营业执照方案

Appendix: "Trial Plan of New Business License Template in the China (Shanghai) Pilot Free Trade Zone"

国家工商行政管理总局

State Administration for Industry and Commerce

2013年9月26日

26 September 2013

附件

Appendix

中国（上海）自由贸易试验区试行新的营业执照方案

Trial Implementation Plan of New Business License Template in the China (Shanghai) Pilot Free Trade Zone

为推进中国（上海）自由贸易试验区（以下简称“试验区”）工商登记制度改革试点，规范统一各类企业营业执照，创造公平竞争的营商环境，提升工商登记管理效能，结合试验区建设的实际需要，制定以下新营业执照试行方案。

For the purpose of promoting the pilot reform of industry and commerce registration system in the China (Shanghai) Pilot Free Trade Zone (the Pilot Zone), standardizing business licenses for all types of enterprises, creating business environment with fair competition, improving the efficiency of industry and commerce registration, we formulate the following trial plan of new business license template with due regard to the actual needs of the Pilot Zone.

一、新营业执照的种类及适用范围

1. Types of the new business license and the scope of application

除《农民专业合作社法人营业执照》、《个体工商户营业执照》外，将各类企业的营业执照统一成一种样式，即中国（上海）自由贸易试验区《企业营业执照》（以下简称“试验区营业执照”）。

Except the “*Corporate Business License for Specialized Farmer Cooperative*” and “*Business License for Individually-owned business*”, all types of enterprise business licenses will be unified into one form, i.e. “*Enterprise Business License*” in China (Shanghai) Pilot Free Trade Zone (the Pilot Zone Business License”).

试验区营业执照适用于在试验区内登记的公司及分公司、非公司企业法人及其分支机构、个人独资企业及其分支机构、合伙企业及其分支机构、中外合作非法人企业、外国（地区）企业在中国境内从事生产经营活动。

The Pilot Zone Business License is applicable to companies and branches registered in the Pilot Zone, non-corporate enterprises and their branches, sole proprietorships and their branches, partnerships and their branches, non-corporate Sino-foreign cooperative joint ventures, foreign enterprises engaging in production and operation activities in China.

二、新营业执照的记载内容

2. Items on the new business license

（一）试验区营业执照正本正上方印有中华人民共和国国徽图案。

(1) National emblem of the People's Republic of China is printed right on the upward side of the original Pilot Zone Business License.

（二）试验区营业执照名称下方显示“注册号”。注册号按照国家工商总局相关规定和标准生成，“注册号”后标注“中国（上海）自由贸易试验区”。

(2) “Registration Number” shows under the name of the Pilot Zone Business License. The registration number is generated in accordance with relevant regulations and standards of the State Administration for Industry and Commerce. “China (Shanghai) Free Trade Zone” will be labeled after the “Registration Number”.

(三) 试验区营业执照内容区域留白，记载事项及其内容根据企业不同类型由系统自动打印生成。公司实行认缴登记制的，注册资本栏目中加注“（认缴，股东以其认缴的出资额或认购的股份为限对公司承担责任）”字样；公司实行实缴登记制的，注册资本栏目中加注“（实缴）”字样。公司营业执照上不再记载实收资本。其他各企业类型营业执照记载事项不变。

(3) The Pilot Zone Business License leaves blank in the contents area to record items and contents that are automatically typed and printed by system in accordance with different types of enterprises. For companies subject to the subscribed capital registration requirements, the wording "(Subscription, shareholder's responsibility is limited to his/her subscribed capital contribution or shares)" will be labeled in the Registered Capital item. For companies subject to the paid-in capital registration requirements, the wording "(Paid-in)" will be labeled in the Registered Capital item. The paid-in capital will not be recorded on business license. Items on business licenses for other types of enterprises remain unchanged.

(四) 试验区营业执照右下方加盖登记机关印章；在印章下方记载“年 月 日”，显示企业最后一次登记日期。

(4) The seal of the registration authority is stamped on the lower right of the Pilot Zone Business License. "Year Month Day" shows below the seal, which indicates the last registration date.

(五) 试验区营业执照右下方统一印“中华人民共和国国家工商行政管理总局监制”字样。

(5) The wording "Production is supervised by the State Administration for Industry and Commerce of People's Republic of China" is printed at the lower right of the Pilot Zone Business License.

(六) 试验区营业执照副本下方印有“须知”字样。内容为：“1、《企业营业执照》是企业主体资格和合法经营的凭证。2、《企业营业执照》分为正本和副本，正本和副本具有同等法律效力。”

(6) "Notice" is printed at bottom of the back-up copy of the Pilot Zone Business License. Its contents include: "1. Enterprise Business License is the certificate for the subject qualification and lawful operation of an enterprises. 2. Enterprise Business License is issued in original and back-up copy with the same legal validity."

三、新营业执照规格

3. Format of the new business license

(一) 试验区营业执照分为正本和副本，均为竖版。正本规格为标准 A3 幅面（420×297mm），副本规格为标准 A4 幅面（297×210mm）。营业执照副本在执照名称下方加注“（副本）”字样，并增加“须知”栏，其他内容与正本相同。

(1) The Pilot Zone Business License is issued in original and back-up copy, both in portrait orientation. The original is in standard A3 size (420×297mm) while the back-up copy is in standard A4 size (297×210mm). The back-up copy of the Pilot Zone Business License has the wording "(Copy)" labeled under the name of the license and has an additional "Notice" item. Other contents are the same as the original.

(二) 试验区营业执照用防伪底纹设计，采用水印纸印制。

(2) The Pilot Zone Business License applies anti-counterfeiting shading design and is printed on water marked paper.

四、关于其他特殊类型登记证的说明

4. Instruction for other special registration licenses

考虑到外国（地区）企业常驻代表机构、企业集团的特殊性，上述主体或组织的登记证按照现行样式保持不变。

Considering the particularity of the representative offices of foreign (regional) enterprises and the corporate groups, the registration licenses for the above entities and organizations remain unchanged in the current form.

试验区营业执照样式见附件。

Please see Appendix for the Pilot Zone Business License sample.

附件：试验区营业执照样式（空白样张正副本）

Appendix: The Pilot Zone Business License Sample (original and back-up copy in blank)

附件





中华人民共和国国家工商行政管理总局监制