

中华人民共和国公司登记管理条例 (2016修订)

Administrative Regulations of the People's Republic of China on Administration of Company Registration

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(1994年6月24日中华人民共和国国务院令 第156号公布 根据2005年12月18日《国务院关于修改〈中华人民共和国公司登记管理条例〉的决定》第一次修订 根据2014年2月19日《国务院关于废止和修改部分行政法规的决定》第二次修订 根据2016年2月6日《国务院关于修改部分行政法规的决定》第三次修订)

第一章 总则 第一条

CHAPTER 1 — GENERAL PRINCIPLES Article 1

为了确认公司的企业法人资格，规范公司登记行为，依据《中华人民共和国公司法》（以下简称《公司法》），制定本条例。

These Regulations are formulated pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law") for the purposes of confirmation of enterprise legal person status of companies and standardising company registration.

第二条

Article 2

有限责任公司和股份有限公司（以下统称公司）设立、变更、终止，应当依照本条例办理公司登记。

Establishment, change and termination of limited liability companies and companies limited by shares (hereinafter referred to collectively as the "Companies") shall undergo company registration formalities pursuant to these Regulations.

申请办理公司登记，申请人应当对申请文件、材料的真实性负责。

Applicants for company registration shall be responsible for the veracity of the application documents and materials.

第三条

Article 3

公司经公司登记机关依法登记，领取《企业法人营业执照》，方取得企业法人资格。

A company shall attain enterprise legal person status upon registration with the company registration authorities pursuant to the law and obtaining of an Enterprise Legal Person Business Licence.

自本条例施行之日起设立公司，未经公司登记机关登记的，不得以公司名义从事经营活动。

With effect from the date of implementation of these Regulations, entities which have not been registered with the company registration authorities shall not engage in business activities in the name of a company.

第四条

Article 4

工商行政管理机关是公司登记机关。

The administration for industry and commerce shall be the company registration authorities.

下级公司登记机关在上级公司登记机关的领导下开展公司登记工作。

Lower level company registration authorities shall carry out company registration work under the leadership of higher level company registration authorities.

公司登记机关依法履行职责，不受非法干预。

Company registration authorities shall perform duties pursuant to the law, without unlawful interference.

第五条

Article 5

国家工商行政管理总局主管全国的公司登记工作。

The State Administration for Industry and Commerce shall be in charge of company registration nationwide.

第二章 登记管辖

CHAPTER 2 — JURISDICTION FOR REGISTRATION

第六条

Article 6

<p>国家工商行政管理总局负责下列公司的登记：</p>	<p>The State Administration for Industry and Commerce shall be responsible for registration of the following companies:</p>
<p>(一) 国务院国有资产监督管理委员会履行出资人职责的公司以及该公司投资设立并持有50%以上股份的公司；</p>	<p>(1) A company for which the State-owned assets supervision and administration authorities of the State Council is a capital contributory, and companies invested and set up by the said company which holds 50% or more of their shares;</p>
<p>(二) 外商投资的公司；</p>	<p>(2) Foreign-funded companies;</p>
<p>(三) 依照法律、行政法规或者国务院决定的规定，应当由国家工商行政管理总局登记的公司；</p>	<p>(3) Companies registered with the State Administration for Industry and Commerce pursuant to the provisions of laws, administrative regulations or the decisions of the State Council; and</p>
<p>(四) 国家工商行政管理总局规定应当由其登记的其他公司。</p>	<p>(4) Any other companies to be registered with the State Administration for Industry and Commerce as stipulated by the State Administration for Industry and Commerce.</p>
<p>第七条</p>	<p>Article 7</p>
<p>省、自治区、直辖市工商行政管理局负责本辖区内下列公司的登记：</p>	<p>The administration for industry and commerce of provinces, autonomous regions and centrally-administered municipalities shall be responsible for registration of the following companies within their jurisdiction:</p>
<p>(一) 省、自治区、直辖市人民政府国有资产监督管理委员会履行出资人职责的公司以及该公司投资设立并持有50%以上股份的公司；</p>	<p>(1) A company for which the State-owned assets supervision and administration authorities of the People's Government of a province, autonomous region or centrally-administered municipality is a capital contributory, and companies invested and set up by the said company which holds 50% or more of their shares;</p>
<p>(二) 省、自治区、直辖市工商行政管理局规定由其登记的自然人投资设立的公司；</p>	<p>(2) Companies invested and set up by natural persons as stipulated by the administration for industry and commerce of the province, autonomous region or centrally-administered municipality;</p>
<p>(三) 依照法律、行政法规或者国务院决定的规定，应当由省、自治区、直辖市工商行政管理局登记的公司；</p>	<p>(3) Companies to be registered with the administration for industry and commerce of a province, an autonomous region or a centrally-administered municipality pursuant to the provisions of laws, administrative regulations or the decisions of the State Council; and</p>
<p>(四) 国家工商行政管理总局授权登记的其他公司。</p>	<p>(4) Any other companies to be registered pursuant to authorisation by the State Administration for Industry and Commerce.</p>
<p>第八条</p>	<p>Article 8</p>
<p>设区的市（地区）工商行政管理局、县工商行政管理局，以及直辖市的工商行政管理分局、设区的市工商行政管理局的区分局，负责本辖区内下列公司的登记：</p>	<p>The administration for industry and commerce of municipalities (prefectures) divided into districts, the administration for industry and commerce of counties, the sub-bureaux of administration for industry and commerce of centrally-administered municipalities, and the district sub-bureaux of the administration for industry and commerce of municipalities divided into districts shall be responsible for the following companies within their jurisdiction:</p>
<p>(一) 本条例第六条和第七条所列公司以外的其他公司；</p>	<p>(1) Companies other than those set out in Article 6 and Article 7 of these Regulations; and</p>
<p>(二) 国家工商行政管理总局和省、自治区、直辖市工商行政管理局授权登记的公司。</p>	<p>(2) Companies to be registered pursuant to authorisation by the State Administration for Industry and Commerce and the administration for industry and commerce of provinces, autonomous regions and centrally-administered municipalities.</p>
<p>前款规定的具体登记管辖由省、自治区、直辖市工商行政管理局规定。但是，其中的股份有限公司由设区的市（地区）工商行政管理局负责登记。</p>	<p>The jurisdiction for registration stipulated in the preceding paragraph shall be stipulated by the administration for industry and commerce of the province, autonomous region or centrally-administered municipality. The administration for industry and commerce of municipalities (prefectures) divided into districts shall be responsible for registration of companies limited by shares.</p>
<p>第三章 登记事项</p>	<p>CHAPTER 3 — REGISTRATION MATTERS</p>
<p>第九条</p>	<p>Article 9</p>
<p>公司的登记事项包括：</p>	<p>Company registration matters shall include:</p>
<p>(一) 名称；</p>	<p>(1) Name;</p>

(二) 住所；	(2) Address;
(三) 法定代表人姓名；	(3) Name of legal representative;
(四) 注册资本；	(4) Registered capital;
(五) 公司类型；	(5) Type of companies;
(六) 经营范围；	(6) Scope of business;
(七) 营业期限；	(7) Business term; and
(八) 有限责任公司股东或者股份有限公司发起人的姓名或者名称。	(8) Name of shareholders of limited liability companies or promoters of companies limited by shares.
第十条	Article 10
公司的登记事项应当符合法律、行政法规的规定。不符合法律、行政法规规定的，公司登记机关不予登记。	Company registration matters shall comply with the provisions of laws and administrative regulations. Company registration matters which do not comply with the provisions of laws and administrative regulations shall not be registered by the company registration authorities.
第十一条	Article 11
公司名称应当符合国家有关规定。公司只能使用一个名称。经公司登记机关核准登记的公司名称受法律保护。	Company names shall comply with the relevant provisions of the State. A company shall only use one name. Company names approved by and registered with the company registration authorities shall be protected by the law.
第十二条	Article 12
公司的住所是公司主要办事机构所在地。经公司登记机关登记的公司的住所只能有一个。公司的住所应当在其公司登记机关辖区内。	The address of a company shall be the main office location of the company. A company registered with the company registration authorities shall have one address only. The address of the company shall be within the jurisdiction of its company registration authorities.
第十三条	Article 13
公司的注册资本应当以人民币表示，法律、行政法规另有规定的除外。	The registered capital of companies shall be expressed in Renminbi, unless otherwise stipulated by laws and administrative regulations.
第十四条	Article 14
股东的出资方式应当符合《公司法》第二十七条的规定，但股东不得以劳务、信用、自然人姓名、商誉、特许经营权或者设定担保的财产等作价出资。	The capital contribution methods of shareholders shall comply with the provisions of Article 27 of the Company Law, however, shareholders shall not make capital contribution in the form of appraised value of services, credit, name of natural person, goodwill, franchise rights or properties on which security interests are created.
第十五条	Article 15
公司的经营范围由公司章程规定，并依法登记。	The scope of business of a company shall be stipulated by its articles of association, and registered pursuant to the law.
公司的经营范围用语应当参照国民经济行业分类标准。	The terms used in the scope of business of a company shall make reference to the national industry classification standard.
第十六条	Article 16
公司类型包括有限责任公司和股份有限公司。	Types of companies shall include limited liability companies and companies limited by shares.
一人有限责任公司应当在公司登记中注明自然人独资或者法人独资，并在公司营业执照中载明。	A one-person limited liability company shall state natural person sole proprietorship or legal person sole proprietorship in its company registration, and state so in the company's business licence.
第四章 设立登记	CHAPTER 4 — ESTABLISHMENT REGISTRATION
第十七条	Article 17
设立公司应当申请名称预先核准。	Reservation of name shall be made prior to establishment of a company.
法律、行政法规或者国务院决定规定设立公司必须报经批准，或者公司经营范围中属于法律、行政法规或者国务院决定规定在登记前须	Where the laws, administrative regulations or the decisions of the State Council stipulate that establishment of a company is subject to prior approval, or the scope of business of a company falls under the scope of projects which require approval prior to registration pursuant to the provisions of laws and administrative regulations or the decisions of the

经批准的项目，应当在报送批准前办理公司名称预先核准，并以公司登记机关核准的公司名称报送批准。

第十八条

设立有限责任公司，应当由全体股东指定的代表或者共同委托的代理人向公司登记机关申请名称预先核准；设立股份有限公司，应当由全体发起人指定的代表或者共同委托的代理人向公司登记机关申请名称预先核准。

申请名称预先核准，应当提交下列文件：

(一) 有限责任公司的全体股东或者股份有限公司的全体发起人签署的公司名称预先核准申请书；

(二) 全体股东或者发起人指定代表或者共同委托代理人的证明；

(三) 国家工商行政管理总局规定要求提交的其他文件。

第十九条

预先核准的公司名称保留期为6个月。预先核准的公司名称在保留期内，不得用于从事经营活动，不得转让。

第二十条

设立有限责任公司，应当由全体股东指定的代表或者共同委托的代理人向公司登记机关申请设立登记。设立国有独资公司，应当由国务院或者地方人民政府授权的本级人民政府国有资产监督管理机构作为申请人，申请设立登记。法律、行政法规或者国务院决定规定设立有限责任公司必须报经批准的，应当自批准之日起90日内向公司登记机关申请设立登记；逾期申请设立登记的，申请人应当报批准机关确认原批准文件的效力或者另行报批。

申请设立有限责任公司，应当向公司登记机关提交下列文件：

(一) 公司法定代表人签署的设立登记申请书；

(二) 全体股东指定代表或者共同委托代理人的证明；

(三) 公司章程；

(四) 股东的主体资格证明或者自然人身份证明；

(五) 载明公司董事、监事、经理的姓名、住所的文件以及有关委派、选举或者聘用的证明；

(六) 公司法定代表人任职文件和身份证明；

(七) 企业名称预先核准通知

State Council, reservation of name shall be completed prior to application for approval, and the application for approval shall be made using the company name approved by the company registration authorities.

Article 18

For establishment of a limited liability company, the application for reservation of name shall be submitted to the company registration authorities by a representative appointed by all the shareholders or by a jointly entrusted agent; for establishment of a company limited by shares, the application for reservation of name shall be submitted to the company registration authorities by the representative appointed by all the promoters or by a jointly entrusted agent.

The following documents shall be submitted for an application for reservation of name:

(1) An application form for reservation of name signed by all the shareholders of the limited liability company or all the promoters of the company limited by shares;

(2) Proof of appointment of representative or entrustment of agent by all the shareholders or all the promoters; and

(3) Any other documents to be submitted as required by the State Administration for Industry and Commerce.

Article 19

The reservation of a company name shall be valid for six months. During the reservation period of a company name, the company name shall not be used for business activities and shall not be transferred.

Article 20

For establishment of a limited liability company, an application for establishment of registration shall be submitted to the company registration authorities by the representative appointed by all the shareholders or a jointly entrusted agent. For establishment of a wholly State-owned company, the State Council or the local State-owned assets supervision and administration authorities of authorised by the local People's Government shall submit the application for establishment registration. Where the laws and administrative regulations or the decisions of the State Council stipulate that establishment of a limited liability company is subject to prior approval, an application for establishment registration shall be submitted to the company registration authorities within 90 days from the date of approval; where the application for establishment registration is not submitted within the stipulated period, the applicant shall apply to the approval authorities to confirm the validity of the original approval document, or submit a new application.

The following documents shall be submitted to the company registration authorities for an application for establishment of a limited liability company:

(1) An application form for establishment registration signed by the company's legal representative;

(2) Proof of appointment of a representative or entrustment of an agent by all the shareholders or all the promoters;

(3) The company's articles of association;

(4) Proof of entity status or natural person identity document of the shareholders;

(5) A document stating the name and address of the company's directors, supervisors and managers and proof of the relevant appointment, election or employment;

(6) Appointment document and identity document of the company's legal

书；	representative;
(八) 公司住所证明；	(7) Notice on reservation of the company name;
(九) 国家工商行政管理总局规定要求提交的其他文件。	(8) Proof of the company's address; and
法律、行政法规或者国务院决定规定设立有限责任公司必须报经批准的，还应当提交有关批准文件。	(9) Any other documents to be submitted as required by the State Administration for Industry and Commerce.
	Where the laws and administrative regulations or the decisions of the State Council stipulate that establishment of a limited liability company is subject to prior approval, the relevant approval document shall also be submitted.

第二十一条

Article 21

设立股份有限公司，应当由董事会向公司登记机关申请设立登记。以募集方式设立股份有限公司的，应当于创立大会结束后30日内向公司登记机关申请设立登记。	For establishment of a company limited by shares, an application for establishment registration shall be submitted to the company registration authorities by the board of directors. Where the company limited by shares is established by way of share float, an application for establishment registration shall be submitted to the company registration authorities within 30 days from conclusion of the inaugural meeting.
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申请设立股份有限公司，应当向公司登记机关提交下列文件：	The following documents shall be submitted to the company registration authorities for an application for establishment of a company limited by shares:
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|---|--|
| (一) 公司法定代表人签署的设立登记申请书； | (1) An application form for establishment registration signed by the company's legal representative; |
| (二) 董事会指定代表或者共同委托代理人的证明； | (2) Proof of appointment of representative or entrustment of agent by the board of directors; |
| (三) 公司章程； | (3) The company's articles of association; |
| (四) 发起人的主体资格证明或者自然人身份证明； | (4) Proof of entity status or natural person identity document of the promoters; |
| (五) 载明公司董事、监事、经理姓名、住所的文件以及有关委派、选举或者聘用的证明； | (5) A document stating the name and address of the company's directors, supervisors and managers, and proof of the relevant appointment, election or employment; |
| (六) 公司法定代表人任职文件和身份证明； | (6) Appointment document and identity document of the company's legal representative; |
| (七) 企业名称预先核准通知书； | (7) Notice on reservation of the enterprise name; |
| (八) 公司住所证明； | (8) Proof of the company's address; and |
| (九) 国家工商行政管理总局规定要求提交的其他文件。 | (9) Any other documents to be submitted as required by the State Administration for Industry and Commerce. |

以募集方式设立股份有限公司的，还应当提交创立大会的会议记录以及依法设立的验资机构出具的验资证明；以募集方式设立股份有限公司公开发行股票，还应当提交国务院证券监督管理机构的核准文件。	Where a company limited by shares is established by way of share float, the minutes of the inaugural meeting and capital verification certificate issued by a capital verification organisation established pursuant to the law shall be submitted; where a company limited by shares established by way of share float makes a public offering of shares, the approval document issued by the securities regulatory authorities of the State Council shall also be submitted.
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法律、行政法规或者国务院决定规定设立股份有限公司必须报经批准的，还应当提交有关批准文件。	Where the laws and administrative regulations or the decisions of the State Council stipulate that establishment of a company limited by shares is subject to prior approval, the relevant approval document(s) shall also be submitted.
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第二十二条

Article 22

公司申请登记的经营范围中属于法律、行政法规或者国务院决定规定在登记前须经批准的项目，应当在申请登记前报经国家有关部门批准，并向公司登记机关提交有关批准文件。	Where the scope of business of a company falls under the scope of projects which require approval prior to registration pursuant to the provisions of laws and administrative regulations or the decisions of the State Council, approval by the relevant State authorities shall be obtained prior to the application for registration, and the relevant approval document(s) shall be submitted to the company registration authorities.
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第二十三条

Article 23

公司章程有违反法律、行政法规的内容的，公司登记机关有权要求公司作相应修改。

Where the contents of the articles of association of a company violate laws and administrative regulations, the company registration authorities shall have the right to require the company to make the corresponding amendments.

第二十四条

Article 24

公司住所证明是指能够证明公司对其住所享有使用权的文件。

Proof of address of a company shall mean a document which can prove that the company has the right to use its address.

第二十五条

Article 25

依法设立的公司，由公司登记机关发给《企业法人营业执照》。公司营业执照签发日期为公司成立日期。公司凭公司登记机关核发的《企业法人营业执照》刻制印章，开立银行账户，申请纳税登记。

The company registration authorities shall issue an Enterprise Legal Person Business Licence to companies established pursuant to the law. The date of issue of a company's business licence shall be the date of incorporation of the company. The company shall present the Enterprise Legal Person Business Licence issued by the company registration authorities for engraving of company seal, opening of bank account and application for tax registration.

第五章 变更登记

CHAPTER 5 — CHANGE REGISTRATION

第二十六条

Article 26

公司变更登记事项，应当向原公司登记机关申请变更登记。

In the event of change of company registration matter(s), the company shall apply to the original company registration authorities for change registration.

未经变更登记，公司不得擅自改变登记事项。

The company shall not change the registration matter(s) arbitrarily without undergoing change registration.

第二十七条

Article 27

公司申请变更登记，应当向公司登记机关提交下列文件：

The following documents shall be submitted to the company registration authorities for change of company registration matters:

(一) 公司法定代表人签署的变更登记申请书；

(1) An application form for change registration signed by the company's legal representative;

(二) 依照《公司法》作出的变更决议或者决定；

(2) The resolution or decision on the change made pursuant to the Company Law;

(三) 国家工商行政管理总局规定要求提交的其他文件。

(3) Any other documents to be submitted as required by the State Administration for Industry and Commerce.

公司变更登记事项涉及修改公司章程的，应当提交由公司法定代表人签署的修改后的公司章程或者公司章程修正案。

Where a change of company registration matter(s) involves amendment of the company's articles of association, the amended articles of association or the amendments to the company's articles of association signed by the company's legal representative shall be submitted.

变更登记事项依照法律、行政法规或者国务院决定规定在登记前须经批准的，还应当由公司登记机关提交有关批准文件。

Where the laws and administrative regulations or the decisions of the State Council stipulate that a change of company registration matter(s) is subject to approval prior to registration, the relevant approval document shall also be submitted to the company registration authorities.

第二十八条

Article 28

公司变更名称的，应当自变更决议或者决定作出之日起30日内申请变更登记。

For change of company name, an application for change registration shall be submitted within 30 days from the date of the resolution or decision on the change.

第二十九条

Article 29

公司变更住所的，应当在迁入新住所前申请变更登记，并提交新住所使用证明。

For change of company address, an application for change registration shall be made prior to moving into the new address, and the proof of use of the new address shall be submitted.

公司变更住所跨公司登记机关辖区的，应当在迁入新住所前向迁入地公司登记机关申请变更登记；迁入地公司登记机关受理的，由原公司登记机关将公司登记档案移送迁入地公司登记机关。

Where the new address is outside the jurisdiction of the company registration authorities, the application for change registration shall be submitted to the company registration authorities at the location of the new address prior to moving into the new address; where the company registration authorities at the location of the new address accept the application, the original company registration authorities shall forward the company registration files to the company registration authorities at the location of the new address.

第三十条

Article 30

<p>公司变更法定代表人的，应当自变更决议或者决定作出之日起30日内申请变更登记。</p> <p>第三十一条</p>	<p>For change of legal representative of a company, an application for change registration shall be submitted within 30 days from the date of the resolution or decision on the change.</p> <p>Article 31</p>
<p>公司增加注册资本的，应当自变更决议或者决定作出之日起30日内申请变更登记。</p>	<p>For increase in registered capital of a company, an application for change registration shall be submitted within 30 days from the date of the resolution or decision on the change.</p>
<p>公司减少注册资本的，应当自公告之日起45日后申请变更登记，并应当提交公司在报纸上登载公司减少注册资本公告的有关证明和公司债务清偿或者债务担保情况的说明。</p> <p>第三十二条</p>	<p>For reduction of registered capital, an application for change registration shall be submitted 45 days after the date of announcement, the relevant proof of the announcement on reduction of registered capital published by the company on the newspapers and a statement on repayment of the company's debts or debt guarantee shall be submitted.</p> <p>Article 32</p>
<p>公司变更经营范围的，应当自变更决议或者决定作出之日起30日内申请变更登记；变更经营范围涉及法律、行政法规或者国务院决定规定在登记前须经批准的项目的，应当自国家有关部门批准之日起30日内申请变更登记。</p>	<p>For change of scope of business of a company, an application for change registration shall be submitted within 30 days from the date of the resolution or decision on the change; where the laws and administrative regulations or the decisions of the State Council stipulate that the scope of business is subject to approval prior to registration, the application for change registration shall be submitted within 30 days from the date of approval by the relevant State authorities.</p>
<p>公司的经营范围中属于法律、行政法规或者国务院决定规定须经批准的项目被吊销、撤销许可证或者其他批准文件，或者许可证、其他批准文件有效期届满的，应当自吊销、撤销许可证、其他批准文件或者许可证、其他批准文件有效期届满之日起30日内申请变更登记或者依照本条例第六章的规定办理注销登记。</p> <p>第三十三条</p>	<p>Where the permit or approval document of a project in the scope of business of a company for which the laws and administrative regulations or the decisions of the State Council require prior approval is cancelled or revoked, or where the permit or approval document is expired, the application for change registration shall be submitted within 30 days from cancellation or revocation or from expiry of the validity period of the permit or approval document, or shall be undergoing deregistration formalities pursuant to the provisions of Chapter 6 of these Regulations.</p> <p>Article 33</p>
<p>公司变更类型的，应当按照拟变更的公司类型的设立条件，在规定的期限内向公司登记机关申请变更登记，并提交有关文件。</p> <p>第三十四条</p>	<p>For change of company type, an application for change registration shall be submitted to the company registration authorities within the stipulated period pursuant to the establishment criteria for the new company type, and the relevant documents shall be submitted.</p> <p>Article 34</p>
<p>有限责任公司变更股东的，应当自变更之日起30日内申请变更登记，并应当提交新股东的主体资格证明或者自然人身份证明。</p>	<p>For change of shareholders of a limited liability company, an application for change registration shall be submitted within 30 days from the date of change, and the proof of entity status or natural person identity document of the new shareholder(s) shall be submitted.</p>
<p>有限责任公司的自然人股东死亡后，其合法继承人继承股东资格的，公司应当依照前款规定申请变更登记。</p>	<p>Upon the demise of a natural person shareholder of a limited liability company, where his/her legitimate successor inherits the shareholder qualification, the company shall apply for change registration pursuant to the provisions of the preceding paragraph.</p>
<p>有限责任公司的股东或者股份有限公司的发起人改变姓名或者名称的，应当自改变姓名或者名称之日起30日内申请变更登记。</p> <p>第三十五条</p>	<p>For change of name of a shareholder of a limited liability company or a promoter of a company limited by shares, an application for change registration shall be submitted within 30 days from change of name.</p> <p>Article 35</p>
<p>公司登记事项变更涉及分公司登记事项变更的，应当自公司变更登记之日起30日内申请分公司变更登记。</p> <p>第三十六条</p>	<p>Where a change of company registration matter involves a change of branch registration matter, an application for change of branch registration shall be submitted within 30 days from the date of change of company registration.</p> <p>Article 36</p>
<p>公司章程修改未涉及登记事项的，公司应当将修改后的公司章程或者公司章程修正案送原公司登记机关备案。</p> <p>第三十七条</p>	<p>Where the amendments to a company's articles of association do not involve a company registration matter, the company shall file the amended articles of association or the amendments to the articles of association with the original company registration authorities for record.</p> <p>Article 37</p>

<p>公司董事、监事、经理发生变动的，应当向原公司登记机关备案。</p> <p>第三十八条</p>	<p>For change of director, supervisor or manager of a company, records shall be filed with the original company registration authorities.</p> <p>Article 38</p>
<p>因合并、分立而存续的公司，其登记事项发生变化的，应当申请变更登记；因合并、分立而解散的公司，应当申请注销登记；因合并、分立而新设立的公司，应当申请设立登记。</p>	<p>For change of a company registration matter of a company which underwent merger or division, an application for change registration shall be submitted; for dissolution of a company which underwent merger or division, an application for deregistration shall be submitted; for establishment of a new company following merger or division, an application for establishment registration shall be submitted.</p>
<p>公司合并、分立的，应当自公告之日起45日后申请登记，提交合并协议和合并、分立决议或者决定以及公司在报纸上登载公司合并、分立公告的有关证明和债务清偿或者债务担保情况的说明。法律、行政法规或者国务院规定公司合并、分立必须报经批准的，还应当提交有关批准文件。</p> <p>第三十九条</p>	<p>For merger or division, the application for registration shall be submitted 45 days after the date of announcement, and the merger agreement and the resolution or the decision on merger or division and proof of the announcement on merger or division published by the company on the newspapers and a statement on debt repayment or debt guarantee shall be submitted. Where the laws and administrative regulations or the decisions of the State Council stipulate that merger or division of a company is subject to approval, the relevant approval document shall also be submitted.</p> <p>Article 39</p>
<p>变更登记事项涉及《企业法人营业执照》载明事项的，公司登记机关应当换发营业执照。</p> <p>第四十条</p>	<p>Where the change of a registration matter involves a matter set out in the Enterprise Legal Person Business Licence, the company registration authorities shall reissue a business licence.</p> <p>Article 40</p>
<p>公司依照《公司法》第二十二条规定向公司登记机关申请撤销变更登记的，应当提交下列文件：</p> <p>(一) 公司法定代表人签署的申请书；</p> <p>(二) 人民法院的裁判文书。</p>	<p>The following documents shall be submitted to the company registration authorities for an application for revocation of change registration pursuant to Article 22 of the Company Law:</p> <p>(1) An application form signed by the company's legal representative; and</p> <p>(2) The judgment of the People's Court.</p>
<p>第六章 注销登记</p> <p>第四十一条</p>	<p>CHAPTER 6 — DEREGISTRATION</p> <p>Article 41</p>
<p>公司解散，依法应当清算的，清算组应当自成立之日起10日内将清算组成员、清算组负责人名单向公司登记机关备案。</p> <p>第四十二条</p>	<p>In the event of dissolution and liquidation of a company pursuant to the law, the liquidation team shall file the name list of members and the person-in-charge of the liquidation team with the company registration authorities within 10 days from establishment of the liquidation team for record.</p> <p>Article 42</p>
<p>有下列情形之一的，公司清算组应当自公司清算结束之日起30日内向原公司登记机关申请注销登记：</p> <p>(一) 公司被依法宣告破产；</p> <p>(二) 公司章程规定的营业期限届满或者公司章程规定的其他解散事由出现，但公司通过修改公司章程而存续的除外；</p> <p>(三) 股东会、股东大会决议解散或者一人有限责任公司的股东、外商投资的公司董事会决议解散；</p> <p>(四) 依法被吊销营业执照、责令关闭或者被撤销；</p> <p>(五) 人民法院依法予以解散；</p> <p>(六) 法律、行政法规规定的其他解散情形。</p> <p>第四十三条</p>	<p>Under any of the following circumstances, the company's liquidation team shall apply to the original company registration authorities for deregistration within 30 days from completion of the company's liquidation:</p> <p>(1) The company is declared bankrupt pursuant to the law;</p> <p>(2) The business term stipulated in the company's articles of association has expired, or any other dissolution event stipulated in the company's articles of association occurs, except where the company continues to exist through making amendments to its articles of association;</p> <p>(3) A shareholders' meeting or a shareholders' general meeting has passed a resolution on dissolution, or the shareholder of a one-person limited liability company or the board of directors of a foreign-funded company has passed a resolution on dissolution;</p> <p>(4) The business licence of the company is cancelled pursuant to the law, or the company is ordered to be closed down or revoked;</p> <p>(5) The company is dissolved by a People's Court pursuant to the law; and</p> <p>(6) Any other dissolution circumstance stipulated by the laws and administrative regulations.</p> <p>Article 43</p>

<p>公司申请注销登记，应当提交下列文件：</p>	<p>The following documents shall be submitted for an application for deregistration:</p>
<p>(一) 公司清算组负责人签署的注销登记申请书；</p>	<p>(1) An application form for deregistration signed by the person-in-charge of the company's liquidation team;</p>
<p>(二) 人民法院的破产裁定、解散裁判文书，公司依照《公司法》作出的决议或者决定，行政机关责令关闭或者公司被撤销的文件；</p>	<p>(2) The ruling on bankruptcy or dissolution issued by a People's Court, the resolution or decision of the company made pursuant to the Company Law, or the document issued by the administrative authorities for closure or revocation of the company;</p>
<p>(三) 股东会、股东大会、一人有限责任公司的股东、外商投资的公司董事会或者人民法院、公司批准机关备案、确认的清算报告；</p>	<p>(3) The liquidation report filed and confirmed by a shareholders' meeting or a shareholders' general meeting, the shareholder of a one-person limited liability company, the board of directors of a foreign-funded company or a People's Court, or the company approval authorities;</p>
<p>(四) 《企业法人营业执照》；</p>	<p>(4) The Enterprise Legal Person Business Licence; and</p>
<p>(五) 法律、行政法规规定应当提交的其他文件。</p>	<p>(5) Any other document to be submitted as stipulated by the laws and administrative regulations.</p>
<p>国有独资公司申请注销登记，还应当提交国有资产监督管理机构的决定，其中，国务院确定的重要的国有独资公司，还应当提交本级人民政府的批准文件。</p>	<p>Wholly State-owned companies applying for deregistration shall also submit the decision of the State-owned assets supervision and administration authorities, among which, those determined by the State Council to be important wholly State-owned companies shall also submit the approval document(s) issued by the counterpart level People's Government.</p>
<p>有分公司的公司申请注销登记，还应当提交分公司的注销登记证明。</p>	<p>A company with branches applying for deregistration shall also submit the proof of deregistration of the branches.</p>
<p>第四十四条</p>	<p>Article 44</p>
<p>经公司登记机关注销登记，公司终止。</p>	<p>A company shall be terminated upon deregistration by the company registration authorities.</p>
<p>第七章 分公司的登记 第四十五条</p>	<p>CHAPTER 7 — REGISTRATION OF BRANCHES Article 45</p>
<p>分公司是指公司在其住所以外设立的从事经营活动的机构。分公司不具有企业法人资格。</p>	<p>Branches shall mean organisations set up by a company outside its address to engage in business activities. Branches do not have enterprise legal person status.</p>
<p>第四十六条</p>	<p>Article 46</p>
<p>分公司的登记事项包括：名称、营业场所、负责人、经营范围。</p>	<p>Branch registration matters shall include: name, business premises, person-in-charge, and scope of business.</p>
<p>分公司的名称应当符合国家有关规定。</p>	<p>The name of a branch shall comply with the relevant provisions of the State.</p>
<p>分公司的经营范围不得超出公司的经营范围。</p>	<p>The scope of business of a branch shall not exceed the company's scope of business.</p>
<p>第四十七条</p>	<p>Article 47</p>
<p>公司设立分公司的，应当自决定作出之日起30日内向分公司所在地的公司登记机关申请登记；法律、行政法规或者国务院决定规定必须报经有关部门批准的，应当自批准之日起30日内向公司登记机关申请登记。</p>	<p>For establishment of a branch, the company shall apply for registration with the company registration authorities at the location of the branch within 30 days from the date of the decision; where the laws and administrative regulations or the decisions of the State Council stipulate that establishment of the branch is subject to approval by the relevant authorities, the application for registration shall be submitted to the company registration authorities within 30 days from the date of approval.</p>
<p>设立分公司，应当向公司登记机关提交下列文件：</p>	<p>The following documents shall be submitted to the company registration authorities for establishment of a branch:</p>
<p>(一) 公司法定代表人签署的设立分公司的登记申请书；</p>	<p>(1) An application form for establishment of a branch signed by the company's legal representative;</p>
<p>(二) 公司章程以及加盖公司印章的《企业法人营业执照》复印件；</p>	<p>(2) The company's articles of association and photocopy of the Enterprise Legal Person Business Licence affixed with the company seal;</p>

(三) 营业场所使用证明;	(3) Proof of use of business premises;
(四) 分公司负责人任职文件和身份证明;	(4) Appointment document and identity document of the person-in-charge of the branch; and
(五) 国家工商行政管理总局规定要求提交的其他文件。	(5) Any other document to be submitted as required by the State Administration for Industry and Commerce.
法律、行政法规或者国务院决定规定设立分公司必须报经批准,或者分公司经营范围中属于法律、行政法规或者国务院决定规定在登记前须经批准的项目的,还应当提交有关批准文件。	Where the laws and administrative regulations or the decisions of the State Council stipulate that establishment of branch is subject to approval, or where the scope of business of the branch falls under the scope of projects which require approval prior to registration pursuant to the laws and administrative regulations or the decisions of the State Council, the relevant approval document(s) shall also be submitted.
分公司的公司登记机关准予登记的,发给《营业执照》。公司应当自分公司登记之日起30日内,持分公司的《营业执照》到公司登记机关办理备案。	Where the company registration authorities of the branch approve the registration, a business licence shall be issued. The company shall present the branch's business licence to file record with the company registration authorities within 30 days from registration of the branch.
第四十八条	Article 48
分公司变更登记事项的,应当向公司登记机关申请变更登记。	Branch which changes its registration matter(s) shall submit an application for change registration to the company registration authorities.
申请变更登记,应当提交公司法定代表人签署的变更登记申请书。变更名称、经营范围的,应当提交加盖公司印章的《企业法人营业执照》复印件,分公司经营范围中属于法律、行政法规或者国务院决定规定在登记前须经批准的项目,还应当提交有关批准文件。变更营业场所的,应当提交新的营业场所使用证明。变更负责人的,应当提交公司的任免文件及其身份证明。	An application for change registration signed by the company's legal representative shall be submitted. For change of name or scope of business, a photocopy of the Enterprise Legal Person Business Licence affixed with the company seal shall be submitted; where the branch's scope of business falls under the scope of projects which require approval prior to registration pursuant to the laws and administrative regulations or the decisions of the State Council, the relevant approval document(s) shall also be submitted. For change of business premises, the proof of use of the new business premises shall be submitted. For change of person-in-charge, the appointment or removal document and his/her identity document shall be submitted.
公司登记机关准予变更登记的,换发《营业执照》。	Where the company registration authorities approve the change registration, a new business licence shall be issued.
第四十九条	Article 49
分公司被公司撤销、依法责令关闭、吊销营业执照的,公司应当自决定作出之日起30日内向该分公司的公司登记机关申请注销登记。申请注销登记应当提交公司法定代表人签署的注销登记申请书和分公司的《营业执照》。公司登记机关准予注销登记后,应当收缴分公司的《营业执照》。	Where a branch is revoked by the company, or where a branch is ordered to be closed down pursuant to the law or the business licence of a branch is cancelled, the company shall apply to the company registration authorities of the branch for deregistration within 30 days from the date of the decision. An application form for deregistration signed by the company's legal representative and the branch's business licence shall be submitted. Where the company registration authorities approve the deregistration, the branch's business licence shall be surrendered.
第八章 登记程序 第五十条	CHAPTER 8 — REGISTRATION PROCEDURES Article 50
申请公司、分公司登记,申请人可以到公司登记机关提交申请,也可以通过信函、电报、电传、传真、电子数据交换和电子邮件等方式提出申请。	For company registration and branch registration, the applicant may submit the application to the company registration authorities on-site, or by way of correspondence, telegraph, telex, facsimile, electronic data exchange and email etc.
通过电报、电传、传真、电子数据交换和电子邮件等方式提出申请的,应当提供申请人的联系方式以及通讯地址。	Where the application is submitted by way of telegraph, telex, facsimile, electronic data exchange and email etc, the contact details and correspondence address of the applicant shall be provided.
第五十一条	Article 51
公司登记机关应当根据下列情况分别作出是否受理的决定:	The company registration authorities shall decide on acceptance or non-acceptance of an application in accordance with the following circumstances:
(一) 申请文件、材料齐全,符	

合法定形式的，或者申请人按照公司登记机关的要求提交全部补正申请文件、材料的，应当决定予以受理。

(二) 申请文件、材料齐全，符合法定形式，但公司登记机关认为申请文件、材料需要核实的，应当决定予以受理，同时书面告知申请人需要核实的事项、理由以及时间。

(三) 申请文件、材料存在可以当场更正的错误的，应当允许申请人当场予以更正，由申请人在更正处签名或者盖章，注明更正日期；经确认申请文件、材料齐全，符合法定形式的，应当决定予以受理。

(四) 申请文件、材料不齐全或者不符合法定形式的，应当当场或者在5日内一次告知申请人需要补正的全部内容；当场告知时，应当将申请文件、材料退回申请人；属于5日内告知的，应当收取申请文件、材料并出具收到申请文件、材料的凭据，逾期不告知的，自收到申请文件、材料之日起即为受理。

(五) 不属于公司登记范畴或者不属于本机关登记管辖范围的事项，应当即时决定不予受理，并告知申请人向有关行政机关申请。

公司登记机关对通过信函、电报、电传、传真、电子数据交换和电子邮件等方式提出申请的，应当自收到申请文件、材料之日起5日内作出是否受理的决定。

第五十二条

除依照本条例第五十三条第一款第(一)项作出准予登记决定的外，公司登记机关决定予以受理的，应当出具《受理通知书》；决定不予受理的，应当出具《不予受理通知书》，说明不予受理的理由，并告知申请人享有依法申请行政复议或者提起行政诉讼的权利。

第五十三条

公司登记机关对决定予以受理的登记申请，应当分别情况在规定的期限内作出是否准予登记的决定：

(一) 对申请人到公司登记机关提出的申请予以受理的，应当当场作出准予登记的决定。

(二) 对申请人通过信函方式提交的申请予以受理的，应当自受理之日起15日内作出准予登记的决定。

(三) 通过电报、电传、传真、电子数据交换和电子邮件等方式提出申请的，申请人应当自收到《受

(1) Where the application documents and materials are complete and comply with the statutory format, or the applicant has supplemented or corrected the application documents and materials as required by the company registration authorities, the company registration authorities shall decide to accept the application.

(2) Where the application documents and materials are complete and comply with the statutory format, but the company registration authorities deem that the application documents and materials require verification, the company registration authorities shall decide to accept the application, and notify the applicant in writing simultaneously of the matter(s) which require(s) verification, the reason(s) and time frame.

(3) Where the application documents and materials contain an error which can be corrected on the spot, the applicant shall be allowed to make correction on the spot, and the applicant shall sign or affix seal next to the correction and state the date of correction; where the application documents and materials are found to be complete and comply with the statutory format, the application shall be accepted.

(4) Where the application documents and materials are incomplete or do not comply with the statutory format, the applicant shall be notified of all the requisite supplementation and correction in a one-off manner on the spot or within five days; where the applicant is notified on the spot, the application documents and materials shall be returned to the applicant; where the applicant is notified within five days, the application documents and materials shall be collected and an acknowledgement of receipt of the application documents and materials shall be issued; where the applicant is not notified within the stipulated period, the application shall be deemed accepted on the date of receipt of the application documents and materials.

(5) Where the application does not fall under the category of company registration or does not fall under the authorities' jurisdiction for registration, the registration authorities shall forthwith decide not to accept the registration and notify the applicant to submit an application to the relevant administrative authorities.

For applications submitted by way of correspondence, telegraph, telex, facsimile, electronic data exchange and email etc, the company registration authorities shall decide on acceptance or non-acceptance of application within five days from receipt of the application documents and materials.

Article 52

Except for approval of registration pursuant to item (1) of the first paragraph of Article 54 of these Regulations, where the company registration authorities decide to accept an application, a "Notice of Acceptance" shall be issued; where the company registration authorities decide not to accept an application, a "Notice of Non-acceptance" shall be issued, stating the reason(s) for non-acceptance, and the applicant shall be notified of its right to apply for administrative review or file an administrative lawsuit pursuant to the law.

Article 53

The company registration authorities shall decide on approval or non-approval of registration of an accepted application within the stipulated period in accordance with the respective circumstances:

(1) Where an application submitted to the company registration authorities on-site by an applicant is accepted, the company registration authorities shall approve the registration on the spot.

(2) Where an application submitted by an applicant by way of correspondence is accepted, the company registration authorities shall approve the registration within 15 days from the date of acceptance.

(3) Where an application is submitted by way of telegraph, telex, facsimile, electronic data exchange or email etc, the applicant shall submit the original copies of the application documents and materials which are consistent to the contents submitted by way of telegraph, telex, facsimile,

理通知书》之日起15日内，提交与电报、电传、传真、电子数据交换和电子邮件等内容一致并符合法定形式的申请文件、材料原件；申请人到公司登记机关提交申请文件、材料原件的，应当当场作出准予登记的决定；申请人通过信函方式提交申请文件、材料原件的，应当自受理之日起15日内作出准予登记的决定。

(四) 公司登记机关自发出《受理通知书》之日起60日内，未收到申请文件、材料原件，或者申请文件、材料原件与公司登记机关所受理的申请文件、材料不一致的，应当作出不予登记的决定。

公司登记机关需要对申请文件、材料核实的，应当自受理之日起15日内作出是否准予登记的决定。

第五十四条

公司登记机关作出准予公司名称预先核准决定的，应当出具《企业名称预先核准通知书》；作出准予公司设立登记决定的，应当出具《准予设立登记通知书》，告知申请人自决定之日起10日内，领取营业执照；作出准予公司变更登记决定的，应当出具《准予变更登记通知书》，告知申请人自决定之日起10日内，换发营业执照；作出准予公司注销登记决定的，应当出具《准予注销登记通知书》，收缴营业执照。

公司登记机关作出不予名称预先核准、不予登记决定的，应当出具《企业名称驳回通知书》、《登记驳回通知书》，说明不予核准、登记的理由，并告知申请人享有依法申请行政复议或者提起行政诉讼的权利。

第五十五条

公司登记机关应当将公司登记、备案信息通过企业信用信息公示系统向社会公示。

第五十六条

吊销《企业法人营业执照》和《营业执照》的公告由公司登记机关发布。

第九章 年度报告公示、证照和档案管理

第五十七条

公司应当于每年1月1日至6月30日，通过企业信用信息公示系统向公司登记机关报送上一年度年度报告，并向社会公示。

年度报告公示的内容以及监督检查办法由国务院制定。

第五十八条

《企业法人营业执照》、《营业执照》分为正本和副本，正本和副本具有同等法律效力。

electronic data exchange or email within 15 days from receipt of the "Notice of Acceptance"; where the applicant submits the original copies of the application documents and materials to the company registration authorities on-site, the company registration authorities shall approve the registration on the spot; where the applicant submits the original copies of the application documents and materials by way of correspondence, the company registration authorities shall approve the registration within 15 days from the date of acceptance.

(4) Where the company registration authorities do not receive the original copies of the application documents and materials within 60 days from issuance of the "Notice of Acceptance", or the original copies of application documents and materials are inconsistent with the application documents and materials accepted by the company registration authorities, the company registration authorities shall decide on non-registration on the spot.

Where the company registration authorities need to verify the application documents and materials, the company registration authorities shall decide on registration or non-registration within 15 days from the date of acceptance.

Article 54

Where the company registration authorities approve a reservation of company name, a "Notice on Approval of Reservation of Enterprise Name" shall be issued; where the company registration authorities approve an application for registration of company establishment, a "Notice on Approval of Establishment Registration" shall be issued, and the applicant shall be notified to collect its business licence within 10 days from the date of decision; where the company registration authorities approve an application for change of company registration, a "Notice of Approval of Change Registration" shall be issued, and the applicant shall be notified to obtain a new business licence within 10 days from the date of decision; where the company registration authorities approve an application for deregistration, a "Notice on Approval of Deregistration" shall be issued, and the business licence shall be taken back.

Where the company registration authorities decide on non-approval of reservation of name or non-registration, a "Notice on Rejection of Reservation of Name" or a "Notice on Rejection of Registration" shall be issued, stating the reason(s) for non-approval or non-registration, and the applicant shall be notified of its right to apply for administrative review or filing of administrative lawsuit pursuant to the law.

Article 55

The company registration authorities shall announce company registration and filing information to the public through the enterprise credit information announcement system.

Article 56

Announcement on cancellation of an Enterprise Legal Person Business Licence and a business licence shall be made by the company registration authorities.

CHAPTER 9 — ANNOUNCEMENT OF ANNUAL REPORTS, ADMINISTRATION OF LICENCES AND FILES

Article 57

Companies shall submit their annual report for the preceding year to the company registration authorities through the enterprise credit information announcement system during the period from 1 January to 30 June every year, and shall announce to the public.

The contents of announcement of annual reports and the supervision and inspection methods shall be formulated by the State Council.

Article 58

An Enterprise Legal Person Business Licence and a business licence shall comprise an original copy and a duplicate copy; the original copy and the duplicate copy shall have the same legal effect.

国家推行电子营业执照。电子营业执照与纸质营业执照具有同等法律效力。	The State implements electronic business licences. Electronic business licence and hard copy business licence shall have the same legal effect.
《企业法人营业执照》正本或者《营业执照》正本应当置于公司住所或者分公司营业场所的醒目位置。	The original copy of an Enterprise Legal Person Business Licence or the original copy of a business licence shall be displayed at a prominent location of the company's premise or the branch's business premise.
公司可以根据业务需要向公司登记机关申请核发营业执照若干副本。	A company may apply to the company registration authorities for issuance of several duplicate copies of its business licence based on business requirements.
第五十九条	Article 59
任何单位和个人不得伪造、涂改、出租、出借、转让营业执照。	No organisation or individual shall forge, alter, lease, lend or transfer a business licence.
营业执照遗失或者毁坏的，公司应当在公司登记机关指定的报刊上声明作废，申请补领。	Where a business licence is lost or mutilated, the company shall declare avoidance on the newspapers designated by the company registration authorities, and apply for a replacement.
公司登记机关依法作出变更登记、注销登记、撤销变更登记决定，公司拒不缴回或者无法缴回营业执照的，由公司登记机关公告营业执照作废。	Where the company registration authorities has decided on change registration, deregistration or revocation of change registration pursuant to the law, and the company refuses or is unable to surrender its business licence, the company registration authorities shall announce avoidance of the business licence.
第六十条	Article 60
公司登记机关对需要认定的营业执照，可以临时扣留，扣留期限不得超过10天。	The company registration authorities may temporarily retain a business licence which needs to be authenticated, and the retention period shall not exceed 10 days.
第六十一条	Article 61
借阅、抄录、携带、复制公司登记档案资料的，应当按照规定的权限和程序办理。	Inspection, copying, carrying and replication of company registration files and materials shall be handled pursuant to the stipulated powers and procedures.
任何单位和个人不得修改、涂抹、标注、损毁公司登记档案资料。	No organisation or individual shall amend, smear, mark or mutilate company registration files and materials.
第六十二条	Article 62
营业执照正本、副本样式，电子营业执照标准以及公司登记的有关重要文书格式或者表式，由国家工商行政管理总局统一制定。	The formats of the original copy and duplicate copy of a business licence, the electronic business licence standard and the formats of relevant important documents relating to company registration shall be formulated by the State Administration for Industry and Commerce on a unified basis.
第十章 法律责任	CHAPTER 10 — LEGAL LIABILITY
第六十三条	Article 63
虚报注册资本，取得公司登记的，由公司登记机关责令改正，处以虚报注册资本金额5%以上15%以下的罚款；情节严重的，撤销公司登记或者吊销营业执照。	Persons who obtain company registration through false declaration of registered capital shall be ordered by the company registration authorities to make correction, and be subject to a fine ranging from 5% to 15% of the falsely declared registered capital amount; where the case is serious, company registration shall be revoked or the business licence shall be cancelled.
第六十四条	Article 64
提交虚假材料或者采取其他欺诈手段隐瞒重要事实，取得公司登记的，由公司登记机关责令改正，处以5万元以上50万元以下的罚款；情节严重的，撤销公司登记或者吊销营业执照。	Persons who obtain company registration by submission of false materials or adoption of other fraudulent means to conceal important facts shall be ordered by the company registration authorities to make correction, and be subject to a fine ranging from RMB50,000 to RMB500,000; where the case is serious, company registration shall be revoked or the business licence shall be cancelled.
第六十五条	Article 65
公司的发起人、股东虚假出资，未交付或者未按期交付作为出资的货币或者非货币财产的，由公司登记机关责令改正，处以虚假出资金额5%以上15%以下的罚款。	Promoters or shareholders of companies guilty of false capital contribution, non-delivery of cash or non-monetary assets for capital contribution, or failure to deliver cash or non-monetary assets for capital contribution within the stipulated period, shall be ordered by the company registration authorities to make correction, and be subject to a

<p>第六十六条</p>	<p>fine ranging from 5% to 15% of the false capital contribution amount. Article 66</p>
<p>公司的发起人、股东在公司成立后，抽逃出资的，由公司登记机关责令改正，处以所抽逃出资额5%以上15%以下的罚款。</p>	<p>Promoters or shareholders of companies guilty of capital flight upon incorporation of the company shall be ordered by the company registration authorities to make correction and be subject to a fine ranging from 5% to 15% of the capital flight amount.</p>
<p>第六十七条</p>	<p>Article 67</p>
<p>公司成立后无正当理由超过6个月未开业的，或者开业后自行停业连续6个月以上的，可以由公司登记机关吊销营业执照。</p>	<p>Where a company does not commence business without a proper reason for more than six months following incorporation of the company, or suspends business operation for six months or more upon commencement of business, the company registration authorities may cancel its business licence.</p>
<p>第六十八条</p>	<p>Article 68</p>
<p>公司登记事项发生变更时，未依照本条例规定办理有关变更登记的，由公司登记机关责令限期登记；逾期不登记的，处以1万元以上10万元以下的罚款。其中，变更经营范围涉及法律、行政法规或者国务院决定规定须经批准的项目而未取得批准，擅自从事相关经营活动，情节严重的，吊销营业执照。</p>	<p>Where a company failed to complete change registration formalities pursuant to the provisions of these Regulations for change of a company registration matter, the company registration authorities shall order the company to make correction within a stipulated period; where registration formalities are not completed within the stipulated period, a fine ranging from RMB10,000 to RMB100,000 shall be imposed. Where a change in scope of business involves a project which requires prior approval pursuant to the provisions of the laws and administrative regulations or the decisions of the State Council but the company does not apply for approval but arbitrarily engage in the relevant business activities, its business licence shall be revoked where the case is serious.</p>
<p>公司未依照本条例规定办理有关备案的，由公司登记机关责令限期办理；逾期未办理的，处以3万元以下的罚款。</p>	<p>Where a company does not complete the relevant filing formalities pursuant to the provisions of these Regulations, the company registration authorities shall order the company to complete the relevant filing formalities within a stipulated period; where the filing formalities are not completed within the stipulated period, a fine of not more than RMB30,000 shall be imposed.</p>
<p>第六十九条</p>	<p>Article 69</p>
<p>公司在合并、分立、减少注册资本或者进行清算时，不按照规定通知或者公告债权人的，由公司登记机关责令改正，处以1万元以上10万元以下的罚款。</p>	<p>Where a company does not notify its creditors or make an announcement to its creditors pursuant to the provisions at the time of merger, division, reduction of registered capital or liquidation, the company registration authorities shall order the company to make correction and impose a fine ranging from RMB10,000 to RMB100,000.</p>
<p>公司在进行清算时，隐匿财产，对资产负债表或者财产清单作虚假记载或者在未清偿债务前分配公司财产的，由公司登记机关责令改正，对公司处以隐匿财产或者未清偿债务前分配公司财产金额5%以上10%以下的罚款；对直接负责的主管人员和其他直接责任人员处以1万元以上10万元以下的罚款。</p>	<p>Where a company conceals assets during liquidation, includes false entries in the balance sheet or the list of assets, or makes distribution of company assets before repayment of debts, the company registration authorities shall order the company to make correction and impose a fine ranging from 5% to 10% of the amount of concealed assets or the amount of company assets distributed before repayment of debts on the company; the directly accountable person-in-charge and other directly accountable personnel shall be subject to a fine ranging from RMB10,000 to RMB100,000.</p>
<p>公司在清算期间开展与清算无关的经营活动的，由公司登记机关予以警告，没收违法所得。</p>	<p>Where a company engages in non-liquidation related business activities during the liquidation period, the company registration authorities shall issue a warning and confiscate the illegal income.</p>
<p>第七十条</p>	<p>Article 70</p>
<p>清算组不按照规定向公司登记机关报送清算报告，或者报送清算报告隐瞒重要事实或者有重大遗漏的，由公司登记机关责令改正。</p>	<p>Where the liquidation team does not submit the liquidation report to company registration authorities pursuant to the provisions, or the liquidation report submitted conceals important facts or there is a major omission in the liquidation report, the company registration authorities shall order the liquidation team to make correction.</p>
<p>清算组成员利用职权徇私舞弊、谋取非法收入或者侵占公司财产的，由公司登记机关责令退还公司财产，没收违法所得，并可以处以违法所得1倍以上5倍以下的罚款。</p>	<p>Where a liquidation team member abuses official powers to seek personal gains or illegal income or embezzle the company's assets, the company registration authorities shall order the liquidation team member to return the company's assets, and confiscate the illegal income, and may impose a fine ranging from one to five times the amount of the illegal income.</p>
<p>第七十一条</p>	<p>Article 71</p>
<p>伪造、涂改、出租、出借、转让</p>	<p>Persons guilty of forgery, alteration, lease, lending or transfer of a</p>

<p>营业执照的，由公司登记机关处以1万元以上10万元以下的罚款；情节严重的，吊销营业执照。</p>	<p>business licence shall be subject to a fine ranging from RMB10,000 to RMB100,000 imposed by the company registration authorities; where the case is serious, the business licence shall be revoked.</p>
<p>第七十二条</p> <p>未将营业执照置于住所或者营业场所醒目位置的，由公司登记机关责令改正；拒不改正的，处以1000元以上5000元以下的罚款。</p>	<p>Article 72</p> <p>A company which does not display its business licence at a prominent location of its address or business premises shall be ordered by the company registration authorities to make correction; companies which refuse to make correction shall be subject to a fine ranging from RMB1,000 to RMB5,000.</p>
<p>第七十三条</p> <p>承担资产评估、验资或者验证的机构提供虚假材料的，由公司登记机关没收违法所得，处以违法所得1倍以上5倍以下的罚款，并可以由有关主管部门依法责令该机构停业、吊销直接责任人员的资格证书，吊销营业执照。</p>	<p>Article 73</p> <p>The company registration authorities shall confiscate the illegal income of an asset valuation or capital verification organisation which provides false materials, and shall impose a fine ranging from one to five times the amount of the illegal income, and the relevant authorities may order the said organisation to suspend business operation, revoke the qualification certificate of their directly accountable personnel, and revoke the organisation's business licence.</p>
<p>承担资产评估、验资或者验证的机构因过失提供有重大遗漏的报告的，由公司登记机关责令改正，情节较重的，处以所得收入1倍以上5倍以下的罚款，并可以由有关主管部门依法责令该机构停业、吊销直接责任人员的资格证书，吊销营业执照。</p>	<p>Where there is a major omission in the report issued by an asset valuation or capital verification organisation due to negligence of the organisation, the company registration authorities shall order the organisation to make correction; where the case is serious, a fine ranging from one to five times the amount of the income shall be imposed, and the relevant authorities may order the said organisation to suspend business operation, revoke the qualification certificate of their directly accountable personnel, and revoke the organisation's business licence.</p>
<p>第七十四条</p> <p>未依法登记为有限责任公司或者股份有限公司，而冒用有限责任公司或者股份有限公司名义的，或者未依法登记为有限责任公司或者股份有限公司的分公司，而冒用有限责任公司或者股份有限公司的分公司名义的，由公司登记机关责令改正或者予以取缔，可以并处10万元以下的罚款。</p>	<p>Article 74</p> <p>An entity which is not registered as a limited liability company or a company limited by shares pursuant to the law but makes fraudulent use of the name of a limited liability company or a company limited by shares, or an entity which is not registered as a branch of a limited liability company or a company limited by shares pursuant to the law but uses the name of a branch of a limited liability company or a company limited by shares, shall be ordered by the company registration authorities to make correction or shall be banned, and may be subject to a fine of not more than RMB100,000.</p>
<p>第七十五条</p> <p>公司登记机关对不符合规定条件的公司登记申请予以登记，或者对符合规定条件的登记申请不予登记的，对直接负责的主管人员和其他直接责任人员，依法给予行政处分。</p>	<p>Article 75</p> <p>Where the company registration authorities approve an application for company registration which does not comply with the stipulated criteria, or do not approve an application for registration which complies with the stipulated criteria, the directly accountable person-in-charge and other directly accountable personnel shall be subject to administrative punishment pursuant to the law.</p>
<p>第七十六条</p> <p>公司登记机关的上级部门强令公司登记机关对不符合规定条件的登记申请予以登记，或者对符合规定条件的登记申请不予登记的，或者对违法登记进行包庇的，对直接负责的主管人员和其他直接责任人员依法给予行政处分。</p>	<p>Article 76</p> <p>Where the higher-level authorities of the company registration authorities order the company registration authorities to approve an application for registration which does not comply with the stipulated criteria, or not to approve an application for registration which complies with the stipulated criteria, or cover up illegal registration, the directly accountable person-in-charge and other directly accountable personnel shall be subject to administrative punishment pursuant to the law.</p>
<p>第七十七条</p> <p>外国公司违反《公司法》规定，擅自在中国境内设立分支机构的，由公司登记机关责令改正或者关闭，可以并处5万元以上20万元以下的罚款。</p>	<p>Article 77</p> <p>Foreign companies which violate the provisions of the Company Law in arbitrarily setting up a branch in China shall be ordered by the company registration authorities to make correction or to close down, and may be subject to a fine ranging from RMB50,000 to RMB200,000.</p>
<p>第七十八条</p> <p>利用公司名义从事危害国家安全、社会公共利益的严重违法行为的，吊销营业执照。</p>	<p>Article 78</p> <p>Companies which undertake serious illegal acts to harm national security or public interest in the name of a company shall have their business licence revoked.</p>
<p>第七十九条</p> <p>分公司有本章规定的违法行为</p>	<p>Article 79</p> <p>The provisions of this Chapter shall apply for branches which commit</p>

的，适用本章规定。 第八十条	illegal acts stipulated in this Chapter. Article 80
违反本条例规定，构成犯罪的，依法追究刑事责任。	For violation of the provisions of these Regulations which constitute a criminal offence, criminal liability shall be pursued in accordance with the law.
第十一章 附则 第八十一条	CHAPTER 11 — SUPPLEMENTARY PROVISIONS Article 81
外商投资的公司的登记适用本条例。有关外商投资企业的法律对其登记另有规定的，适用其规定。 第八十二条	These Regulations shall apply to registration of foreign-funded companies. Where the laws on foreign investment enterprises stipulate otherwise on registration, such provisions shall apply. Article 82
法律、行政法规或者国务院决定规定设立公司必须报经批准，或者公司经营范围中属于法律、行政法规或者国务院决定规定在登记前须经批准的项目的，由国家工商行政管理总局依照法律、行政法规或者国务院决定规定编制企业登记前置行政许可目录并公布。 第八十三条	Where the laws and administrative regulations or the decisions of the State Council stipulate that establishment of a company is subject to approval, or where the scope of business of a company falls under the scope of projects which require approval prior to registration pursuant to the provisions of laws and administrative regulations or decisions of the State Council, the State Administration for Industry and Commerce shall formulate and announce the list of pre-enterprise registration administrative licences pursuant to the laws and administrative regulations or the decisions of the State Council. Article 83
本条例自1994年7月1日起施行。	These Regulations shall be effective 1 July 1994.



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