

Australia's anti-subsidy investigation against Chinese Color Steel Belt Appendix A List of Enterprise Information								
NO	English name	Chinese name	Registered address	Economic Zone/Tax and Policy	Region introduction	Type of enterprise	Shareholder	notes
1	LINGYUN STEEL STRAPPING LIMITED	莒南县巨力包装材料有限公司	Hongshan International Trade City, Chengzhen Middle Road, Junan County, Linyi City, Shandong Province	Hongshan International Trade City	Key Investment Promotion Projects of Linyi City	Limited liability company (wholly owned by a natural person)	Wang Jun	
5	LINYI QIANGSHENG TOOLS CO LTD	临沂市强盛工具股份有限公司	East End of Fengming Street, Hedong Industrial Park	Shandong Linyi Hedong Industrial Park	A provincial-level industrial park approved by the Shandong Provincial Government in 2006. The current area is mainly composed of three parts: the built-up area of Hedong Industrial Park, the north area of Linyi Economic and Technological Development Zone.	Company limited by shares (unlisted, invested or controlled by natural persons)	Meng Qingdeng, Meng Fanxin, Liu Ziqiang	
6	SHANGHAI JXMEC IMPORT & EXPORT CO.LTD.	上海捷麦克进出口有限公司	Room 18E, No. 985 Dongfang Road, China (Shanghai) Pilot Free Trade Zone	China (Shanghai) Pilot Free Trade Zone	Formally established on September 29, 2013, a regional free trade zone established by the Chinese government in Shanghai.	Limited liability company (invested or controlled by natural persons)	Zhou Qiugui, Yu Jun, Ruan Huafeng, Tang Qin	
10	HEBEI RICON WIRE MESH LTD	The corresponding Chinese name was not found	Hengshui City, Hebei Province	Hebei Anping Industrial Park	Formerly known as China (Anping) International Wire Mesh Industrial Base; A series of preferential policies such as "Interim Measures for Preferential Policies for the Construction of Anping County Industrial Park Projects", "Anping County Industrial Park Management and Service Measures", "Anping County Industrial Park Land Use Management Interim Measures" etc.			
13	BEKAERT JIANGYIN WIRE PRODUCTS	江阴贝卡尔特钢丝制品有限公司	Jiangyin City Economic Development Zone, Jiangsu Province (No. 288 Binjiang East Road, Jiangyin City)	Jiangyin Economic Development Zone, Jiangsu Province	On June 15, 2011, it was officially approved by the State Council to be upgraded to a National Hi-Tech Industrial Development Zone. After years of construction, it has initially formed an industrial system integrating advanced manufacturing industries such as special steel new materials and metal products, microelectronics integrated circuits, high-end intelligent equipment, modern biomedicine and medical services, and modern service industries such as headquarters economy and technology finance.	Limited liability company (sole proprietorship of legal person of Taiwan, Hong Kong and Marco)	BEKAERT WIRE PRODUCTS HONG KONG LIMITED	

Note:

National Economic and Technological Development Zone

National Hi-Tech Zone
National Bonded Zone;
Special Economic Area
National Export Processing Zone;
and
other national zones

Policy measures	Corporate income tax preferential policies				Transition or treatment					Remarks	
	Applicable objects and conditions		Types								
The preferential corporate income tax projects before the promulgation of the Corporate Income Tax Law entered a transitional period	1	Established before the promulgation of the Corporate Income Tax Law (March 16, 2007)				2008	2009	2010	2011	2012	
	1.1	Enjoys the original preferential income tax rate according to law	1.1.1	Enjoys 15% income tax rate	18%	20%	22%	24%	25%		
			1.1.2	Enjoys 24% income tax rate	25%						
	1.2	Regular preferential tax rates such as two exemptions and three reductions or five exemptions and five reductions	1.2.1	Has started to enjoy the discount	Continues to implement the original preferential measures						
			1.2.2	No preferential treatment because of no profit	The promotion period starts from 2008						
	2	Preferential Policies for Western Development				Continues to execute					
	3	The enterprise meets the conditions for enjoying the transitional preferential policies and the preferential policies of the Corporate Income Tax Law				May independently choose the applicable preferential policies but shall not change					
Notice of the State Administration of Taxation on Further Clarifying the Issues Concerning the Implementation of Preferential Policies during the Transition Period of Corporate Income Tax (GS Letter [2010] No. 157)	1	Recognized as a high-tech enterprise				1.1	May choose to apply the original tax rate and halve the tax, and implement transitional preferences				Choose the applicable preferential policies of the old and new Corporate Income Tax Laws
		Meets the conditions for enjoying regular preferential tax rates such as two exemptions and three reductions or five exemptions and five reductions, and is within the half period				1.2	May choose to apply the 16% preferential income tax rate for high-tech enterprises				
	2	Recognized as a high-tech enterprise				2.1	May choose to halve the tax at the statutory rate of 25%				Choose the applicable preferential policies of the new Corporate Income Tax Law
		Complys with the preferential conditions for the regular halving of corporate income tax for software manufacturers and integrated circuit manufacturers				2.2	May choose to apply the 15% tax rate for high-tech enterprises				
Notice of Ministry of Finance and State Administration of Taxation on Several Issues relating to Implementation of Corporate income tax Incentive Policies (CS [2009] No. 69)	1.1	Implements the transitional preferential policy of halving corporate income tax regularly				1	Halved at the original applicable tax rate				Limited to transitional corporate income tax incentive policies
	1.2	Implements the preferential policy of periodically halving corporate income tax for the Western Development									
	2	The preferential policy of periodically halving the collection stipulated by the new Corporate Income Tax Law				2	The tax rate will be halved at the 25% tax rate stipulated in the new corporate income tax law				

国家税务总局关于实施小型微利企业普惠性所得税减免政策有关问题的公告
Announcement of the State Administration of Taxation on Issues Relating to
Implementation of Inclusive Income Tax Relief Policy for Small Low-profit Enterprises

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国家税务总局关于实施小型微利企业普惠性所得税减免政策有关问题的公告
Announcement of the State Administration of Taxation on Issues Relating to Implementation of Inclusive Income Tax Relief Policy for Small Low-profit Enterprises

国家税务总局公告2019年第2号
State Administration of Taxation Announcement [2019] No. 2

根据《中华人民共和国企业所得税法》及其实施条例、《财政部税务总局关于实施小微企业普惠性税收减免政策的通知》（财税〔2019〕13号，以下简称《通知》）等规定，现就小型微利企业普惠性所得税减免政策有关问题公告如下：

一、自2019年1月1日至2021年12月31日，对小型微利企业年应纳税所得额不超过100万元的部分，减按25%计入应纳税所得额，按20%的税率缴纳企业所得税；对年应纳税所得额超过100万元但不超过300万元的部分，减按50%计入应纳税所得额，按20%的税率缴纳企业所得税。

小型微利企业无论按查账征收方式或核定征收方式缴纳企业所得税，均可享受上述优惠政策。

二、本公告所称小型微利企业是指从事国家非限制和禁止行业，且同时符合年度应纳税所得额不超过300万元、从业人数不超过300人、资产总额不超过5000万元等三个条件的企业。三、小型微利企业所得税统一实行按季度预缴。

Pursuant to the provisions of the Enterprise Income Tax Law of the People's Republic of China and its Implementation Regulations, the Notice of the Ministry of Finance and the State Administration of Taxation on Implementation of Inclusive Tax Relief Policy for Small Low-profit Enterprises (Cai Shui [2019] No. 13, hereinafter referred to as the "Notice") etc, announcement is hereby made on issues relating to inclusive income tax relief policy for small low-profit enterprises as follows:

1. During the period from 1 January 2019 to 31 December 2021, the portion of annual taxable income amount of a small low-profit enterprise which does not exceed RMB1 million shall be computed at a reduced rate of 25% as taxable income amount, and be subject to enterprise income tax at 20% tax rate; the portion of annual taxable income amount which exceeds RMB1 million but does not exceed RMB3 million shall be computed at a reduced rate of 50% as taxable income amount, and be subject to enterprise income tax at 20% tax rate.

Regardless if a small low-profit enterprise pays enterprise

预缴企业所得税时，小型微利企业的资产总额、从业人数、年度应纳税所得额指标，暂按当年度截至本期申报所属期末的情况进行判断。其中，资产总额、从业人数指标比照《通知》第二条中“全年季度平均值”的计算公式，计算截至本期申报所属期末的季度平均值；年度应纳税所得额指标暂按截至本期申报所属期末不超过300万元的标准判断。

四、原不符合小型微利企业条件的企业，在年度中间预缴企业所得税时，按本公告第三条规定判断符合小型微利企业条件的，应按照截至本期申报所属期末累计情况计算享受小型微利企业所得税减免政策。当年度此前期间因不符合小型微利企业条件而多预缴的企业所得税税款，可在以后季度应预缴的企业所得税税款中抵减。

按月度预缴企业所得税的企业，在当年度4月、7月、10月预缴申报时，如果按照本公告第三条规定判断符合小型微利企业条件的，下一个预缴申报期起调整为按季度预缴申报，一经调整，当年度内不再变更。

五、小型微利企业在预缴和汇算清缴企业所得税时，通过填写纳税申报表相关内容，即可享受小型微利企业所得税减免政策。六、实行核定应纳税额征收的企业，根据小型微利企业所得税减免政策规定需要调减定额的，由主管税务机关按照程序调整，并及时将调整情况告知企业。七、企业预缴企业所得税时已享受小型微利企业所得税减免政策，汇算清缴企业所得税时不符合《通知》第二条规定的，应当按照规定补缴企业所得税税款。

income tax by way of levying based on accounts examination or levying based on assessment, the enterprise may enjoy the aforesaid incentives.

2. Small low-profit enterprises referred to in this Announcement shall mean enterprises engaging in non-restricted and non-prohibited businesses, which satisfy three criteria simultaneously, namely, annual taxable income amount does not exceed RMB3 million, staff headcount does not exceed 300 and total assets do not exceed RMB50 million.

3. Small low-profit enterprises shall make quarterly prepayment of income tax.

At the time of prepayment of enterprise income tax, the total assets amount, staff headcount and annual taxable income amount of the small low-profit enterprise shall temporarily be determined in accordance with the figures as at the end of the current declaration period for the current year. Therein, the quarterly average figure of the total assets amount and staff headcount as at the end of the current declaration period shall be computed with reference to the "quarterly average figure for the year" formula stipulated in Article 2 of the Notice; the annual taxable income amount shall temporarily be determined in accordance with the criteria for not exceeding RMB3 million as at the end of the current declaration period.

When an enterprise which originally does not satisfy the criteria for small low-profit enterprises makes prepayment of enterprise income tax during a year, if the enterprise is deemed to satisfy the criteria for small low-profit enterprises pursuant to the provisions of Article 3 of this Announcement, it shall compute and enjoy income tax relief policy for small low-profit enterprises in accordance with the cumulative figures as at the end of the current declaration period. Where the prepayment of enterprise income tax by the enterprise is excessive due to the enterprise not satisfying small low-profit

enterprise criteria prior to current period, the over-paid amount may be offset against enterprise income tax amount to be prepaid in future quarter(s).

Where an enterprise making monthly prepayment of enterprise income tax is deemed to satisfy small low-profit enterprise criteria pursuant to the provisions of Article 3 of this Announcement when declaring prepayment in April, July and October of the current year, the enterprise shall change to quarterly prepayments with effect from the next declaration period for prepayment, and no change in the current year shall be allowed once adjustment is made.

5. When a small low-profit enterprise makes prepayment, computation and settlement of enterprise income tax, it may enjoy income tax relief policy for small low-profit enterprises, through completing the relevant contents in the tax declaration form.

6. Where an enterprise subject to levying based on assessment of taxable income amount needs to adjust the fixed amount pursuant to the provisions on income tax relief policy for small low-profit enterprises, the tax authorities in charge shall adjust in accordance with the procedures, and promptly notify the enterprise of the adjustment.

7. Where an enterprise making prepayment of enterprise income tax has enjoyed income tax relief policy for small low-profit enterprises, if it does not comply with the provisions of Article 2 of the Notice when making computation and settlement of enterprise income tax, the enterprise shall top up enterprise income tax pursuant to the provisions.

八、《国家税务总局关于贯彻落实进一步扩大小型微利企业所得税优惠政策范围有关征管问题的公告》（国家税务总局公告2018年第40号）在2018年度企业所得税汇算清缴结束后废止。

特此公告。

8. The Announcement of the State Administration of Taxation on Tax Collection Issues Relating to Implementing Further Widening the Scope of Income Tax Incentives for Small Low-profit Enterprises (State Administration of Taxation Announcement [2018] No. 40) shall be repealed upon completion of computation and settlement of enterprise income tax for Year 2018.

国家税务总局

2019年1月18日

Announcement is hereby made.

18 January 2019



扫一扫，手机阅读更方便

中华人民共和国企业所得税法 (2018修正) Corporate Income Tax Law of the People's Republic of China (Amended in 2018)

发文机关：	全国人民代表大会常务委员会	Promulgation Authorities: Standing Committee of the National People's Congress
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<p>中华人民共和国企业所得税法 (2018修正)</p> <p>(2007年3月16日第十届全国人民代表大会第五次会议通过 根据2017年2月24日第十二届全国人民代表大会常务委员会第二十六次会议《关于修改〈中华人民共和国企业所得税法〉的决定》第一次修正 根据2018年12月29日第十三届全国人民代表大会常务委员会第七次会议《关于修改〈中华人民共和国电力法〉等四部法律的决定》第二次修正)</p>	<p>Corporate Income Tax Law of the People's Republic of China (Amended in 2018)</p> <p>(Adopted at the 5th Session of the Tenth National People's Congress on March 16, 2007, amended for the first time in accordance with the Decision on Revision of the Corporate Income Tax Law of the People's Republic of China adopted at the 26th Session of the Standing Committee of the Twelfth National People's Congress of the People's Republic of China on February 24, 2017, and amended for the second time in accordance with the Decision on Revision of Four Laws Including the Electric Power Law of the People's Republic of China adopted at the 7th Session of the Standing Committee of the Thirteenth National People's Congress on December 29, 2018)</p>
<p>第一章 总 则</p> <p>第一条</p> <p>在中华人民共和国境内，企业和其他取得收入的组织（以下统称企业）为企业所得税的纳税人，依照本法的规定缴纳企业所得税。</p> <p>个人独资企业、合伙企业不适用本法。</p> <p>第二条</p> <p>企业分为居民企业和非居民企业。</p>	<p>Chapter 1 General Provisions</p> <p>Article 1 Enterprises and other organizations that derive income from or have income accruing in the People's Republic of China (hereinafter collectively referred to as "enterprises") shall be corporate income tax payers with corporate income tax payable pursuant to the provisions of this Law.</p> <p>This Law shall not apply to enterprises wholly-owned by an individual and partnership enterprises.</p> <p>Article 2 Enterprises shall be divided into resident enterprises and non-resident enterprises.</p> <p>A resident enterprise referred to in this Law shall mean, an enterprise lawfully incorporated in China, or an enterprise</p>

本法所称居民企业，是指依法在中国境内成立，或者依照外国（地区）法律成立但实际管理机构在中国境内的企业。

本法所称非居民企业，是指依照外国（地区）法律成立且实际管理机构不在中国境内，但在中国境内设立机构、场所的，或者在中国境内未设立机构、场所，但有来源于中国境内所得的企业。

第三条

居民企业应当就其来源于中国境内、境外的所得缴纳企业所得税。

非居民企业在中国境内设立机构、场所的，应当就其所设机构、场所取得的来源于中国境内的所得，以及发生在中国境外但与其所设机构、场所有实际联系的所得，缴纳企业所得税。

非居民企业在中国境内未设立机构、场所的，或者虽设立机构、场所但取得的所得与其所设机构、场所没有实际联系的，应当就其来源于中国境内的所得缴纳企业所得税。

第四条

企业所得税的税率为25%。

非居民企业取得本法第三条第三款规定的所得，适用税率为20%。

第二章 应纳税所得额 第五条

企业每一纳税年度的收入总额，减除不征税收入、免税收入、

lawfully incorporated pursuant to the laws of a foreign country (region) but where actual management functions are conducted in China.

A non-resident enterprise referred to in this Law shall mean, an enterprise lawfully incorporated pursuant to the laws of a foreign country (region) that has an office or premises established in China with no actual management functions performed in China, or an enterprise that has income derived from or accruing in China although it does not have an office or premises in China.

Article 3 Corporate income tax shall be payable by a resident enterprise for income derived from or accruing in or outside China.

Corporate income tax shall be payable by a non-resident enterprise, for income derived from or accruing in China by its office or premises established in China, and for income derived from or accruing outside China for which the established office or premises has a de facto relationship.

Where the non-resident enterprise has no office or premises established in China or the income derived or accrued has no de facto relationship with the office or premises established, corporate income tax shall be payable by the non-resident enterprise for income derived from or accruing in China.

Article 4 The corporate income tax shall be at the rate of 25%.

The applicable tax rate for income of a non-resident enterprise under the provisions of the third paragraph of Article 3 shall be 20%.

Chapter 2 Taxable Amount of Income

Article 5 The taxable amount of income of an enterprise shall be the total income of the enterprise in each tax year less non-taxable income, tax-exempt income, various deductions and permitted amount of losses in previous years made good.

各项扣除以及允许弥补的以前年度

亏损后的余额，为应纳税所得额。

第六条

企业以货币形式和非货币形式
从各种来源取得的收入，为收入总
额。包括：

（一）销售货物收入；

（二）提供劳务收入；

（三）转让财产收入；

（四）股息、红利等权益性投
资收益；

（五）利息收入；

（六）租金收入；

（七）特许权使用费收入；

（八）接受捐赠收入；

（九）其他收入。

第七条

收入总额中的下列收入为不征
税收入：

（一）财政拨款；

（二）依法收取并纳入财政管
理的行政事业性收费、政府性基
金；

（三）国务院规定的其他不征
税收入。

第八条

企业实际发生的与取得收入有
关的、合理的支出，包括成本、费
用、税金、损失和其他支出，准予
在计算应纳税所得额时扣除。

第九条

Article 6 The total income of an enterprise comprises monetary and non-monetary forms of income received by the enterprise from various sources, which include:

(1) income from sale of goods;

(2) income from provision of labor services;

(3) income from transfer of property;

(4) gains from dividends, bonus issues or other returns on equity investment;

(5) interest income;

(6) rental income;

(7) income from royalties;

(8) income from gifts and donations; and

(9) other income.

Article 7 The following income within the total income is deemed as non-taxable income:

(1) financial allocation;

(2) administrative and institutional expenses and government funds lawfully collected and brought under financial administration;

(3) other non-taxable income stipulated by the State Council.

Article 8 Costs, expenses, taxes, losses and other reasonable expenditure incurred in relation to income received by an enterprise may be deducted when computing the taxable amount of income.

Article 9 Expenditure in the form of charitable donations and gifts

which falls within 12% of the gross annual profit by an enterprise, may be deducted when computing the taxable amount of income; the portion in excess of 12% of the gross annual profit may be carried forward for deduction when computing the taxable amount of income for the next three years.

企业发生的公益性捐赠支出，在年度利润总额12%以内的部分，准予在计算应纳税所得额时扣除；超过年度利润总额12%的部分，准予结转以后三年内在计算应纳税所得额时扣除。

第十条

Article 10 The following expenditures may not be deducted when computing the taxable amount of income:

在计算应纳税所得额时，下列支出不得扣除：

(1) dividends, bonus issues or other returns on equity investment issued to investors;

（一）向投资者支付的股息、红利等权益性投资收益款项；

(2) corporate income tax;

（二）企业所得税税款；

(3) late tax payment fine;

（三）税收滞纳金；

(4) penalties, fines and losses on confiscated property;

（四）罚金、罚款和被没收财物的损失；

(5) expenditures in the form of donations and gifts other than those stipulated in Article 9;

（五）本法第九条规定以外的捐赠支出；

(6) sponsorship expenditure;

（六）赞助支出；

(7) expenditures out of the capital reserves that have yet been audited and determined;

（七）未经核定的准备金支出；

(8) other expenses unrelated to income.

（八）与取得收入无关的其他

支出。

第十一条

Article 11 Fixed asset depreciation computed by an enterprise pursuant to provisions may be deducted when computing the taxable amount of income.

在计算应纳税所得额时，企业按照规定计算的固定资产折旧，准予扣除。

Depreciation is not deductible for the following fixed assets:

下列固定资产不得计算折旧扣除：

(1) fixed assets other than houses and buildings that have not been put into use;

（一）房屋、建筑物以外未投入使用的固定资产；

(2) fixed assets rented under an operating lease;

(3) fixed assets rented out under a financing lease;

(4) fixed assets still in use despite having been fully

(二) 以经营租赁方式租入的固定资产；	depreciated;
(三) 以融资租赁方式租出的固定资产；	(5) fixed assets unrelated to business activities;
(四) 已足额提取折旧仍继续使用的固定资产；	(6) independently valued land that is regarded as a fixed asset account entry; and
(五) 与经营活动无关的固定资产；	(7) other fixed assets for which deduction of depreciation is not allowed.
(六) 单独估价作为固定资产入账的土地；	

(七) 其他不得计算折旧扣除的固定资产。

第十二条

Article 12 Amortization of intangible asset expenses computed by an enterprise pursuant to provisions may be deducted when computing the taxable amount of income.

在计算应纳税所得额时，企业按照规定计算的无形资产摊销费用，准予扣除。

Amortization of expenses is not deductible for the following intangible assets:

下列无形资产不得计算摊销费用扣除：

(1) expenditure for intangible assets developed by the enterprise that have already been deducted during computation of the taxable amount of income;

(一) 自行开发的支出已在计算应纳税所得额时扣除的无形资产；

(2) individually created goodwill;

(二) 自创商誉；

(3) intangible assets unrelated to business activities;

(三) 与经营活动无关的无形资产；

(4) other intangible assets for which deduction of amortization expenses is not allowed.

(四) 其他不得计算摊销费用扣除的无形资产。

第十三条

Article 13 The following expenditures incurred by an enterprise as long-term prepaid expenses that are amortized pursuant to provisions may be deducted when computing the taxable amount of income:

在计算应纳税所得额时，企业发生的下列支出作为长期待摊费用，按照规定摊销的，准予扣除：

(1) expenditure for the reconstruction of fixed assets which have been fully depreciated;

(一) 已足额提取折旧的固定

(2) expenditure for the reconstruction of fixed assets under

资产的改建支出；

lease;

(二) 租入固定资产的改建支出；

(3) expenditure for the overhaul of fixed assets; and

(三) 固定资产的大修理支出；

(4) other expenditure which ought to be regarded as long-term prepaid expenses.

(四) 其他应当作为长期待摊费用的支出。

第十四条

Article 14 Asset investment costs for asset investments made by an enterprise during the period of external investment may not be deducted when computing the taxable amount of income.

企业对外投资期间，投资资产的成本在计算应纳税所得额时不得扣除。

第十五条

Article 15 Inventory costs computed by an enterprise pursuant to provisions for inventory used or sold by the enterprise may be deducted when computing the taxable amount of income.

企业使用或者销售存货，按照规定计算的存货成本，准予在计算应纳税所得额时扣除。

第十六条

Article 16 The net value of an asset transferred by an enterprise may be deducted when computing the taxable amount of income.

企业转让资产，该项资产的净值，准予在计算应纳税所得额时扣除。

第十七条

Article 17 When an enterprise consolidates computation of the corporate income tax payable, it shall not set-off an overseas business entity's losses against the profits of a business entity in China.

企业在汇总计算缴纳企业所得税时，其境外营业机构的亏损不得抵减境内营业机构的盈利。

第十八条

Article 18 Where an enterprise incurs a loss in a tax year, the enterprise is allowed to carry the loss forward to subsequent years to be set-off against income from subsequent years, provided the loss carried forward does not exceed five years.

企业纳税年度发生的亏损，准予向以后年度结转，用以后年度的所得弥补，但结转年限最长不得超过五年。

第十九条

Article 19 The taxable amount of income for income derived by or accruing to a non-resident enterprise pursuant to the provisions of the third paragraph of Article 3 shall be computed as follows:

非居民企业取得本法第三条第三款规定的所得，按照下列方法计算其应纳税所得额：

(1) the taxable amount of income for gains from dividends, bonus issues or other returns on equity investment, and income from interest, rental and royalty shall be the total amount of gains or income;

(一) 股息、红利等权益性投资收益和利息、租金、特许权使用费所得，以收入全额为应纳税所得

(2) the taxable amount of income for a transfer of property

额；	shall be the total amount of income from the transfer less the net value of the property; and
(二) 转让财产所得，以收入全额减除财产净值后的余额为应纳税所得额；	(3) the taxable amount of income for all other income shall be computed with reference to the above methods stipulated in items (1) and (2).
(三) 其他所得，参照前两项规定的方法计算应纳税所得额。	
第二十条	Article 20 The specific scopes, standards and asset tax treatment measures for incomes and deductions stipulated in this Chapter shall be formulated by the finance and taxation departments of the State Council.
本章规定的收入、扣除的具体范围、标准和资产的税务处理的具体办法，由国务院财政、税务主管部门规定。	
第二十一条	Article 21 Where an enterprise's financial and accounting methods during computation of the enterprise's taxable amount of income are inconsistent with the provisions in tax laws and administrative regulations, the provisions in laws and administrative regulations shall prevail.
在计算应纳税所得额时，企业财务、会计处理办法与税收法律、行政法规的规定不一致的，应当依照税收法律、行政法规的规定计算。	
第三章 应纳税额	Chapter 3 Tax Amount Payable
第二十二条	Article 22 The amount of tax payable by an enterprise shall be its taxable amount of income multiplied by the applicable tax rate less any tax reduction and exemption incentives stipulated in this Law.
企业的应纳税所得额乘以适用税率，减除依照本法关于税收优惠的规定减免和抵免的税额后的余额，为应纳税额。	
第二十三条	Article 23 Where an enterprise has paid income tax overseas for any of the following income derived, the income tax paid overseas may be used to set-off the amount of tax payable for the current period; the total allowable amount of tax set-off shall be limited to the total amount of tax payable over such income pursuant to the provisions of this Law; amounts in excess of the tax set-off limit for the current period may be used to set-off the amount of tax payable for subsequent periods within their tax set-off limits within the next five years:
企业取得的下列所得已在境外缴纳的所得税税额，可以从其当期应纳税额中抵免，抵免限额为该项所得依照本法规定计算的应纳税额；超过抵免限额的部分，可以在以后五个年度内，用每年度抵免限额抵免当年应抵税额后的余额进行抵补：	(1) taxable income derived by a resident enterprise outside China;
(一) 居民企业来源于中国境外的应税所得；	(2) taxable income derived from or accruing outside China by a non-resident enterprise with office or premises established in China for which the income has a de facto relationship with the offices or premises in China.
(二) 非居民企业在中国境内	

设立机构、场所，取得发生在中国境外但与该机构、场所有实际联系的应税所得。

第二十四条

居民企业从其直接或者间接控制的外国企业分得的来源于中国境外的股息、红利等权益性投资收益，外国企业在境外实际缴纳的所得税税额中属于该项所得负担的部分，可以作为该居民企业的可抵免境外所得税税额，在本法第二十三条规定的抵免限额内抵免。

第四章 税收优惠

第二十五条

国家对重点扶持和鼓励发展的产业和项目，给予企业所得税优惠。

第二十六条

企业的下列收入为免税收入：

（一）国债利息收入；

（二）符合条件的居民企业之间的股息、红利等权益性投资收益；

（三）在中国境内设立机构、场所的非居民企业从居民企业取得与该机构、场所有实际联系的股息、红利等权益性投资收益；

（四）符合条件的非营利组织的收入。

第二十七条

企业的下列所得，可以免征、减征企业所得税：

（一）从事农、林、牧、渔业项目的所得；

Article 24 Where dividends, bonus issues or other returns on equity investment gains from sources outside China are distributed to a resident enterprise by a foreign enterprise controlled directly or indirectly by the resident enterprise, the portion of overseas income tax paid by the foreign enterprise for the said gains which is part of corporate income tax may be set-off against the amount of overseas income tax payable by the resident enterprise within the tax set-off limits stipulated in Article 23.

Chapter 4 Tax Incentives

Article 25 The State grants corporate income tax incentives to key industries and projects supported and encouraged by the State.

Article 26 The following enterprise income shall be tax-exempt income:

(1) income from interest on treasury bonds;

(2) gains from dividends, bonus issues or other returns on equity investment between qualified resident enterprises;

(3) gains from dividends, bonus issues or other returns on equity investment obtained by a non-resident enterprise with an office or premises established in China, from a resident enterprise which has a de facto relationship with the offices or premises; and

(4) income of qualified non-profit organizations.

Article 27 Corporate income tax may be reduced or exempted for the following enterprise income:

(1) income from agriculture, forestry, husbandry and fishery projects;

(2) income from investment in and operation of key public infrastructure projects supported by the State;

(二) 从事国家重点扶持的公共基础设施项目投资经营的所得；

(三) 从事符合条件的环境保护、节能节水项目的所得；

(四) 符合条件的技术转让所得；

(五) 本法第三条第三款规定的所得。

第二十八条

符合条件的小型微利企业，减按20%的税率征收企业所得税。

国家需要重点扶持的高新技术企业，减按15%的税率征收企业所得税。

第二十九条

民族自治地方的自治机关对本民族自治地方的企业应缴纳的企业所得税中属于地方分享的部分，可以决定减征或者免征。自治州、自治县决定减征或者免征的，须报省、自治区、直辖市人民政府批准。

第三十条

企业的下列支出，可以在计算应纳税所得额时加计扣除：

(一) 开发新技术、新产品、新工艺发生的研究开发费用；

(二) 安置残疾人员及国家鼓励安置的其他就业人员所支付的工资。

第三十一条

创业投资企业从事国家需要重点扶持和鼓励的创业投资，可以按投资额的一定比例抵扣应纳税所得

(3) income from qualified environmental protection, energy conservation and water conservation projects;

(4) income from qualified technology transfer projects; and

(5) income stipulated under the third paragraph of Article 3.

Article 28 Corporate income tax for qualified small profit enterprises shall be at a reduced tax rate of 20%.

Corporate income tax for key advanced and new technology enterprises supported by the State shall be at a reduced tax rate of 15%.

Article 29 The autonomous agency of an ethnic autonomous region may reduce or exempt the autonomous region's share of entitlement to corporate income tax payable by enterprises of the ethnic autonomous regions. The decision of an autonomous prefecture or autonomous county to reduce or exempt corporate income tax must be submitted to the People's Government of the relevant province, autonomous region or centrally-administered municipality for approval.

Article 30 The following expenditure of an enterprise may be deducted when computing the taxable amount of income:

(1) research and development expenses for the development of new technologies, new products and new processes;

(2) wage payments for placement arrangements of disabled employee and other employees as encouraged by the State.

Article 31 Where venture capital enterprises engage in key venture capital investments supported and encouraged by the State, the taxable amount of income may be set-off against a certain percentage of the investment amount.

额。

第三十二条

企业的固定资产由于技术进步等原因，确需加速折旧的，可以缩短折旧年限或者采取加速折旧的方法。

Article 32 Where accelerated depreciation of an enterprise's fixed assets is necessary as a result of advancement in technology, the total number of years of depreciation may be reduced or an accelerated depreciation method may be adopted.

第三十三条

企业综合利用资源，生产符合国家产业政策规定的产品所取得的收入，可以在计算应纳税所得额时减计收入。

Article 33 Income from the consolidated utilization of resources and the manufacture of products which comply with State industrial policy provisions may be deducted when computing the taxable amount of income.

第三十四条

企业购置用于环境保护、节能节水、安全生产等专用设备的投资额，可以按一定比例实行税额抵免。

Article 34 Investments by an enterprise in the acquisition of special facilities for environmental protection, energy conservation, water conservation, work safety and other special facilities may be set-off against the taxable amount based on a certain percentage.

第三十五条

本法规定的税收优惠的具体办法，由国务院规定。

Article 35 Specific measures on tax incentives stipulated by this Law shall be formulated by the State Council.

第三十六条

根据国民经济和社会发展的需要，或者由于突发事件等原因对企业经营活动产生重大影响的，国务院可以制定企业所得税专项优惠政策，报全国人民代表大会常务委员会备案。

Article 36 The State Council may, pursuant to the needs of the national economy and social development or any major effect that unexpected events may have on enterprise business activity, formulate special incentive policies for corporate income tax and file records with the Standing Committee of the National People's Congress.

第五章 源泉扣缴

第三十七条

对非居民企业取得本法第三条第三款规定的所得应缴纳的所得税，实行源泉扣缴，以支付人为扣缴义务人。税款由扣缴义务人在每次支付或者到期应支付时，从支付或者到期应支付的款项中扣缴。

Chapter 5 Deduction at Source

Article 37 Income tax over non-resident enterprise income pursuant to the provisions of the third paragraph of Article 3 shall be subject to withholding at the source, where the payer shall act as the withholding agent. The tax amount for each payment made or due shall be withheld by the withholding agent from the amount paid or payable.

第三十八条

对非居民企业在中国境内取得工程作业和劳务所得应缴纳的所得

Article 38 The tax authorities may designate the payer of project fees or labor service fees as the withholding agent to withhold income tax over non-resident enterprise income derived in China from projects or the provision of labor services.

税，税务机关可以指定工程价款或者劳务费的支付人为扣缴义务人。

第三十九条

依照本法第三十七条、第三十八条规定应当扣缴的所得税，扣缴义务人未依法扣缴或者无法履行扣缴义务的，由纳税人在所得发生地缴纳。纳税人未依法缴纳的，税务机关可以从该纳税人在中国境内其他收入项目的支付人应付的款项中，追缴该纳税人的应纳税款。

第四十条

扣缴义务人每次代扣的税款，应当自代扣之日起七日内缴入国库，并向所在地的税务机关报送扣缴企业所得税报告表。

第六章 特别纳税调整
第四十一条

企业与其关联方之间的业务往来，不符合独立交易原则而减少企业或者其关联方应纳税收入或者所得额的，税务机关有权按照合理方法调整。

企业与其关联方共同开发、受让无形资产，或者共同提供、接受劳务发生的成本，在计算应纳税所得额时应当按照独立交易原则进行分摊。

第四十二条

企业可以向税务机关提出与其关联方之间业务往来的定价原则和计算方法，税务机关与企业协商、确认后，达成预约定价安排。

第四十三条

企业向税务机关报送年度企业所得税纳税申报表时，应当就其与关联方之间的业务往来，附送年度

Article 39 Where a withholding agent fails to withhold tax or perform tax withholding obligations pursuant to the provisions of Article 37 and Article 38, the taxpayer shall pay tax at the place where the income is derived. Where the taxpayer fails to pay tax pursuant to law, the tax authorities may demand payment of the tax amount payable, from a payer of the taxpayer with payable tax amounts from other taxable income items in China.

Article 40 Withholding agents shall turn over tax withheld to the Treasury within seven days from the date of withholding and file a corporate income tax withholding report with the tax authorities at their location.

Chapter 6 Special Tax Adjustment

Article 41 Where business dealings between an enterprise and its interested parties fail to comply with the independent transaction principle, and reductions are made to the taxable income or the amount of income of the enterprise or its interested parties, the tax authorities have a right to make adjustments according to a reasonable method.

Where intangible assets are jointly developed or transferred by an enterprise and its interested party, or labor services are jointly provided or received by an enterprise and its interested party, costs shall be apportioned according to the independent transaction principle when computing the taxable amount of income.

Article 42 An enterprise may propose the pricing principle and computation method for business dealings between the enterprise and its interested parties to the tax authorities. Pre-determined pricing arrangements shall be concluded after negotiation and confirmation between the tax authorities and the enterprise.

Article 43 An enterprise shall attach an annual interested party business dealings report for all business dealings between the enterprise and its interested parties when filing annual corporate income tax returns.

Where the tax authorities conduct investigations into interested party business dealings, the enterprise and its

关联业务往来报告表。

税务机关在进行关联业务调查时，企业及其关联方，以及与关联业务调查有关的其他企业，应当按照规定提供相关资料。

第四十四条

企业不提供与其关联方之间业务往来资料，或者提供虚假、不完整资料，未能真实反映其关联业务往来情况的，税务机关有权依法核定其应纳税所得额。

第四十五条

由居民企业，或者由居民企业和中国居民控制的设立在实际税负明显低于本法第四条第一款规定税率水平的国家（地区）的企业，并非由于合理的经营需要而对利润不作分配或者减少分配的，上述利润中应归属于该居民企业的部分，应当计入该居民企业的当期收入。

第四十六条

企业从其关联方接受的债权性投资与权益性投资的比例超过规定标准而发生的利息支出，不得在计算应纳税所得额时扣除。

第四十七条

企业实施其他不具有合理商业目的的安排而减少其应纳税收入或者所得额的，税务机关有权按照合理方法调整。

第四十八条

税务机关依照本章规定作出纳税调整，需要补征税款的，应当补征税款，并按照国务院规定加收利息。

第七章 征收管理

第四十九条

interested parties and other enterprises related to the interested party business dealing under investigation shall provide the relevant information pursuant to the provisions.

Article 44 Where an enterprise fails to provide information on a business dealing between the enterprise and its interested parties, or provides false or incomplete information which fails to reflect the true nature of the interested party business dealing, the tax authorities have the right to determine the taxable amount of income pursuant to law.

Article 45 Where the actual tax burden of an establishment controlled by a resident enterprise or by a resident enterprise jointly with Chinese residents, is clearly lower than an enterprise in a country (region) stipulated in the first paragraph of Article 4, and any undistributed or reduced distribution of profit does not result from reasonable operational needs, the share of the said profit attributable to the resident enterprise shall be included as income of the resident enterprise for the current period.

Article 46 The interest expenditure incurred by an enterprise for the proportion of debt securities investments and equity investments made by its interested parties which exceed stipulated standards shall not be deducted when computing the taxable amount of income.

Article 47 Where the taxable income or amount of income of an enterprise is reduced as a result of arrangements with no reasonable commercial objectives implemented by the enterprise, the tax authorities have a right to make adjustments according to a reasonable method.

Article 48 Where the tax authorities have made tax adjustments pursuant to the provisions of this chapter and the taxpayer is required to make up outstanding tax payments, the additional tax amount shall be levied and collected with interest pursuant to the provisions of the State Council.

Chapter 7 Administration of Levying and Collection

Article 49 The administration of levying and collection of corporate income tax shall comply with the provisions of this Law and the provisions of the Law of the People's Republic of China on

<p>企业所得税的征收管理除本法规定外，依照《中华人民共和国税收征收管理法》的规定执行。</p> <p>第五十条</p> <p>除税收法律、行政法规另有规定外，居民企业以企业登记注册地为纳税地点；但登记注册地在境外的，以实际管理机构所在地为纳税地点。</p> <p>居民企业在中国境内设立不具有法人资格的营业机构的，应当汇总计算并缴纳企业所得税。</p> <p>第五十一条</p> <p>非居民企业取得本法第三条第二款规定的所得，以机构、场所所在地为纳税地点。非居民企业在中国境内设立两个或者两个以上机构、场所，符合国务院税务主管部门规定条件的，可以选择由其主要机构、场所汇总缴纳企业所得税。</p> <p>非居民企业取得本法第三条第三款规定的所得，以扣缴义务人所在地为纳税地点。</p> <p>第五十二条</p> <p>除国务院另有规定外，企业之间不得合并缴纳企业所得税。</p> <p>第五十三条</p> <p>企业所得税按纳税年度计算。纳税年度自公历1月1日起至12月31日止。</p> <p>企业在一个纳税年度中间开业，或者终止经营活动，使该纳税年度的实际经营期不足十二个月的，应当以其实际经营期为一个纳税年度。</p>	<p>Administration of Tax Levying and Collection.</p> <p>Article 50 Unless tax laws and administrative regulations provide otherwise, the place of incorporation shall be the location for tax payment by a resident enterprise; and the place of the actual management office shall be the location for tax payment by enterprises incorporated overseas.</p> <p>Where a resident enterprise has established a non-legal-person business entity in China, corporate income tax shall be computed and paid in a consolidated basis.</p> <p>Article 51 Where a non-resident enterprise derives income pursuant to the second paragraph of Article 3, the office or premises of the entity shall be the location for tax payment. Where a non-resident enterprise has established two or more offices or premises in China and meets the conditions prescribed by the taxation department of the State Council, the non-resident enterprise may arrange for its main office or premises to pay tax in a consolidated basis.</p> <p>Where a non-resident enterprise derives income pursuant to the third paragraph of Article 3, the location of the withholding agent shall be the venue for tax payment.</p> <p>Article 52 Unless the State Council stipulates otherwise, enterprises shall not make combined payments of corporate income tax.</p> <p>Article 53 Corporate income tax shall be computed based on a tax year. A tax year commences in 1 January and ends in 31 December of a calendar year.</p> <p>Where an enterprise commences operations or terminates business activities during a tax year and the actual period of business operations within the tax year is less than 12 months, the actual period of business operations shall be deemed as a tax year.</p> <p>When an enterprise undergoes liquidation pursuant to law, the period of liquidation shall be deemed as a tax year.</p>
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<p>企业依法清算时，应当以清算期间作为一个纳税年度。</p>	
<p>第五十四条</p>	<p>Article 54 Corporate income tax shall be prepaid on a monthly or quarterly basis.</p>
<p>企业所得税分月或者分季预缴。</p>	<p>Enterprises shall file corporate income tax returns with the tax authorities and prepay tax within 15 days after each month or quarter ends.</p>
<p>企业应当自月份或者季度终了之日起十五日内，向税务机关报送预缴企业所得税纳税申报表，预缴税款。</p>	<p>Enterprises shall file annual corporate income tax returns with the tax authorities within five months after each year ends, compute the tax payment and settle tax payments and refunds.</p>
<p>企业应当自年度终了之日起五个月内，向税务机关报送年度企业所得税纳税申报表，并汇算清缴，结清应缴应退税款。</p>	<p>Enterprises shall attach the financial accounting report and other relevant materials pursuant to the provisions when filing corporate income tax returns.</p>
<p>企业在报送企业所得税纳税申报表时，应当按照规定附送财务会计报告和其他有关资料。</p>	
<p>第五十五条</p>	<p>Article 55 Where business activity is terminated by an enterprise during the year, it shall compute and settle corporate income tax for the current period with the tax authorities within 60 days after the date of termination of operations.</p>
<p>企业在年度中间终止经营活动的，应当自实际经营终止之日起六十日内，向税务机关办理当期企业所得税汇算清缴。</p>	<p>The enterprise shall compute the income, file tax returns with the tax authorities and pay corporate income tax before completing de-registration formalities.</p>
<p>企业应当在办理注销登记前，就其清算所得向税务机关申报并依法缴纳企业所得税。</p>	
<p>第五十六条</p>	<p>Article 56 Corporate income tax paid pursuant to this Law shall be computed in Renminbi. Where the computation is made in a currency other than Renminbi, a Renminbi conversion shall be made for tax payment purposes.</p>
<p>依照本法缴纳的企业所得税，以人民币计算。所得以人民币以外的货币计算的，应当折合成人民币计算并缴纳税款。</p>	
<p>第八章 附 则 第五十七条</p>	<p>Chapter 8 Supplementary Provisions Article 57 Enterprises approved and incorporated prior to the promulgation of this Law and subject to low tax rates pursuant to tax laws and administrative regulations may implement a progressive transition to the tax rates stipulated in this Law within five years from the implementation of this Law pursuant to the provisions of the State Council; enterprises entitled to tax reductions and exemptions for a fixed period may, upon implementation of this Law, continue to enjoy the entitlements until the fixed period expires; but the preferential treatment period shall commence from the year of implementation of this Law for enterprises which have yet to make a profit to enjoy the entitlement.</p>
<p>本法公布前已经批准设立的企业，依照当时的税收法律、行政法规规定，享受低税率优惠的，按照国务院规定，可以在本法施行后五年内，逐步过渡到本法规定的税</p>	

率；享受定期减免税优惠的，按照国务院规定，可以在本法施行后继续享受到期满为止，但因未获利而尚未享受优惠的，优惠期限从本法施行年度起计算。

法律设置的发展对外经济合作和技术交流的特定地区内，以及国务院已规定执行上述地区特殊政策的地区内新设立的国家需要重点扶持的高新技术企业，可以享受过渡性税收优惠，具体办法由国务院规定。

国家已确定的其他鼓励类企业，可以按照国务院规定享受减免税优惠。

第五十八条

中华人民共和国政府同外国政府订立的有关税收的协定与本法有不同规定的，依照协定的规定办理。

第五十九条

国务院根据本法制定实施条例。

第六十条

本法自2008年1月1日起施行。1991年4月9日第七届全国人民代表大会第四次会议通过的《中华人民共和国外商投资企业和外国企业所得税法》和1993年12月13日国务院发布的《中华人民共和国企业所得税暂行条例》同时废止。

Advanced and new technology enterprises in statutory designated areas for foreign economic cooperation and technological exchange, and advanced and new technology enterprises in areas where special regional policies of the State Council are implemented, may be entitled to transitional tax incentives; the specific measures shall be stipulated by the State Council.

Other encouraged enterprises determined by the State shall be entitled to tax reduction and exemption incentives pursuant to the provisions of the State Council.

Article 58 Where any tax treaty concluded between the Government of the People's Republic of China and a foreign government contains provisions which differ from the provisions of this Law, the provisions of the relevant tax treaty shall prevail.

Article 59 The State Council shall formulate the implementation regulations pursuant to this Law.

Article 60 This Law shall be effective January 1, 2008, repealing simultaneously the Corporate income tax Law of the People's Republic of China for Foreign Investment Enterprises and Foreign Enterprises adopted by the 4th Session of the Seventh National People's Congress on April 9, 1991 and the Provisional Regulations of the People's Republic of China on Corporate income tax promulgated by the State Council on December 13, 1993.



扫一扫，手机阅读更方便

The Annual Enterprise Income Tax Declaration Returns(Category A) Of People's Republic of China

Line NO.	Category	Items	Amount
1	Profit before tax	1.Business income (fill in A101010\101020\103000)	
2		Less : Operating expenses (fill in A102010\102020\103000)	
3		Less:Sales tax	
4		Less:Selling expense (fill in A104000)	
5		Less:G&A expense (fill in A104000)	
6		Less:Finance expense (fill in A104000)	
7		Less:Impairment loss of assets	
8		Add:The profits and losses on the changes in fair value	
9		Add:Investment Income	
10		2.Profit from operation (1-2-3-4-5-6-7+8+9)	
11		Add:Non-operating income (fill in A101010\101020\103000)	
12		Less:Non-operating expense (fill in A102010\102020\103000)	
13		3.Profit before tax (10+11-12)	
14	Taxable income calculation	Less:Foreign income (fill in A108010)	
15		Add:Additional for tax adjustment (fill in A105000)	
16		Less:Deduction for tax adjustment (fill in A105000)	
17		Less:Tax-exempt Income&Less Accured Income&Additional deduction (fill in A107010)	
18		Add:Foreign Taxable Income to Cover the Territory of Loss (fill in A108000)	
19		4.Profit after adjustment (13-14+15-16-17+18)	
20		Less:Income reduction (fill in A107020)	
21		Less:Deductible Taxable Income (fill in A106000)	
22		Less:Prior Year Loss (fill in A107030)	
23		5.Taxable Income (19-20-21-22)	
24	Income tax payable calculation	Tax rate(25%)	
25		6.Enterprise income tax payable (23×24)	
26		Less:Tax-free Tax Payable (fill in A107040)	
27		Less: Deductable Tax Payable (fill in A107050)	
28		7.Tax Payable after adjustment (25-26-27)	
29		Add: Oversea Tax Payable (fill in A108000)	
30		Less: Deductable Oversea Tax Payable (fill in A108000)	
31		8.Actual Tax Payable (28+29-30)	
32		Less: Tax Paid in current year	
33		9.Final Tax Payable (31-32)	
34		Of which:The total amount of Final Tax Payable assessed for the total organization	
35		The total amount of Final Tax Payable assessed for the financial centralized distribution	
36		The total amount of Final Tax Payable assessed for the principal production and operation departments of the main body	

中华人民共和国企业所得税年度纳税申报表 (A类)

行次	类别	项目	金额
1	利润总额计算	一、营业收入(填写A101010\101020\103000)	
2		减:营业成本(填写A102010\102020\103000)	
3		减:税金及附加	
4		减:销售费用(填写A104000)	
5		减:管理费用(填写A104000)	
6		减:财务费用(填写A104000)	
7		减:资产减值损失	
8		加:公允价值变动收益	
9		加:投资收益	
10		二、营业利润(1-2-3-4-5-6-7+8+9)	
11		加:营业外收入(填写A101010\101020\103000)	
12		减:营业外支出(填写A102010\102020\103000)	
13		三、利润总额(10+11-12)	
14	应纳税所得额计算	减:境外所得(填写A108010)	
15		加:纳税调整增加额(填写A105000)	
16		减:纳税调整减少额(填写A105000)	
17		减:免税、减计收入及加计扣除(填写A107010)	
18		加:境外应税所得抵减境内亏损(填写A108000)	
19		四、纳税调整后所得(13-14+15-16-17+18)	
20		减:所得减免(填写A107020)	
21		减:弥补以前年度亏损(填写A106000)	
22		减:抵扣应纳税所得额(填写A107030)	
23		五、应纳税所得额(19-20-21-22)	
24	应纳税额计算	税率(25%)	
25		六、应纳税所得税额(23×24)	
26		减:减免所得税额(填写A107040)	
27		减:抵免所得税额(填写A107050)	
28		七、应纳税额(25-26-27)	
29		加:境外所得应纳税所得税额(填写A108000)	
30		减:境外所得抵免所得税额(填写A108000)	
31		八、实际应纳税所得税额(28+29-30)	
32		本年累计实际已缴纳的所得税额	
33		九、本年应补(退)所得税额(31-32)	
34		其中:总机构分摊本年应补(退)所得税额(填写A109000)	
35		财政集中分配本年应补(退)所得税额(填写A109000)	
36		总机构主体生产经营部门分摊本年应补(退)所得税额(填写A109000)	

企业国有资产监督管理暂行条例 (2019修订)

Provisional Regulations on the Supervision and Administration of State-owned Assets of Enterprises (Amended in 2019)

发文机关：	国务院	Promulgation Authorities:	State Council
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时效性：	现行有效	Validity Status:	valid

企业国有资产监督管理暂行条例 Provisional Regulations on the Supervision and Administration of State-owned Assets of Enterprises

(2003年5月27日中华人民共和国国务院令
第378号公布 根据2011年1月8日《国务院关于废止和修改部分行政法规的决定》第一次修订 根据2019年3月2日《国务院关于修改部分行政法规的决定》第二次修订)

第一章 总 则 第一条

PART ONE: GENERAL PROVISIONS Article 1.

为建立适应社会主义市场经济需要的国有资产监督管理体制，进一步搞好国有企业，推动国有经济布局和结构的战略性调整，发展壮大国有经济，实现国有资产保值增值，制定本条例。

These Regulations are formulated in order to establish a system for the supervision and administration of State-owned assets that is in accord with the requirements of a socialist market economy, to further improve State-owned enterprises, to promote the strategic adjustment of the distribution and structure of the State-owned economy, to develop and expand the State-owned economy, and to realize the maintenance and increase in the value of State-owned assets.

第二条

Article 2 .

国有及国有控股企业、国有参股企业中的国有资产的监督管理，适用本条例。

These Regulations shall apply to the supervision and administration of State-owned assets of State-owned enterprises, State-controlled enterprises, and enterprises in which the State has an equity participation.

金融机构中的国有资产的监督管理，不适用本条例。

These Regulations shall not apply to the supervision and administration of State-owned assets of financial institutions.

第三条

Article 3.

本条例所称企业国有资产，是指国家对企业各种形式的投资和投资所形成的权益，以及依法认定为国家所有的其他权益。

第四条

For the purposes of these Regulations, the term "State-owned assets of enterprises" shall refer to all forms of investment by the State in enterprises, the rights and interests created by such investment, and other rights and interests that are determined as being owned by the State according to law.

Article 4.

企业国有资产属于国家所有。国家实行由国务院和地方人民政府分别代表国家履行出资人职责，享有所有者权益，权利、义务和责任相统一，管资产和管人、管事相结合的国有资产管理体制。

第五条

State-owned assets of enterprises are owned by the State. The State shall implement a system for administration of State-owned assets wherein the State Council and the local people's governments respectively perform the duties of investors and enjoy the rights and interests of owners on behalf of the State, wherein the rights, obligations and responsibilities are unified and the administration of assets, personnel and matters are combined.

Article 5.

国务院代表国家对关系国民经济命脉和国家安全的大型国有及国有控股、国有参股企业，重要基础设施和重要自然资源等领域的国有及国有控股、国有参股企业，履行出资人职责。国务院履行出资人职责的企业，由国务院确定、公布。

The State Council shall, on behalf of the State, perform the duties of investors in large State-owned or State-controlled enterprises, or in which the State has an equity participation and that are vital to the national economy or related to national security, and in enterprises that are State-owned, State-controlled or in which the State has an equity participation that are in sectors such as major infrastructure and important natural resources, etc. The enterprises in which the State Council performs the duties of investors shall be determined and announced by the State Council.

省、自治区、直辖市人民政府和设区的市、自治州级人民政府分别代表国家对由国务院履行出资人职责以外的国有及国有控股、国有参股企业，履行出资人职责。其中，省、自治区、直辖市人民政府履行出资人职责的国有及国有控股、国有参股企业，由省、自治区、直辖市人民政府确定、公布，并报国务院国有资产监

The people's governments of provinces, autonomous regions and municipalities directly under the central government, and the people's governments at the level of municipalities divided into districts and autonomous prefectures shall respectively perform the duties of investors on behalf of the State in State-owned enterprises, State-controlled enterprises, or enterprises in which the State has an equity participation other than those in which the State Council performs the duties of investors. The people's governments of provinces, autonomous regions and municipalities directly under the central government shall determine and announce the State-owned enterprises, State-controlled enterprises and enterprises in which the State has an equity participation in which they perform the duties of

<p>督管理机构备案；其他由设区的市、自治州级人民政府履行出资人职责的国有及国有控股、国有参股企业，由设区的市、自治州级人民政府确定、公布，并报省、自治区、直辖市人民政府国有资产监督管理机构备案。</p>	<p>investors and shall report the same to the State-owned assets supervision and administration authority of the State Council for record filing. The people's governments at the level of municipalities divided into districts and autonomous prefectures shall determine and announce the State-owned enterprises, State-controlled enterprises and enterprises in which the State has an equity participation in which they perform the duties of investors and shall report the same to the State-owned assets supervision and administration authority of the people's governments of the provinces, autonomous regions and municipalities directly under the central government for record filing.</p>
<p>国务院，省、自治区、直辖市人民政府，设区的市、自治州级人民政府履行出资人职责的企业，以下统称所出资企业。</p>	<p>The enterprises in which the State Council, the people's governments of provinces, autonomous regions or municipalities directly under the central government and the people's governments at the level of municipalities divided into districts and autonomous prefectures perform the duties of investors shall hereinafter be referred to as "Funded Enterprises".</p>
<p>第六条</p>	<p>Article 6.</p>
<p>国务院，省、自治区、直辖市人民政府，设区的市、自治州级人民政府，分别设立国有资产监督管理机构。国有资产监督管理机构根据授权，依法履行出资人职责，依法对企业国有资产进行监督管理。</p>	<p>The State Council, the people's governments of provinces, autonomous regions and municipalities directly under the central government and the people's governments at the level of municipalities divided into districts and autonomous prefectures shall respectively set up State-owned assets supervision and administration authorities. State-owned assets supervision and administration authorities shall, in accordance with their authorized powers, perform the duties of investors in accordance with the law and supervise and administer the State-owned assets of enterprises in accordance with the law.</p>
<p>企业国有资产较少的设区的市、自治州，经省、自治区、直辖市人民政府批准，可以不单独设立国有资产监督管理机构。</p>	<p>Municipalities divided into districts and autonomous prefectures that have relatively few State-owned assets in enterprises may, subject to the approval of the people's government of the province, autonomous region or municipality directly under the central government, be exempted from the requirement of setting up an independent State-owned assets supervision and administration authority.</p>
<p>第七条</p>	<p>Article 7.</p>
<p>各级人民政府应当严格</p>	<p>All levels of people's governments shall rigorously implement the</p>

执行国有资产管理法律、法规，坚持政府的社会公共管理职能与国有资产出资人职能分开，坚持政企分开，实行所有权与经营权分离。

laws and regulations on the administration of State-owned assets, separate the public administration function of government from that of investors of State-owned assets, maintain the separation of government and enterprise and implement the separation of ownership and right of operation.

国有资产监督管理机构不行使政府的社会公共管理职能，政府其他机构、部门不履行企业国有资产出资人职责。

State-owned assets supervision and administration authorities shall not carry out the public administration function of government. Other government authorities and departments shall not perform the duties of investors of State-owned assets of enterprises.

第八条

Article 8.

国有资产监督管理机构应当依照本条例和其他有关法律、行政法规的规定，建立健全内部监督制度，严格执行法律、行政法规。

State-owned assets supervision and administration authorities shall establish sound systems of internal supervision in accordance with the provisions of these Regulations and other relevant laws and administrative regulations, and shall rigorously implement laws and administrative regulations.

第九条

Article 9.

发生战争、严重自然灾害或者其他重大、紧急情况时，国家可以依法统一调用、处置企业国有资产。

In the case of war, serious natural disaster or other major urgent circumstances, the State may centrally allocate or dispose of the State-owned assets of enterprises in accordance with the law.

第十条

Article 10.

所出资企业及其投资设立的企业，享有有关法律、行政法规规定的企业经营自主权。

Funded Enterprises and enterprises invested in and established by them shall enjoy the right of autonomous operation in accordance with the relevant laws and administrative regulations.

国有资产监督管理机构应当支持企业依法自主经营，除履行出资人职责以外，不得干预企业的生产经营活动。

State-owned assets supervision and administration authorities shall support autonomous operation of enterprises in accordance with the law and may not interfere in the production and operation activities of enterprises except when carrying out their duties as investor.

第十一条

Article 11.

所出资企业应当努力提高经济效益，对其经营管理的企业国有资产承担保值增值责任。

Funded Enterprises shall work hard to improve their economic efficiency and shall be responsible for maintaining and increasing the value of the State-owned assets of enterprises that they operate with and administer.

所出资企业应当接受国有资产监督管理机构依法实施的监督管理，不得损害企业国有资产所有者和其他出资人的合法权益。	Funded Enterprises shall accept supervision and administration of State-owned assets supervision and administration authorities in accordance with the law, and may not harm the lawful rights and interests of the owner of State-owned assets of enterprises or other investors.
第二章 国有资产监督管理机构	PART TWO: STATE-OWNED ASSETS SUPERVISION AND ADMINISTRATION AUTHORITIES
第十二条	Article 12.
国务院国有资产监督管理委员会是代表国务院履行出资人职责、负责监督管理企业国有资产的直属特设机构。	The State-owned assets supervision and administration authority of the State Council is a directly subordinate authority specially established to perform the duties of investors on behalf of the State Council and is responsible for the supervision and administration of State-owned assets of enterprises.
省、自治区、直辖市人民政府国有资产监督管理机构，设区的市、自治州级人民政府国有资产监督管理机构是代表本级政府履行出资人职责、负责监督管理企业国有资产的直属特设机构。	The State-owned assets supervision and administration authorities of people's governments of provinces, autonomous regions and municipalities directly under the central government and those of people's government at the level of municipalities divided into districts and autonomous level are directly subordinate authorities specially established to perform the duties of investors on behalf of the people's government at their level and are responsible for the supervision and administration of State-owned assets of enterprises.
上级政府国有资产监督管理机构依法对下级政府的国有资产监督管理工作进行指导和监督。	The State-owned assets supervision and administration authority of people's governments at higher levels shall guide and supervise work on supervision and administration of State-owned assets of people's governments at lower levels in accordance with the law.
第十三条	Article 13.
国有资产监督管理委员会的主要职责是：	The main duties of State-owned assets supervision and administration authorities shall be:
（一）依照《中华人民共和国公司法》等法律、法规，对所出资企业履行出资人职责，维护所有者权益；	(1) to perform the duties of investors and to safeguard owners' rights in accordance with laws and regulations such as the PRC, Company Law;
（二）指导推进国有及国有控股企业的改革和重组；	(2) to guide and promote reform and reorganization of State-owned and State-controlled enterprises;
	(3) to appoint supervisors to Funded Enterprises in accordance with regulations;

(三) 依照规定向所出资企业委派监事；	(4) to appoint, dismiss and assess the responsible persons of Funded Enterprises in accordance with statutory procedures, and to reward or penalize them on the basis of the results of the assessments;
(四) 依照法定程序对所出资企业的企业负责人进行任免、考核，并根据考核结果对其进行奖惩；	(5) to supervise the maintenance of and increase in the value of State-owned assets of enterprises through such methods as statistics and audits; and
(五) 通过统计、稽核等方式对企业国有资产的保值增值情况进行监管；	(6) to perform other duties of investors and to undertake other duties delegated to them by the government at the same level.
(六) 履行出资人的其他职责和承办本级政府交办的其他事项。	The State-owned assets supervision and administration authority of the State Council may, in addition to the duties specified in the preceding paragraph, formulate rules and regulations and systems for the supervision and administration of the State-owned assets of enterprises.
国务院国有资产监督管理委员会除前款规定职责外，可以制定企业国有资产监督管理的规章、制度。	

第十四条 Article 14.

国有资产监督管理机构的主要义务是：	The main obligations of State-owned assets supervision and administration authorities shall be:
(一) 推进国有资产合理流动和优化配置，推动国有经济布局和调整；	(1) to promote the rational circulation and optimal distribution of State-owned assets and to promote the adjustment of the distribution and structure of the State-owned economy;
(二) 保持和提高关系国民经济命脉和国家安全领域国有经济的控制力和竞争力，提高国有经济的整体素质；	(2) to maintain and improve the dominance and competitiveness of the State-owned economy in sectors vital to the national economy and related to national security, and to improve the overall quality of the State-owned economy;
(三) 探索有效的企业国有资产经营体制和方式，加强企业国有资产监督管理工作，促进企业国有资产保值增值，防止企业国有资产流失；	(3) to explore effective systems and methods of operating the State-owned assets of enterprises, to strengthen supervision and administration work of the State-owned assets of enterprises, to promote the maintenance of, and increase in, the value of the State-owned assets of enterprises, and to prevent the loss of the State-owned assets of enterprises;
	(4) to guide and promote the establishment of modern enterprise

（四）指导和促进国有及国有控股企业建立现代企业制度，完善法人治理结构，推进管理现代化；	systems, improvement in the legal person governance structure and promotion of modernization of management in State-owned and State-controlled enterprises;
（五）尊重、维护国有及国有控股企业经营自主权，依法维护企业合法权益，促进企业依法经营管理，增强企业竞争力；	(5) to respect and safeguard the right of autonomous operation of State-owned and State-controlled enterprises, to safeguard the lawful rights and interests of enterprises, to promote operation and management of enterprises in accordance with the law, and to strengthen the competitiveness of enterprises; and
（六）指导和协调解决国有及国有控股企业改革与发展中的困难和问题。	(6) to guide and coordinate the resolution of difficulties and problems encountered in the reform and development of State-owned and State-controlled enterprises.
第十五条	Article 15.

国有资产监督管理机构应当向本级政府报告企业国有资产监督管理工作、国有资产保值增值状况和其他重大事项。	State-owned assets supervision and administration authorities shall report to the government at the same level on their work on supervision and administration of the State-owned assets of enterprises, the maintenance of and increase in the value of State-owned assets and other major matters.
第三章 企业负责人管理	PART THREE: ADMINISTRATION OF THE RESPONSIBLE PERSONS OF ENTERPRISES
第十六条	Article 16.

国有资产监督管理机构应当建立健全适应现代企业制度要求的企业负责人的选用机制和激励约束机制。	State-owned assets supervision and administration authorities shall establish sound selection mechanisms and incentive and restraint mechanisms for responsible persons of enterprises that fulfil the requirements of modern enterprise systems.
第十七条	Article 17.

国有资产监督管理机构依照有关规定，任免或者建议任免所出资企业的企业负责人：	State-owned assets supervision and administration authorities shall appoint and dismiss or propose the appointment and dismissal of the responsible persons of enterprises in accordance with relevant regulations:
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（一）任免国有独资企业的总经理、副总经理、总会计师及其他企业负责人；	(1) appoint and dismiss the general manager, deputy general manager, chief accountant and other responsible persons of wholly State-owned enterprises;
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（二）任免国有独资公司的董事长、副董事长、董事，并向其提出总经理、副	(2) appoint and dismiss the chairman of the board of directors, the vice chairman of the board of directors and the directors of wholly State-owned companies, and propose the appointment and
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<p>总经理、总会计师等的任免建议；</p> <p>（三）依照公司章程，提出向国有控股的公司派出的董事、监事人选，推荐国有控股的公司的董事长、副董事长和监事会主席人选，并向其提出总经理、副总经理、总会计师人选的建议；</p> <p>（四）依照公司章程，提出向国有参股的公司派出的董事、监事人选。</p> <p>国务院，省、自治区、直辖市人民政府，设区的市、自治州级人民政府，对所出资企业的企业负责人的任免另有规定的，按照有关规定执行。</p>	<p>dismissal of the general manager, deputy general manager and chief accountant, etc. of such companies;</p> <p>(3) nominate candidates for the positions of director and supervisor of State-controlled companies, recommend candidates for the positions of chairman of the board of directors, vice chairman of the board of directors and chairman of the board of supervisors of State-controlled companies, and propose candidates for the positions of general manager, deputy general manager and chief accountant of such companies in accordance with the articles of association of the companies; and</p> <p>(4) nominate candidates for the positions of directors and supervisors of companies in which the State has an equity participation in accordance with the articles of association of the companies.</p> <p>Where the State Council, the people's government of provinces, autonomous regions or municipalities directly under the central government, or the people's government at the level of municipalities divided into districts or autonomous prefectures has other provisions governing the appointment and dismissal of responsible persons of Funded Enterprises, the relevant provisions shall apply.</p>
<p>第十八条</p>	<p>Article 18.</p>
<p>国有资产监督管理机构应当建立企业负责人经营业绩考核制度，与其任命的企业负责人签订业绩合同，根据业绩合同对企业负责人进行年度考核和任期考核。</p> <p>第十九条</p>	<p>State-owned assets supervision and administration authorities shall establish systems for assessment of the management performance of responsible persons of enterprises, sign a performance contract with the responsible persons of enterprises that they appoint, and conduct annual and office term assessment of the responsible persons in accordance with the performance contract.</p> <p>Article 19.</p>
<p>国有资产监督管理机构应当依照有关规定，确定所出资企业中的国有独资企业、国有独资公司的企业负责人的薪酬；依据考核结果，决定其向所出资企业派出的企业负责人的奖惩。</p>	<p>State-owned assets supervision and administration authorities shall, in accordance with relevant regulations, determine the remuneration of the responsible persons of wholly State-owned enterprises and companies among the Funded Enterprises, and shall decide on the rewards and penalties for the responsible persons that they appointed to the Funded Enterprises based on the results of the assessments.</p>

国有资产监督管理机构负责指导国有及国有控股企业建立现代企业制度，审核批准其所出资企业中的国有独资企业、国有独资公司的重组、股份制改造方案和所出资企业中的国有独资公司的章程。

第二十一条

State-owned assets supervision and administration authorities shall be responsible for guiding State-owned and State-controlled enterprises in the establishment of modern enterprise systems. They shall examine and approve plans for reorganization and reform of the share system of the wholly State-owned enterprises and companies among their Funded Enterprises and the articles of association of the wholly State-owned companies among their Funded Enterprises.

Article 21.

国有资产监督管理机构依照法定程序决定其所出资企业中的国有独资企业、国有独资公司的分立、合并、破产、解散、增减资本、发行公司债券等重大事项。其中，重要的国有独资企业、国有独资公司分立、合并、破产、解散的，应当由国有资产监督管理机构审核后，报本级人民政府批准。

国有资产监督管理机构依照法定程序审核、决定国防科技工业领域其所出资企业中的国有独资企业、国有独资公司的有关重大事项时，按照国家有关法律、规定执行。

第二十二条

State-owned assets supervision and administration authorities shall, in accordance with the statutory procedures, decide on major matters regarding wholly State-owned enterprises and companies among their Funded Enterprises such as division, merger, bankruptcy, dissolution, increase or decrease in capital and issue of corporate bonds. After a State-owned assets supervision and administration authority has examined and approved important division, merger, bankruptcy or dissolution of wholly State-owned enterprises and companies, it shall report the same to the people's government at the same level for approval.

When, in accordance with the statutory procedures, State-owned assets supervision and administration authorities examine, verify and decide on major matters of wholly State-owned enterprises and companies among their Funded Enterprises in the sector of national defence science and technology industry, they shall perform in accordance with the relevant State laws and regulations.

Article 22.

国有资产监督管理机构依照公司法的规定，派出股东代表、董事，参加国有控股的公司、国有参股公司的股东会、董事会。

国有控股的公司、国有

State-owned assets supervision and administration authorities shall, in accordance with the provisions of the Company Law, appoint shareholders' representatives and directors to attend the shareholders' meetings and board meetings of State-controlled companies and companies in which the State has an equity participation.

参股的公司的股东会、董事会决定公司的分立、合并、破产、解散、增减资本、发行公司债券、任免企业负责人等重大事项时，国有资产监督管理机构派出的股东代表、董事，应当按照国有资产监督管理机构的指示发表意见、行使表决权。

国有资产监督管理机构派出的股东代表、董事，应当将其履行职责的有关情况及时向国有资产监督管理机构报告。

第二十三条

国有资产监督管理机构决定其所出资企业的国有股权转让。其中，转让全部国有股权或者转让部分国有股权致使国家不再拥有控股地位的，报本级人民政府批准。

第二十四条

所出资企业投资设立的重要子企业的重大事项，需由所出资企业报国有资产监督管理机构批准的，管理办法由国务院国有资产监督管理机构另行制定，报国务院批准。

第二十五条

国有资产监督管理机构依照国家有关规定组织协调所出资企业中的国有独资企业、国有独资公司的兼并破产工作，并配合有关部门做好企业下岗职工安置等工

When the shareholders' meetings or board meetings of State-controlled companies and companies in which the State has an equity participation decide on major matters such as division, merger, bankruptcy, dissolution, increase or decrease in capital, issue of corporate bonds, appointment or dismissal of responsible persons of enterprises, etc., the shareholders' representative and director appointed by the State-owned assets supervision and administration authority shall express opinions and exercise his voting rights as directed by the State-owned assets supervision and administration authority.

Shareholders' representatives and directors appointed by State-owned assets supervision and administration authorities shall report the details of their performance of duties to the State-owned assets supervision and administration authority in a timely manner.

Article 23.

State-owned assets supervision and administration authorities shall decide on the assignment of State-owned equity in their Funded Enterprises. Where the assignment of all the State-owned equity or the assignment of part of the State-owned equity would result in the State no longer having the controlling interest in the enterprise, it shall be reported to the people's government at the same level for approval.

Article 24.

In respect of major matters of major subsidiaries invested in and established by Funded Enterprises that must be reported by Funded Enterprises to the State-owned assets supervision and administration authority for approval, the procedures for administration thereof shall be formulated by the State-owned assets supervision and administration authority of the State Council separately and reported to the State Council for approval.

Article 25.

State-owned assets supervision and administration authorities shall organize and coordinate work in regards to merger and acquisition, and bankruptcy of the wholly State-owned enterprises and companies among their Funded Enterprises in accordance with relevant State regulations, and shall coordinate with the relevant departments on work such as arrangements for laid-off staff and

作。	workers of the enterprises.
第二十六条	Article 26.
国有资产监督管理机构依照国家有关规定拟订所出资企业收入分配制度改革的指导意见，调控所出资企业工资分配的总体水平。	State-owned assets supervision and administration authorities shall, in accordance with relevant State regulations, draw up guiding opinions on the reform of the income distribution systems of their Funded Enterprises and regulate the overall level of wage distribution in their Funded Enterprises.
第二十七条	Article 27.
国有资产监督管理机构可以对所出资企业中具备条件的国有独资企业、国有独资公司进行国有资产授权经营。	State-owned assets supervision and administration authorities may authorize the wholly State-owned enterprises and companies among their Funded Enterprises that are qualified to operate State-owned assets.
被授权的国有独资企业、国有独资公司对其全资、控股、参股企业中国家投资形成的国有资产依法进行经营、管理和监督。	Wholly State-owned enterprises and companies so authorized shall operate, administer and supervise, in accordance with the law, State-owned assets created by State investment in the enterprises that they wholly own, have a controlling interest, or have an equity participation.
第二十八条	Article 28.
被授权的国有独资企业、国有独资公司应当建立和完善规范的现代企业制度，并承担企业国有资产的保值增值责任。	Authorized wholly State-owned enterprises and companies shall establish and improve standardized modern enterprise systems and shall be responsible for maintaining and increasing the value of State-owned assets of enterprises.
第五章 企业国有资产管理 第二十九条	PART FIVE: ADMINISTRATION OF STATE-OWNED ASSETS OF ENTERPRISES Article 29.
国有资产监督管理机构依照国家有关规定，负责企业国有资产的产权界定、产权登记、资产评估监管、清产核资、资产统计、综合评价等基础管理工作。	State-owned assets supervision and administration authorities shall be responsible for basic administration of State-owned assets of enterprises such as delineation and registration of property rights, regulation of asset valuation, inventorying of assets and verification of capital, compilation of statistics concerning assets, overall valuation, etc. in accordance with relevant State regulations.
国有资产监督管理机构协调其所出资企业之间的企业国有资产产权纠纷。	State-owned assets supervision and administration authorities shall coordinate resolution of disputes between their Funded Enterprises over property rights to the State-owned assets of enterprises.
第三十条	Article 30.
国有资产监督管理机构	State-owned assets supervision and administration authorities shall

应当建立企业国有资产产权交易监督管理制度，加强企业国有资产产权交易的监督管理，促进企业国有资产的合理流动，防止企业国有资产流失。	establish systems for supervising and administering transactions involving property rights over the State-owned assets of enterprises, strengthen supervision and administration of transactions involving property rights over the State-owned assets of enterprises, promote the rational circulation of the State-owned assets of enterprises, and prevent the loss of the State-owned assets of enterprises.
第三十一条	Article 31.
国有资产监督管理机构对其所出资企业的企业国有资产收益依法履行出资人职责；对其所出资企业的重大投融资规划、发展战略和规划，依照国家发展规划和产业政策履行出资人职责。	State-owned assets supervision and administration authorities shall perform their duties as investors in respect of the income from the State-owned assets of their Funded Enterprises in accordance with the law. They shall perform their duties as investors in respect of the major investment and financing plans, development strategies and plans of their Funded Enterprises in accordance with State development plans and industrial policies.
第三十二条	Article 32.
所出资企业中的国有独资企业、国有独资公司的重大资产处置，需由国有资产监督管理机构批准的，依照有关规定执行。	Major disposal of assets of wholly State-owned enterprises and companies among the Funded Enterprises that must be approved by State-owned assets supervision and administration authorities shall be carried out in accordance with relevant regulations.
第六章 企业国有资产监督 第三十三条	PART SIX: SUPERVISION OF STATE-OWNED ASSETS OF ENTERPRISES Article 33.
国有资产监督管理机构依法对所出资企业财务进行监督，建立和完善国有资产保值增值指标体系，维护国有资产出资人的权益。	State-owned assets supervision and administration authorities shall, in accordance with the law, supervise the finances of their Funded Enterprises, establish and improve index systems for the maintenance of and increase in the value of State-owned assets and safeguard the rights and interests of the investors of State-owned assets.
第三十四条	Article 34.
国有及国有控股企业应当加强内部监督和风险控制，依照国家有关规定建立健全财务、审计、企业法律顾问和职工民主监督等制度。	State-owned and State-controlled enterprises shall strengthen internal supervision and risk control and shall, in accordance with the relevant State regulations, establish sound systems for finance, audit, enterprise legal counsel and democratic supervision by staff and workers, etc.
第三十五条	Article 35.
所出资企业中的国有独	Wholly State-owned enterprises and companies among Funded

<p>资企业、国有独资公司应当 按照规定定期向国有资产监 督管理机构报告财务状况、 生产经营状况和国有资产保 值增值状况。</p>	<p>Enterprises shall, in accordance with regulations, regularly report on their financial position, production and operation, and the maintenance of and increase in the value of the State-owned assets to the State-owned assets supervision and administration authority.</p>
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第七章 法律责任
第三十六条

PART SEVEN: LEGAL LIABILITY
Article 36.

<p>国有资产监督管理机构 不按规定任免或者建议任免 所出资企业的企业负责人， 或者违法干预所出资企业的 生产经营活动，侵犯其合法 权益，造成企业国有资产损 失或者其他严重后果的，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；构成犯罪的，依法追 究刑事责任。</p>	<p>If a State-owned assets supervision and administration authority fails to appoint and dismiss, or propose the appointment and dismissal of, responsible persons of its Funded Enterprises in accordance with regulations, or interfere in the production and operation activities of its Funded Enterprises in violation of the law, thereby infringing the lawful rights and interests of the enterprises and causing loss of the State-owned assets of the enterprises or other serious consequences, the persons directly in charge and other directly responsible persons shall be subjected to administrative penalties in accordance with the law. If a criminal offence is constituted, criminal liability shall be pursued in accordance with the law.</p>
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第三十七条

Article 37.

<p>所出资企业中的国有独 资企业、国有独资公司未按 照规定向国有资产监督管理 机构报告财务状况、生产经 营状况和国有资产保值增值 状况的，予以警告；情节严 重的，对直接负责的主管人 员和其他直接责任人员依法 给予纪律处分。</p>	<p>If a wholly State-owned enterprise or company among Funded Enterprises fails to report its financial position, production and operation, and maintenance of and increase in the value of State- owned assets to the State-owned assets supervision and administration authority in accordance with regulations, it shall be issued a warning. If the circumstances are serious, the persons directly in charge and other directly responsible persons shall be subjected to disciplinary punishment in accordance with the law.</p>
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第三十八条

Article 38.

<p>国有及国有控股企业的 企业负责人滥用职权、玩忽 职守，造成企业国有资产损 失的，应负赔偿责任，并对 其依法给予纪律处分；构成 犯罪的，依法追究刑事责 任。</p>	<p>If a responsible person of a State-owned or State-controlled enterprise abuses his powers or is derelict in his duties, thereby causing loss of State-owned assets of enterprises, he shall be liable for compensation and shall be subjected to disciplinary punishment in accordance with the law. If a criminal offence is constituted, criminal liability shall be pursued in accordance with the law.</p>
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第三十九条

Article 39.

<p>对企业国有资产损失负</p>	<p>A responsible person of a State-owned or State-controlled</p>
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<p>有责任受到撤职以上纪律处分的国有及国有控股企业的企业负责人，5年内不得担任任何国有及国有控股企业的企业负责人；造成企业国有资产重大损失或者被判处刑罚的，终身不得担任任何国有及国有控股企业的企业负责人。</p>	<p>enterprise that is removed from office or subjected to heavier disciplinary punishment for his responsibility for the loss of State-owned assets of enterprises may not serve as a responsible person of any State-owned or State-controlled enterprise within five years. If he has caused major losses of State-owned assets of enterprises or is sentenced to criminal punishment, he may never serve as a responsible person of any State-owned or State-controlled enterprise again.</p>
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第八章 附 则
第四十条

PART EIGHT: SUPPLEMENTARY PROVISIONS
Article 40.

国有及国有控股企业、国有参股企业的组织形式、组织机构、权利和义务等，依照《中华人民共和国公司法》等法律、行政法规和本条例的规定执行。

The organizational form, organizational structure, rights and obligations of State-owned enterprises, State-controlled enterprises and enterprises in which the State has an equity participation shall comply with the provisions of laws such as the PRC, Company Law, administrative regulations and these Regulations.

第四十一条

Article 41.

国有及国有控股企业、国有参股企业中中国共产党基层组织建设、社会主义精神文明建设和党风廉政建设，依照《中国共产党章程》和有关规定执行。

The establishment of grassroots organizations of the Communist Party of China, socialist spiritual civilization and the Party's practices and honesty in State-owned enterprises, State-controlled enterprises and enterprises in which the State has an equity participation shall be handled in accordance with the Communist Party of China, Constitution and the relevant regulations.

国有及国有控股企业、国有参股企业中工会组织依照《中华人民共和国工会法》和《中国工会章程》的有关规定执行。

Labour unions in State-owned enterprises, State-controlled enterprises and enterprises in which the State has an equity participation shall be handled in accordance with the PRC, Labour Union Law and the PRC, Charter of Labour Union.

第四十二条

Article 42.

国务院国有资产监督管理机构，省、自治区、直辖市人民政府可以依据本条例制定实施办法。

The State-owned assets supervision and administration authority of the State Council and the people's governments of provinces, autonomous regions and municipalities directly under the central government may formulate implementing procedures in accordance with these Regulations.

第四十三条

Article 43.

本条例施行前制定的有

In the event of inconsistencies between administrative regulations

关企业国有资产监督管理的 on the supervision and administration of State-owned assets of enterprises formulated prior to the implementation hereof and these Regulations, these Regulations shall prevail.

行政法规与本条例不一致
的，依照本条例的规定执
行。

第四十四条 Article 44.

政企尚未分开的单位， Work units in which government and enterprise have not been
应当按照国务院的规定，加 separated shall accelerate reform and realize the separation of
快改革，实现政企分开。政 government and enterprise in accordance with the regulations of the
企分开后的企业，由国有资 State Council. The State-owned assets supervision and
产监督管理机构依法履行出 administration authorities shall perform the duties of investors in
资人职责，依法对企业国有 enterprises in which government and enterprise have been
资产进行监督管理。 separated and supervise and administer the State-owned assets of
enterprises in accordance with the law.

第四十五条 Article 45.

本条例自公布之日起施 These Regulations shall be implemented as of the date of
行。 promulgation.



扫一扫，手机阅读更方便

Notice of the General Office of the CPC Central Committee and the General Office of the State Council on
the adjustment of the establishment of the functions and institutions of the State-owned Assets Supervision and
Administration Commission of the State-owned Assets Supervision and Administration Commission of the State
Council

(September 13, 2018)

In accordance with the *Scheme for Deepening the Reform of the Party and the State Institutions* approved by the third Plenary Session of the 19th Central Committee of the Party and the *Scheme for Institutional Reform of the State Council* approved at the first session of the 13th National People's Congress, the following notice sits on the functions, institutions and preparations of the State-owned Assets Supervision and Administration Commission of the State Council, as reported to the CPC Central Committee and the State Council for approval.

I. Economic responsibility audit responsibility of the State-owned Assets Supervision and Administration Commission Leading Cadres and the responsibility of the board of supervisors of key state-owned large enterprises shall be assigned to the Audit Office. The Supervision Bureau (the office of the Board of Supervisors of state-owned enterprises) shall no longer be retained, and the administrative establishment shall be reduced by 26 and the number of heads at the bureau level shall be 3.

The board of supervisors of State-owned key large enterprises and the board chairman of State-owned key large enterprises supervisory shall no longer be set up.

II. The 330 administrative staff and 70 bureau-level leaders of the board of supervisors of key State-owned enterprises shall be assigned to the Audit Bureau dispatched by the Audit Office, of which 28 establishments shall be temporarily used by the State-owned Assets Supervision and Administration Commission of the State Council for the specific use of the former Chairman and Secretary of the Board of Supervisors, with the retirement or transfer of the former Board Chairman and the preparation of the State-owned Assets Supervision and Administration Commission of the State Council shall be reduced year by year, which shall be correspondingly returned to the Audit Office for use. At that time, the secretary's work arrangement shall be resolved in principle by the State-owned Assets Supervision and Administration Commission of the State Council and the Audit Office in consultation

After adjustment, the State-owned Assets Supervision and Administration Commission of the State Council has 19 internal institutions, 636 administrative establishments and 87 heads at the bureau level.

中共中央办公厅、国务院办公厅关于调整国务院国有资产监督管理委员会职责机构编制的通知

（2018年9月13日）

根据党的十九届三中全会审议通过的《深化党和国家机构改革方案》和第十三届全国人民代表大会第一次会议批准的《国务院机构改革方案》，经报党中央和国务院批准，现就国务院国有资产监督管理委员会职责、机构和编制调整情况通知如下。

一、国务院国有资产监督管理委员会国有企业领导干部经济责任审计职责和国有重点大型企业监事会职责划入审计署，不再保留监督一局（国有企业监事会工作办公室），核减行政编制26名、司局级领导职数3名。不再设立国有重点大型企业监事会和国有重点大型企业监事会主席。

二、将国有重点大型企业监事会330名行政编制和70名司局级领导职数划入审计署派出审计局，其中28名编制暂由国务院国有资产监督管理委员会继续使用，专项用于原监事会主席及秘书，随着原监事会主席退休或转岗，逐年核减国务院国有资产监督管理委员会使用的编制，相应交还给审计署派出审计局使用。届时秘书工作安排问题原则上由国务院国有资产监督管理委员会、审计署协商解决。

调整后，国务院国有资产监督管理委员会内设机构19个，机关行政编制636名，司局级领导职数87名。

中华人民共和国公司法 (2018修正)
Company Law of the People's Republic of China (2018 Revision)

发文机关：	全国人民代表大会常务委员会	Promulgation Authorities:	Standing Committee of the National People's Congress
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中华人民共和国公司法	Company Law of the People's Republic of China
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(1993年12月29日第八届全国人民代表大会常务委员会第五次会议通过根据1999年12月25日第九届全国人民代表大会常务委员会议第十三次会议《关于修改〈中华人民共和国公司法〉的决定》第一次修正 根据2004年8月28日第十届全国人民代表大会常务委员会第十一次会议《关于修改〈中华人民共和国公司法〉的决定》第二次修正 2005年10月27日第十届全国人民代表大会常务委员会第十八次会议修订 根据2013年12月28日第十二届全国人民代表大会常务委员会第六次会议《关于修改〈中华人民共和国海洋环境保护法〉等七部法律的决定》第三次修正 根据2018年10月26日第十三届全国人民代表大会常务委员会第六次会议《关于修改〈中华人民共和国公司法〉的决定》第四次修正)

第一章 总 则
第一条

为了规范公司的组织和行为，保护公司、股东和债权人的合法权益，维护社会经济秩序，促进社会主义市场经济的发展，制定本法。

第二条

本法所称公司是指依照本法在中国境内设立的有限责任公司和股份有限公司。

CHAPTER I GENERAL PRINCIPLES

Article 1 This Law is formulated for the purposes of standardising the organisation and activities of companies, protecting the legal rights and interests of companies, shareholders and creditors, safeguarding social and economic order and promoting the development of socialist market economy.

Article 2 Companies referred to in this Law shall mean limited liability companies and companies limited by shares established in China in accordance with the provisions of this Law.

<p>第三条</p> <p>公司是企业法人，有独立的法人财产，享有法人财产权。公司以其全部财产对公司的债务承担责任。</p> <p>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。</p>	<p>Article 3 A company is an enterprise legal person which owns independent legal person property and enjoys legal person property rights.</p> <p>The liability of a company shall be limited to its entire assets. The liability of a shareholder of a limited liability company shall be limited to the amount of its capital contribution. The liability of a shareholder of a company limited by shares shall be limited to the number of its subscribed shares.</p>
<p>第四条</p> <p>公司股东依法享有资产收益、参与重大决策和选择管理者等权利。</p> <p>第五条</p> <p>公司从事经营活动，必须遵守法律、行政法规，遵守社会公德、商业道德，诚实守信，接受政府和社会公众的监督，承担社会责任。</p> <p>公司的合法权益受法律保护，不受侵犯。</p>	<p>Article 4 Shareholders of a company shall be entitled to gains on assets, participation in major decision-making and selection of managers etc in accordance with the law.</p> <p>Article 5 Companies engaging in business activities shall comply with the provisions of laws and administrative regulations, uphold social morality, business ethics, honesty and trustworthiness, accept supervision of the government and social public and bear social responsibility.</p> <p>The legal rights and interests of companies shall be protected by the law and shall not be infringed.</p>
<p>第六条</p> <p>设立公司，应当依法向公司登记机关申请设立登记。符合本法规定的设立条件的，由公司登记机关分别登记为有限责任公司或者股份有限公司；不符合本法规定的设立条件的，不得登记为有限责任公司或者股份有限公司。</p> <p>法律、行政法规规定设立公司必须报经批准的，应当在公司登记前依法办理批准手续。</p> <p>公众可以向公司登记机关申请查询公司登记事项，公司登记机关应当提供查询服务。</p>	<p>Article 6 Applications shall be submitted to the company registration authorities in accordance with the law for registration and incorporation of companies. Applications which satisfy the requirements for incorporation stipulated in this Law shall be registered by the company registration authorities as limited liability companies or companies limited by shares respectively. Applications which do not satisfy the requirements for incorporation stipulated in this Law shall not be registered as limited liability companies or companies limited by shares.</p> <p>Where it is provided by the laws and administrative regulations that company incorporation requires prior approval, such approval formalities shall be completed in accordance with the law prior to the application for company registration.</p> <p>The public may apply to inquire company registration matters with the company registration authorities; the company registration authorities shall provide such inquiry services.</p>
<p>第七条</p> <p>依法设立的公司，由公司登记机关发给公司营业执照。公司营业执照签发日期为公司成立日期。</p>	<p>Article 7 Companies incorporated in accordance with the law shall be issued a business licence by the company registration authorities. The date of issuance of a business licence shall be the date of incorporation of the company.</p> <p>A business licence shall state the name and address,</p>

公司营业执照应当载明公司的名称、住所、注册资本、经营范围、法定代表人姓名等事项。	registered capital and scope of operations of the company, the name of its legal representative etc.
公司营业执照记载的事项发生变更的，公司应当依法办理变更登记，由公司登记机关换发营业执照。	Where there is a change in the details stated on a business licence, the company shall complete change of registration formalities in accordance with the law and the company registration authorities shall issue a new business licence.
第八条 依照本法设立的有限责任公司，必须在公司名称中标明有限责任公司或者有限公司字样。	Article 8 Limited liability companies incorporated in accordance with this Law shall include the wordings "limited liability company" or "company limited" in their company name. Companies limited by shares incorporated in accordance with this Law shall include the wordings "company limited by shares" or "joint stock company" in their company name.
依照本法设立的股份有限公司，必须在公司名称中标明股份有限公司或者股份公司字样。	
第九条 有限责任公司变更为股份有限公司，应当符合本法规定的股份有限公司的条件。股份有限公司变更为有限责任公司，应当符合本法规定的有限责任公司的条件。	Article 9 A limited liability company proposing to be converted to a company limited by shares shall comply with the requirements for companies limited by shares stipulated in this Law. A company limited by shares proposing to be converted to a limited liability company shall comply with the requirements for limited liability companies stipulated in this Law.
有限责任公司变更为股份有限公司的，或者股份有限公司变更为有限责任公司的，公司变更前的债权、债务由变更后的公司承继。	In the case of a conversion from a limited liability company into a company limited shares or vice versa, the liability of the company before the conversion shall be assumed by the converted company.
第十条 公司以其主要办事机构所在地为住所。	Article 10 The address of the company shall be its principal business office.
第十一条 设立公司必须依法制定公司章程。公司章程对公司、股东、董事、监事、高级管理人员具有约束力。	Article 11 A company shall draft its articles of association in accordance with the law. The articles of association of the company shall be binding on the company, shareholders, directors, supervisors and senior management personnel.
第十二条 公司的经营范围由公司章程规定，并依法登记。公司可以修改公司章程，改变经营范围，但是应当办理变更登记。	Article 12 The scope of operations of a company shall be provided in the articles of association of the company and be registered in accordance with the law. The scope of operations of a company may be amended by a revision to the articles of association of the company, and change of registration formalities shall be completed.
公司的经营范围中属于法律、行政法规规定须经批准的项目，应当依法经过批准。	Where it is provided in the laws and administrative regulations that the scope of operations of a company is subject to approval, such approval

	formalities shall be completed in accordance with the law.
<p>第十三条</p> <p>公司法定代表人依照公司章程的规定，由董事长、执行董事或者经理担任，并依法登记。公司法定代表人变更，应当办理变更登记。</p>	<p>Article 13 The chairman, an executive director or a manager shall act as the legal representative of the company in accordance with the provisions of the articles of association of the company and registration formalities shall be completed in accordance with the law. Where there is a change of legal representative of the company, change of registration formalities shall be completed.</p>
<p>第十四条</p> <p>公司可以设立分公司。设立分公司，应当向公司登记机关申请登记，领取营业执照。分公司不具有法人资格，其民事责任由公司承担。</p> <p>公司可以设立子公司，子公司具有法人资格，依法独立承担民事责任。</p>	<p>Article 14 Companies may register branch companies. Applications for incorporation of branch companies shall be submitted to the company registration authorities and a business licence shall be issued for successful applications. A branch company does not possess legal person qualification and its civil liability shall be borne by the company.</p> <p>Companies may incorporate subsidiaries. A subsidiary possesses legal person qualification and shall bear civil liability independently in accordance with the law.</p>
<p>第十五条</p> <p>公司可以向其他企业投资；但是，除法律另有规定外，不得成为对所投资企业的债务承担连带责任的出资人。</p>	<p>Article 15 A company may invest in other enterprises. However, unless otherwise provided by the law, a company shall not act as a contributory which bears joint liability of an investee enterprise.</p>
<p>第十六条</p> <p>公司向其他企业投资或者为他人提供担保，依照公司章程的规定，由董事会或者股东会、股东大会决议；公司章程对投资或者担保的总额及单项投资或者担保的数额有限额规定的，不得超过规定的限额。</p> <p>公司为公司股东或者实际控制人提供担保的，必须经股东会或者股东大会决议。</p> <p>前款规定的股东或者受前款规定的实际控制人支配的股东，不得参加前款规定事项的表决。该项表决由出席会议的其他股东所持表决权的过半数通过。</p>	<p>Article 16 Where a company invests in other enterprises or provide guarantee for others, a resolution passed by the board of directors or board of shareholders or a general meeting in accordance with the articles of association of the company shall be required. Where the articles of association of the company provide a limit for the total amount of such investment or guarantee or the amount of each investment or guarantee, such limits shall not be exceeded.</p> <p>In the case of a company providing guarantee for a shareholder or the actual controlling party of the company, a resolution passed by the board of shareholders or a general meeting is required.</p> <p>Shareholders stipulated in the preceding paragraph or shareholders controlled by the actual controlling party stipulated in the preceding paragraph shall not participate in the resolution in respect of the matter stipulated in the preceding paragraph. Such a resolution shall be passed by a simple majority of votes cast by other shareholders attending the meeting.</p>
<p>第十七条</p>	<p>Article 17 Companies shall protect the legal rights and</p>

<p>公司必须保护职工的合法权益，依法与职工签订劳动合同，参加社会保险，加强劳动保护，实现安全生产。</p>	<p>interests of their employees, enter into labour contracts with their employees in accordance with the law, participate in social insurance, strengthen labour protection and implement work safety.</p>
<p>公司应当采用多种形式，加强公司职工的职业教育和岗位培训，提高职工素质。</p>	<p>Companies shall adopt various measures to strengthen vocational education and job training and upgrade staff's quality.</p>
<p>第十八条 公司职工依照《中华人民共和国工会法》组织工会，开展工会活动，维护职工合法权益。公司应当为本公司工会提供必要的活动条件。公司工会代表职工就职工的劳动报酬、工作时间、福利、保险和劳动安全卫生等事项依法与公司签订集体合同。</p>	<p>Article 18 The employees of companies shall organise labour unions in accordance with the provisions of the Trade Union Law of the People's Republic of China, develop trade union activities and safeguard the legal rights and interests of employees. Companies shall provide the requisite conditions for the activities of their trade unions. A trade union shall represent the employees to negotiate with the company on wages, working hours, welfare, insurance, work safety and sanitation etc and enter into a collective contract with the company in accordance with the law.</p>
<p>公司依照宪法和有关法律的规定，通过职工代表大会或者其他形式，实行民主管理。</p>	<p>Companies shall implement democratic management through employees' representative congress or other means in accordance with the provisions of the Constitution and relevant laws.</p>
<p>公司研究决定改制以及经营方面的重大问题、制定重要的规章制度时，应当听取公司工会的意见，并通过职工代表大会或者其他形式听取职工的意见和建议。</p>	<p>A company studying and proposing a structural reform, deliberating on major business issues and drafting important rules and policies shall seek the comments of the trade union and hear the opinions and proposals of the employees through the</p>
<p>第十九条 在公司中，根据中国共产党章程的规定，设立中国共产党的组织，开展党的活动。公司应当为党组织的活动提供必要条件。</p>	<p>employees' representative congress or other means. Article 19 Where a Chinese Communist Party organisation is to be established in the company in accordance with the articles of association of the Chinese Communist Party to develop Party activities, the company shall provide the requisite conditions for such Party organisation activities.</p>
<p>第二十条 公司股东应当遵守法律、行政法规和公司章程，依法行使股东权利，不得滥用股东权利损害公司或者其他股东的利益；不得滥用公司法人独立地位和股东有限责任损害公司债权人的利益。</p>	<p>Article 20 Shareholders of a company shall exercise shareholders' rights in accordance with the provisions of laws and administrative regulations and the articles of association of the company and shall not abuse their shareholders' rights to cause damage to the company or the interests of other shareholders or abuse the independent legal person status of the company and limited liability of the shareholders to cause damage to the interests of the creditors of the company.</p>
<p>公司股东滥用股东权利给公司或者其他股东造成损失的，应当依法承担赔偿责任。</p>	<p>Shareholders of a company who abuse their shareholders' rights and cause the company or other shareholders to suffer damages shall bear compensation liability in accordance with the law.</p>
<p>公司股东滥用公司法人独立地位和股东有</p>	

限责任，逃避债务，严重损害公司债权人利益的，应当对公司债务承担连带责任。

Shareholders of a company who abuse the independent legal person status of the company and limited liability of shareholders to evade debts and cause damage to the interests of the creditors of the company shall bear joint liability for the company's debt.

第二十一条

公司的控股股东、实际控制人、董事、监事、高级管理人员不得利用其关联关系损害公司利益。

Article 21 The controlling shareholders, actual controlling party, directors, supervisors and senior management personnel of a company shall not use their relationship to cause damage to the company's interests.

Persons who violate the aforesaid provisions and cause the company to suffer losses shall bear compensation liability.

违反前款规定，给公司造成损失的，应当承担赔偿责任。

第二十二条

公司股东会或者股东大会、董事会的决议内容违反法律、行政法规的无效。

Article 22 A resolution passed by the board of shareholders or a shareholders' meeting or the board of directors which violates the provisions of laws and administrative regulations shall be void.

Where the convening procedures and voting

股东会或者股东大会、董事会的会议召集程序、表决方式违反法律、行政法规或者公司章程，或者决议内容违反公司章程的，股东可以自决议作出之日起六十日内，请求人民法院撤销。

method of a meeting of the board of shareholders or board of directors or a shareholders' meeting violates the provisions of laws and administrative regulations or the articles of association of the company or the contents of the resolution violate the articles of association of the company, the shareholders may apply to a people's court within 60 days from the date of resolution for rescission of the resolution.

股东依照前款规定提起诉讼的，人民法院可以应公司的请求，要求股东提供相应担保。

Where the shareholders file for a lawsuit in accordance with the provisions of the preceding paragraph, the people's court may, upon a request of the company, ask the shareholders to provide the corresponding guarantee.

公司根据股东会或者股东大会、董事会决议已办理变更登记的，人民法院宣告该决议无效或者撤销该决议后，公司应当向公司登记机关申请撤销变更登记。

Where a company has completed change of registration formalities in accordance with a resolution passed by the board of shareholders or a shareholders' meeting or the board of directors and upon nullification or rescission of the resolution by a people's court, the company shall apply to the

	company registration authorities for rescission of the change of registration.
第二章 有限责任公司的设立和组织机构	CHAPTER II ESTABLISHMENT AND ORGANISATION OF LIMITED LIABILITY COMPANIES
第一节 设立	Section 1 Establishment
第二十三条	Article 23 Incorporation of a limited liability companies shall satisfy the following requirements:
设立有限责任公司，应当具备下列条件：	(1) the quorum of shareholders shall be met;
(一) 股东符合法定人数；	(2) the capital contribution subscribed by all its shareholders shall comply with the provisions of the company's articles of association;
(二) 有符合公司章程规定的全体股东认缴的出资额；	(3) the articles of association of the company shall be jointly drafted by the shareholders of the company;
(三) 股东共同制定公司章程；	(4) a company name shall exist and the organisation shall satisfy the requirements of a limited liability company; and
(四) 有公司名称，建立符合有限责任公司要求的组织机构；	(5) a company address shall exist.
(五) 有公司住所。	Article 24 Limited liability companies shall be incorporated by not more than 50 shareholders contributing to the capital.
第二十四条	
有限责任公司由五十个以下股东出资设立。	
第二十五条	Article 25 The articles of association of limited liability companies shall state the following matters:
有限责任公司章程应当载明下列事项：	(1) name and address of the company;
(一) 公司名称和住所；	(2) scope of operations of the company;
(二) 公司经营范围；	(3) amount of the registered capital of the company;
(三) 公司注册资本；	(4) name of the shareholders;
(四) 股东的姓名或者名称；	(5) method of capital contribution of the shareholders and amount and timing of capital contribution;
(五) 股东的出资方式、出资额和出资时间；	(6) the organisation of the company and the method of organisation, duties and powers and rules of procedure;
(六) 公司的机构及其产生办法、职权、议事规则；	(7) legal representative of the company; and
(七) 公司法定代表人；	

<p>(八) 股东会会议认为需要规定的其他事项。</p> <p>股东应当在公司章程上签名、盖章。</p>	<p>(8) other matters required by the shareholders' meeting to be stipulated.</p> <p>The shareholders shall sign and affix their seal on the articles of association of the company.</p>
<p>第二十六条</p> <p>有限责任公司的注册资本为在公司登记机关登记的全体股东认缴的出资额。</p> <p>法律、行政法规以及国务院决定对有限责任公司注册资本实缴、注册资本最低限额另有规定的，从其规定。</p>	<p>Article 26 The registered capital of a limited liability company shall be the amount of capital contribution subscribed by all its shareholders who are registered with the company registration authorities.</p> <p>Where the laws, administrative regulations and the State Council decisions stipulate otherwise on paid-up registered capital and the minimum amount of registered capital of limited liability companies, such provisions shall prevail.</p>
<p>第二十七条</p> <p>股东可以用货币出资，也可以用实物、知识产权、土地使用权等可以用货币估价并可以依法转让的非货币财产作价出资；但是，法律、行政法规规定不得作为出资的财产除外。</p> <p>对作为出资的非货币财产应当评估作价，核实财产，不得高估或者低估作价。法律、行政法规对评估作价有规定的，从其规定。</p>	<p>Article 27 Shareholders may make capital contribution in cash or in kind such as intellectual property, land use rights and other non-cash properties which can be valued and transferred in accordance with the law, except for properties prohibited by laws and administrative regulations to be used for capital contribution.</p> <p>Non-cash properties used for capital contribution shall be valued and verified; and shall not be overvalued or undervalued. Where there are provisions in the laws and administrative regulations on valuation, such provisions shall prevail.</p>
<p>第二十八条</p> <p>股东应当按期足额缴纳公司章程中规定的各自所认缴的出资额。股东以货币出资的，应当将货币出资足额存入有限责任公司在银行开设的账户；以非货币财产出资的，应当依法办理其财产权的转移手续。</p> <p>股东不按照前款规定缴纳出资的，除应当向公司足额缴纳外，还应当向已按期足额缴纳出资的股东承担违约责任。</p>	<p>Article 28 The shareholders shall make their respective capital contribution in accordance with the amount of their subscribed capital and the schedule stipulated in the articles of association of the company. Shareholders making capital contribution in cash shall deposit the full amount of their capital contribution in cash into a bank account of the limited liability company. Shareholders making capital contribution using non-cash properties shall complete the transfer formalities for the property rights in accordance with the law.</p> <p>Shareholders who fail to make capital contribution in accordance with the said provisions shall, in addition to making the capital contribution in full, bear default liability towards other shareholders who have made their capital contributions in full accordance with the schedule.</p>
<p>第二十九条</p> <p>股东认足公司章程规定的出资后，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报送公司登记申请书、公司章程等文</p>	<p>Article 29 Upon full subscription of capital contribution by the shareholders as stipulated by the company's articles of association, the representative designated by all the shareholders or the agent entrusted by all the shareholders shall submit an application form for company registration, the company's articles of association etc to the company registration authorities to apply for incorporation and</p>

件，申请设立登记。	registration.
第三十条	Article 30 Where it is discovered after the incorporation of a limited liability company that the actual value of non-cash properties used for capital contribution for company incorporation is significantly lower than the value stipulated in the articles of association of the company, the shareholders who made the capital contribution shall make up for the difference; and other shareholders at the time of company incorporation shall bear joint liability.
有限责任公司成立后，发现作为设立公司出资的非货币财产的实际价额显著低于公司章程所定价额的，应当由交付该出资的股东补足其差额；公司设立时的其他股东承担连带责任。	
第三十一条	Article 31 Upon incorporation of a limited liability company, a capital contribution certificate shall be issued to the shareholders.
有限责任公司成立后，应当向股东签发出资证明书。	A capital contribution certificate shall state the following matters:
出资证明书应当载明下列事项：	
（一）公司名称；	(1) company name;
（二）公司成立日期；	(2) date of incorporation of the company;
（三）公司注册资本；	(3) registered capital of the company;
（四）股东的姓名或者名称、缴纳的出资额和出资日期；	(4) name of the shareholder and the amount and date of capital contribution; and
（五）出资证明书的编号和核发日期。	(5) serial number of the capital contribution certificate and date of issuance.
出资证明书由公司盖章。	The company seal shall be affixed to capital contribution certificates.
第三十二条	Article 32 Limited liability companies shall set up a register of shareholders which state the following matters:
有限责任公司应当置备股东名册，记载下列事项：	(1) name and address of the shareholders;
（一）股东的姓名或者名称及住所；	(2) amount of capital contribution of the shareholders; and
（二）股东的出资额；	(3) serial numbers of the capital contribution certificates.
（三）出资证明书编号。	
记载于股东名册的股东，可以依股东名册主张行使股东权利。	Shareholders named in the register of shareholders may exercise their shareholders' rights in accordance with the register of shareholders.
公司应当将股东的姓名或者名称向公司登记机关登记；登记事项发生变更的，应当办理	Companies shall register the names of their

变更登记。未经登记或者变更登记的，不得对抗第三人。

shareholders and their respective amount of capital contribution with the company registration authorities. Where there is a change in the registration details, change of registration formalities shall be completed. Where the registration or change of registration formalities are not completed, no defence against third party claims shall be made.

第三十三条

股东有权查阅、复制公司章程、股东会会议记录、董事会会议决议、监事会会议决议和财务会计报告。

Article 33 Shareholders shall have the right to check and make copies of the articles of association, minutes of shareholders' meetings, resolutions of the board of directors and board of supervisors and financial reports of the company.

股东可以要求查阅公司会计账簿。股东要求查阅公司会计账簿的，应当向公司提出书面请求，说明目的。公司有合理根据认为股东查阅会计账簿有不正当目的，可能损害公司合法利益的，可以拒绝提供查阅，并应当自股东提出书面请求之日起十五日内书面答复股东并说明理由。公司拒绝提供查阅的，股东可以请求人民法院要求公司提供查阅。

Shareholders may request to check the accounts of the company. A shareholder who requests to check the accounts of the company shall make a written request and state the purpose. If the company has reasonable grounds to believe that the shareholder who makes the request has an ulterior motive and may cause damage to the legal interests of the company, it may reject the request and shall give a written reply to the shareholder stating the reason within 15 days from the date of the written request of the shareholder. Where the company rejects the request, the shareholder may apply to a people's court for access to the company's accounts.

第三十四条

股东按照实缴的出资比例分取红利；公司新增资本时，股东有权优先按照实缴的出资比例认缴出资。但是，全体股东约定不按照出资比例分取红利或者不按照出资比例优先认缴出资的除外。

Article 34 Shareholders shall be entitled to bonus sharing in accordance with the ratio of capital contribution; in the event of an increase in capital, the shareholders shall have pre-emptive right to subscribe to new capital in accordance with the ratio of capital contribution, unless all the shareholders agreed that bonus sharing or subscription to new capital shall not be in accordance with the ratio of capital contribution.

第三十五条

公司成立后，股东不得抽逃出资。

Article 35 Upon the incorporation of a company, the shareholders shall not withdraw their capital contribution.

第二节 组织机构 第三十六条

Section 2 Organisation

有限责任公司股东会由全体股东组成。股东会是公司的权力机构，依照本法行使职权。

Article 36 The board of shareholders of a limited liability company shall comprise all shareholders of the company. The board of shareholders is the authority of the company and shall exercise their duties and powers in accordance with the provisions of this Law.

第三十七条

Article 37 The board of shareholders shall exercise the following duties and powers:

股东会行使下列职权：

	(1) decide on the business direction and investment plans of the company;
(一) 决定公司的经营方针和投资计划；	
(二) 选举和更换非由职工代表担任的董事、监事，决定有关董事、监事的报酬事项；	(2) elect and remove directors and supervisors who are not representatives of the employees and decide on the remuneration of directors and supervisors;
(三) 审议批准董事会的报告；	
(四) 审议批准监事会或者监事的报告；	(3) review and approve reports of the board of directors;
(五) 审议批准公司的年度财务预算方案、决算方案；	(4) review and approve reports of the supervisors or the board of supervisors;
(六) 审议批准公司的利润分配方案和弥补亏损方案；	(5) review and approve the annual financial budget and financial accounting plan of the company;
(七) 对公司增加或者减少注册资本作出决议；	(6) review and approve the profit distribution plan and loss recovery plan of the company;
(八) 对发行公司债券作出决议；	(7) resolve on increase or reduction of registered capital of the company;
(九) 对公司合并、分立、解散、清算或者变更公司形式作出决议；	(8) resolve on issue of corporate bonds;
(十) 修改公司章程；	(9) resolve on merger, division, dissolution, liquidation or change of company structure;
(十一) 公司章程规定的其他职权。	(10) amend the articles of association of the company; and
对前款所列事项股东以书面形式一致表示同意的，可以不召开股东会会议，直接作出决定，并由全体股东在决定文件上签名、盖章。	(11) other duties and powers stipulated in the articles of association of the company.

The shareholders may pass a resolution in writing unanimously for a direct decision on the aforesaid matters without convening a shareholders' meeting and all the shareholders shall sign and affix their seal on the decision document.

第三十八条

Article 38 The first shareholders' meeting shall be convened and chaired by the shareholder who made the largest amount of capital contribution and shall exercise its duties and powers in accordance with the provisions of this Law.

首次股东会会议由出资最多的股东召集和主持，依照本法规定行使职权。

第三十九条

Article 39 Shareholders' meetings include regular meetings and ad hoc meetings.

股东会会议分为定期会议和临时会议。

定期会议应当依照公司章程的规定按时召开。代表十分之一以上表决权的股东，三分之一以上的董事，监事会或者不设监事会的公司的监事提议召开临时会议的，应当召开临时会议。

第四十条

有限责任公司设立董事会的，股东会会议由董事会召集，董事长主持；董事长不能履行职务或者不履行职务的，由副董事长主持；副董事长不能履行职务或者不履行职务的，由半数以上董事共同推举一名董事主持。

有限责任公司不设董事会的，股东会会议由执行董事召集和主持。

董事会或者执行董事不能履行或者不履行召集股东会会议职责的，由监事会或者不设监事会的公司的监事召集和主持；监事会或者监事不召集和主持的，代表十分之一以上表决权的股东可以自行召集和主持。

第四十一条

召开股东会会议，应当于会议召开十五日前通知全体股东；但是，公司章程另有规定或者全体股东另有约定的除外。

股东会应当对所议事项的决定作成会议记录，出席会议的股东应当在会议记录上签名。

第四十二条

股东会会议由股东按照出资比例行使表决

Regular meetings shall be convened regularly in accordance with the provisions of the articles of association of the company. Shareholders holding one-tenth or more of the voting rights or one-third or above of the board of directors or board of supervisors or the supervisors (in the case of a company which does not have a board of supervisors) may propose to convene an ad hoc meeting.

Article 40 In the case of limited liability companies which have established a board of directors, the shareholders' meetings shall be convened by the board of directors and chaired by the chairman; where the chairman is unable or fails to perform his/her duties, the deputy chairman shall chair the shareholders' meeting; where the deputy chairman is unable or fails to perform to do so, a director appointed by more than half of the board of directors shall chair the meeting.

In the case of limited liability companies which have not established a board of directors, the shareholders' meetings shall be convened and chaired by the executive director.

Where the board of directors or the executive director is unable or fails to convene a shareholders' meeting, the board of supervisors or the supervisor (in the case of companies which have not established a board of supervisors) shall convene and chair the meeting; where the board of supervisors or the supervisor does not convene and chair a meeting, shareholders holding one-tenth or more of the voting rights may convene and chair the meeting.

Article 41 All shareholders shall be notified 15 days before a shareholders' meeting is convened, unless otherwise provided in the articles of association of the company or otherwise agreed by all shareholders.

The board of shareholders shall record minutes of meeting and the shareholders present at the meeting shall sign on the minutes of meeting.

Article 42 The voting rights exercisable by shareholders at a shareholders' meeting shall be based on the ratio of capital contribution, unless otherwise provided in the

	articles of association of the company.
权；但是，公司章程另有规定的除外。 第四十三条	Article 43 The rule of procedure and voting procedures of a board of shareholders shall be stipulated by the articles of association of the company, unless otherwise provided in this Law.
股东会的议事方式和表决程序，除本法有规定的外，由公司章程规定。	Resolutions passed by a shareholders' meeting on amendment to the articles of association of the company, increase or reduction of registered capital, and company merger, division, dissolution or change of company structure shall be passed by shareholders holding two-thirds or more of the voting rights.
股东会会议作出修改公司章程、增加或者减少注册资本的决议，以及公司合并、分立、解散或者变更公司形式的决议，必须经代表三分之二以上表决权的股东通过。	
第四十四条	Article 44 The board of directors of limited liability companies shall comprise three to 13 members, unless otherwise provided in Article 50.
有限责任公司设董事会，其成员为三人至十三人；但是，本法第五十条另有规定的除外。	The board of directors of a limited liability company invested and incorporated by two or more State-owned enterprises or two or more other State-owned investment entities shall comprise employees' representatives; the board of directors of other limited liability companies may comprise employees' representatives. Employees' representatives who sit on the board of directors shall be appointed by company employees via an employees' representative congress or employees' congress or other forms of democratic election.
两个以上的国有企业或者两个以上的其他国有投资主体投资设立的有限责任公司，其董事会成员中应当有公司职工代表；其他有限责任公司董事会成员中可以有公司职工代表。董事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。	
董事会设董事长一人，可以设副董事长。董事长、副董事长的产生办法由公司章程规定。	The board of directors shall appoint one chairman and may appoint a deputy chairman. The appointment of chairman and a deputy chairman shall be stipulated by the articles of association of the company.
第四十五条	Article 45 The term of appointment of a director shall be stipulated by the articles of association of the company, but each term shall not exceed three years.
董事任期由公司章程规定，但每届任期不得超过三年。董事任期届满，连选可以连任。	Upon expiry of the term of appointment, a director may be re-elected. Where no new appointment is made upon expiry of the term of appointment of a director or a director has resigned during his/her term of appointment and causes the number of
董事任期届满未及时改选，或者董事在任期内辞职导致董事会成员低于法定人数的，在改选出的董事就任前，原董事仍应当依照法律、行政法规和公司章程的规定，履行董事职	

务。

directors that constitutes the board of directors to fall below the quorum, the original director shall, prior to the new director taking office, continue to perform his/her duties as a director in accordance with the provisions of laws and administrative regulations and the articles of association of the company.

第四十六条

董事会对股东会负责，行使下列职权：

Article 46 The board of directors shall be accountable to the board of shareholders and shall exercise the following duties and powers:

(一) 召集股东会会议，并向股东会报告工作；

(1) convene shareholders' meetings and report to the board of shareholders;

(二) 执行股东会的决议；

(2) execute the resolutions passed by the board of shareholders;

(三) 决定公司的经营计划和投资方案；

(3) decide on the business plans and investment schemes of the company;

(四) 制订公司的年度财务预算方案、决算方案；

(4) formulate the annual financial budget and

(五) 制订公司的利润分配方案和弥补亏损方案；

financial accounting plan of the company;

(5) formulate the profit distribution plan and loss recovery plan of the company;

(六) 制订公司增加或者减少注册资本以及发行公司债券的方案；

(6) formulate the plan for increase or reduction of

(七) 制订公司合并、分立、解散或者变更公司形式的方案；

registered capital and issue of corporate bonds;

(八) 决定公司内部管理机构的设置；

(7) formulate the plan for merger, division, dissolution or change of company structure;

(九) 决定聘任或者解聘公司经理及其报酬事项，并根据经理的提名决定聘任或者解聘公司副经理、财务负责人及其报酬事项；

(8) decide on the set-up of internal management organisation of the company;

(十) 制定公司的基本管理制度；

(9) decide on appointment or dismissal of company managers and their remuneration, and decide on appointment or dismissal of deputy managers and finance controller of the company based on the nomination by the managers.

(十一) 公司章程规定的其他职权。

(10) formulate the basic management system of the company; and

	(11) other duties and powers stipulated by the articles of association of the company.
第四十七条	Article 47 Meetings of the board of directors shall be convened and chaired by the chairman; where the chairman is unable or fails to perform his/her duties, the deputy chairman shall convene and chair the meeting; where the deputy chairman is unable or fails to perform his/her duties, a director appointed by half or more of the board of directors shall convene and chair the meeting.
<p>董事会会议由董事长召集和主持；董事长不能履行职务或者不履行职务的，由副董事长召集和主持；副董事长不能履行职务或者不履行职务的，由半数以上董事共同推举一名董事召集和主持。</p>	
第四十八条	Article 48 The rules of procedure and voting procedures of the board of directors shall be stipulated by the articles of association of the company, unless otherwise provided in this Law.
<p>董事会的议事方式和表决程序，除本法有规定的外，由公司章程规定。</p>	
<p>董事会应当对所议事项的决定作成会议记录，出席会议的董事应当在会议记录上签名。</p>	The board of directors shall record minutes of meeting and the directors present at the meeting shall sign on the minutes of meeting.
<p>董事会决议的表决，实行一人一票。</p>	The board of directors shall exercise one vote per person for passing of resolutions.
第四十九条	Article 49 Managers of limited liability companies may be appointed or dismissed by the board of directors. The managers shall be accountable to the board of directors and shall exercise the following duties and powers:
<p>有限责任公司可以设经理，由董事会决定聘任或者解聘。经理对董事会负责，行使下列职权：</p>	(1) manage the production and business operations of the company and organise and implement resolutions passed by the board of directors;
<p>（一）主持公司的生产经营管理工作，组织实施董事会决议；</p>	(2) organise and implement the annual business plan and investment scheme of the company;
<p>（二）组织实施公司年度经营计划和投资方案；</p>	(3) draft the plan for setting up of internal management organisation of the company;
<p>（三）拟订公司内部管理机构设置方案；</p>	(4) draft the basic management system of the company;
<p>（四）拟订公司的基本管理制度；</p>	(5) formulate company rules and policies;
<p>（五）制定公司的具体规章；</p>	(6) recommend appointment or dismissal of deputy manager and financial controller of the company;
<p>（六）提请聘任或者解聘公司副经理、财务负责人；</p>	(7) decide on appointment or dismissal of management staff other than those positions which are to be decided by the board of directors; and
<p>（七）决定聘任或者解聘除应由董事会决定聘任或者解聘以外的负责管理人员；</p>	
<p>（八）董事会授予的其他职权。</p>	

公司章程对经理职权另有规定的，从其规定。

经理列席董事会会议。

第五十条

股东人数较少或者规模较小的有限责任公司，可以设一名执行董事，不设董事会。执行董事可以兼任公司经理。

执行董事的职权由公司章程规定。

第五十一条

有限责任公司设监事会，其成员不得少于三人。股东人数较少或者规模较小的有限责任公司，可以设一至二名监事，不设监事会。

监事会应当包括股东代表和适当比例的公司职工代表，其中职工代表的比例不得低于三分之一，具体比例由公司章程规定。监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

监事会设主席一人，由全体监事过半数选举产生。监事会主席召集和主持监事会会议；监事会主席不能履行职务或者不履行职务的，由半数以上监事共同推举一名监事召集和主持监事会会议。

董事、高级管理人员不得兼任监事。

(8) other duties and powers granted by the board of directors.

Where there are provisions in the articles of association of the company on the duties and powers of managers, such provisions shall prevail.

Managers shall attend meetings of the board of directors.

Article 50 Limited liability companies with relatively fewer shareholders or of a relatively smaller scale may appoint an executive director instead of establishing a board of directors. An executive director may hold the post of company manager concurrently.

The duties and powers of the executive director shall be stipulated by the articles of association of the company.

Article 51 The board of supervisors of a limited liability company shall comprise not less than three members. Limited liability companies with relatively fewer shareholders or of a relatively smaller scale may appoint one to two supervisors instead of establishing a board of supervisors.

The board of supervisors shall include shareholders' representatives and an appropriate number of employees' representatives; the ratio of employees' representative therein shall not be less than one-third and such ratio shall be stipulated by the articles of association of the company. Employees' representatives sitting on the board of supervisors shall be appointed by company employees via an employees' representative congress or employees' congress or other forms of democratic election.

The board of supervisors shall appoint a chairman; the chairman shall be elected by more than half of the board of supervisors. The chairman of the board of supervisors shall convene and chair meetings of the board of supervisors; where the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor appointed by more than half of the board of supervisors shall convene and

chair the meeting(s) of the board of supervisors.

Directors and senior management personnel shall

not hold the post of supervisor concurrently.

Article 52 The term of appointment of a supervisor shall be three years. Upon expiry of the term of appointment, a supervisor may be re-elected.

第五十二条

监事的任期每届为三年。监事任期届满，连选可以连任。

监事任期届满未及时改选，或者监事在任期内辞职导致监事会成员低于法定人数的，在改选出的监事就任前，原监事仍应当依照法律、行政法规和公司章程的规定，履行监事职务。

Where no new appointment is made upon expiry of the term of appointment of a supervisor or a supervisor resigns during his/her term of appointment and causes the number of supervisors that constitutes the board of supervisors to fall below the quorum, the original supervisor shall, prior to the new supervisor taking office, continue to perform his/her duties as a supervisor in accordance with the provisions of laws and administrative regulations and the articles of association of the company.

第五十三条

监事会、不设监事会的公司的监事行使下列职权：

Article 53 A board of supervisors or a supervisor (in the case of companies which have not established a board of supervisors) shall exercise the following duties and powers:

(1) inspect the company finances;

(一) 检查公司财务；

(2) supervise the performance of duties by directors and senior management personnel and propose to remove a director or senior management personnel who violates the provision of the laws and administrative regulations and the articles of association of the company or the resolutions of the board of shareholders;

(二) 对董事、高级管理人员执行公司职务的行为进行监督，对违反法律、行政法规、公司章程或者股东会决议的董事、高级管理人员提出罢免的建议；

(3) require a director or senior management personnel who acts against the interests of the company to make correction;

(三) 当董事、高级管理人员的行为损害公司的利益时，要求董事、高级管理人员予以纠正；

(4) propose to convene ad hoc shareholders' meeting, convene and chair a shareholders' meeting when the board of directors fails to convene and chair a shareholders' meeting in accordance with the provisions of this Law;

(四) 提议召开临时股东会会议，在董事会不履行本法规定的召集和主持股东会会议职责时召集和主持股东会会议；

(五) 向股东会会议提出提案；

(六) 依照本法第一百五十一条的规定，对董事、高级管理人员提起诉讼；

(七) 公司章程规定的其他职权。

(5) make proposals at shareholders' meetings;

(6) file a lawsuit against a director or senior management personnel in accordance with the provisions of Article 151; and

(7) other duties and powers stipulated in the articles of association of the company.

第五十四条

Article 54 Supervisors may attend meetings of the board of directors and query resolutions of the board of directors or give suggestions.

监事可以列席董事会会议，并对董事会决议事项提出质询或者建议。

A board of supervisors or a supervisor (in the case of companies which have not established a board of supervisors) may conduct investigation upon discovering irregularities in the business operations and may appoint an accounting firm etc to assist in the investigation if necessary; such expenses shall be borne by the company.

监事会、不设监事会的公司的监事发现公司经营情况异常，可以进行调查；必要时，可以聘请会计师事务所等协助其工作，费用由公司承担。

第五十五条

Article 55 The board of supervisors shall convene at least one meeting every year; a supervisor may propose to convene an ad hoc meeting of the board of supervisors.

监事会每年度至少召开一次会议，监事可以提议召开临时监事会会议。

The rule of procedures and voting procedures of a board of supervisors shall be stipulated by the articles of association of the company, unless otherwise provided in this Law.

监事会的议事方式和表决程序，除本法有规定的外，由公司章程规定。

监事会决议应当经半数以上监事通过。

Resolutions of a board of supervisors shall be passed by a simple majority of votes.

监事会应当对所议事项的决定作成会议记录，出席会议的监事应当在会议记录上签名。

The board of supervisors shall record minutes of meeting and the supervisors present at the meeting shall sign on the minutes of meeting.

第五十六条

Article 56 Expenses incurred by a board of supervisors or a supervisor (in the case of companies which have not established a board of supervisors) in exercising their duties and powers shall be borne by the company.

监事会、不设监事会的公司的监事行使职权所必需的费用，由公司承担。

第三节 一人有限责任公司的特别规定

Section 3 Special Provisions on One-person Limited Liability Companies

第五十七条

Article 57 The provisions of this Section shall apply to the establishment and organisation of one-person limited liability companies. Where there is no provision in this Section, the provisions of Sections 1 and 2 of this Chapter shall apply.

一人有限责任公司的设立和组织机构，适用本节规定；本节没有规定的，适用本章第一节、第二节的规定。

One-person limited liability companies referred to in this Law shall mean limited liability companies with

本法所称一人有限责任公司，是指只有一个自然人股东或者一个法人股东的有限责任公司。	only one natural person shareholder or one legal person shareholder.
第五十八条	Article 58 A natural person shall invest in a one-person limited liability company only. Such a one-person limited liability company shall not invest in the setting up of a new one-person limited liability company.
一个自然人只能投资设立一个一人有限责任公司。该一人有限责任公司不能投资设立新的一人有限责任公司。	
第五十九条	Article 59 A one-person limited liability company shall declare in its company registration details whether the company is wholly-funded by a natural person or a legal person and state so in its business licence.
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。	
第六十条	Article 60 The articles of association of one-person limited liability companies shall be formulated by the shareholder.
一人有限责任公司章程由股东制定。	
第六十一条	Article 61 One-person limited liability companies are not required to establish a board of shareholders. The shareholder shall put decisions stipulated in the first paragraph of Article 37 in writing and keep such documents in the company after signing.
一人有限责任公司不设股东会。股东作出本法第三十七条第一款所列决定时，应当采用书面形式，并由股东签名后置备于公司。	
第六十二条	Article 62 One-person limited liability companies shall formulate a financial accounting report at each accounting year-end for audit by an accounting firm.
一人有限责任公司应当在每一会计年度终了时编制财务会计报告，并经会计师事务所审计。	
第六十三条	Article 63 A shareholder of a one-person limited liability company who is unable to prove that the company's assets are independent of the shareholder's personal assets shall bear joint liability for the company's debt.
一人有限责任公司的股东不能证明公司财产独立于股东自己的财产的，应当对公司债务承担连带责任。	
第四节 国有独资公司的特别规定	Section 4 Special provisions on State-owned wholly-funded companies
第六十四条	Article 64 The provisions of this Section shall apply to the establishment and organisation of State-owned wholly-funded companies. Where there is no provision in this Section, the provisions of Sections 1 and 2 of this Chapter shall apply.
国有独资公司的设立和组织机构，适用本节规定；本节没有规定的，适用本章第一节、第二节的规定。	State-owned wholly-funded companies referred to in this Law shall mean limited liability companies wholly funded by the State and for which the State Council or a local people's government has authorised the State-owned assets supervision and administration authorities of the local people's government to perform the duties of a capital contributory.
本法所称国有独资公司，是指国家单独出资、由国务院或者地方人民政府授权本级人民政府国有资产监督管理机构履行出资人职责的有限责任公司。	

第六十五条

国有独资公司章程由国有资产监督管理机构制定，或者由董事会制订报国有资产监督管理机构批准。

第六十六条

国有独资公司不设股东会，由国有资产监督管理机构行使股东会职权。国有资产监督管理机构可以授权公司董事会行使股东会的部分职权，决定公司的重大事项，但公司的合并、分立、解散、增加或者减少注册资本和发行公司债券，必须由国有资产监督管理机构决定；其中，重要的国有独资公司合并、分立、解散、申请破产的，应当由国有资产监督管理机构审核后，报本级人民政府批准。

前款所称重要的国有独资公司，按照国务院的规定确定。

第六十七条

国有独资公司设董事会，依照本法第四十六条、第六十六条的规定行使职权。董事每届任期不得超过三年。董事会成员中应当有公司职工代表。

董事会成员由国有资产监督管理机构委派；但是，董事会成员中的职工代表由公司职工代表大会选举产生。

董事会设董事长一人，可以设副董事长。董事长、副董事长由国有资产监督管理机构从董事会成员中指定。

第六十八条

国有独资公司设经理，由董事会聘任或者解聘。经理依照本法第四十九条规定行使职权。

经国有资产监督管理机构同意，董事会成员可以兼任经理。

Article 65 The articles of association of State-owned wholly-funded companies shall be formulated by the State-owned assets supervision and administration authorities or formulated by the board of directors and submitted to the State-owned assets supervision and administration authorities for approval.

Article 66 In the case of State-owned wholly-funded companies which do not establish a board of shareholders, the State-owned assets supervision and administration authorities shall exercise the duties and powers of the board of shareholders. The State-owned assets supervision and administration authorities may authorise the board of directors to exercise some duties and powers of the board of shareholders and to decide on important matters of the company; however, any merger, division, dissolution, increase or reduction in registered capital and issue of corporate bonds of the company shall be decided by the State-owned assets supervision and administration authorities; a merger, division, dissolution, bankruptcy application of significant State-owned wholly-funded companies shall be examined by the State-owned assets supervision and administration authorities and reported to the people's government of counterpart level.

The aforesaid significant State-owned wholly-funded companies shall be determined in accordance with the provisions of the State Council.

Article 67 The board of directors of State-owned wholly-funded companies shall exercise duties and powers stipulated in Article 46 and Article 66. The term of appointment of directors shall not exceed three years. The board of directors shall comprise employees' representatives.

The board of directors shall be appointed by the State-owned assets supervision and administration authorities; however employees' representatives sitting on the board of directors shall be elected by an employees' representative congress.

The board of directors shall appoint a chairman and may appoint deputy chairmen. The chairman and deputy chairmen shall be appointed by the State-owned assets supervision and administration authorities from members of the board of directors.

Article 68 The managers of State-owned wholly-funded companies shall be appointed or dismissed by the board of directors. The managers shall exercise duties and powers in accordance with the provisions of Article 49.

A director may take the post of manager concurrently with the consent of the State-owned assets supervision and administration authorities.

第六十九条

国有独资公司的董事长、副董事长、董事、高级管理人员，未经国有资产监督管理机构同意，不得在其他有限责任公司、股份有限公司或者其他经济组织兼职。

第七十条

国有独资公司监事会成员不得少于五人，其中职工代表的比例不得低于三分之一，具体比例由公司章程规定。

监事会成员由国有资产监督管理机构委派；但是，监事会成员中的职工代表由公司职工代表大会选举产生。监事会主席由国有资产监督管理机构从监事会成员中指定。

监事会行使本法第五十三条第（一）项至第（三）项规定的职权和国务院规定的其他职权。

第三章 有限责任公司的股权转让

第七十一条

有限责任公司的股东之间可以相互转让其全部或者部分股权。

股东向股东以外的人转让股权，应当经其他股东过半数同意。股东应就其股权转让事项书面通知其他股东征求同意，其他股东自接到书面通知之日起满三十日未答复的，视为同意转让。其他股东半数以上不同意转让的，不同意的股东应当购买该转让的股权；不购买的，视为同意转让。

经股东同意转让的股权，在同等条件下，其他股东有优先购买权。两个以上股东主张行使优先购买权的，协商确定各自的购买比例；

Article 69 The chairman, deputy chairmen, directors and senior management personnel of State-owned wholly-funded companies shall not hold a post concurrently in other limited liability companies, companies limited by shares or economic organisations without the consent of the State-owned assets supervision and administration authorities.

Article 70 The board of supervisors of State-owned wholly-funded companies shall comprise not less than five members; the ratio of employees' representatives shall not be less than one-third. The ratio shall be stipulated by the articles of association of the company.

The board of supervisors shall be appointed by the State-owned assets supervision and administration authorities; however, employees' representatives sitting on the board of supervisors shall be elected by an employees' representative congress. The chairman of the board of supervisors shall be appointed by the State-owned assets supervision and administration authorities from members of the board of supervisors.

The board of supervisors shall exercise the duties and powers stipulated in item (1) to item (3) of Article 53 and other duties and powers stipulated by the State Council.

CHAPTER III SHARE TRANSFERS OF LIMITED LIABILITY COMPANIES

Article 71 The shareholders of a limited liability company may transfer all or part of their equity interests among themselves.

A shareholder proposing to transfer its equity interests to a non-shareholder shall obtain the consent of more than half of the other shareholders. The shareholder shall inform the other shareholders of the proposed equity transfer in writing and seek their consent. Failure to reply within 30 days from receipt of the written notice shall be deemed as consent to the proposed transfer. Where more than half of the other shareholders do not consent to the proposed transfer, the non-consenting shareholders shall acquire such equity interests, failing which they shall be deemed to have consented to the proposed

协商不成的，按照转让时各自的出资比例行使优先购买权。

公司章程对股权转让另有规定的，从其规定。

第七十二条

人民法院依照法律规定的强制执行程序转让股东的股权时，应当通知公司及全体股东，其他股东在同等条件下有优先购买权。其他股东自人民法院通知之日起满二十日不行使优先购买权的，视为放弃优先购买权。

第七十三条

依照本法第七十一条、第七十二条转让股权后，公司应当注销原股东的出资证明书，向新股东签发出资证明书，并相应修改公司章程和股东名册中有关股东及其出资额的记载。对公司章程的该项修改不需再由股东会表决。

第七十四条

有下列情形之一的，对股东会该项决议投反对票的股东可以请求公司按照合理的价格收购其股权：

（一）公司连续五年不向股东分配利润，而公司该五年连续盈利，并且符合本法规定的分配利润条件的；

（二）公司合并、分立、转让主要财产的；

transfer.

Where the shareholders consent to the proposed transfer, the other shareholders shall have pre-emptive right to acquire such equity interests on similar terms. Where two or more shareholders intend to exercise their pre-emptive rights, they shall negotiate and determine the acquisition ratio. Where the negotiation fails, the shareholders shall exercise their pre-emptive rights based on the ratio of capital contribution at the time of the proposed transfer.

Where there are provisions in the articles of association of the company for transfer of equity interests, such provisions shall prevail.

Article 72 A people's court handling transfer of equity interests of a shareholder in accordance with the enforcement procedures stipulated by the laws shall inform the company and all its shareholders; the other shareholders shall have pre-emptive rights to acquire such equity interests on similar terms. Failure to exercise pre-emptive rights within 20 days from receipt of the notice of the people's court shall be deemed as a forfeiture of pre-emptive rights by the other shareholders.

Article 73 Following a transfer of equity interests in accordance with the provisions of Article 71 and Article 72, the company shall cancel the capital contribution certificate of the original shareholder, issue a new capital contribution certificate to the new shareholder(s) and make corresponding amendments to the articles of association of the company and the records of shareholders and their amount of capital contribution in the register of shareholders. Such amendment to the articles of association of the company shall not require a resolution of the board of shareholders.

Article 74 Under any of the following circumstances, shareholders who cast an opposing vote to a resolution passed by the board of shareholders may request that the company acquire their equity interests based on a reasonable price:

(1) the company has not made a profit distribution to the shareholders for five consecutive years although the company has been profitable for those five consecutive years and satisfy profit distribution requirements stipulated in this Law;

(2) merger, division and transfer of main assets of the company; or

(三) 公司章程规定的营业期限届满或者章程规定的其他解散事由出现，股东会会议通过决议修改章程使公司存续的。

自股东会会议决议通过之日起六十日内，股东与公司不能达成股权收购协议的，股东可以自股东会会议决议通过之日起九十日内向人民法院提起诉讼。

(3) expiry of the term of business operations stipulated in the articles of association of the company or the occurrence of a trigger event for dissolution stipulated in the articles of association or the passing of a resolution by a shareholders' meeting to amend the articles of association for subsistence of the company.

Where the shareholders fail to conclude an agreement for acquisition of equity interests within 60 days from the date of the resolution by the shareholders' meeting, the shareholders may file a lawsuit with a people's court within 90 days from the date of the resolution of the shareholders' meeting.

第七十五条

自然人股东死亡后，其合法继承人可以继承股东资格；但是，公司章程另有规定的除外。

Article 75 Upon the death of a natural person successor, the lawful successor of a natural person shareholder may succeed the shareholder's qualifications, unless otherwise provided by the articles of association of the company.

第四章 股份有限公司的设立和组织机构

CHAPTER IV ESTABLISHMENT AND ORGANISATION OF COMPANIES LIMITED BY SHARES

第一节 设立 第七十六条

Section 1 Establishment

Article 76 Establishment of companies limited by shares shall satisfy the following requirements:

设立股份有限公司，应当具备下列条件：

(1) the number of promoters satisfies the quorum;

(一) 发起人符合法定人数；

(2) the total share capital subscribed by all the

(二) 有符合公司章程规定的全体发起人认购的股本总额或者募集的实收股本总额；

promoters or the paid-up total share capital raised by all the promoters shall comply with the provisions of the company's articles of association;

(三) 股份发行、筹办事项符合法律规定；

(3) share issues and preparatory matters satisfy the provisions of the law;

(四) 发起人制订公司章程，采用募集方式设立的经创立大会通过；

(4) the articles of association of the company shall be formulated by the promoters and shall be adopted by the founding meeting if the company is established by a share float method;

(五) 有公司名称，建立符合股份有限公司要求的组织机构；

(5) a company name shall exist and the organisation shall satisfy the requirements of a company limited by shares; and

(六) 有公司住所。

<p>第七十七条</p> <p>股份有限公司的设立，可以采取发起设立或者募集设立的方式。</p> <p>发起设立，是指由发起人认购公司应发行的全部股份而设立公司。</p> <p>募集设立，是指由发起人认购公司应发行股份的一部分，其余股份向社会公开募集或者向特定对象募集而设立公司。</p>	<p>(6) a company address shall exist.</p> <p>Article 77 Establishment of a company limited by shares may adopt the promotion method or share float method.</p> <p>Establishment by promotion shall mean that the promoters set up a company by subscribing to the entire share capital of the company.</p> <p>Establishment by share float shall mean that the promoters establish a company by subscribing to a part of the shares to be issued by the company and offering the remaining shares to the public or to specific targets.</p>
<p>第七十八条</p> <p>设立股份有限公司，应当有二人以上二百人以下为发起人，其中须有半数以上的发起人在中国境内有住所。</p>	<p>Article 78 The number of promoters required for the establishment of a company limited by shares shall be more than two but less than 200 and half of the promoters shall have a domicile in China.</p>
<p>第七十九条</p> <p>股份有限公司发起人承担公司筹办事务。</p> <p>发起人应当签订发起人协议，明确各自在公司设立过程中的权利和义务。</p>	<p>Article 79 The promoters of a company limited by shares shall handle the preparatory matters of the company.</p> <p>The promoters shall enter into a promoters' agreement to specify their respective rights and obligations in the process of establishment of the company.</p>
<p>第八十条</p> <p>股份有限公司采取发起设立方式设立的，注册资本为在公司登记机关登记的全体发起人认购的股本总额。在发起人认购的股份缴足前，不得向他人募集股份。</p> <p>股份有限公司采取募集方式设立的，注册资本为在公司登记机关登记的实收股本总额。</p>	<p>Article 80 The registered capital of a company limited by shares established by promotion shall be the total share capital subscribed by all the promoters as registered with the company registration authorities. Prior to the capital subscribed by the promoters being paid up, the company shall not offer shares to others.</p> <p>The registered capital of a company limited by shares established by share float shall be the actual paid-up capital at the time of registration with the company registration authorities.</p>
<p>法律、行政法规以及国务院决定对股份有限公司注册资本实缴、注册资本最低限额另有规定的，从其规定。</p>	<p>Where the laws and administrative regulations stipulate otherwise on paid up registered capital and the amount of minimum registered capital for companies limited by shares, such provisions shall prevail.</p>
<p>第八十一条</p> <p>股份有限公司章程应当载明下列事项：</p>	<p>Article 81 The articles of association of companies limited by shares shall state the following matters:</p> <p>(1) name and address of the company;</p>

(一) 公司名称和住所；	(2) scope of operations of the company;
(二) 公司经营范围；	(3) the method of establishment of the company;
(三) 公司设立方式；	(4) total number of shares of the company, par value
(四) 公司股份总数、每股金额和注册资 本；	of each share and amount of the registered capital;
(五) 发起人的姓名或者名称、认购的股 份数、出资方式 and 出资时间；	(5) names of the promoters, number of shares subscribed to, and method and timing of capital contribution;
(六) 董事会的组成、职权和议事规则；	(6) composition of the board of directors, duties and powers and rules of procedure;
(七) 公司法定代表人；	(7) legal representative of the company;
(八) 监事会的组成、职权和议事规则；	(8) composition of the board of supervisors, duties and powers and rules of procedure;
(九) 公司利润分配办法；	(9) profit distribution method of the company;
(十) 公司的解散事由与清算办法；	(10) trigger events for dissolution of the company and liquidation method;
(十一) 公司的通知和公告办法；	(11) company notices and announcement method; and
(十二) 股东大会会议认为需要规定的其 他事项。	(12) other matters required by the board of shareholders to be stipulated.

第八十二条

Article 82 The provisions of Article 27 shall apply to the methods of capital contribution by promoters.

发起人的出资方式，适用本法第二十七条
的规定。

第八十三条

以发起设立方式设立股份有限公司的，发
起人应当书面认足公司章程规定其认购的股
份，并按照公司章程规定缴纳出资。以非货币
财产出资的，应当依法办理其财产权的转移手
续。

Article 83 The promoters of a company limited by shares established by promotion shall subscribe in writing to the number of shares stipulated by the articles of association of the company. In the case of capital contributions to be made in non-cash assets, the formalities for transfer of property rights shall be completed in accordance with the provisions of the law.

Promoters who fail to make capital contribution in accordance with the provisions of the preceding paragraph shall bear default liability in accordance with the provisions of the promoters' agreement.

发起人不依照前款规定缴纳出资的，应当
按照发起人协议承担违约责任。

<p>发起人认足公司章程规定的出资后，应当选举董事会和监事会，由董事会向公司登记机关报送公司章程以及法律、行政法规规定的其他文件，申请设立登记。</p>	<p>Upon capital contribution fully subscribed by the promoters as stipulated in the company's articles of association, the board of directors and board of supervisors shall be elected, the board of directors shall submit the company's articles of association and other documents stipulated by the laws and administrative regulations to the company registration authorities to apply for incorporation and registration.</p>
<p>第八十四条</p> <p>以募集设立方式设立股份有限公司的，发起人认购的股份不得少于公司股份总数的百分之三十五；但是，法律、行政法规另有规定的，从其规定。</p>	<p>Article 84 The shares subscribed by the promoters of a company limited by shares established by share float shall not be less than 35% of the share capital of the company, unless otherwise provided in the laws and administrative regulations.</p>
<p>第八十五条</p> <p>发起人向社会公开募集股份，必须公告招股说明书，并制作认股书。认股书应当载明本法第八十六条所列事项，由认股人填写认购股数、金额、住所，并签名、盖章。认股人按照所认购股数缴纳股款。</p>	<p>Article 85 Promoters shall make an announcement of the prospectus for a share offering to the public and prepare a subscription form. The subscription form shall state the items stipulated in Article 86 for the subscriber to fill in the number of shares subscribed, monetary amount and address; the subscriber shall sign and affix seal on the subscription form. The subscriber shall make payment based on the number of shares subscribed.</p>
<p>第八十六条</p> <p>招股说明书应当附有发起人制订的公司章程，并载明下列事项：</p> <p>（一）发起人认购的股份数；</p> <p>（二）每股的票面金额和发行价格；</p> <p>（三）无记名股票的发行总数；</p> <p>（四）募集资金的用途；</p> <p>（五）认股人的权利、义务；</p> <p>（六）本次募股的起止期限及逾期未募足时认股人可以撤回所认股份的说明。</p>	<p>Article 86 The prospectus shall include the articles of association of the company formulated by the promoters and state the following matters:</p> <p>(1) number of shares subscribed by the promoters;</p> <p>(2) par value of each share and the issue price;</p> <p>(3) total number of bearer shares to be issued;</p> <p>(4) usage of the funds raised;</p> <p>(5) rights and obligations of a subscriber; and</p> <p>(6) a statement stating the commencement and cut-off date for the share offering and that where the shares are not fully subscribed by the cut-off date, the subscribers may withdraw their subscription.</p>
<p>第八十七条</p> <p>发起人向社会公开募集股份，应当由依法设立的证券公司承销，签订承销协议。</p>	<p>A share offering by the promoters to the public shall be underwritten by a securities company established in accordance with the law and an underwriting</p>

<p>第八十八条</p> <p>发起人向社会公开募集股份，应当同银行签订代收股款协议。</p> <p>代收股款的银行应当按照协议代收和保存股款，向缴纳股款的认股人出具收款单据，并负有向有关部门出具收款证明的义务。</p>	<p>agreement shall be entered into.</p> <p>Article 88 Promoters offering shares to the public shall enter into a custodial agreement with a receiving bank.</p> <p>The receiving bank shall collect payments from the subscribers on behalf of the issuer in accordance with the agreement and issue receipts to the subscribers who have made payments, and shall have the obligation to show proof of collection to the relevant authorities.</p>
<p>第八十九条</p> <p>发行股份的股款缴足后，必须经依法设立的验资机构验资并出具证明。发起人应当自股款缴足之日起三十日内主持召开公司创立大会。创立大会由发起人、认股人组成。</p> <p>发行的股份超过招股说明书规定的截止期限尚未募足的，或者发行股份的股款缴足后，发起人在三十日内未召开创立大会的，认股人可以按照所缴股款并加算银行同期存款利息，要求发起人返还。</p>	<p>Article 89 Upon the issued share capital being fully paid up, a capital verification organisation established in accordance with the law shall conduct a capital verification and issue a certificate. The promoters shall convene the founding meeting within 30 days from the date on which the share capital is fully paid up. The founding meeting shall be constituted by the subscribers.</p> <p>Where the issued share capital is not fully subscribed by the cut-off date stipulated in the prospectus or the promoters fail to convene the founding meeting within 30 days following the issued share capital being fully paid up, the subscribers may demand from the promoters a refund of the payment and bank deposit interest for the same period.</p>
<p>第九十条</p> <p>发起人应当在创立大会召开十五日前将会议日期通知各认股人或者予以公告。创立大会应有代表股份总数过半数的发起人、认股人出席，方可举行。</p> <p>创立大会行使下列职权：</p> <p>（一）审议发起人关于公司筹办情况的报告；</p> <p>（二）通过公司章程；</p> <p>（三）选举董事会成员；</p> <p>（四）选举监事会成员；</p> <p>（五）对公司的设立费用进行审核；</p>	<p>Article 90 The promoters shall give notice to all subscribers 15 days in advance of the date of the founding meeting or make an announcement. The quorum of the founding meeting shall be promoters and subscribers holding more than half of the total number of shares.</p> <p>The founding meeting shall exercise the following duties and powers:</p> <ol style="list-style-type: none"> (1) review the report of promoters on preparatory status of the company; (2) adopt the articles of association of the company; (3) elect members of the board of directors; (4) elect members of the board of supervisors; (5) review the setting up expenses of the company; (6) review the consideration of the assets used for capital contribution by the promoters;

<p>(六) 对发起人用于抵作股款的财产的作价进行审核；</p>	
<p>(七) 发生不可抗力或者经营条件发生重大变化直接影响公司设立的，可以作出不设立公司的决议。</p>	<p>(7) in the event of a force majeure event or a significant change in the business conditions which bears a direct influence on the establishment of the company, a resolution to halt the incorporation of the company may be made.</p>
<p>创立大会对前款所列事项作出决议，必须经出席会议的认股人所持表决权过半数通过。</p>	<p>A resolution of the founding meeting on any of the matters stipulated in the aforesaid paragraph shall be passed by a simple majority of votes held by the subscribers.</p>
<p>第九十一条</p> <p>发起人、认股人缴纳股款或者交付抵作股款的出资后，除未按期募足股份、发起人未按期召开创立大会或者创立大会决议不设立公司的情形外，不得抽回其股本。</p>	<p>Article 91 The promoters and subscribers shall not withdraw their share capital after they have made their capital contribution, except where the shares are not fully subscribed by the deadline or the promoters fail to convene the founding meeting or the founding meeting passed a resolution on halting the incorporation of the company.</p>
<p>第九十二条</p>	<p>Article 92 The board of directors shall submit the following documents to the company registration authorities within 30 days from conclusion of the founding meeting to apply for incorporation and registration:</p>
<p>董事会应于创立大会结束后三十日内，向公司登记机关报送下列文件，申请设立登记：</p>	
<p>(一) 公司登记申请书；</p>	<p>(1) application form for company registration;</p>
<p>(二) 创立大会的会议记录；</p>	<p>(2) minutes of the founding meeting;</p>
<p>(三) 公司章程；</p>	<p>(3) articles of association of the company;</p>
<p>(四) 验资证明；</p>	<p>(4) capital verification certificate;</p>
<p>(五) 法定代表人、董事、监事的任职文件及其身份证明；</p>	<p>(5) letter of appointment for the legal representative, directors and supervisors and their identity documents;</p>
<p>(六) 发起人的法人资格证明或者自然人身份证明；</p>	<p>(6) legal person certificate or identity document of the promoters; and</p>
<p>(七) 公司住所证明。</p>	<p>(7) certificate of company address.</p>
<p>以募集方式设立股份有限公司公开发行股票的，还应当向公司登记机关报送国务院证券监督管理机构的核准文件。</p>	<p>A company limited by shares established by share float shall submit the approval document issued by the securities regulatory authorities of the State Council to the company registration authorities if it proposes to offer shares to the public.</p>
<p>第九十三条</p>	<p>Article 93 Promoters of a company limited by shares who</p>

股份有限公司成立后，发起人未按照公司章程的规定缴足出资的，应当补缴；其他发起人承担连带责任。

股份有限公司成立后，发现作为设立公司出资的非货币财产的实际价额显著低于公司章程所定价额的，应当由交付该出资的发起人补足其差额；其他发起人承担连带责任。

第九十四条

股份有限公司的发起人应当承担下列责任：

（一）公司不能成立时，对设立行为所产生的债务和费用负连带责任；

（二）公司不能成立时，对认股人已缴纳的股款，负返还股款并加算银行同期存款利息的连带责任；

（三）在公司设立过程中，由于发起人的过失致使公司利益受到损害的，应当对公司承担赔偿责任。

第九十五条

有限责任公司变更为股份有限公司时，折合的实收股本总额不得高于公司净资产额。有限责任公司变更为股份有限公司，为增加资本公开发行股份时，应当依法办理。

第九十六条

股份有限公司应当将公司章程、股东名册、公司债券存根、股东大会会议记录、董事会会议记录、监事会会议记录、财务会计报告置备于本公司。

第九十七条

股东有权查阅公司章程、股东名册、公司债券存根、股东大会会议记录、董事会会议决

fail to make full capital contribution in accordance with the provisions of the articles of association of the company shall make up for the payment; other promoters shall bear joint liability.

Where it is discovered after the incorporation of a company limited by shares that the actual value of non-cash assets used for capital contribution for the incorporation is significantly lower than the amount stated in the articles of association of the company, the promoter who made the capital contribution shall make up for the difference; other promoters shall bear joint liability.

Article 94 The promoters of companies limited by shares shall:

(1) bear the debts and expenses incurred for the incorporation in the event that the incorporation is unsuccessful; and

(2) bear joint liability for refund of the payments made by the subscribers and bank deposit interest for the same period in the event that the incorporation is unsuccessful;

(3) compensate the company for damages incurred by the company in the course of incorporation due to the fault of the promoters.

Article 95 In the case of a conversion from a limited liability company into a company limited by shares, the total amount of converted paid-up capital shall not exceed the net asset value of the company. A share offering by a company limited by shares converted from a limited liability company for the purpose of an increase in capital shall be handled in accordance with the provisions of the law.

Article 96 Companies limited by shares shall keep the articles of association of the company, register of shareholders, corporate bonds counterfoil book, minutes of meetings of the board of shareholders, minutes of meetings of the board of directors, minutes of meetings of the board of supervisors and financial reports at the company.

Article 97 Shareholders shall have the right to inspect the articles of association of the company, register of shareholders, corporate bonds counterfoil book, minutes of meetings of the board of shareholders, resolutions of the board of directors, resolutions of the board of supervisors and finance reports and may give suggestions on or query the operations of the company.

议、监事会会议决议、财务会计报告，对公司的经营提出建议或者质询。

第二节 股东大会
第九十八条

股份有限公司股东大会由全体股东组成。股东大会是公司的权力机构，依照本法行使职权。

第九十九条

本法第三十七条第一款关于有限责任公司股东会职权的规定，适用于股份有限公司股东大会。

第一百条

股东大会应当每年召开一次年会。有下列情形之一的，应当在两个月内召开临时股东大会：

（一）董事人数不足本法规定人数或者公司章程所定人数的三分之二时；

（二）公司未弥补的亏损达实收股本总额三分之一时；

（三）单独或者合计持有公司百分之十以上股份的股东请求时；

（四）董事会认为必要时；

（五）监事会提议召开时；

（六）公司章程规定的其他情形。

第一百零一条

股东大会会议由董事会召集，董事长主持；董事长不能履行职务或者不履行职务的，由副董事长主持；副董事长不能履行职务或者不履行职务的，由半数以上董事共同推举一名

Section 2 Shareholders' General Meetings

Article 98 A shareholders' general meeting of a company limited by shares shall be constituted by all the shareholders; the shareholders' general meeting shall be the authority of the company and shall exercise duties and powers in accordance with the provisions of this Law.

Article 99 The provisions of the first paragraph of Article 37 on the duties and powers of the board of shareholders of limited liability companies shall apply to shareholders' general meetings of companies limited by shares.

Article 100 A shareholders' general meeting shall be convened once every year. A shareholders' general meeting shall be convened within two months of any of the following events:

(1) the number of directors falls below two-thirds of the quorum stipulated in this Law or articles of

association of the company;

(2) the losses of the company which have not been

made good equal one-third of the paid-up capital of the company;

(3) requisition of a shareholders' general meeting by a shareholder who holds 10% or more of the

company's shares or several shareholders who hold 10% or more of the company's shares jointly;

(4) the board of directors deems it necessary to

convene a shareholders' general meeting;

(5) the board of supervisors proposes to convene a shareholders' general meeting; or

(6) other events stipulated by the articles of association of the company.

Article 101 Shareholders' general meetings shall be convened by the board of directors and chaired by the chairman; where the chairman is unable or fails to perform his/her duties, the deputy chairman shall chair the meeting; where the deputy chairman is unable or fails to perform his/her duties, a director appointed by more than half of the board of directors shall chair the meeting.

Where the board of directors is unable to or fails to

董事主持。

董事会不能履行或者不履行召集股东大会会议职责的，监事会应当及时召集和主持；监事会不召集和主持的，连续九十日以上单独或者合计持有公司百分之十以上股份的股东可以自行召集和主持。

第一百零二条

召开股东大会会议，应当将会议召开的时间、地点和审议的事项于会议召开二十日前通知各股东；临时股东大会应当于会议召开十五日前通知各股东；发行无记名股票的，应当于会议召开三十日前公告会议召开的时间、地点和审议事项。

单独或者合计持有公司百分之三以上股份的股东，可以在股东大会召开十日前提出临时提案并书面提交董事会；董事会应当在收到提案后二日内通知其他股东，并将该临时提案提交股东大会审议。临时提案的内容应当属于股东大会职权范围，并有明确议题和具体决议事项。

股东大会不得对前两款通知中未列明的事项作出决议。

无记名股票持有人出席股东大会会议的，应当于会议召开五日前至股东大会闭会时将股票交存于公司。

第一百零三条

股东出席股东大会会议，所持每一股份有一表决权。但是，公司持有的本公司股份没有

convene a shareholders' general meeting, the board of supervisors shall convene and chair a meeting promptly; where the board of supervisors fails to convene and chair the meeting, a shareholder who holds 10% or more of the shares of the company or several shareholders who hold 10% or more of the shares of the company jointly for 90 days or more consecutively may convene and chair the meeting. Article 102 All the shareholders shall be informed in writing 20 days in advance of a shareholders' general meeting of the date and venue of meeting and the agenda. All the shareholders shall be informed 15 days in advance of an extraordinary general meeting; where the agenda includes an issue of bearer shares, a notice of the meeting stating the date and venue of the meeting and the agenda shall be given 30 days in advance.

A shareholder who holds 3% or more of the shares of the company or several shareholders who hold 30% or more of the shares of the company jointly may submit a written proposal of an agenda item ten days before a shareholders' general meeting to the board of directors; the board of directors shall inform other shareholders of the proposal within two days from receipt of the proposal and table the proposal at the shareholders' general meeting for review. The contents of the proposed agenda item shall be within the scope of duties and powers of the shareholders' general meeting and shall contain a specific topic and specific resolution.

The shareholders' general meeting shall not resolve on matters which are not set out in the notice of meeting stipulated in the two preceding paragraphs.

Holders of bearer shares attending a shareholders' general meeting shall deposit their share certificates with the company from five days before the meeting to the conclusion of the shareholders' general meeting.

Article 103 Shareholders attending a shareholders' general meeting shall exercise one vote per share. Company shares held by the company shall not carry voting rights.

表决权。

股东大会作出决议，必须经出席会议的股东所持表决权过半数通过。但是，股东大会作出修改公司章程、增加或者减少注册资本的决议，以及公司合并、分立、解散或者变更公司形式的决议，必须经出席会议的股东所持表决权的三分之二以上通过。

第一百零四条

本法和公司章程规定公司转让、受让重大资产或者对外提供担保等事项必须经股东大会作出决议的，董事会应当及时召集股东大会会议，由股东大会就上述事项进行表决。

第一百零五条

股东大会选举董事、监事，可以依照公司章程的规定或者股东大会的决议，实行累积投票制。

本法所称累积投票制，是指股东大会选举董事或者监事时，每一股份拥有与应选董事或者监事人数相同的表决权，股东拥有的表决权可以集中使用。

第一百零六条

股东可以委托代理人出席股东大会会议，代理人应当向公司提交股东授权委托书，并在授权范围内行使表决权。

第一百零七条

股东大会应当对所议事项的决定作成会议记录，主持人、出席会议的董事应当在会议记录上签名。会议记录应当与出席股东的签名册及代理出席的委托书一并保存。

第三节 董事会、经理

第一百零八条

股份有限公司设董事会，其成员为五人至十九人。

Resolutions of a shareholders' general meeting shall be passed by a simple majority of votes cast by shareholders present at the meeting. Resolutions of a shareholders' general meeting on amendment to the articles of association of the company, increase or reduction in registered capital, merger, division, dissolution or change of company structure shall be passed by two-thirds majority of votes cast by shareholders present at the meeting.

Article 104 Where the provisions of this Law and the articles of association of the company require a resolution of the shareholders' general meeting for the transfer of major assets to others or vice versa or provision of guarantee to external parties etc, the board of directors shall convene a shareholders' general meeting promptly for the passing of a resolution on the aforesaid matter.

Article 105 A cumulative voting system may be implemented for the election of directors and supervisors at a shareholders' general meeting in accordance with the provisions of the articles of association of the company or a resolution of the shareholders' general meeting.

The cumulative voting system referred to in this Law shall mean that the voting rights carried by each share shall correspond to the number of directors or supervisors to be elected and the shareholders may use their voting rights collectively for election of directors or supervisors at a shareholders' general meeting.

Article 106 Shareholders may appoint their proxies to attend a shareholders' general meeting; the proxies shall submit a power of attorney to the company and exercise the voting rights within the scope of authorisation.

Article 107 Minutes of shareholders' general meetings shall be recorded and signed by the chairman and directors who attended the meeting. The minutes of meetings shall be kept together with the record of shareholders' signatures and copies of power of attorney.

Section 3 Board of Directors and Managers

Article 108 The board of directors of companies limited by shares shall comprise five to 19 members.

The board of directors may comprise employees' representatives. Employees' representatives who sit

<p>董事会成员中可以有公司职工代表。董事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。</p> <p>本法第四十五条关于有限责任公司董事任期的规定，适用于股份有限公司董事。</p> <p>本法第四十六条关于有限责任公司董事会职权的规定，适用于股份有限公司董事会。</p>	<p>on the board of directors shall be appointed by company employees via an employees' representative congress or employees' congress or other forms of democratic election.</p> <p>The provisions of Article 45 on the term of appointment of directors of limited liability companies shall apply to directors of companies limited by shares.</p> <p>The provisions of Article 46 on duties and powers of the board of directors of limited liability companies shall apply to the board of directors of companies limited by shares.</p>
<p>第一百零九条</p> <p>董事会设董事长一人，可以设副董事长。董事长和副董事长由董事会以全体董事的过半数选举产生。</p> <p>董事长召集和主持董事会会议，检查董事会决议的实施情况。副董事长协助董事长工作，董事长不能履行职务或者不履行职务的，由副董事长履行职务；副董事长不能履行职务或者不履行职务的，由半数以上董事共同推举一名董事履行职务。</p>	<p>Article 109 The board of directors shall appoint a chairman and may appoint a deputy chairman. The chairman and a deputy chairman shall be elected by a simple majority of votes cast by all the directors.</p> <p>The chairman shall convene and chair meetings of the board of directors, check the status of implementation of resolutions of the board of directors. The a deputy chairman shall assist the chairman to perform his/her duties; where the chairman is unable or fails to perform his/her duties, the deputy chairman shall perform the duties; where the deputy chairman is unable or fails to perform the duties, a director appointed by more than half of the board of directors shall perform the duties.</p>
<p>第一百一十条</p> <p>董事会每年度至少召开两次会议，每次会议应当于会议召开十日前通知全体董事和监事。</p> <p>代表十分之一以上表决权的股东、三分之一以上董事或者监事会，可以提议召开董事会临时会议。董事长应当自接到提议后十日内，召集和主持董事会会议。</p> <p>董事会召开临时会议，可以另定召集董事会的通知方式和通知时限。</p>	<p>Article 110 The board of directors shall convene at least two meetings every year. All the directors and supervisors shall be informed of the meeting ten days before a meeting.</p> <p>Shareholders holding one-tenth or more of the voting rights or one-third or more of the board of directors or board of supervisors may propose to convene an ad hoc meeting of the board of directors. The chairman shall convene and chair a meeting of the board of directors within ten days from receipt of the proposal.</p> <p>The board of directors may determine the method and period of notice in the case of an ad hoc</p>

<p>第一百一十一条</p> <p>董事会会议应有过半数的董事出席方可举行。董事会作出决议，必须经全体董事的过半数通过。</p>	<p>meeting convened by the board of directors.</p> <p>Article 111 A meeting of board of directors shall be constituted by more than half of the board of directors. Resolutions of the board of directors shall be passed by a simple majority of votes cast by all the directors.</p> <p>Each director shall have one vote for each resolution of the board of directors.</p>
<p>董事会决议的表决，实行一人一票。</p> <p>第一百一十二条</p> <p>董事会会议，应由董事本人出席；董事因故不能出席，可以书面委托其他董事代为出席，委托书中应载明授权范围。</p> <p>董事会应当对会议所议事项的决定作成会议记录，出席会议的董事应当在会议记录上签名。</p> <p>董事应当对董事会的决议承担责任。董事会的决议违反法律、行政法规或者公司章程、股东大会决议，致使公司遭受严重损失的，参与决议的董事对公司负赔偿责任。但经证明在表决时曾表明异议并记载于会议记录的，该董事可以免除责任。</p>	<p>Article 112 Directors shall attend meetings of the board of directors in person; a director who is unable to attend a meeting may issue a power of attorney to appoint another director to attend the meeting on his behalf; the power of attorney shall state the scope of authorisation.</p> <p>Minutes of meetings of the board of directors shall be recorded and signed by the directors who attended the meeting.</p> <p>The directors shall be liable for resolutions of the board of directors. Where a resolution of the board of directors violates the provisions of laws and administrative regulations or the articles of association of the company or a resolution of the shareholders' general meeting and causes the company to suffer serious damages, directors who participated in the resolution shall bear compensation liability towards the company; a director who can prove that he/she has objected to the resolution and such objection is recorded in the minutes of meeting, the liability of the director may be waived.</p>
<p>第一百一十三条</p> <p>股份有限公司设经理，由董事会决定聘任或者解聘。</p> <p>本法第四十九条关于有限责任公司经理职权的规定，适用于股份有限公司经理。</p>	<p>Article 113 Managers of companies limited by shares may be appointed or dismissed by the board of directors.</p> <p>The provisions of Article 49 on duties and powers of the managers of limited liability companies shall apply to the managers of companies limited by shares.</p>
<p>第一百一十四条</p> <p>公司董事会可以决定由董事会成员兼任经理。</p>	<p>Article 114 The board of directors may appoint a director to take the post of manager concurrently.</p>
<p>第一百一十五条</p> <p>公司不得直接或者通过子公司向董事、监</p>	<p>Article 115 A company shall not provide loans to its directors, supervisors or senior management personnel directly or through its subsidiaries.</p>

事、高级管理人员提供借款。

第一百一十六条

Article 116 Companies shall disclose information on remuneration of directors, supervisors and senior management personnel to their shareholders regularly.

公司应当定期向股东披露董事、监事、高

级管理人员从公司获得报酬的情况。

第四节 监事会

第一百一十七条

Section 4 Board of Supervisors

Article 117 Companies limited by shares shall establish a board of supervisors comprising not less than three members.

股份有限公司设监事会，其成员不得少于

三人。

The board of supervisors shall include shareholders' representatives and an appropriate number of employees' representatives; the ratio of employees' representative therein shall not be less than one-third and such ratio shall be stipulated by the articles of association of the company. Employees' representatives sitting on the board of supervisors shall be appointed by company employees via an employees' representative congress or employees' congress or other forms of democratic election.

监事会应当包括股东代表和适当比例的公司职工代表，其中职工代表的比例不得低于三分之一，具体比例由公司章程规定。监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

The board of supervisors shall appoint a chairman and may appoint a deputy chairman. The chairman and deputy chairman of the board of supervisors shall be elected by more than half of the board of supervisors. The chairman of the board of supervisors shall convene and chair meetings of the board of supervisors; where the chairman of the board of supervisors is unable or fails to perform his/her duties, the deputy chairman of the board of supervisors shall convene and chair meetings of the board of supervisors; where the deputy chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor appointed by more than half of the board of supervisors shall convene and chair the meetings of the board of supervisors.

监事会设主席一人，可以设副主席。监事会主席和副主席由全体监事过半数选举产生。监事会主席召集和主持监事会会议；监事会主席不能履行职务或者不履行职务的，由监事会副主席召集和主持监事会会议；监事会副主席不能履行职务或者不履行职务的，由半数以上监事共同推举一名监事召集和主持监事会会议。

董事、高级管理人员不得兼任监事。

本法第五十二条关于有限责任公司监事任期的规定，适用于股份有限公司监事。

Directors and senior management personnel shall not take the post of supervisor concurrently.

The provisions of Article 52 on the term of appointment of supervisors of limited liability

	companies shall apply to the supervisors of companies limited by shares.
第一百一十八条	Article 118 The provisions of Article 53 and Article 54 on duties and powers of the board of supervisors of limited liability companies shall apply to the board of supervisors of companies limited by shares.
本法第五十三条、第五十四条关于有限责任公司监事会职权的规定，适用于股份有限公司监事会。	Expenses incurred by the board of supervisors in the exercising of duties and powers shall be borne by the company.
监事会行使职权所必需的费用，由公司承担。	
第一百一十九条	Article 119 The board of supervisors shall convene at least one meeting every six months. A supervisor may propose to convene an ad hoc meeting of the board of supervisors.
监事会每六个月至少召开一次会议。监事可以提议召开临时监事会会议。	The rules of procedure and voting procedures of the board of supervisors shall be stipulated by the articles of association of the company, unless otherwise provided in this Law.
监事会的议事方式和表决程序，除本法有规定的外，由公司章程规定。	
监事会决议应当经半数以上监事通过。	Resolutions of the board of supervisors shall be passed by a simple majority.
监事会应当对所议事项的决定作成会议记录，出席会议的监事应当在会议记录上签名。	Minutes of meetings of the board of supervisors shall be recorded and signed by the supervisors who attended the meeting.
第五节 上市公司组织机构的特别规定	Section 5 Special Provisions on Organisation of Listed Companies
第一百二十条	Article 120 Listed companies referred to in this Law shall mean companies limited by shares whose shares are listed and traded on a stock exchange.
本法所称上市公司，是指其股票在证券交易所上市交易的股份有限公司。	
第一百二十一条	Article 121 Where a listed company acquired or sold major assets or provided guarantee amount(s) which exceeds 30% or more of its assets, a resolution of the shareholders' general meeting passed by a two-third majority of shareholders who attended the meeting shall be required.
上市公司在一年内购买、出售重大资产或者担保金额超过公司资产总额百分之三十的，应当由股东大会作出决议，并经出席会议的股东所持表决权的三分之二以上通过。	Listed companies shall appoint independent directors; the specific measures shall be provided by the State Council.
第一百二十二条	
上市公司设独立董事，具体办法由国务院规定。	
第一百二十三条	Article 123 Listed companies shall appoint a board secretary to be responsible for preparation of meetings of the board of shareholders and board of directors, keeping of documents, management of shareholders' information and handling of information disclosure etc.
上市公司设董事会秘书，负责公司股东大会和董事会会议的筹备、文件保管以及公司股	

东资料的管理，办理信息披露事务等事宜。

第一百二十四条

上市公司董事与董事会会议决议事项所涉及的企业有关联关系的，不得对该项决议行使表决权，也不得代理其他董事行使表决权。该董事会会议由过半数的无关联关系董事出席即可举行，董事会会议所作决议须经无关联关系董事过半数通过。出席董事会的无关联关系董事人数不足三人的，应将该事项提交上市公司股东大会审议。

第五章 股份有限公司的股份发行和转让

第一节 股份发行

第一百二十五条

股份有限公司的资本划分为股份，每一股的金额相等。

公司的股份采取股票的形式。股票是公司签发的证明股东所持股份的凭证。

第一百二十六条

股份的发行，实行公平、公正的原则，同种类的每一股份应当具有同等权利。

同次发行的同种类股票，每股的发行条件和价格应当相同；任何单位或者个人所认购的股份，每股应当支付相同价额。

第一百二十七条

股票发行价格可以按票面金额，也可以超过票面金额，但不得低于票面金额。

第一百二十八条

股票采用纸面形式或者国务院证券监督管理机构规定的其他形式。

股票应当载明下列主要事项：

（一）公司名称；

（二）公司成立日期；

（三）股票种类、票面金额及代表的股份数；

Article 124 The board of directors and directors of a listed company shall abstain from voting on a resolution or vote on behalf of another director if they are an interested party in the resolution matter. The meeting of the board of directors may be constituted by more than half of those directors who are not a related party; the resolution of the board of directors shall be passed by a simple majority of votes cast by directors who are not a related party. Where the number of directors who are not a related party is less than 3, the matter shall be submitted to the board of shareholders of the listed company for review.

CHAPTER V SHARE ISSUES AND SHARE TRANSFERS OF COMPANIES LIMITED BY SHARES

Section 1 Share Issues

Article 125 The capital of a company limited by shares is divided into shares of equal par value.

Shares of the companies shall be in script form.

Share certificates shall be the proof issued by a company for the shares held by the shareholders.

Article 126 Share issues shall comply with the principles of fairness and equity. Shares of the same type shall rank pari passu.

The terms and price shall be the same for all shares of the same type in a share issue. An organisation or individual shall pay the same price for each share subscribed.

Article 127 Shares may be issued at the par value or at a premium but shall not be issued below par value.

Article 128 Shares shall be issued in script form or other forms stipulated by the securities regulatory authorities of the State Council.

A share certificate shall state the following:

(1) name of the company;

(2) date of incorporation of the company;

(3) type of shares, par value and number of shares; and

(4) serial number of the share certificate.

<p>(四) 股票的编号。</p> <p>股票由法定代表人签名，公司盖章。</p> <p>发起人的股票，应当标明发起人股票字样。</p>	<p>Share certificates shall be signed by the legal representative and affixed with the company seal.</p> <p>Share certificates for promoter's shares shall state the wordings "promoter's shares".</p>
<p>第一百二十九条</p> <p>公司发行的股票，可以为记名股票，也可以为无记名股票。</p> <p>公司向发起人、法人发行的股票，应当为记名股票，并应当记载该发起人、法人的名称或者姓名，不得另立户名或者以代表人姓名记名。</p>	<p>Article 129 Shares issued by a company may be in the form of registered shares or bearer shares.</p> <p>Shares issued by a company to promoters or legal persons shall take the form of registered shares and the share certificates shall state the name of the promoter or legal person and shall not state another name or the name of a representative.</p>
<p>第一百三十条</p> <p>公司发行记名股票的，应当置备股东名册，记载下列事项：</p> <p>(一) 股东的姓名或者名称及住所；</p> <p>(二) 各股东所持股份数；</p> <p>(三) 各股东所持股票的编号；</p> <p>(四) 各股东取得股份的日期。</p>	<p>Article 130 Companies issuing registered shares shall keep a register of shareholders which records the following:</p> <p>(1) name and address of the shareholder;</p> <p>(2) number of shares held by each shareholder;</p> <p>(3) serial number of the share certificate of each shareholder; and</p> <p>(4) date of acquisition of shares of each shareholder.</p>
<p>发行无记名股票的，公司应当记载其股票数量、编号及发行日期。</p>	<p>Companies issuing bearer shares shall record the number of shares, serial number of share certificates and date of issue.</p>
<p>第一百三十一条</p> <p>国务院可以对公司发行本法规定以外的其他种类的股份，另行作出规定。</p>	<p>Article 131 The State Council may formulate separate regulations on companies issuing other types of shares which are not provided in this Law.</p>
<p>第一百三十二条</p> <p>股份有限公司成立后，即向股东正式交付股票。公司成立前不得向股东交付股票。</p>	<p>Article 132 A company limited by shares shall deliver share certificates to their shareholders upon its incorporation. A company shall not deliver share certificates to its shareholders prior to its incorporation.</p>
<p>第一百三十三条</p> <p>公司发行新股，股东大会应当对下列事项作出决议：</p> <p>(一) 新股种类及数额；</p> <p>(二) 新股发行价格；</p>	<p>Article 133 A resolution on the following matters shall be passed in accordance with the provisions of the articles of association of the company for issue of new shares:</p> <p>(1) type and number of new shares;</p> <p>(2) issue price of new shares;</p> <p>(3) date of commencement and cut-off date for</p>

(三) 新股发行的起止日期；	issue of new shares; and
(四) 向原有股东发行新股的种类及数额。	(4) type and number of new shares issued to existing shareholders.
<p>第一百三十四条</p> <p>公司经国务院证券监督管理机构核准公开发行新股时，必须公告新股招股说明书和财务会计报告，并制作认股书。</p> <p>本法第八十七条、第八十八条的规定适用于公司公开发行新股。</p>	<p>Article 134 Companies approved by the securities regulatory authorities of the State Council to issue new shares shall announce the prospectus of the new shares and financial report and prepare a subscription form.</p> <p>The provisions of Article 87 and 88 shall apply to issue of new shares.</p>
<p>第一百三十五条</p> <p>公司发行新股，可以根据公司经营情况和财务状况，确定其作价方案。</p>	<p>Article 135 A company may determine the pricing scheme in accordance with its business and financial status for issue of new shares.</p>
<p>第一百三十六条</p> <p>公司发行新股募足股款后，必须向公司登记机关办理变更登记，并公告。</p>	<p>Article 136 A company shall complete change of registration formalities with the company registration authorities and make an announcement after all the new shares issued being are fully subscribed.</p>
<p>第二节 股份转让</p> <p>第一百三十七条</p>	<p>Section 2 Share Transfers</p> <p>Article 137 Shareholders may transfer their shares in accordance with the provisions of the law.</p>
<p>第一百三十八条</p> <p>股东持有的股份可以依法转让。</p> <p>股东转让其股份，应当在依法设立的证券交易场所进行或者按照国务院规定的其他方式进行。</p>	<p>Article 138 Share transfers by shareholders shall be carried out at a stock exchange established in accordance with the law or via other methods stipulated by the State Council.</p>
<p>第一百三十九条</p> <p>记名股票，由股东以背书方式或者法律、行政法规规定的其他方式转让；转让后由公司将受让人的姓名或者名称及住所记载于股东名册。</p>	<p>Article 139 Transfer of registered shares shall be made by shareholders by way of endorsement or other methods stipulated by laws and administrative regulations; the company shall record the name and address of the transferee in the register of shareholders upon the transfer.</p> <p>Alteration of records in the register of shareholders shall not be made within 20 days before the</p>
<p>股东大会召开前二十日内或者公司决定分配股利的基准日前五日内，不得进行前款规定的股东名册的变更登记。但是，法律对上市公司股东名册变更登记另有规定的，从其规定。</p>	<p>convening of a shareholders' general meeting or within five days from the record date for determination of dividend distribution by the company. Where the law provides otherwise for alteration of records in the register of shareholders of listed companies, such provisions shall prevail.</p>
<p>第一百四十条</p> <p>无记名股票的转让，由股东将该股票交付</p>	<p>Article 140 Transfer of bearer shares shall take effect upon delivery of the share certificate by the shareholder to the transferee.</p>

给受让人后即发生转让的效力。

第一百四十一条

发起人持有的本公司股份，自公司成立之日起一年内不得转让。公司公开发行股份前已发行的股份，自公司股票在证券交易所上市交易之日起一年内不得转让。

公司董事、监事、高级管理人员应当向公司申报所持有的本公司的股份及其变动情况，在任职期间每年转让的股份不得超过其所持有本公司股份总数的百分之二十五；所持本公司股份自公司股票上市交易之日起一年内不得转让。上述人员离职后半年内，不得转让其所持有的本公司股份。公司章程可以对公司董事、监事、高级管理人员转让其所持有的本公司股份作出其他限制性规定。

第一百四十二条

公司不得收购本公司股份。但是，有下列情形之一的除外：

- (一) 减少公司注册资本；
- (二) 与持有本公司股份的其他公司合并；
- (三) 将股份用于员工持股计划或者股权激励；
- (四) 股东因对股东大会作出的公司合并、分立决议持异议，要求公司收购其股份；
- (五) 将股份用于转换上市公司发行的可转换为股票的公司债券；
- (六) 上市公司为维护公司价值及股东权益所必需。

Article 141 Shares held by promoters shall not be transferred within one year from the date of incorporation of the company. Shares issued by the company before the share offering shall not be transferred within one year from the date on which the shares of the company are listed on a stock exchange.

Directors, supervisors and senior management personnel of a company shall declare their shareholding in the company and changes in such shareholding to the company; and shall not transfer more than 25% of their shareholding in the company during their term of appointment or transfer their shares within one year from the date on which the shares of the company are listed on a stock exchange. The aforesaid persons shall not transfer their shares in the company within half a year after leaving their post. The articles of association of the company may make restrictive provisions on transfer of shares of the company held by directors, supervisors and senior management personnel.

Article 142 A company shall not make a share buyback, except under any of the following circumstances:

- (1) reduction of its registered capital;
- (2) merger with another company which holds its shares;
- (3) use of its shares for carrying out an employee stock ownership plan or equity incentive plan;
- (4) request from shareholders who object to a resolution of a shareholders' general meeting on merger or division of the company to acquire their shares by the company;
- (5) use of shares for conversion of convertible corporate bonds issued by a listed company; and
- (6) the share buyback is necessary for a listed company to maintain its company value and protect

公司因前款第（一）项、第（二）项规定的情形收购本公司股份的，应当经股东大会决议；公司因前款第（三）项、第（五）项、第（六）项规定的情形收购本公司股份的，可以依照公司章程的规定或者股东大会的授权，经三分之二以上董事出席的董事会会议决议。

公司依照本条第一款规定收购本公司股份后，属于第（一）项情形的，应当自收购之日起十日内注销；属于第（二）项、第（四）项情形的，应当在六个月内转让或者注销；属于第（三）项、第（五）项、第（六）项情形的，公司合计持有的本公司股份数不得超过本公司已发行股份总额的百分之十，并应当在三年内转让或者注销。

上市公司收购本公司股份的，应当依照《中华人民共和国证券法》的规定履行信息披露义务。上市公司因本条第一款第（三）项、第（五）项、第（六）项规定的情形收购本公司股份的，应当通过公开的集中交易方式进行。

公司不得接受本公司的股票作为质押权的标的。

第一百四十三条

记名股票被盗、遗失或者灭失，股东可以依照《中华人民共和国民事诉讼法》规定的公

its shareholders' equity.

A resolution of a shareholders' general meeting is required for a share buyback by a company under either of the circumstances stipulated in item (1) or item (2) above; for a company's share buyback under any of the circumstances stipulated in item (3), item (5) or item (6) above, a resolution of the company's board of directors shall be made by a two-third majority of directors attending the meeting according to the provisions of the company's articles of association or as authorized by the shareholders' meeting.

The shares acquired under the circumstance stipulated in item (1) hereof shall be deregistered within ten days from the date of acquisition of shares; the shares shall be assigned or deregistered within six months if the share buyback is made under the circumstances stipulated in either item (2) or item (4); and the shares held in total by a company after a share buyback under any of the circumstances stipulated in item (3), item (5) or item (6) shall not exceed 10% of the company's total outstanding shares, and shall be assigned or deregistered within three years.

Listed companies making a share buyback shall perform their obligation of information disclosure according to the provisions of the Securities Law of the People's Republic of China. If the share buyback is made under any of the circumstances stipulated in item (3), item (5) or item (6) hereof, centralized trading shall be adopted publicly.

A company shall not accept its own shares as the subject matter of pledge.

Article 143 A shareholder whose registered shares are stolen, lost or extinguished may request, pursuant to the announcement and assertion of claim procedures stipulated in the Civil Litigation Law of the People's Republic of China for a people's court to declare the shares

<p>示催告程序，请求人民法院宣告该股票失效。</p> <p>人民法院宣告该股票失效后，股东可以向公司申请补发股票。</p>	<p>invalid. Upon declaration of the shares by the people's court to be void, the shareholder may apply for issue of replacement shares.</p>
<p>第一百四十四条</p> <p>上市公司的股票，依照有关法律、行政法规及证券交易所交易规则上市交易。</p>	<p>Article 144 Shares of listed companies shall be listed and traded in accordance with the provisions of the relevant laws and administrative regulations and stock exchange rules.</p>
<p>第一百四十五条</p> <p>上市公司必须依照法律、行政法规的规定，公开其财务状况、经营情况及重大诉讼，在每会计年度内半年公布一次财务会计报告。</p>	<p>Article 145 Listed companies shall announce information on their financial status, business status and any major lawsuit in accordance with the provisions of laws and administrative regulations and announce half-year financial reports.</p>
<p>第六章 公司董事、监事、高级管理人员的资格和义务</p>	<p>CHAPTER VI QUALIFICATIONS AND OBLIGATIONS OF COMPANY DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT PERSONNEL</p>
<p>第一百四十六条</p>	<p>Article 146 The following persons shall not act as a director, supervisor or senior management personnel:</p>
<p>有下列情形之一的，不得担任公司的董事、监事、高级管理人员：</p>	<p>(1) a person who has no civil capacity or who has limited civil capacity;</p>
<p>（一）无民事行为能力或者限制民事行为能力；</p>	<p>(2) a person who has been convicted for corruption, bribery, conversion of property or disruption of the order of socialist market economy and a five-year period has not lapsed since expiry of the execution period or a person who has been stripped of political rights for being convicted of a crime and a five-year period has not lapsed since expiry of the execution period;</p>
<p>（二）因贪污、贿赂、侵占财产、挪用财产或者破坏社会主义市场经济秩序，被判处有期徒刑，执行期满未逾五年，或者因犯罪被剥夺政治权利，执行期满未逾五年；</p>	<p>(3) a person who acted as a director, factory manager, manager in a company which has been declared bankrupt or liquidated and who is personally accountable for the bankruptcy or liquidation of the company; and a three-year period has not lapsed since the completion of bankruptcy or liquidation of such company;</p>
<p>（三）担任破产清算的公司、企业的董事或者厂长、经理，对该公司、企业的破产负有个人责任的，自该公司、企业破产清算完结之日起未逾三年；</p>	<p>(4) a person who has acted as a legal representative of a company which has its business licence revoked or being ordered to close down for a breach of law and who is personally accountable, and a three-year period has not lapsed since the revocation of the</p>
<p>（四）担任因违法被吊销营业执照、责令关闭的公司、企业的法定代表人，并负有个人责任的，自该公司、企业被吊销营业执照之日起未逾三年；</p>	<p>(4) a person who has acted as a legal representative of a company which has its business licence revoked or being ordered to close down for a breach of law and who is personally accountable, and a three-year period has not lapsed since the revocation of the</p>
<p>（五）个人所负数额较大的债务到期未清偿。</p>	<p>(4) a person who has acted as a legal representative of a company which has its business licence revoked or being ordered to close down for a breach of law and who is personally accountable, and a three-year period has not lapsed since the revocation of the</p>
<p>公司违反前款规定选举、委派董事、监事或者聘任高级管理人员的，该选举、委派或者聘任无效。</p>	<p>or being ordered to close down for a breach of law and who is personally accountable, and a three-year period has not lapsed since the revocation of the</p>

	business licence of such company; and
董事、监事、高级管理人员在任职期间出现本条第一款所列情形的，公司应当解除其职务。	(5) a person who is unable to repay a relatively large amount of personal debts. Where the election or appointment of a director, supervisor or senior management personnel is in violation of the aforesaid provisions, such election or appointment shall be void. In the event of the circumstances stipulated in (1) above during the term of appointment of a director, supervisor or senior management personnel, the company shall remove the director, supervisor or senior management personnel.
	Election or appointment of a director, supervisor or senior management staff which violates the aforesaid provisions shall be void.
	A director, supervisor or senior management staff who encounters the circumstance set out in the first paragraph of this Article shall be terminated by the company.
第一百四十七条	Article 147 Directors, supervisors and senior management personnel shall comply with the provisions of laws and administrative regulations and the articles of association of the company and bear fiduciary duties towards the company.
董事、监事、高级管理人员应当遵守法律、行政法规和公司章程，对公司负有忠实义务和勤勉义务。	Directors, supervisors and senior management personnel shall not abuse their duties and rights to receive bribes or other illegal income and shall not convert company assets.
董事、监事、高级管理人员不得利用职权收受贿赂或者其他非法收入，不得侵占公司的财产。	
第一百四十八条	Article 148 A director or senior management personnel shall not:
董事、高级管理人员不得有下列行为：	(1) misappropriate company funds;
(一) 挪用公司资金；	(2) deposit company funds in a bank account opened in his/her name or in the name of others;
(二) 将公司资金以其个人名义或者以其他个人名义开立账户存储；	(3) use of company funds to make loans to others or provide guarantee for others without the consent of the board of shareholders, a shareholders' general
(三) 违反公司章程的规定，未经股东会、股东大会或者董事会同意，将公司资金借	

贷给他人或者以公司财产为他人提供担保；	meeting or the board of directors and in violation of the provisions of the articles of association of the company;
(四) 违反公司章程的规定或者未经股东会、股东大会同意，与本公司订立合同或者进行交易；	(4) enter into contracts with the company or carry out transactions with the company in violation of the provisions of the articles of association of the company or without the consent of the board of shareholders or a shareholders' general meeting;
(五) 未经股东会或者股东大会同意，利用职务便利为自己或者他人谋取属于公司的商业机会，自营或者为他人经营与所任职公司同类的业务；	(5) abuse his/her duties and powers to seize commercial opportunities of the company for himself/herself or others or engage in similar business as the company's on his/her own or with others without the consent of the board of shareholders or a shareholders' general meeting;
(六) 接受他人与公司交易的佣金归为己有；	(6) pocket the commissions for transactions between the company and other parties;
(七) 擅自披露公司秘密；	(7) disclose company secrets arbitrarily; and
(八) 违反对公司忠实义务的其他行为。	(8) do any other act which violates his/her fiduciary duties towards the company.
董事、高级管理人员违反前款规定所得的收入应当归公司所有。	Income received by directors and senior management personnel in violation of the aforesaid provisions shall belong to the company.
第一百四十九条 董事、监事、高级管理人员执行公司职务时违反法律、行政法规或者公司章程的规定，给公司造成损失的，应当承担赔偿责任。	Article 149 A director, supervisor or senior management personnel who violates the provisions of laws and administrative regulations or the articles of association of the company in his/her performance of duties and powers and causing the company to suffer damages shall bear compensation liability.
第一百五十条 股东会或者股东大会要求董事、监事、高级管理人员列席会议的，董事、监事、高级管理人员应当列席并接受股东的质询。	Article 150 Where the board of shareholders or a shareholders' general meeting requires a director, supervisor or senior management personnel to attend a meeting, the director, supervisor or senior management personnel shall attend the meeting and answer the queries of the shareholders.
董事、高级管理人员应当如实向监事会或者不设监事会的有限责任公司的监事提供有关情况和资料，不得妨碍监事会或者监事行使职权。	Directors or senior management personnel shall provide the relevant information and data truthfully to the board of supervisors or the supervisor (in the case of a limited liability company which has not

established a board of supervisors) and shall not obstruct the exercising of powers and performance of duties by the board of supervisors or the supervisor.

第一百五十一条

董事、高级管理人员有本法第一百四十九条规定的情形的，有限责任公司的股东、股份有限公司连续一百八十日以上单独或者合计持有公司百分之一以上股份的股东，可以书面请求监事会或者不设监事会的有限责任公司的监事向人民法院提起诉讼；监事有本法第一百四十九条规定的情形的，前述股东可以书面请求董事会或者不设董事会的有限责任公司的执行董事向人民法院提起诉讼。

监事会、不设监事会的有限责任公司的监事，或者董事会、执行董事收到前款规定的股东书面请求后拒绝提起诉讼，或者自收到请求之日起三十日内未提起诉讼，或者情况紧急、不立即提起诉讼将会使公司利益受到难以弥补的损害的，前款规定的股东有权为了公司的利益以自己的名义直接向人民法院提起诉讼。

他人侵犯公司合法权益，给公司造成损失的，本条第一款规定的股东可以依照前两款的规定向人民法院提起诉讼。

Article 151 In the event of circumstances stipulated in Article 149 involving a director or senior management personnel, a shareholder or a group of shareholders of a limited liability company or a company limited by shares holding 1% or more of shares in the company for 180 days consecutively may submit a request in writing to the board of supervisors or the supervisor (in the case of a limited liability company which has not established a board of supervisors) to file a lawsuit with a people's court; Under any of the circumstances stipulated in Article 149 involving a supervisor, the aforesaid shareholder(s) may submit a request in writing to the board of directors or the executive director (in the case of a limited liability company which have not established a board of directors) to file a lawsuit with a people's court.

Where the board of supervisors or the supervisor (in the case of a limited liability company which has not established a board of supervisors) or the board of directors or the executive director refuses to file a lawsuit pursuant to the written request of the shareholder(s) or fails to file a lawsuit within 30 days from receipt of the request or where the circumstances are urgent and the company will suffer irrecoverable losses if a lawsuit is not filed forthwith, the aforesaid shareholder(s) shall have the right to file a lawsuit with a people's court directly in their own name to protect the interests of the company.

In the event of an infringement of the legal interests of the company by others which causes the company to suffer damages, shareholders mentioned in the first paragraph of this article may file a lawsuit with a people's court in accordance with the provisions of the aforesaid paragraphs.

第一百五十二条

董事、高级管理人员违反法律、行政法规或者公司章程的规定，损害股东利益的，股东可以向人民法院提起诉讼。

Article 152 In the event that a director or senior management personnel violates the provisions of the laws and administrative regulations or the articles of association of the company and infringes upon the interests of the shareholders, the shareholders may file a lawsuit with a people's court.

第七章 公司债券 第一百五十三条

CHAPTER VII CORPORATE BONDS

Article 153 Corporate bonds referred to in this Law shall mean priced securities issued by companies in accordance

本法所称公司债券，是指公司依照法定程序发行、约定在一定期限还本付息的有价证券。	with statutory procedures for which the issuer agrees to pay principal and interest to the holders within a stipulated period.
公司发行公司债券应当符合《中华人民共和国证券法》规定的发行条件。	Issue of corporate bonds shall satisfy the issue requirements stipulated in the Securities Law of the People's Republic of China.
第一百五十四条 发行公司债券的申请经国务院授权的部门核准后，应当公告公司债券募集办法。	Article 154 The method of offering of corporate bonds shall be announced upon approval of the application for issue of corporate bonds by the authorised department of the State Council.
公司债券募集办法中应当载明下列主要事项：	The method of offering of corporate bonds shall state the following matters:
（一）公司名称；	(1) name of the company;
（二）债券募集资金的用途；	(2) usage of the funds raised;
（三）债券总额和债券的票面金额；	(3) issue size and par value;
（四）债券利率的确定方式；	(4) how the coupon rate is determined;
（五）还本付息的期限和方式；	(5) period and method of principal repayment and interest payment;
（六）债券担保情况；	(6) guarantee for the issue;
（七）债券的发行价格、发行的起止日期；	(7) issue price and time limit of the issue;
（八）公司净资产额；	(8) net assets of the company;
（九）已发行的尚未到期的公司债券总额；	(9) total amount of outstanding bonds previously issued; and
（十）公司债券的承销机构。	(10) underwriter of the issue.
第一百五十五条 公司以实物券方式发行公司债券的，必须在债券上载明公司名称、债券票面金额、利率、偿还期限等事项，并由法定代表人签名，公司盖章。	Article 155 Corporate bond certificates shall state the name of the company, par value of the bond, coupon rate, repayment schedule etc and shall be signed by the legal representative and affixed with the company seal.
第一百五十六条 公司债券，可以为记名债券，也可以为无记名债券。	Article 156 Corporate bonds may take the form of registered bonds or bearer bonds.

公司发行公司债券应当置备公司债券存根簿。

The following matters shall be stated in the corporate bond counterfoil book for an issue of registered bonds:

发行记名公司债券的，应当在公司债券存根簿上载明下列事项：

- (1) name and address of bondholder;
- (2) date of acquisition of the bonds and serial number of the corporate bond certificate;
- (3) total amount of bonds, par value of the bonds, coupon rate, method and period of principal repayment and interest payment; and
- (4) date of issue.

（一）债券持有人的姓名或者名称及住所；

（二）债券持有人取得债券的日期及债券的编号；

（三）债券总额，债券的票面金额、利率、还本付息的期限和方式；

（四）债券的发行日期。

The corporate bond counterfoil record book for bearer bonds shall state the total amount of bonds, coupon rate, schedule and method of repayment, date of issue and serial numbers of the bond certificates.

发行无记名公司债券的，应当在公司债券存根簿上载明债券总额、利率、偿还期限和方式、发行日期及债券的编号。

第一百五十八条

Article 158 Registration and settlement organisations for registered bonds shall establish the relevant systems for bond registration, custodian, interest payment and redemption etc.

记名公司债券的登记结算机构应当建立债券登记、存管、付息、兑付等相关制度。

第一百五十九条

Article 159 Corporate bonds shall be transferable and the transfer price shall be agreed between the transferor and the transferee.

公司债券可以转让，转让价格由转让人与受让人约定。

Trading of corporate bonds on a stock exchange shall comply with the trading rules of the stock exchange.

公司债券在证券交易所上市交易的，按照证券交易所的交易规则转让。

第一百六十条

Article 160 Registered bonds shall be transferred by way of endorsement by the bondholder or other methods stipulated by the laws and administrative regulations. Upon completion of the transfer, the company shall record the name and address of the transferee in the corporate bond counterfoil record book.

记名公司债券，由债券持有人以背书方式或者法律、行政法规规定的其他方式转让；转让后由公司将受让人的姓名或者名称及住所记载于公司债券存根簿。

Transfer of bearer bonds shall take effect upon delivery of the bond by the bondholder to the transferee.

无记名公司债券的转让，由债券持有人将该债券交付给受让人后即发生转让的效力。

第一百六十一条

Article 161 A shareholders' general meeting of a listed company may pass a resolution on issuance of convertible corporate bonds and stipulate the method of conversion in

上市公司经股东大会决议可以发行可转换为股票的公司债券，并在公司债券募集办法中规定具体的转换办法。上市公司发行可转换为股票的公司债券，应当报国务院证券监督管理机构核准。	the prospectus of the bond issue. Listed companies issuing convertible corporate bonds shall obtain the approval of the securities regulatory authorities of the State Council.
发行可转换为股票的公司债券，应当在债券上标明可转换公司债券字样，并在公司债券存根簿上载明可转换公司债券的数额。	The corporate bond certificates for convertible corporate bonds shall state the wordings "convertible corporate bonds" and the balance of convertible corporate bonds shall be recorded in the corporate bond counterfoil record book.
第一百六十二条 发行可转换为股票的公司债券的，公司应当按照其转换办法向债券持有人换发股票，但债券持有人对转换股票或者不转换股票有选择权。	Article 162 Companies which have issued convertible corporate bonds shall convert such corporate bonds into shares for the bondholders in accordance with the method of conversion; however the bondholders shall have the right to opt for conversion of such corporate bonds into shares or not to convert.
第八章 公司财务、会计	CHAPTER VIII FINANCE AND ACCOUNTING OF COMPANIES
第一百六十三条 公司应当依照法律、行政法规和国务院财政部门的规定建立本公司的财务、会计制度。	Article 163 Companies shall establish their finance and accounting system in accordance with the provisions of the laws and administrative regulations and the rules of the finance authorities of the State Council.
第一百六十四条 公司应当在每一会计年度终了时编制财务会计报告，并依法经会计师事务所审计。	Article 164 Companies shall prepare financial accounting reports at the end of each accounting year and such financial accounting reports shall be audited by an accounting firm in accordance with the provisions of the law.
财务会计报告应当依照法律、行政法规和国务院财政部门的规定制作。	Preparation of financial accounting reports shall comply with the provisions of the laws and administrative regulations and the rules of the finance authorities of the State Council.
第一百六十五条 有限责任公司应当依照公司章程规定的期限将财务会计报告送交各股东。	Article 165 Limited liability companies shall deliver their financial accounting reports to all shareholders by the deadline stipulated in the articles of association of the company.
股份有限公司的财务会计报告应当在召开股东大会年会的二十日前置备于本公司，供股东查阅；公开发行股票股份有限公司必须公告其财务会计报告。	The financial accounting reports of a company limited by shares shall be made available at the company at least 20 days before the date of the annual general meeting for inspection by the shareholders; companies limited by shares which have made public offering of shares shall announce their financial accounting reports.
第一百六十六条 公司分配当年税后利润时，应当提取利润的百分之十列入公司法定公积金。公司法定公	Article 166 Companies shall contribute 10% of the profits into their statutory surplus reserve upon distribution of their post-tax profits of the current year. A company may discontinue the contribution when the aggregate sum of the statutory surplus reserve is more than 50% of its registered capital.

积金累计额为公司注册资本的百分之五十以上的，可以不再提取。

公司的法定公积金不足以弥补以前年度亏损的，在依照前款规定提取法定公积金之前，应当先用当年利润弥补亏损。

公司从税后利润中提取法定公积金后，经股东会或者股东大会决议，还可以从税后利润中提取任意公积金。

公司弥补亏损和提取公积金后所余税后利润，有限责任公司依照本法第三十四条的规定分配；股份有限公司按照股东持有的股份比例分配，但股份有限公司章程规定不按持股比例分配的除外。

股东会、股东大会或者董事会违反前款规定，在公司弥补亏损和提取法定公积金之前向股东分配利润的，股东必须将违反规定分配的利润退还公司。

公司持有的本公司股份不得分配利润。

Where the balance of the statutory surplus reserve of a company is insufficient to make good its losses in the previous year, the company shall make good such losses using its profits of the current year before making contribution to the statutory surplus reserve in accordance with the provisions of the preceding paragraph.

Upon contribution to the statutory surplus reserve using its post-tax profits, a company may make further contribution to the surplus reserve using its post-tax profits in accordance with a resolution of the board of shareholders or a shareholders' general meeting.

The provisions of Article 34 shall apply to the limited liability companies for making good of losses and contribution to the surplus reserve using post-tax profits; companies limited by shares shall make contributions based on the shareholding ratio of the shareholders, unless their articles of association provide otherwise.

Where the board of shareholders, the shareholders' general meeting or the board of directors violates the provisions of the preceding paragraphs to make profit distribution to the shareholders before making good the losses and contributing to the statutory surplus reserve, the shareholders shall return such distributed profits to the company.

Companies which have made a share buyback shall not make profit distributions on bought-back shares.

第一百六十七条

股份有限公司以超过股票票面金额的发行价格发行股份所得的溢价款以及国务院财政部门规定列入资本公积金的其他收入，应当列为公司资本公积金。

Article 167 The proceeds from shares of a company limited by shares issued at a premium and other income which are required to be contributed to the statutory surplus reserve as provided by the finance authorities of the State Council shall be contributed to the statutory surplus reserve accordingly.

<p>第一百六十八条</p> <p>公司的公积金用于弥补公司的亏损、扩大公司生产经营或者转为增加公司资本。但是，资本公积金不得用于弥补公司的亏损。</p> <p>法定公积金转为资本时，所留存的该项公积金不得少于转增前公司注册资本的百分之二十五。</p>	<p>Article 168 The surplus reserve of a company shall be used to make good the losses of the company or expand the business and production of the company or converted into additional capital. However, the statutory surplus reserve shall not be used to make good the losses of the company.</p> <p>In the event of a conversion of statutory surplus reserve into additional capital, the balance of the statutory surplus reserve after the conversion shall not be less than 25% of the registered capital of the company before the increase.</p>
<p>第一百六十九条</p> <p>公司聘用、解聘承办公司审计业务的会计师事务所，依照公司章程的规定，由股东会、股东大会或者董事会决定。</p> <p>公司股东会、股东大会或者董事会就解聘会计师事务所进行表决时，应当允许会计师事务所陈述意见。</p>	<p>Article 169 Appointment or removal of the auditor of a company shall comply with the provisions of the provisions of the articles of association of the company and decided by the board of shareholders, a shareholders' general meeting or the board of directors.</p> <p>The board of shareholders, a shareholders' general meeting or the board of directors shall allow the auditor to make a representation when passing a resolution on the removal of the auditor.</p>
<p>第一百七十条</p> <p>公司应当向聘用的会计师事务所提供真实、完整的会计凭证、会计账簿、财务会计报告及其他会计资料，不得拒绝、隐匿、谎报。</p>	<p>Article 170 Companies shall provide accurate and complete accounting vouchers, accounting books, financial accounting reports and other accounting information to their auditor and shall not refuse to provide information, hide or provide false information.</p>
<p>第一百七十一条</p> <p>公司除法定的会计账簿外，不得另立会计账簿。</p> <p>对公司资产，不得以任何个人名义开立账户存储。</p>	<p>Article 171 Companies shall not establish separate accounting books other than statutory accounting books.</p> <p>Company assets shall not be deposited in accounts opened and maintained in the name of an individual.</p>
<p>第九章 公司合并、分立、增资、减资</p> <p>第一百七十二条</p> <p>公司合并可以采取吸收合并或者新设合并。</p> <p>一个公司吸收其他公司为吸收合并，被吸收的公司解散。两个以上公司合并设立一个新的公司为新设合并，合并各方解散。</p> <p>第一百七十三条</p>	<p>CHAPTER IX MERGER, DIVISION, INCREASE IN CAPITAL AND CAPITAL REDUCTION OF COMPANIES</p> <p>Article 172 Mergers of companies may take the form of mergers by absorption or mergers by new establishment.</p> <p>Mergers by absorption shall mean that one company admits one or more other companies into its own company, whereby the admitting company survives and the admitted company or companies are dissolved. Mergers by new establishment shall mean that two or more companies merge to establish a new company, whereby each party to the merger is dissolved.</p> <p>Article 173 The parties to a merger shall enter into a</p>

公司合并，应当由合并各方签订合并协议，并编制资产负债表及财产清单。公司应当自作出合并决议之日起十日内通知债权人，并于三十日内在报纸上公告。债权人自接到通知书之日起三十日内，未接到通知书的自公告之日起四十五日内，可以要求公司清偿债务或者提供相应的担保。

第一百七十四条

公司合并时，合并各方的债权、债务，应当由合并后存续的公司或者新设的公司承继。

第一百七十五条

公司分立，其财产作相应的分割。

公司分立，应当编制资产负债表及财产清单。公司应当自作出分立决议之日起十日内通知债权人，并于三十日内在报纸上公告。

第一百七十六条

公司分立前的债务由分立后的公司承担连带责任。但是，公司在分立前与债权人就债务清偿达成的书面协议另有约定的除外。

第一百七十七条

公司需要减少注册资本时，必须编制资产负债表及财产清单。

公司应当自作出减少注册资本决议之日起十日内通知债权人，并于三十日内在报纸上公告。债权人自接到通知书之日起三十日内，未接到通知书的自公告之日起四十五日内，有权要求公司清偿债务或者提供相应的担保。

第一百七十八条

有限责任公司增加注册资本时，股东认缴新增资本的出资，依照本法设立有限责任公司缴纳出资的有关规定执行。

股份有限公司为增加注册资本发行新股

merger agreement for a company merger and prepare a balance sheet and a list of assets. The company shall notify its creditors within ten days from the date of the resolution on the merger and publish an announcement on the newspapers within 30 days. The creditors may demand, within 30 days from receipt of the notice (or within 45 days for those creditors who did not receive the notice), that the company settles the debts or provide the corresponding guarantee.

Article 174 The surviving company or the newly established company of a merger will assume the claims and debts of the parties to the merger.

Article 175 In the event of a division, the assets of the company shall be divided accordingly.

A company which proposes a division shall prepare a balance sheet and a list of assets. The company shall notify their creditors within ten days from the date of resolution on the division and publish an announcement on the newspapers within 30 days.

Article 176 The surviving company of a division shall bear joint liability for the debts of a company prior to its division, unless the company prior to the division and its creditors have entered into an agreement in writing on debt settlement.

Article 177 A company which proposes to reduce its registered capital shall prepare a balance sheet and a list of assets.

The company shall notify its creditors within ten days from the date of resolution on reduction in registered capital and publish an announcement on the newspapers within 30 days. The creditors may demand, within 30 days from receipt of the notice (or within 45 days for those creditors who did not receive the notice), that the company settles the debts or provide the corresponding guarantee.

Article 178 Contribution to the additional capital of a limited liability company by its shareholders shall comply with the relevant provisions of this Law on capital contribution by shareholders of limited liability companies at the time of establishment.

Subscription by shareholders to new shares issued by a company limited by shares for an increase in registered capital shall comply with the relevant

时，股东认购新股，依照本法设立股份有限公司缴纳股款的有关规定执行。

第一百七十九条

公司合并或者分立，登记事项发生变更的，应当依法向公司登记机关办理变更登记；公司解散的，应当依法办理公司注销登记；设立新公司的，应当依法办理公司设立登记。

公司增加或者减少注册资本，应当依法向公司登记机关办理变更登记。

第十章 公司解散和清算

第一百八十条

公司因下列原因解散：

（一）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；

（二）股东会或者股东大会决议解散；

（三）因公司合并或者分立需要解散；

（四）依法被吊销营业执照、责令关闭或者被撤销；

（五）人民法院依照本法第一百八十二条的规定予以解散。

第一百八十一条

公司有本法第一百八十条第（一）项情形的，可以通过修改公司章程而存续。

依照前款规定修改公司章程，有限责任公

provisions of this Law on subscription of shares by shareholders of companies limited by shares at the time of establishment.

Article 179 In the event of a merger or division or change in registration details, change of registration formalities shall be completed with the company registration authorities in accordance with the provisions of the law; when a company is dissolved, de-registration formalities shall be completed in accordance with the provisions of the law; registration formalities shall be completed in accordance with the provisions of the law for establishment of a new company.

Change in registration formalities shall be completed with the company registration authorities in accordance with the provisions of the law for increase or reduction of registered capital.

CHAPTER X DISSOLUTION AND LIQUIDATION OF COMPANIES

Article 180 A company shall be dissolved for the following reasons:

(1) expiry of the term of operation stipulated in the articles of association of the company or occurrence of an event which triggers the dissolution as provided in the articles of association of the company;

(2) a resolution on dissolution has been passed by the board of shareholders or a shareholders' general meeting;

(3) where the dissolution is required by a merger or division;

(4) the business licence is revoked or the company is ordered to be closed down;

(5) a dissolution of the company is ordered by a people's court in accordance with the provisions of Article 182.

Article 181 In the event of any of the circumstances set out in item (1) of Article 180, the company may continue to exist by making an amendment to its articles of association.

Amendment to the articles of association of a limited liability company in accordance with the

司须经持有三分之二以上表决权的股东通过，股份有限公司须经出席股东大会会议的股东所持表决权的三分之二以上通过。

第一百八十二条

公司经营管理发生严重困难，继续存续会使股东利益受到重大损失，通过其他途径不能解决的，持有公司全部股东表决权百分之十以上的股东，可以请求人民法院解散公司。

第一百八十三条

公司因本法第一百八十条第（一）项、第（二）项、第（四）项、第（五）项规定而解散的，应当在解散事由出现之日起十五日内成立清算组，开始清算。有限责任公司的清算组由股东组成，股份有限公司的清算组由董事或者股东大会确定的人员组成。逾期不成立清算组进行清算的，债权人可以申请人民法院指定有关人员组成清算组进行清算。人民法院应当受理该申请，并及时组织清算组进行清算。

第一百八十四条

清算组在清算期间行使下列职权：

（一）清理公司财产，分别编制资产负债表和财产清单；

（二）通知、公告债权人；

（三）处理与清算有关的公司未了结的业务；

（四）清缴所欠税款以及清算过程中产生的税款；

（五）清理债权、债务；

（六）处理公司清偿债务后的剩余财产；

provisions of the preceding paragraph shall require a resolution passed by a two-third majority of votes cast by its shareholders; in the case of a company limited by shares, such a resolution shall be passed by a two-third majority of votes cast by its shareholders present at a shareholders' general meeting.

Article 182 Where a company experiences serious difficulties in its business and the shareholders will suffer serious damages if the company continues its operation, a shareholder or a group of shareholders holding 10% or more of the shares of the company may, in the absence of any other means, request for a mandatory dissolution of the company by a people's court.

Article 183 Where a company is dissolved in accordance with the provisions of item (2), item (4) or item (5) of Article 180, a liquidation group shall be established to commence liquidation within 15 days from the occurrence of the event which triggers the dissolution. The liquidation group of a limited liability company shall be formed by the shareholders; the liquidation group of a company limited by shares shall comprise members appointed by the directors or the board of shareholders. Where the liquidation group is not established by the deadline to conduct liquidation, the creditors may apply to a people's court to appoint a liquidation group to conduct liquidation. The people's court shall accept the application and form a liquidation group promptly to conduct liquidation.

Article 184 The liquidation group shall exercise the following duties and powers during the liquidation period:

(1) disposal of company assets, preparation of balance sheet and list of assets;

(2) notification to creditors and public announcement;

(3) handling outstanding business of the company which relates to the liquidation;

(4) settlement of outstanding tax payments and tax payments which arise during the liquidation period;

(5) settlement of creditors' rights and debts;

(6) disposal of assets remaining after settlement of the company's debts; and

第一百八十五条

清算组应当自成立之日起十日内通知债权人，并于六十日内在报纸上公告。债权人应当自接到通知书之日起三十日内，未接到通知书的自公告之日起四十五日内，向清算组申报其债权。

债权人申报债权，应当说明债权的有关事项，并提供证明材料。清算组应当对债权进行登记。

在申报债权期间，清算组不得对债权人进行清偿。

第一百八十六条

清算组在清理公司财产、编制资产负债表和财产清单后，应当制定清算方案，并报股东会、股东大会或者人民法院确认。

公司财产在分别支付清算费用、职工的工资、社会保险费用和法定补偿金，缴纳所欠税款，清偿公司债务后的剩余财产，有限责任公司按照股东的出资比例分配，股份有限公司按照股东持有的股份比例分配。

清算期间，公司存续，但不得开展与清算无关的经营活动。公司财产在未依照前款规定清偿前，不得分配给股东。

第一百八十七条

清算组在清理公司财产、编制资产负债表和财产清单后，发现公司财产不足清偿债务的，应当依法向人民法院申请宣告破产。

(7) representing the company in civil litigation.

Article 185 The liquidation group shall notify the creditors within ten days from the date of its establishment and publish an announcement on the newspapers within 60 days. The creditors may, within 30 days from receipt of the notice (or within 45 days for those creditors who did not receive the notice), declare their creditors' rights to the liquidation group.

Creditors declaring their creditors' rights shall provide details of the creditors' rights and the relevant proof. The liquidation group shall register the creditors' rights.

During the declaration period, the liquidation group shall not settle any creditors' rights.

Article 186 Upon disposal of company assets and preparation of the balance sheet and list of assets by the liquidation group, a liquidation plan shall be formulated and reported to the board of shareholders, a shareholders' general meeting or a people's court for confirmation.

The company assets shall be applied for the payment of liquidation expenses, employees' wages, social security premiums and statutory compensation, payment of outstanding taxes and settlement of company debts; the remaining assets shall be distributed to shareholders in accordance with the ratio of capital contribution in the case of a limited liability company and in accordance with the ratio of shareholders in the case of a company limited by shares.

During the liquidation period, a company shall not engage in business operations which are not related to the liquidation. Company assets shall not be distributed to the shareholders prior to settlement of the aforesaid liabilities.

Article 187 Where the liquidation group discovers upon disposal of company assets and preparation of the balance sheet and list of assets that the company assets are insufficient to settle the debts, an application shall be made to a people's court to declare the company bankrupt.

<p>公司经人民法院裁定宣告破产后，清算组应当将清算事务移交给人民法院。</p> <p>第一百八十八条</p>	<p>Where a company has been declared bankrupt by a people's court, the liquidation group shall transfer the liquidation task to the people's court.</p> <p>Article 188 Upon completion of the liquidation, the liquidation group shall prepare and submit a liquidation report to the board of shareholders, a shareholders' general meeting or a people's court for confirmation, submit a copy of the liquidation report to the company registration authorities to apply for de-registration and make a public announcement of the termination of the company.</p>
<p>公司清算结束后，清算组应当制作清算报告，报股东会、股东大会或者人民法院确认，并报送公司登记机关，申请注销公司登记，公告公司终止。</p> <p>第一百八十九条</p>	<p>Article 189 Members of a liquidation group shall perform their duties diligently and perform liquidation obligations in accordance with the provisions of the law.</p>
<p>清算组成员应当忠于职守，依法履行清算义务。</p>	<p>Members of a liquidation group shall not abuse their duties and rights to accept bribes or other illegal income and shall not convert company assets.</p>
<p>清算组成员不得利用职权收受贿赂或者其他非法收入，不得侵占公司财产。</p>	
<p>清算组成员因故意或者重大过失给公司或者债权人造成损失的，应当承担赔偿责任。</p>	<p>Members of a liquidation group shall bear compensation liability towards the company or its creditors for damages suffered by the company or its creditors due to an intentional or serious mistake of the member(s) of the liquidation group.</p>
<p>第一百九十条</p>	<p>Article 190 Where a company is declared bankrupt in accordance with the provisions of the law, bankruptcy liquidation shall be conducted in accordance with the provisions of enterprise bankruptcy laws.</p>
<p>公司被依法宣告破产的，依照有关企业破产的法律实施破产清算。</p>	
<p>第十一章 外国公司的分支机构</p> <p>第一百九十一条</p>	<p>CHAPTER XI BRANCHES OF FOREIGN COMPANIES</p> <p>Article 191 Foreign companies referred to in this Law shall mean companies established outside China in accordance with the provisions of foreign laws.</p>
<p>本法所称外国公司是指依照外国法律在中国境外设立的公司。</p> <p>第一百九十二条</p>	
<p>外国公司在中国境内设立分支机构，必须向中国主管机关提出申请，并提交其公司章程、所属国的公司登记证书等有关文件，经批准后，向公司登记机关依法办理登记，领取营业执照。</p>	<p>Article 192 An application for establishment of a branch in China by a foreign company, the articles of association of the company and certificate of incorporation issued by the country of origin etc shall be submitted to the authorities in China. Upon approval, registration formalities shall be completed with the company registration authorities and a business licence shall be obtained.</p>
<p>外国公司分支机构的审批办法由国务院另行规定。</p> <p>第一百九十三条</p>	<p>Measures on examination and approval of branches of foreign companies shall be provided separately by the State Council.</p>
<p>外国公司在中国境内设立分支机构，必须在中国境内指定负责该分支机构的代表人或者</p>	<p>Article 193 A foreign company shall appoint a representative or an agent for its branch in China and allocate funds corresponding to the operations of the branch.</p>
	<p>The State Council shall provide regulations on the</p>

代理人，并向该分支机构拨付与其所从事的经营活动相适应的资金。

statutory minimum operating funds of branches of foreign companies separately.

对外国公司分支机构的经营资金需要规定最低限额的，由国务院另行规定。

第一百九十四条

Article 194 Branches of foreign companies shall state their nationality and form of business entity in their name.

外国公司的分支机构应当在其名称中标明该外国公司的国籍及责任形式。

Branches of foreign companies shall keep a copy of the articles of association of the foreign company in their office.

外国公司的分支机构应当在本机构中置备该外国公司章程。

第一百九十五条

Article 195 Branches established in China by foreign companies do not qualify as a Chinese legal person.

外国公司在中国境内设立的分支机构不具有中国法人资格。

Foreign companies shall bear civil liability for the businesses carried out by their branches in China.

外国公司对其分支机构在中国境内进行经营活动承担民事责任。

第一百九十六条

Article 196 Branches of foreign companies duly established in China to engage in business activities shall comply with the provisions of China laws and shall not infringe upon public interest; their legal rights and interests shall be protected by China laws.

经批准设立的外国公司分支机构，在中国境内从事业务活动，必须遵守中国的法律，不得损害中国的社会公共利益，其合法权益受中国法律保护。

第一百九十七条

Article 197 A foreign company shall settle all debts of its branch in China in accordance with the provisions of the law when it closes down its branch in China and shall conduct liquidation in accordance with company liquidation procedures stipulated in this Law. Prior to settlement of the debts, a foreign company shall not transfer the assets of its branch out of China.

外国公司撤销其在中国境内的分支机构时，必须依法清偿债务，依照本法有关公司清算程序的规定进行清算。未清偿债务之前，不得将其分支机构的财产移至中国境外。

第十二章 法律责任

第一百九十八条

CHAPTER XII LEGAL LIABILITY

Article 198 Any party who violates the provisions of this Law in making a fraudulent declaration of its registered capital, submitting false materials or adopt other fraudulent means to conceal important fact to obtain company registration shall be ordered by the company registration authorities to make correction; a fine ranging from 5% to 15% of the registered capital shall be imposed on a company which has made fraudulent declaration; a fine ranging from RMB50,000 to RMB500,000 shall be imposed on a company which has submitted false materials or adopt other fraudulent means to conceal important fact; where the circumstances are serious, the company shall be de-registered or have its business licence revoked.

违反本法规定，虚报注册资本、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，对虚报注册资本的公司，处以虚报注册资本金额百分之五以上百分之十五以下的罚款；对提交虚假材料或者采取其他欺诈手段隐瞒重要事实的公司，处以五万元以上五十万元以下的罚款；情节严重的，撤销公司登记或者吊销营业执照。

第一百九十九条

Article 199 Promoters or shareholders who made false capital contribution or fail to make cash or non-cash

<p>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，处以虚假出资金额百分之五以上百分之十五以下的罚款。</p> <p>第二百条</p>	<p>contribution in accordance with the schedule shall be ordered by the company registration authorities to make correction and imposed with a fine ranging from 5% to 15% of the amount of false capital contribution.</p>
<p>公司的发起人、股东在公司成立后，抽逃其出资的，由公司登记机关责令改正，处以所抽逃出资金额百分之五以上百分之十五以下的罚款。</p> <p>第二百零一条</p>	<p>Article 200 Promoters or shareholders who withdraw their capital contribution after the company is incorporated shall be ordered by the company registration authorities to make correction and a fine ranging from 5% to 15% of the amount of withdrawn capital contribution.</p>
<p>公司违反本法规定，在法定的会计账簿以外另立会计账簿的，由县级以上人民政府财政部门责令改正，处以五万元以上五十万元以下的罚款。</p> <p>第二百零二条</p>	<p>Article 201 A company which violates the provisions of this Law in establishing separate accounting books other than statutory accounting books shall be ordered by the finance authorities of a people's government of county level and above to make correction and be imposed with a fine ranging from RMB50,000 to RMB500,000.</p>
<p>公司在依法向有关主管部门提供的财务会计报告等材料上作虚假记载或者隐瞒重要事实的，由有关主管部门对直接负责的主管人员和其他直接责任人员处以三万元以上三十万元以下的罚款。</p> <p>第二百零三条</p>	<p>Article 202 Where a company made false records or concealed important fact on financial accounting reports etc provided to the relevant authorities as required by the law, the person-in-charge and other personnel who are directly responsible shall be imposed a fine ranging from RMB30,000 to RMB300,000 by the relevant authorities.</p>
<p>公司不依照本法规定提取法定公积金的，由县级以上人民政府财政部门责令如数补足应当提取的金额，可以对公司处以二十万元以下的罚款。</p> <p>第二百零四条</p>	<p>Article 203 A company which fails to contribute to statutory surplus reserve in accordance with the provisions of this Law shall be ordered by a people's government of county level and above to make up for the contribution and may be imposed a fine of not more than RMB200,000.</p>
<p>公司在合并、分立、减少注册资本或者进行清算时，不依照本法规定通知或者公告债权人的，由公司登记机关责令改正，对公司处以一万元以上十万元以下的罚款。</p>	<p>Article 204 A company which fails to notify its creditors or make an announcement for its merger, division, reduction in registered capital or liquidation in accordance with the provisions of this Law shall be ordered by the company registration authorities to make correction and be imposed 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百分之五以上百分之十以下的罚款；对直接负责的主管人员和其他直接责任</p>	<p>A company in liquidation which concealed its assets or made false records on its balance sheet or list of assets or distribute company assets before settlement of its debts shall be ordered by the company registration authorities to make correction and be imposed a fine ranging from 5% to 10% of the amount of company assets concealed or the amount of company assets distributed prior to debt</p>

人员处以一万元以上十万元以下的罚款。

settlement; the person-in-charge and other personnel who are directly responsible shall be imposed a fine ranging from RMB10,000 to RMB100,000.

第二百零五条

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。

Article 205 The company registration authorities shall issue a warning to a company in liquidation which engages in business operations unrelated to the liquidation and confiscate its illegal income.

第二百零六条

清算组不依照本法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。

Article 206 A liquidation group which fails to submit a liquidation report to the company registration authorities in accordance with the provisions of this Law or concealed an important fact or made a major omission in the liquidation report shall be ordered by the company registration authorities to make correction.

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一倍以上五倍以下的罚款。

A member of a liquidation group who abuses his/her duties and powers to obtain dishonest gains, illegal income or conversion of company assets shall be ordered by the company registration authorities to return the company asset and surrender the illegal income and be imposed a fine ranging from one to five times the amount of the illegal income.

第二百零七条

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，处以违法所得一倍以上五倍以下的罚款，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。

Article 207 The company registration authorities shall confiscate the illegal income of an asset valuation organisation or a capital verification organisation which provides false materials and impose a fine ranging from one to five times of the amount of illegal income; the relevant authorities may order the organisation to cease operations or revoke the qualification certificate of those personnel who are directly responsible or revoke the business licence of the organisation.

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，处以所得收入一倍以上五倍以下的罚款，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。

An asset valuation organisation or a capital verification organisation which provides a report containing a major omission by mistake shall be ordered by the company registration authorities to make correction; where the circumstances are serious, a fine ranging from one to five times of the income shall be imposed and the relevant authorities may order the organisation to cease operations or revoke the qualification certificate of those personnel who are directly responsible or revoke the business licence of the organisation.

承担资产评估、验资或者验证的机构因其出具的评估结果、验资或者验证证明不实，给公司债权人造成损失的，除能够证明自己没有过错的外，在其评估或者证明不实的金额范围内承担赔偿责任。

Where the creditors of the company suffer damages due to an inaccurate valuation or capital verification

issued by an asset valuation organisation or a capital verification organisation, the valuation organisation or capital verification organisation shall bear compensation liability within the scope of the inaccurate valuation or verification unless it is able to prove that the fault does not lie with the organisation.

第二百零八条

Article 208 Where the company registration authorities grant registration to applicants which do not satisfy the requirements stipulated in this Law or reject registration applications which satisfy the requirements stipulated in this Law, the person-in-charge and other personnel who are directly responsible shall be subject to administrative punishment in accordance with the provisions of the law.

公司登记机关对不符合本法规定条件的登记申请予以登记，或者对符合本法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。

第二百零九条

Article 209 Where the higher company registration authorities order the company registration authorities to grant registration to applicants which do not satisfy the requirements stipulated in this Law or to reject registration applications which satisfy the requirements stipulated in this Law or to cover up illegal registration, the person-in-charge and other personnel who are directly responsible shall be subject to administrative punishment in accordance with the provisions of the law.

公司登记机关的上级部门强令公司登记机关对不符合本法规定条件的登记申请予以登记，或者对符合本法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。

第二百一十条

Article 210 An entity which is not duly registered as a limited liability company or a company limited by shares but uses the name of a limited liability company or a company limited by shares or an entity which is not duly registered as a branch company of a limited liability company or a company limited by shares but uses the name of a branch company of a limited liability company or a company limited by shares shall be ordered by the company registration authorities to make correction or to be closed down and may be imposed a fine of not more than RMB100,000.

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，可以并处十万元以下的罚款。

第二百一十一条

Article 211 A company which fails to commence operations after six months from its incorporation or cease operations for more than six months after commencement of operations arbitrarily without any justification shall have its business licence revoked by the company registration authorities.

公司成立后无正当理由超过六个月未开业的，或者开业后自行停业连续六个月以上的，可以由公司登记机关吊销营业执照。

A company which fails to complete change of registration formalities for a change in company registration details in accordance with the provisions of the Law shall be ordered by the company registration authorities to complete the registration formalities by a stipulated deadline; if the registration formalities are not completed by a

公司登记事项发生变更时，未依照本法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，处以一万元以上十万元以下的罚款。

	stipulated deadline, a fine ranging from RMB10,000 to RMB100,000 shall be imposed.
第二百一十二条 外国公司违反本法规定，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，可以并处五万元以上二十万元以下的罚款。	Article 212 A foreign company which violates the provisions of this Law in establishing a branch company in China shall be ordered by the company registration authorities to make correction or to be closed down and may be imposed a fine ranging from RMB50,000 to RMB200,000.
第二百一十三条 利用公司名义从事危害国家安全、社会公共利益严重违法行为的，吊销营业执照。	Article 213 A company which uses the name of a company to engage in activities which compromise national security or public interest shall have its business licence revoked.
第二百一十四条 公司违反本法规定，应当承担民事赔偿责任和缴纳罚款、罚金的，其财产不足以支付时，先承担民事赔偿责任。	Article 214 A company which violates the provisions of this Law shall bear civil compensation liability and pay fines and penalties; where its assets are insufficient for payment, civil compensation shall take precedence.
第二百一十五条 违反本法规定，构成犯罪的，依法追究刑事责任。	Article 215 Where a violation of the provisions of this Law constitutes a criminal offence, criminal liability shall be pursued in accordance with the provisions of the law.
第十三章 附 则 第二百一十六条 本法下列用语的含义：	CHAPTER XIII SUPPLEMENTARY PROVISIONS Article 216 The following terms used in this Law shall take the following definitions:
（一）高级管理人员，是指公司的经理、副经理、财务负责人，上市公司董事会秘书和公司章程规定的其他人员。	(1) Senior management personnel shall mean the manager, deputy manager, financial controller, board secretary of a listed company and other personnel stipulated in the articles of association of the company.
（二）控股股东，是指其出资额占有限责任公司资本总额百分之五十以上或者其持有的股份占股份有限公司股本总额百分之五十以上的股东；出资额或者持有股份的比例虽然不足百分之五十，但依其出资额或者持有的股份所享有的表决权已足以对股东会、股东大会的决议产生重大影响的股东。	(2) Controlling shareholder shall mean a shareholder who contributes to 50% or more of the capital of a limited liability company or a shareholder who holds 50% or more of the shares of a company limited by shares or a shareholder who is able to exercise significant influence on the resolutions of the board of shareholders or a shareholders' general meeting even though it contributes to less than 50% of the capital or holds less than 50% of the shares.
（三）实际控制人，是指虽不是公司的股东，但通过投资关系、协议或者其他安排，能够实际支配公司行为的人。	(3) Actual controlling party shall mean a party which exercises actual control over a company as investor or through other agreements or arrangements even
（四）关联关系，是指公司控股股东、实际控制人、董事、监事、高级管理人员与其直	

接或者间接控制的企业之间的关系，以及可能导致公司利益转移的其他关系。但是，国家控股的企业之间不仅因为同受国家控股而具有关联关系。

though it is not a shareholder of the company.

(4) Related parties shall mean controlling shareholders, actual controlling party, directors, supervisors, senior management personnel of a company and those enterprises which have a direct or indirect control over a company or whose relationship with the company may result in a transfer of the company's interests. However, fellow State-controlled enterprises shall not be deemed as related parties merely for this affiliation.

第二百一十七条

Article 217 The provisions of this Law shall apply to foreign-invested limited liability companies and companies limited by shares; where the laws on foreign investment provide otherwise, such provisions shall prevail.

外商投资的有限责任公司和股份有限公司

适用本法；有关外商投资的法律另有规定的，适用其规定。

第二百一十八条

Article 218 This Law shall be effective 1 January 2006.

本法自2006年1月1日起施行。



扫一扫，手机阅读更方便

中华人民共和国企业国有资产法
Law of the People's Republic of China on State-owned Assets in Enterprises

发文机关：	全国人民代表大会常务	Promulgation Authorities:	Standing Committee of the
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第一章 总 则
第一条

CHAPTER 1 — GENERAL PROVISIONS
Article 1

为了维护国家基本经济制度，巩固和发展国有经济，加强对国有资产的保护，发挥国有经济在国民经济中的主导作用，促进社会主义市场经济发展，制定本法。

This Law is enacted in order to maintain the basic economic institution of the state, to consolidate and develop the state-owned economy, to strengthen the protection of state-owned assets, to enable the state-owned economy to play a leading role in the economy, and to promote the development of socialist market economy.

第二条

Article 2

本法所称企业国有资产（以下简称国有资产），是指国家对企业各种形式的出资所形成的权益。

The term "state-owned assets in enterprises" (hereinafter referred to as state-owned assets) as used in this Law refers to rights and interests arising from the state's capital contributions of all types to enterprises.

第三条

Article 3

国有资产属于国家所有即全民所有。国务院代表国家行使国有资产所有权。

State-owned assets are owned by the state, i.e. are owned by the public as a whole. The State Council shall exercise the state's ownership rights in state-owned assets on its behalf.

第四条

Article 4

国务院和地方人民政府依照法律、行政法规的规定，分别代表国家对国家出资企业履行出资人职责，享有出资人权益。

The State Council and local people's governments shall, in accordance with laws and administrative regulations, perform the responsibilities of an investor and exercise investors' rights to state-invested enterprises respectively on behalf of the state.

国务院确定的关系国民经济命脉和国家安全的大型国家出资

With regard to large-scale state-invested enterprises which are recognised by the State Council as enterprises that influence the

企业，重要基础设施和重要自然资源等领域的国家出资企业，由国务院代表国家履行出资人职责。其他的国家出资企业，由地方人民政府代表国家履行出资人职责。

第五条

本法所称国家出资企业，是指国家出资的国有独资企业、国有独资公司，以及国有资本控股公司、国有资本参股公司。

第六条

国务院和地方人民政府应当按照政企分开、社会公共管理职能与国有资产出资人职能分开、不干预企业依法自主经营的原则，依法履行出资人职责。

第七条

国家采取措施，推动国有资本向关系国民经济命脉和国家安全的重要行业和关键领域集中，优化国有经济布局 and 结构，推进国有企业的改革和发展，提高国有经济的整体素质，增强国有经济的控制力、影响力。

第八条

国家建立健全与社会主义市场经济发展要求相适应的国有资产管理与监督体制，建立健全国有资产保值增值考核和责任追究制度，落实国有资产保值增值责任。

第九条

economic lifeline of citizens and national security, as well as state-invested enterprises in the fields of key infrastructure and vital natural resources, investors' duties shall be performed by the State Council on behalf of the state. Investors' duties for other state-invested enterprises shall be performed by local governments on behalf of the state.

Article 5

The term "state-invested enterprises" as used in this Law refers to wholly state-owned enterprises, wholly state-owned companies, state-controlled companies and partly state-owned companies to which the state contributes capital.

Article 6

The State Council and local people's governments shall, in accordance with the principle of the separation of government and enterprise, the separation of social and public administrative functions from the functions of state-owned asset investors, and respecting the lawful and independent operation of enterprises, perform investors' duties in accordance with the law.

Article 7

The state shall take measures to support the concentration of state-owned capital in vital sectors and key fields relating to the economic lifeline of citizens and national security, optimise the distribution and structure of the state-owned economy, promote the reform and development of state-owned enterprises, improve the overall quality of the economy, and strengthen its control and influence over the state-owned economy.

Article 8

The state shall establish and improve the state-owned assets administration and supervision system commensurate with the development of socialist market economy, establish and improve the evaluation and accountability system for maintaining and increasing the value of state-owned assets, and designate the responsibilities for maintaining and increasing the value of state-owned assets to specific persons.

Article 9

国家建立健全国有资产基础管理制度。具体办法按照国务院的规定制定。	The state shall establish and improve the basic administrative system for state-owned assets, the specific measures for said assets shall be formulated in accordance with the requirements of the State Council.
第十条	Article 10
国有资产受法律保护，任何单位和个人不得侵害。	State-owned assets shall be protected by law and rights to such assets shall not be infringed by any institution or individual.
第二章 履行出资人职责的机构	CHAPTER 2 — ORGANS THAT PERFORM THE DUTIES OF AN INVESTOR
第十一条	Article 11
国务院国有资产监督管理机构和地方人民政府按照国务院的规定设立的国有资产监督管理机构，根据本级人民政府的授权，代表本级人民政府对国家出资企业履行出资人职责。	The State-owned Assets Supervision and Administration Commission under the State Council and state-owned assets supervision and administration organs established by local governments in accordance with the requirements of the State Council shall, subject to the authorisation of the government at the same level, perform investors' duties for state-invested enterprises on behalf of the governments at the same level.
国务院和地方人民政府根据需要，可以授权其他部门、机构代表本级人民政府对国家出资企业履行出资人职责。	The State Council and local people's governments may, where necessary, authorise other departments and organs to perform investors' duties for state-invested enterprises on behalf of the government at the same level.
代表本级人民政府履行出资人职责的机构、部门，以下统称履行出资人职责的机构。	Organs and departments that perform investors' duties on behalf of the government at the same level are hereinafter referred to as organs that perform the duties of an investor.
第十二条	Article 12
履行出资人职责的机构代表本级人民政府对国家出资企业依法享有资产收益、参与重大决策和选择管理者等出资人权利。	Organs that perform the duties of an investor shall exercise investors' rights to state-invested enterprises, including the rights to derive a profit from their assets and to participate in significant decisions and the selection of managers, on behalf of the government at the same level.
履行出资人职责的机构依照法律、行政法规的规定，制定或者参与制定国家出资企业的章程。	Organs that perform the duties of an investor shall, in accordance with laws and administrative regulations, formulate or participate in formulating the articles of association of state-invested enterprises.
履行出资人职责的机构对法律、行政法规和本级人民政府规定须经本级人民政府批准的履行出资人职责的重大事项，应当报	Organs that perform the duties of an investor shall seek approval from the government at the same level on major matters relating to investors' duties that require the approval of

请本级人民政府批准。

the government at the same level in accordance with laws, administrative regulations and the regulations of the government at the same level.

第十三条

Article 13

履行出资人职责的机构委派的股东代表参加国有资本控股公司、国有资本参股公司召开的股东会会议、股东大会会议，应当按照委派机构的指示提出提案、发表意见、行使表决权，并将其履行职责的情况和结果及时报告委派机构。

When participating in any shareholders' meeting or general meeting of shareholders held by a state-controlled company or partly state-owned company, shareholders appointed by organs to perform the responsibilities of investors shall, in accordance with the instructions of the appointing organ, make proposals, express opinions, exercise voting rights and report on all information and results that relate to the performance of their responsibilities in a timely manner.

第十四条

Article 14

履行出资人职责的机构应当依照法律、行政法规以及企业章程履行出资人职责，保障出资人权益，防止国有资产损失。

Organs that perform the duties of an investor shall, in accordance with laws, administrative regulations and enterprises' articles of association, perform investors' duties, safeguard investors' rights and interests and prevent the loss of state-owned assets.

履行出资人职责的机构应当维护企业作为市场主体依法享有的权利，除依法履行出资人职责外，不得干预企业经营活动。

Organs that perform the duties of an investor shall protect the lawful rights of enterprises as market subjects and shall not intervene in enterprises' operations other than when performing investors' duties in accordance with the law.

第十五条

Article 15

履行出资人职责的机构对本级人民政府负责，向本级人民政府报告履行出资人职责的情况，接受本级人民政府的监督和考核，对国有资产的保值增值负责。

Organs that perform the duties of an investor shall be responsible to the government at the same level, report on their performance of investors' duties to the government at the same level, accept the supervision and evaluation of the government at the same level, and take responsibility for maintaining and increasing the value of state-owned assets.

履行出资人职责的机构应当按照国家有关规定，定期向本级人民政府报告有关国有资产总量、结构、变动、收益等汇总分析的情况。

Organs that perform the duties of an investor shall, in accordance with the relevant regulations of the state, submit a summary analysis on the total value and structure of state-owned assets, along with any changes therein, profits derived therefrom and other information, to the government at the same level on a regular basis.

第三章 国家出资企业
第十六条

CHAPTER 3 — STATE-INVESTED ENTERPRISES
Article 16

国家出资企业对其动产、不动产和其他财产依照法律、行政法规以及企业章程享有占有、使用、收益和处分的权利。	State-invested enterprises shall, in accordance with laws, administrative regulations and their articles of association, have the right to possess, utilise, profit from or dispose of their movable assets, immovable assets and other property.
国家出资企业依法享有的经营自主权和其他合法权益受法律保护。	Independent operating rights and other legitimate rights of state-invested enterprises shall be protected by law.
第十七条	Article 17
国家出资企业从事经营活动，应当遵守法律、行政法规，加强经营管理，提高经济效益，接受人民政府及其有关部门、机构依法实施的管理和监督，接受社会公众的监督，承担社会责任，对出资人负责。	State-invested enterprises that engage in operating activities shall abide by laws and administrative regulations, strengthen their operating management practices, enhance their profitability, accept the administering and supervision of the government and relevant departments and organs, as well as public scrutiny, and shall assume responsibilities to both society and investors.
国家出资企业应当依法建立和完善法人治理结构，建立健全内部监督管理和风险控制制度。	State-invested enterprises shall establish and improve sound corporate governance structure, in addition to internal supervision and risk control systems, in accordance with the law.
第十八条	Article 18
国家出资企业应当依照法律、行政法规和国务院财政部门的规定，建立健全财务、会计制度，设置会计账簿，进行会计核算，依照法律、行政法规以及企业章程的规定向出资人提供真实、完整的财务、会计信息。	State-invested enterprises shall, in accordance with laws, administrative regulations and the requirements of the State Council Finance Department, establish and improve their financial and accounting systems, establish accounting books, perform auditing pursuant to accounting standards and provide investors with accurate and complete financial and accounting information in accordance with laws, administrative regulations and their articles of association.
国家出资企业应当依照法律、行政法规以及企业章程的规定，向出资人分配利润。	State-invested enterprises shall distribute profits to investors in accordance with laws, administrative regulations and their articles of association.
第十九条	Article 19
国有独资公司、国有资本控股公司和国有资本参股公司依照《中华人民共和国公司法》的规定设立监事会。国有独资企业由	Wholly state-owned companies, state-controlled companies and partly state-owned companies shall establish a board of supervisors in accordance with the PRC, Company Law. The board of supervisors of any wholly state-owned enterprises shall

履行出资人职责的机构按照国务院的规定委派监事组成监事会。	be formed by supervisors designated by organs that perform the duties of an investor in accordance with the relevant regulations of the State Council.
国家出资企业的监事会依照法律、行政法规以及企业章程的规定，对董事、高级管理人员执行职务的行为进行监督，对企业财务进行监督检查。	The board of supervisors of all state-invested enterprises shall, in accordance with laws, administrative regulations and their articles of association, supervise the activities of directors and senior management in performing their duties, and supervise and examine the financial status of the enterprise.
第二十条	Article 20
国家出资企业依照法律规定，通过职工代表大会或者其他形式，实行民主管理。	State-invested enterprises shall implement democratic management practices through an employee congress or in another manner in accordance with the law.
第二十一条	Article 21
国家出资企业对其所出资企业依法享有资产收益、参与重大决策和选择管理者等出资人权利。	State-invested enterprises shall lawfully enjoy investors' rights such as the right to profit from assets, the right to participate in the making of major decisions and the selection of managers, etc., of or by the enterprises to which they make capital contributions.
国家出资企业对其所出资企业，应当依照法律、行政法规的规定，通过制定或者参与制定所出资企业的章程，建立权责明确、有效制衡的企业内部监督管理和风险控制制度，维护其出资人权益。	State-invested enterprises shall, in accordance with laws and administrative regulations and by way of formulating or participating in formulating their articles of association, establish internal supervision and risk control systems with defined powers and duties, in addition to effective checking mechanisms, for enterprises to which they make capital contributions, and shall protect the rights and interests of investors.
第四章 国家出资企业管理者的选择与考核	CHAPTER 4 — SELECTION AND EVALUATION OF MANAGERS OF STATE-INVESTED ENTERPRISES
第二十二条	Article 22
履行出资人职责的机构依照法律、行政法规以及企业章程的规定，任免或者建议任免国家出资企业的下列人员：	Organs that perform the duties of an investor shall, in accordance with laws, administrative regulations and enterprise's articles of association, appoint, dismiss and propose the appointment or dismissal of the following state-invested enterprise personnel:
（一）任免国有独资企业的经理、副经理、财务负责人和其他高级管理人员；	(1) The appointment or dismissal of managers, assistant managers, personnel responsible for financial affairs and other senior managers of wholly state-owned enterprises;

<p>(二) 任免国有独资公司的董事长、副董事长、董事、监事会主席和监事；</p> <p>(三) 向国有资本控股公司、国有资本参股公司的股东会、股东大会提出董事、监事人选。</p> <p>国家出资企业中应当由职工代表出任的董事、监事，依照有关法律、行政法规的规定由职工民主选举产生。</p>	<p>(2) The appointment or dismissal of the chairman of the board of directors, vice chairman of the board of directors, directors, chairman of the board of supervisors and supervisors of wholly state-owned companies; and</p> <p>(3) Proposing candidates for directors and supervisors of state-controlled companies and partly state-owned companies to the shareholders' meeting or general meeting of shareholders.</p> <p>In state-invested enterprises, persons appointed to directors' and supervisors' posts which are to be held by employee representatives shall be elected by employees through democratic procedures in accordance with relevant laws and administrative regulations.</p>
<p>第二十三条</p> <p>履行出资人职责的机构任命或者建议任命的董事、监事、高级管理人员，应当具备下列条件：</p> <p>(一) 有良好的品行；</p> <p>(二) 有符合职位要求的专业知识和工作能力；</p> <p>(三) 有能够正常履行职责的身体条件；</p> <p>(四) 法律、行政法规规定的其他条件。</p> <p>董事、监事、高级管理人员在任职期间出现不符合前款规定情形或者出现《中华人民共和国公司法》规定的不得担任公司董事、监事、高级管理人员情形的，履行出资人职责的机构应当依法予以免职或者提出免职建议。</p>	<p>Article 23</p> <p>Directors, supervisors and senior managers appointed or put forward for appointment by organs that perform the duties of an investor shall meet the following requirements:</p> <p>(1) Have a record of good behaviour;</p> <p>(2) Have expertise and ability commensurate with the requirements of the post;</p> <p>(3) Be physically capable of meeting the demands involved in performing the relevant duties; and</p> <p>(4) Other conditions specified by laws and administrative regulations.</p> <p>Where any director, supervisor or senior manager no longer meets the requirements set out in the preceding paragraph or where any of the circumstances specified in the PRC, Company Law occur such that he or she may no longer serve as a director, supervisor or senior manager, the organ that performs the duties of an investor shall dismiss or propose that he or she be dismissed in accordance with the law.</p>
<p>第二十四条</p>	<p>Article 24</p>

<p>履行出资人职责的机构对拟任命或者建议任命的董事、监事、高级管理人员的人选，应当按照规定的条件和程序进行考察。考察合格的，按照规定的权限和程序任命或者建议任命。</p> <p>第二十五条</p>	<p>Organs that perform the duties of an investor shall evaluate directors, supervisors and senior manager candidates to be appointed or proposed for appointment in accordance with prescribed conditions and procedures and appoint or propose to appoint those deemed to be qualified within the scope of their powers.</p> <p>Article 25</p>
<p>未经履行出资人职责的机构同意，国有独资企业、国有独资公司的董事、高级管理人员不得在其他企业兼职。未经股东会、股东大会同意，国有资本控股公司、国有资本参股公司的董事、高级管理人员不得在经营同类业务的其他企业兼职。</p>	<p>No director or senior manager of a wholly state-owned enterprise or wholly state-owned company shall provide any service concurrently in another enterprise without obtaining the consent of the organ that performs the duties of an investor. No director or senior manager of a state-controlled company or partly state-owned company shall hold any post concurrently in another enterprise that carries on business of the same type without obtaining the consent of the shareholders' meeting or the general meeting of shareholders.</p>
<p>未经履行出资人职责的机构同意，国有独资公司的董事长不得兼任经理。未经股东会、股东大会同意，国有资本控股公司的董事长不得兼任经理。</p>	<p>No chairman of the board of directors of a wholly state-owned company shall serve as the manager of that company concurrently without obtaining the consent of the organ that performs the duties of an investor. No chairman of the board of directors of a state-controlled company shall serve as its manager concurrently without obtaining the consent of the shareholders' meeting or the general meeting of shareholders.</p>
<p>董事、高级管理人员不得兼任监事。</p>	<p>No director or senior manager shall serve as a supervisor concurrently.</p>
<p>第二十六条</p> <p>国家出资企业的董事、监事、高级管理人员，应当遵守法律、行政法规以及公司章程，对企业负有忠实义务和勤勉义务，不得利用职权收受贿赂或者取得其他非法收入和不当利益，不得侵占、挪用企业资产，不得超越职权或者违反程序决定企业重大事项，不得有其他侵害国有资产出资人权益的行为。</p>	<p>Article 26</p> <p>Directors, supervisors and senior managers of state-invested enterprises shall abide by laws, administrative regulations and articles of association and perform their duties with good faith and due diligence to such enterprises, and shall not accept any bribe or obtain any other illegal income or benefit, embezzle or misappropriate enterprise assets, make decisions on major matters without authorisation or in violation of procedures, or infringe the rights and interests of other investors in state-owned assets.</p>

国家建立国家出资企业管理者经营业绩考核制度。履行出资人职责的机构应当对其任命的企业管理者进行年度和任期考核，并依据考核结果决定对企业管理者的奖惩。

The state shall establish an evaluation system for the performance of managers of state-invested enterprises. Organs that perform the duties of an investor shall evaluate the performance of the managers they appoint both annually and over the whole term of their appointments, and shall determine their awards or penalties according to the evaluation results.

履行出资人职责的机构应当按照国家有关规定，确定其任命的国家出资企业管理者的薪酬标准。

Organs that perform the duties of an investor shall ascertain the remuneration levels for state-invested enterprise managers they appoint in accordance with the relevant regulations of the state.

第二十八条

Article 28

国有独资企业、国有独资公司和国有资本控股公司的主要负责人，应当接受依法进行的任期经济责任审计。

The main personnel in charge of wholly state-owned enterprises, wholly state-owned companies and state-controlled companies shall be subject to economic responsibility audits in respect of their respective terms of office.

第二十九条

Article 29

本法第二十二条第一款第一项、第二项规定的企业管理者，国务院和地方人民政府规定由本级人民政府任免的，依照其规定。履行出资人职责的机构依照本章规定对上述企业管理者进行考核、奖惩并确定其薪酬标准。

Where the State Council and local government require that the managers specified in Items 1 and 2 of Paragraph 1 of Article 22 of this Law be appointed and dismissed by the government at the same level, such requirements shall apply. Organs that perform the duties of an investor shall evaluate, reward or penalise such managers and determine their remuneration levels.

第五章 关系国有资产出资人权益的重大事项

CHAPTER 5 — MAJOR MATTERS CONCERNING THE RIGHTS AND INTERESTS OF INVESTORS IN STATE-OWNED ASSETS

第一节 一般规定

Section 1 — General Rules

第三十条

Article 30

国家出资企业合并、分立、改制、上市，增加或者减少注册资本，发行债券，进行重大投资，为他人提供大额担保，转让重大财产，进行大额捐赠，分配利润，以及解散、申请破产等重大事项，应当遵守法律、行政法规以及企业章程的规定，不得损害出资人和债权人的权益。

Major events involving state-invested enterprises, including but not limited to mergers, divisions, restructurings, listings, increases or reductions in registered capital, issuance of bonds, major investments, providing major guarantees to external parties, transfers of major assets, large-scale donations, profit distributions, dissolutions and applications for bankruptcy shall be carried out in accordance with laws, administrative regulations and articles of association, and shall not damage the rights and interests of investors or creditors.

第三十一条

Article 31

<p>国有独资企业、国有独资公司合并、分立，增加或者减少注册资本，发行债券，分配利润，以及解散、申请破产，由履行出资人职责的机构决定。</p>	<p>Decisions on mergers, divisions, increases or reductions in registered capital, issuance of bonds, profit distributions, dissolutions, applications for bankruptcy and other major events involving wholly state-owned enterprises and wholly state-owned companies shall be made by organs that perform the duties of an investor.</p>
<p>第三十二条</p>	<p>Article 32</p>
<p>国有独资企业、国有独资公司有本法第三十条所列事项的，除依照本法第三十一条和有关法律、行政法规以及企业章程的规定，由履行出资人职责的机构决定的以外，国有独资企业由企业负责人集体讨论决定，国有独资公司由董事会决定。</p>	<p>Where any of the events listed in Article 30 occurs in relation to a wholly state-owned enterprise or wholly state-owned company, the relevant decisions shall be made by the persons in charge of the wholly state-owned enterprise, as applicable, or through collective discussions or by the board of directors of a wholly state-owned company, as applicable, unless decisions on the event in question are to be made by the organ that performs the duties of investors in accordance with Article 31 and relevant laws, administrative regulations and the enterprise's articles of association.</p>
<p>第三十三条</p>	<p>Article 33</p>
<p>国有资本控股公司、国有资本参股公司有本法第三十条所列事项的，依照法律、行政法规以及公司章程的规定，由公司股东会、股东大会或者董事会决定。由股东会、股东大会决定的，履行出资人职责的机构委派的股东代表应当依照本法第十三条的规定行使权利。</p>	<p>Where any of the events listed in Article 30 occurs in relation to a state-controlled company or partly state-owned company, the relevant decisions shall be made by the shareholders' meeting, the general meeting of shareholders or the board of directors in accordance with laws, administrative regulations and the company's articles of association. Where such decisions are made by the shareholders' meeting or the general meeting of shareholders, shareholder representatives designated by the organ that performs the duties of an investor shall exercise their rights in accordance with Article 13 of this Law.</p>
<p>第三十四条</p>	<p>Article 34</p>
<p>重要的国有独资企业、国有独资公司、国有资本控股公司的合并、分立、解散、申请破产以及法律、行政法规和本级人民政府规定应当由履行出资人职责的机构报经本级人民政府批准的重大事项，履行出资人职责的机构在作出决定或者向其委派参加国</p>	<p>Any merger, division, restructuring, dissolution or application for bankruptcy involving a significant wholly state-owned enterprise, wholly state-owned company or state-controlled company, and any other major event required to be reported by organs that perform the duties of an investor to the government at the same level for approval in accordance with laws, administrative regulations and regulations of the government at the same level shall be reported by organs that</p>

有资本控股公司股东会会议、股东大会会议的股东代表作出指示前，应当报请本级人民政府批准。

本法所称的重要的国有独资企业、国有独资公司和国有资本控股公司，按照国务院的规定确定。

第三十五条

perform the duties of an investor to the government at the same level for approval before any decision is made or any instructions are issued to their designated shareholder representatives to participate in the relevant shareholders' meeting or general meeting of shareholders of the state-controlled company in question.

Whether or not a wholly state-owned enterprise, wholly state-owned company or state-controlled company as specified in this Law is significant shall be determined in accordance with the relevant regulations of the State Council.

Article 35

国家出资企业发行债券、投资等事项，有关法律、行政法规规定应当报经人民政府或者人民政府有关部门、机构批准、核准或者备案的，依照其规定。

第三十六条

When state-invested enterprises are involved in events such as issuing bonds or making investments and the relevant laws and administrative regulations require that such an event be submitted to the government or relevant government departments for approval, verification or filing, such rules shall apply.

Article 36

国家出资企业投资应当符合国家产业政策，并按照国家规定进行可行性研究；与他人交易应当公平、有偿，取得合理对价。

第三十七条

State-invested enterprises shall make investments in compliance with the industrial policy of the state and carry out feasibility studies in accordance with the relevant regulations of the state. Transactions with other entities shall be executed on a fair, non-gratuitous and reasonable basis.

Article 37

国家出资企业的合并、分立、改制、解散、申请破产等重大事项，应当听取企业工会的意见，并通过职工代表大会或者其他形式听取职工的意见和建议。

第三十八条

For any major event such as a merger, division, restructuring, dissolution or application for bankruptcy, state-invested enterprises shall consult with the trade union of the enterprise and listen to the opinions and advice of employees through the employee congress or in another format.

Article 38

国有独资企业、国有独资公司、国有资本控股公司对其所出资企业的重大事项参照本章规定履行出资人职责。具体办法由国务院规定。

第二节 企业改制

第三十九条

Wholly state-owned enterprises, wholly state-owned companies and state-controlled companies shall perform investors' duties for enterprises to which they make capital contributions by reference to this Chapter, the specific measures for which shall be formulated by the State Council.

Section 2 — Enterprise Restructuring

Article 39

本法所称企业改制是指：	The term "enterprise restructuring" as used in this Law refers to:
（一）国有独资企业改为国有独资公司；	(1) The restructuring of a wholly state-owned enterprise into a wholly state-owned company;
（二）国有独资企业、国有独资公司改为国有资本控股公司或者非国有资本控股公司；	(2) The restructuring of a wholly state-owned enterprise or a wholly state-owned company into a state-controlled company or a non-state-controlled company; and
（三）国有资本控股公司改为非国有资本控股公司。	(3) The restructuring of a state-controlled company into a non-state-controlled company.
第四十条	Article 40
企业改制应当依照法定程序，由履行出资人职责的机构决定或者由公司股东会、股东大会决定。	Enterprise restructuring shall be carried out in compliance with statutory procedures and decisions thereon shall be made by organs that perform the duties of an investor or by the shareholders' meeting or general meeting of shareholders.
重要的国有独资企业、国有独资公司、国有资本控股公司的改制，履行出资人职责的机构在作出决定或者向其委派参加国有资本控股公司股东会会议、股东大会会议的股东代表作出指示前，应当将改制方案报请本级人民政府批准。	In the restructuring of major wholly state-owned enterprises, wholly state-owned companies and state-controlled companies, organs that perform the duties of an investor shall submit the restructuring plan to the government at the same level for approval prior to making any decision or issuing instructions to their designated shareholder representatives to participate in the shareholders' meeting or the general meeting of shareholders of the state-controlled company concerned.
第四十一条	Article 41
企业改制应当制定改制方案，载明改制后的企业组织形式、企业资产和债权债务处理方案、股权变动方案、改制的操作程序、资产评估和财务审计等中介机构的选聘等事项。	In enterprise restructuring, a restructuring plan shall be formulated which specifies the organisational form of the enterprise after restructuring, the proposal for dealing with the assets and creditors' rights and debts of the enterprise, the equity adjustment plan, the restructuring process, the selection and engagement of asset assessment and financial auditing agencies, and other particulars.
企业改制涉及重新安置企业职工的，还应当制定职工安置方案，并经职工代表大会或者职工大会审议通过。	Where an enterprise restructuring involves a reallocation of employees, an employee reallocation plan shall be formulated and shall be adopted by the employee congress or the general meeting of employees.
第四十二条	Article 42
企业改制应当按照规定进行	In an enterprise restructuring, capital settlements, financial

清产核资、财务审计、资产评估，准确界定和核实资产，客观、公正地确定资产的价值。

企业改制涉及以企业的实物、知识产权、土地使用权等非货币财产折算为国有资本出资或者股份的，应当按照规定对折价财产进行评估，以评估确认价格作为确定国有资本出资额或者股份数额的依据。不得将财产低价折股或者有其他损害出资人权益的行为。

第三节 与关联方的交易 第四十三条

国家出资企业的关联方不得利用与国家出资企业之间的交易，谋取不当利益，损害国家出资企业利益。

本法所称关联方，是指本企业的董事、监事、高级管理人员及其近亲属，以及这些人员所有或者实际控制的企业。

第四十四条

国有独资企业、国有独资公司、国有资本控股公司不得无偿向关联方提供资金、商品、服务或者其他资产，不得以不公平的价格与关联方进行交易。

第四十五条

未经履行出资人职责的机构同意，国有独资企业、国有独资公司不得有下列行为：

（一）与关联方订立财产转让、借款的协议；

audits and asset assessments shall be carried out in accordance with relevant regulations to accurately define and verify assets and ascertain the values of such assets in an objective and fair manner.

Where materials, intellectual property rights, land use rights or other non-monetary assets need to be converted into state-owned capital contributions or shares in the course of an enterprise restructuring, the property to be converted shall be evaluated in accordance with relevant regulations and the amount of state-owned capital contributions or shares shall be determined on the basis of the evaluated price. Conversions of property into shares at an unreasonable price and other violations of the rights and interests of investors are prohibited.

Section 3 — Related Party Transactions Article 43

No party affiliated to a state-invested enterprise shall acquire any illegal interest or damage the rights and interests of the state-invested enterprise by taking advantage of transactions therewith.

The term "affiliated parties" as used in this Law refers to directors, supervisors and senior managers of enterprises, their close relatives, and enterprises owned or effectively controlled by such persons.

Article 44

No wholly state-owned enterprise, wholly state-owned company or state-controlled company shall provide any affiliated party with funds, products, services or other assets for free, nor conduct any transaction with an associated party at an unfair price.

Article 45

No wholly state-owned enterprise or wholly state-owned company may engage in any of the following activities without obtaining the consent of the organ that performs the duties of an investor:

(1) Enter into an asset transfer agreement or lending agreement with a related party;

(二) 为关联方提供担保；

(2) Provide a guarantee to a related party; or

(三) 与关联方共同出资设立企业，或者向董事、监事、高级管理人员或者其近亲属所有或者实际控制的企业投资。

(3) Invest in the establishment of an enterprise in conjunction with a related party or make an investment in any enterprise owned or effectively controlled by any director, supervisor or senior manager of an associated party or any of their close relatives.

第四十六条

Article 46

国有资本控股公司、国有资本参股公司与关联方的交易，依照《中华人民共和国公司法》和有关法律、行政法规以及公司章程的规定，由公司股东会、股东大会或者董事会决定。由公司股东会、股东大会决定的，履行出资人职责的机构委派的股东代表，应当依照本法第十三条的规定行使权利。

Decisions on transactions between state-controlled companies or partly state-controlled companies and their associated parties shall determine by the shareholders' meeting, the general meeting of shareholders or the board of directors in accordance with the Company Law of the People's Republic of China and other administrative regulations, in addition to the company's articles of association. Where such decisions are made by the shareholders' meeting or the general meeting of shareholders, the shareholder representatives designated by the organ that performs investor's duties shall exercise their rights in accordance with Article 13 of this Law.

公司董事会对公司与关联方的交易作出决议时，该交易涉及的董事不得行使表决权，也不得代理其他董事行使表决权。

When the board of directors makes a resolution on a related party transaction, no director involved in the transaction shall exercise his or her voting right or vote on behalf of any other director.

第四节 资产评估 第四十七条

Section 4 — Asset Assessments Article 47

国有独资企业、国有独资公司和国有资本控股公司合并、分立、改制，转让重大财产，以非货币财产对外投资，清算或者有法律、行政法规以及企业章程规定应当进行资产评估的其他情形的，应当按照规定对有关资产进行评估。

Where a wholly state-owned enterprise, wholly state-owned company or state-controlled company is to be merged with another company, divided into two or more companies or restructured, or where a substantial proportion of its assets are to be transferred, an investment is to be made with any non-monetary property, or the company is to go into liquidation or falls under any other circumstances in which an asset assessment is required by laws, administrative regulations or its articles of association, an evaluation of the relevant assets shall be carried out in accordance with relevant provisions.

第四十八条

Article 48

国有独资企业、国有独资公

Wholly state-owned enterprises, wholly state-owned companies

司和国有资本控股公司应当委托依法设立的符合条件的资产评估机构进行资产评估；涉及应当报经履行出资人职责的机构决定的事项的，应当将委托资产评估机构的情况向履行出资人职责的机构报告。

第四十九条

国有独资企业、国有独资公司、国有资本控股公司及其董事、监事、高级管理人员应当向资产评估机构如实提供有关情况和资料，不得与资产评估机构串通评估作价。

第五十条

资产评估机构及其工作人员受托评估有关资产，应当遵守法律、行政法规以及评估执业准则，独立、客观、公正地对受托评估的资产进行评估。资产评估机构应当对其出具的评估报告负责。

第五节 国有资产转让
第五十一条

本法所称国有资产转让，是指依法将国家对企业的出资所形成的权益转移给其他单位或者个人的行为；按照国家规定无偿划转国有资产的除外。

第五十二条

国有资产转让应当有利于国有经济布局和结构的战略性调整，防止国有资产损失，不得损害交易各方的合法权益。

and state-controlled companies shall instruct qualified asset assessment institutions established in accordance with the law to carry out asset assessments; where the situation involves any matter to be reported to the relevant organ that performs the duties of investors for decision, the details of the asset assessment institution shall be reported to that organ.

Article 49

Wholly state-owned enterprises, wholly state-owned companies and state-controlled companies, in addition to their directors, supervisors and senior managers, shall provide asset assessment institutions they engage with truthful relevant particulars and information and shall not collude with any such asset assessment institution on the setting of asset values in the course of asset assessment activities.

Article 50

Any asset assessment institution or any staff member thereof that is authorised to make an evaluation of relevant assets shall, in compliance with laws, administrative regulations and evaluation practice standards, do so in an independent, impartial and equitable manner. Asset assessment institutions shall be responsible for the asset assessment reports they issue.

Section 5 — Transfers of State-owned Assets
Article 51

The term "transfer of state-owned assets" as used herein means any course of action by which any interest in an enterprise owned by the state as a result of any capital contribution thereto made by the state is assigned to another entity or individual in accordance with the law, other than a gratuitous assignment of state-owned assets made in accordance with relevant provisions of the state.

Article 52

Any transfer of state-owned assets shall be conducive to the strategic adjustment of the distribution and structure of the state sector of China's economy, shall prevent any loss of state-owned assets, and shall not harm the legitimate interests of any party to the transfer.

国有资产转让由履行出资人职责的机构决定。履行出资人职责的机构决定转让全部国有资产的，或者转让部分国有资产致使国家对该企业不再具有控股地位的，应当报请本级人民政府批准。

Any organ that performs investor's duty shall make a decision on whether or not to transfer state-owned assets. Where any such organ decides to transfer all of the state-owned assets in question, or decides to transfer part of the state-owned assets in question which will lead to the loss of controlling shareholder status on the part of the state for the enterprise in question, it shall report the matter to the people's government at the same level for approval.

第五十四条

Article 54

国有资产转让应当遵循等价有偿和公开、公平、公正的原则。

The principles of compensation such as equal-value, openness, fairness and impartiality shall be observed in any transfer of state-owned assets.

除按照国家规定可以直接协议转让的以外，国有资产转让应当在依法设立的产权交易场所公开进行。转让方应当如实披露有关信息，征集受让方；征集产生的受让方为两个以上的，转让应当采用公开竞价的交易方式。

Other than those which may be transferred directly by agreement in accordance with relevant provisions of the state, state-owned assets shall be transferred publicly in an asset/equity transaction executed in accordance with the law. The transferor shall disclose all relevant information in good faith to solicit potential transferees; where two or more potential transferees emerge in the solicitation process, the transferor shall make a decision on the final transferee by way of an open auction.

转让上市交易的股份依照《中华人民共和国证券法》的规定进行。

Any transfer of shares listed on a stock exchange shall be carried out in accordance with the provisions of the PRC, Securities Law.

第五十五条

Article 55

国有资产转让应当以依法评估的、经履行出资人职责的机构认可或者由履行出资人职责的机构报经本级人民政府核准的价格为依据，合理确定最低转让价格。

For any transfer of state-owned assets, the minimum transfer price shall be determined in a reasonable manner on the basis of a price that has been evaluated in accordance with the law and recognised by an organ that performs the duties of an investor or approved by the people's government at the same level after being reported by such an organ.

第五十六条

Article 56

法律、行政法规或者国务院国有资产监督管理机构规定可以向本企业的董事、监事、高级管

Where, when any state-owned assets of an enterprise which, as provided for in laws, administrative regulations or by the State-owned Assets Supervision and Administration Commission

理人员或者其近亲属，或者这些人员所有或者实际控制的企业转让的国有资产，在转让时，上述人员或者企业参与受让的，应当与其他受让参与者平等竞买；转让方应当按照国家有关规定，如实披露有关信息；相关的董事、监事和高级管理人员不得参与转让方案的制定和组织实施的各项工作。

第五十七条

under the State Council, may be transferred to any director, supervisor, or senior manager of the enterprise, any of their immediate family members or any enterprise owned or effectively controlled by any of those persons are to be transferred, and any of those persons or any such enterprise participates in such transfer, they shall compete with other participants on an equal footing; the transferor concerned shall disclose all relevant information in an honest manner in accordance with relevant provisions of the state, and no director, supervisor or senior manager related thereto shall participate in any activities connected with the preparation and implementation of any plan for such transfer.

Article 57

国有资产向境外投资者转让的，应当遵守国家有关规定，不得危害国家安全和社会公共利益。

第六章 国有资本经营预算
第五十八条

Where any state-owned assets are to be transferred to a foreign investor, such transfer shall be carried out in compliance with relevant provisions of the state and shall not harm the national security or public interests of China.

CHAPTER 6 — OPERATING BUDGETS FOR STATE-OWNED CAPITAL
Article 58

国家建立健全国有资本经营预算制度，对取得的国有资本收入及其支出实行预算管理。

第五十九条

The state shall establish a sound operating budget system for state-owned capital to carry out budget management activities for income derived from and expenses incurred in relation to state-owned capital.

Article 59

国家取得的下列国有资本收入，以及下列收入的支出，应当编制国有资本经营预算：

（一）从国家出资企业分得的利润；

（二）国有资产转让收入；

（三）从国家出资企业取得的清算收入；

（四）其他国有资本收入。

第六十条

An operating budget for state-owned capital shall be prepared for the following types of income derived from and expenses incurred by the state in relation to state-owned capital:

(1) Profits derived from state-invested enterprises;

(2) Income derived from the transfer of state-owned assets;

(3) Income derived on the liquidation of state-invested enterprises; and

(4) Other state-owned capital income.

Article 60

国有资本经营预算按年度单

People's governments shall prepare separate operating budgets

独编制，纳入本级人民政府预算，报本级人民代表大会批准。

国有资本经营预算支出按照当年预算收入规模安排，不列赤字。

第六十一条

国务院和有关地方人民政府财政部门负责国有资本经营预算草案的编制工作，履行出资人职责的机构向财政部门提出由其履行出资人职责的国有资本经营预算建议草案。

第六十二条

国有资本经营预算管理的具体办法和实施步骤，由国务院规定，报全国人民代表大会常务委员会备案。

第七章 国有资产监督

第六十三条

各级人民代表大会常务委员会会通过听取和审议本级人民政府履行出资人职责的情况和国有资产监督管理情况的专项工作报告，组织对本法实施情况的执法检查等，依法行使监督职权。

第六十四条

国务院和地方人民政府应当对其授权履行出资人职责的机构履行职责的情况进行监督。

第六十五条

国务院和地方人民政府审计

for state-owned capital on an annual basis, incorporate such budgets into the budget of the government, and submit it to the people's congress at the same level for approval.

Expenses paid out of any operating budget for state-owned capital shall be arranged on the basis of the amount of budgetary income for the current year, and no arrangement shall be made for any deficit.

Article 61

The State Council and the finance departments of relevant local people's governments shall be responsible for the preparation of draft operating budgets for state-owned capital. Any organ that performs the duties of an investor shall submit to the relevant financial department a preliminary proposal for an operating budget for state-owned capital in respect of which it performs the duties of an investor.

Article 62

Specific measures and implementation procedures for the administration of operating budgets for state-owned capital shall be formulated by the State Council and reported to the Standing Committee of the National People's Congress for the record.

CHAPTER 7 — SUPERVISION OF STATE-OWNED ASSETS

Article 63

The standing committees of people's congresses at all levels shall pay attention to and review special work reports produced by the people's government at the same level on the performance of the duties of investors and on the supervision and administration of state-owned assets, arrange for enforcement inspections and other activities with respect to the implementation of this Law, and perform their supervisory duties in accordance with the law.

Article 64

The State Council and local people's governments shall supervise organs they authorise to perform the duties of investors in the performance of their duties.

Article 65

The State Council and audit authorities in local people's

机关依照《中华人民共和国审计法》的规定，对国有资本经营预算的执行情况和属于审计监督对象的国家出资企业进行审计监督。

第六十六条

国务院和地方人民政府应当依法向社会公布国有资产状况和国有资产监督管理工作情况，接受社会公众的监督。

任何单位和个人有权对造成国有资产损失的行为进行检举和控告。

第六十七条

履行出资人职责的机构根据需要，可以委托会计师事务所对国有独资企业、国有独资公司的年度财务会计报告进行审计，或者通过国有资本控股公司的股东会、股东大会决议，由国有资本控股公司聘请会计师事务所对公司的年度财务会计报告进行审计，维护出资人权益。

第八章 法律责任
第六十八条

履行出资人职责的机构有下列行为之一的，对其直接负责的主管人员和其他直接责任人员依法给予处分：

（一）不按照法定的任职条件，任命或者建议任命国家出资企业管理者的；

（二）侵占、截留、挪用国家出资企业的资金或者应当上缴的国有资本收入的；

governments shall, in accordance with the provisions of the Audit Law of the People's Republic of China, carry out audit supervision on the implementation of operating budgets for state-owned capital and on state-invested enterprises subject to audit supervision.

Article 66

The State Council and local people's governments shall disclose to the general public information on the status of state-owned assets and information on the supervision and administration of state-owned assets in accordance with the law, and shall be subject to the supervision of the general public.

Any entity or individual shall have the right to report or complain about any act that may lead to any loss of state-owned assets.

Article 67

Any organ that performs the duties of investors may, where necessary, instruct an accounting firm to audit the annual financial reports of a wholly state-owned enterprise or wholly state-owned company or, by way of a resolution adopted at a meeting of shareholders or general meeting of shareholders, cause any accounting firm engaged by a state-controlled company to audit the annual financial reports of the company, so as to protect the interests of the investor.

CHAPTER 8 — LEGAL LIABILITY
Article 68

Where any organ that performs the duties of an investor acts in any of the following ways, appropriate penalties shall be imposed on any principal person directly responsible therefor and any other person directly responsible therefor in the relevant organ:

(1) Violating statutory requirements in appointing or nominating the appointment of any manager of a state-invested enterprise;

(2) Embezzling, withholding or misappropriating any funds of a state-invested enterprise or state-owned capital income to be

(三) 违反法定的权限、程序，决定国家出资企业重大事项，造成国有资产损失的；

(四) 有其他不依法履行出资人职责的行为，造成国有资产损失的。

第六十九条

履行出资人职责的机构的工作人员玩忽职守、滥用职权、徇私舞弊，尚不构成犯罪的，依法给予处分。

第七十条

履行出资人职责的机构委派的股东代表未按照委派机构的指示履行职责，造成国有资产损失的，依法承担赔偿责任；属于国家工作人员的，并依法给予处分。

第七十一条

国家出资企业的董事、监事、高级管理人员有下列行为之一，造成国有资产损失的，依法承担赔偿责任；属于国家工作人员的，并依法给予处分：

(一) 利用职权收受贿赂或者取得其他非法收入和不当利益的；

(二) 侵占、挪用企业资产的；

(三) 在企业改制、财产转让等过程中，违反法律、行政法

turned over to the treasury;

(3) Violating statutory powers or procedures in making a decision on any significant matter relating to a state-invested enterprise, thereby leading to a loss of state-owned assets; or

(4) Failing to perform the duties of an investor in accordance with the law in any other way that leads to a loss of state-owned assets.

Article 69

Where any staff member of an organ that performs the duties of an investor neglects his or her duties, abuses his or her powers, or misuses his or her position for personal gain, and the circumstances do not constitute a crime, he or she shall be given an appropriate penalty.

Article 70

Where any shareholder representative appointed by an organ that performs the duties of an investor fails to perform his or her duties in accordance with the instructions of that organ, thereby leading to a loss of state-owned assets, the relevant shareholder representative shall be held liable to pay compensation for the loss; where any such shareholder representative is a person employed by the state, he or she shall also be given an appropriate penalty.

Article 71

Where any director, supervisor or senior manager of a state-invested enterprise acts in any of the following ways, thereby leading to a loss of state-owned assets, the relevant director, supervisor or senior manager shall be held liable to pay compensation for the loss; where any such director, supervisor or senior manager is a person employed by the state, he or she shall also be given an appropriate penalty:

(1) Taking a bribe or deriving any other illegal income or inappropriate interest by taking advantage of his or her powers;

(2) Embezzling or misappropriating any of the enterprise's assets;

(3) In the course of enterprise restructuring, the transfer of its

规和公平交易规则，将企业财产低价转让、低价折股的；

（四）违反本法规定与本企业进行交易的；

（五）不如实向资产评估机构、会计师事务所提供有关情况和资料，或者与资产评估机构、会计师事务所串通出具虚假资产评估报告、审计报告的；

（六）违反法律、行政法规和企业章程规定的决策程序，决定企业重大事项的；

（七）有其他违反法律、行政法规和企业章程执行职务行为的。

国家出资企业的董事、监事、高级管理人员因前款所列行为取得的收入，依法予以追缴或者归国家出资企业所有。

履行出资人职责的机构任命或者建议任命的董事、监事、高级管理人员有本条第一款所列行为之一，造成国有资产重大损失的，由履行出资人职责的机构依法予以免职或者提出免职建议。

第七十二条

在涉及关联方交易、国有资产转让等交易活动中，当事人恶意串通，损害国有产权益的，该交易行为无效。

第七十三条

国有独资企业、国有独资公

property or any other activity, transferring or converting into shares at a discount any property of the enterprise in violation of laws, administrative regulations or fair dealing rules;

(4) Conducting any transaction with the enterprise in violation of the provisions of this Law;

(5) Providing false relevant particulars or information to an asset assessment institution or accounting firm, or colluding with an asset assessment institution or accounting firm in issuing a false asset assessment report or audit report;

(6) Violating decision-making procedures provided in laws, administrative regulations or the articles of association of the enterprise in making a decision on any significant matter involving the enterprise; or

(7) Performing his or her duties in any other way which violates laws, administrative regulations or the articles of association of the enterprise.

Income obtained as a result of any action described in the preceding paragraph taken by any director, supervisor or senior manager of a state-invested enterprise shall be recovered or returned to the enterprise in accordance with the law.

Where any director, supervisor or senior manager appointed or proposed for appointment by an organ that performs the duties of an investor acts in any of the ways described in the first paragraph of this Article, thereby leading to any substantial loss of state-owned assets, that organ shall, in accordance with the law, remove him or her from office or propose to do so.

Article 72

Where, in the course of any transaction involving a related party, the transfer of state-owned assets, or any other matter, the parties concerned collude maliciously with each other to harm the interests of the owner of the state-owned assets concerned, the relevant transaction shall be invalid.

Article 73

Where any director, supervisor or senior manager of a wholly

司、国有资本控股公司的董事、监事、高级管理人员违反本法规定，造成国有资产重大损失，被免职的，自免职之日起五年内不得担任国有独资企业、国有独资公司、国有资本控股公司的董事、监事、高级管理人员；造成国有资产特别重大损失，或者因贪污、贿赂、侵占财产、挪用财产或者破坏社会主义市场经济秩序被判处刑罚的，终身不得担任国有独资企业、国有独资公司、国有资本控股公司的董事、监事、高级管理人员。

第七十四条

接受委托对国家出资企业进行资产评估、财务审计的资产评估机构、会计师事务所违反法律、行政法规的规定和执业准则，出具虚假的资产评估报告或者审计报告的，依照有关法律、行政法规的规定追究法律责任。

第七十五条

违反本法规定，构成犯罪的，依法追究刑事责任。

第九章 附 则
第七十六条

金融企业国有资产的管理与监督，法律、行政法规另有规定的，依照其规定。

第七十七条

本法自2009年5月1日起施行。

state-owned enterprise, wholly state-owned company or state-controlled company causes any substantial loss of state-owned assets due to any violation of the provisions hereof and is therefore removed from office, he or she shall not act as a director, supervisor or senior manager in any other wholly state-owned enterprise, wholly state-owned company or state-controlled company for a period of five years from the date he or she is removed from his or her post; where the loss of state-owned assets is quite substantial or he or she is held criminally liable for corruption, bribery, embezzlement of state-owned assets, misappropriating state-owned assets, or damaging the order of the socialist market economy, he or she shall be banned from acting as a director, supervisor or senior manager in any other wholly state-owned enterprise, wholly state-owned company or state-controlled company for life.

Article 74

Where any asset assessment institution or accounting firm that is instructed to carry out an asset assessment or financial audit for a state-invested enterprise issues a false asset assessment report or audit report in violation of laws, administrative regulations or practice standards, it shall be pursued for legal liability in accordance with relevant provisions of laws or administrative regulations.

Article 75

Where any provision hereof is violated and the circumstances in question constitute a crime, the party concerned shall be pursued for criminal liability.

CHAPTER 9 — SUPPLEMENTARY PROVISIONS
Article 76

All other provisions set out in laws and administrative regulations that relate to the administration and supervision of state-owned assets in financial enterprises shall be complied with.

Article 77

This Law shall come into effect on 1 May 2009.





扫一扫，手机阅读更方便

Interim Measures for the Administration of Comprehensive Performance Evaluation of Central Enterprises

Order of the State-owned Assets Supervision and Administration Commission of the State Council
(No.14)

The Interim Measures for the Administration of Comprehensive Performance Evaluation of Central Enterprises, which were adopted through discussion at the 38th executive meeting of the director of State-owned Assets Supervision and Administration Commission of the State Council, are hereby promulgated, and shall come into force as of May 7, 2006.

Director of the State-owned Assets Supervision and Administration Commission of the State Council: Li Rongrong

April 7, 2006

Interim Measures for the Administration of Comprehensive Performance Evaluation of Central Enterprises

Chapter I General Provisions

Article 1 With a view to strengthening financial supervision over the enterprises (hereinafter referred to as enterprises) whose investment contribution duties are preformed by the State-owned Assets Supervision and Administration Commission of the State Council (hereinafter referred to as the SASAC), regulating the work for comprehensive performance evaluation of enterprises, and comprehensively reflecting the operating quality of enterprise assets, promoting to improve the level of capital returns, and correctly guiding the operation acts of enterprises, the present Measures are formulated in accordance with the Interim Regulations on the Supervision and Administration of State-owned Assets of Enterprises and the relevant state provisions.

Article 2 Comprehensive Performance Evaluation, as mentioned in the present Measures, shall refer to the comprehensive judgment on profit-earning abilities of an enterprise in special operation period, on assets quality, risk of debts, operation increase, and management conditions thereof by the basic method of analysis on input and output and through establishing a comprehensive evaluation index system, and comparing corresponding industrial evaluation standard.

Article 3 The comprehensive performance evaluation on enterprises shall include tenure performance evaluation and annual performance evaluation upon the need of audit on economic liability and financial supervision work.

1. Tenure performance evaluation shall refer to the comprehensive judgment conducted on the person in charge of an enterprise for his business achievement and management status during his tenure.
2. Annual performance evaluation shall refer to the comprehensive judgment conducted on the business achievement of an enterprise in a fiscal year.

Article 4 With a view to ensuring that the work for comprehensive performance evaluation be objective, just, and fair, and effectively bringing into play the overall judgment, management diagnosis, and behavior guide to enterprises, the work for comprehensive performance evaluation shall be carried out on the basis of the financial statements audited by social intermediary institutions.

As to any enterprise that does not make auditing by social intermediary institutions as required, its work for comprehensive performance evaluation shall be carried out on the basis of the financial statements audited by the internal auditing institution of the enterprise.

Article 5 The following principles shall be followed for carrying out the work for comprehensive performance evaluation on enterprises:

1. Overall principle. Comprehensive performance evaluation on enterprises shall be conducted on the various factors that may affect enterprise performance level by making multi-level and multi-angle analysis and comprehensive judgment through establishing a comprehensive index system.
2. Objectivity principle. Comprehensive performance evaluation on enterprises shall sufficiently embody the characteristics of market competition environment, and judge the business achievement and management status of the enterprises in an objective and just manner on the basis of the domestic industrial standard or international industrial standard that are measured uniformly in the same period.
3. Benefit principle. Comprehensive performance evaluation on enterprises shall focus on the examination of the level of return on investment, and apply the basic method of analysis on input and output, and truly reflect the assets operation efficiency of enterprises and capital maintenance and appreciation.
4. Development principle. Comprehensive performance evaluation on enterprises shall, on the basis of comprehensively reflecting the annual financial status and business achievements of enterprises, objectively analyze the increase and development level of the enterprises among the years, and predict the future development ability of the enterprises in a scientific way.

Article 6 The SASAC shall organize to carry out the work for comprehensive performance evaluation on enterprises according to the present Measures, and make guidance and supervision over the work for internal performance evaluation on enterprises.

Chapter II Contents of Evaluation and Evaluation Indexes

Article 7 Comprehensive performance evaluation on enterprises shall consist of two parts: quantitative evaluation on financial performance and qualitative evaluation on management performance.

Article 8 Quantitative evaluation on financial performance shall refer to quantitative comparative analysis and judgment on profit-earning ability, assets quality, risk of debts, and business increase of an enterprise in a certain period.

1. The analysis and judgment on profit-earning ability of an enterprise shall comprehensively reflect the level of input and output of the enterprise and the profit earning-quality and cash

guarantee through capital and assets remuneration level, level of cost and expense control, and operational cash flow status, and other financial indexes.

2. The analysis and judgment on assets quality of an enterprise shall comprehensively reflect the efficiency of the use of economic resources possessed by the enterprise, assets management level and the security of the assets of the enterprise through assets turnover, assets running status, assets structure, and the efficiency of assets, and other financial indicators.

3. The analysis and judgment on the debt risk of an enterprise shall comprehensively reflect the level of debts of the enterprise, solvency, and the debt risk faced by it through the level of debt burden, structure of assets and liabilities, contingent liabilities, and cash solvency.

4. The analysis and judgment on the business increase of an enterprise shall comprehensively reflect the business increase level and the strength for future development of the enterprise through sales increase, capital accumulation, change of benefit, technical input, and other financial indexes.

Article 9 The quantitative evaluation indexes of financial performance shall be divided into basic index and modified index according to the functions and roles of the various indexes.

1. Basic index reflects the major aspects of financial performance of an enterprise in a certain period, and draws a conclusion of the quantitative evaluation on financial performance of the enterprise.

2. Modified index makes up and corrects the evaluation result of basic index according to the differences and complementariness of financial indexes.

Article 10 Qualitative evaluation on management performance shall refer to the qualitative analysis and comprehensive judgment on the operation and management level of an enterprise in a certain period through expert review on the basis of quantitative evaluation on financial performance of the enterprise.

Article 11 Qualitative evaluation index of management performance shall include the establishment and execution of enterprise development strategy, business decision making, development innovation, risk control, base management, human resources, industrial impact, and social contributions, and other aspects.

Article 12 The quantitative evaluation index of financial performance and the qualitative evaluation index of management performance of an enterprise constitute the system of comprehensive performance evaluation index of the enterprise. The weight of each index shall be determined through referring to the consultant expert's opinions and organizing necessary test on the basis of the importance of the evaluation indexes and the guiding functions of each index.

Chapter III Evaluation Standard and Evaluation Method

Article 13 The standard of comprehensive performance evaluation on an enterprise shall include the standard for quantitative evaluation on financial performance and the standard for qualitative evaluation on management performance.

Article 14 The standard for quantitative evaluation on financial performance shall include domestic

industrial standard and international industrial standard.

1. Domestic industrial standard shall be measured uniformly on the basis of the statistical data for annual finance and operation and management by adopting the method of mathematical statistics and promulgated by year, industry, and scale.

2. International industrial standard shall be measured and promulgated on the basis of the actual value of the relevant financial indexes of large enterprises that rank leading internationally in the industry, or on the basis of the advanced value of the relevant financial indexes of the same type of enterprises after getting rid of the difference of business accounting.

Article 15 The classification on the industries subject to the standard of quantitative evaluation on financial performance shall be made in accordance with the industrial classification for national economic activities as promulgated by the state uniformly in combination with the reality of the enterprises.

Article 16 The standard of quantitative evaluation on financial performance may measure out five levels respectively: excellent value, good value, average value, lower value, and worse value on the basis of different industries, different scales and types of indexes.

Article 17 A large enterprise group shall, when making evaluation by adopting domestic standards, make evaluation by adopting international standard positively, and make pairwise comparison on international advanced levels.

Article 18 The standard of qualitative evaluation on management performance shall be formulated and promulgated uniformly through combining the actual level of operation and management of the enterprises and the supervision requirements of capital contributors on the basis of the evaluation contents, and divided into such five levels as superior, good, medium, low, and bad. The standard of qualitative evaluation on management performance shall not be divided by industry, and shall be provided only to the evaluation experts for reference.

Article 19 The actual value of the relevant financial indexes of the quantitative evaluation on financial performance of an enterprise shall be based on the audited financial statements of the enterprise, and shall make reasonable elimination on the difference of accounting policies, acquisition and reorganization of the enterprise, and other objective factors as required, so as to ensure the comparability of the evaluation result.

Article 20 The score of quantitative evaluation on financial performance shall be measured on the basis of the actual value of the evaluation index of an enterprise by comparing the industry and scale standard the enterprise lies in and by using prescribed scoring model.

The score of qualitative evaluation on management performance shall be determined on the basis of the actual conditions of the relevant factors of management performance of the enterprise during the period of evaluation by referring to the standard of qualitative evaluation on management performance.

Article 21 The score of quantitative evaluation on tenure financial performance of an enterprise shall be made on the basis of financial auditing result of the economic liabilities by using the evaluation standard of each year during the tenure, and the score of quantitative evaluation on

tenure financial performance of the enterprise shall be reckoned by using arithmetic average method.

Chapter IV Organization of the Evaluation Work

Article 22 The work of comprehensive performance evaluation on enterprises shall be organized and implemented in light of the principle of "Unifying the method, unifying the standard, and implementing through classification".

1. The work for tenure performance evaluation is an important component of the work for economic liability audit of enterprises, and shall be organized and implemented in accordance with the procedures of SASAC for the work for audit of economic liabilities.
2. The work for annual performance evaluation is an important content of the work for annual financial supervision carried out by SASAC, and shall be organized and implemented in light of the working procedures for settlement of annual financial accounts and the requirements for financial supervision work of SASAC.

Article 23 SASAC shall undertake the following duties in the work for comprehensive performance evaluation on enterprises:

1. Formulating systems and policies of comprehensive performance evaluation on enterprises;
2. Establishing and improving comprehensive performance evaluation index system of enterprises and evaluation methods;
3. Formulating and promulgating the standard for comprehensive performance evaluation on enterprises;
4. Organizing the implementation of the work for tenure and annual comprehensive performance evaluation on enterprises, and circulating a report on the evaluation result; and
5. Guiding and supervising over the work for internal performance evaluation on enterprises.

Article 24 The work for tenure performance evaluation may be carried out upon the need of the work for audit on economic liabilities of enterprises by engaging social intermediary institutions to give assistance and cooperation. The social intermediary institution that gives cooperation upon entrustment shall undertake the following functions in the work for comprehensive performance evaluation on enterprises:

1. Carrying out the work for auditing on financial bases of each year during the tenure upon entrustment;
2. Assisting in the examination and adjustment on basic data of evaluation each year during the tenure;
3. Assisting in measuring the result of quantitative evaluation on financial performance during the tenure
4. Assisting in gathering and collecting the materials of qualitative evaluation on management performance; and

5. Assisting in the implementation of the work for qualitative evaluation on management performance.

Article 25 The work for qualitative evaluation on management performance shall be organized and implemented on the basis of the work for quantitative evaluation on financial performance by engaging senior experts in the departments of supervision, industrial associations, research institutions, and social agencies. The experts of management performance evaluation shall undertake the following work functions:

1. Issuing expert opinions on the result of quantitative evaluation on financial performance of enterprises;
2. Making analysis and judgment on the actual conditions of the management performance of enterprises;
3. Making review on the management performance conditions of enterprises and issuing consultation and advisory opinions; and
4. Determining the score of qualitative evaluation index of management performance of enterprises.

Article 26 An enterprise shall undertake the following functions in the work for comprehensive performance evaluation:

1. Providing the relevant annual final statements and audit report;
2. Providing the relevant materials needed for qualitative evaluation on management performance; and
3. Organizing to carry out the work for comprehensive performance evaluation on its subsidiaries.

Chapter V Evaluation Result and Evaluation Report

Article 27 The evaluation result shall refer to the evaluation conclusions drawn on the basis of the scores of and analysis on comprehensive performance evaluation.

Article 28 The scores of comprehensive performance evaluation shall be expressed by hundred mark system, and include such five grades as superior, good, medium, low, and bad.

Article 29 In the comprehensive performance evaluation on enterprises, comparison and analysis shall be made on the change of performance in different years, so as to evaluate the extent of improvement on the business achievement and management level of the enterprises.

1. Tenure performance evaluation uses the evaluation result in the last year during the tenure to compare with the evaluation result of the last year in the previous tenure.
2. Annual performance evaluation uses the evaluation result of the current year to compare with the evaluation result of the last year.

Article 30 Tenure performance evaluation result is an important basis for evaluating the fulfillment of duties by the person in charge of an enterprise during his tenure and for determining the tenure economic liabilities in the work for audit of economic liabilities, and

provides reference for the work of tenure examination on the person in charge of the enterprise.

Article 31 The result of annual performance evaluation is an important basis for carrying out financial supervision work, and provides reference for the work of annual examination on the persons in charge of the enterprises.

Article 32 The report of comprehensive performance evaluation on enterprises is the document which is compiled on the basis of evaluation result, and reflects the performance status of the enterprises under evaluation, and consists of the main body of the report and the attachment.

1. The main body of the report of comprehensive performance evaluation on enterprises shall specify the basis of evaluation, process of evaluation, evaluation result, and the major matters need to be stated.
2. The attachment of the report of comprehensive performance evaluation on enterprises shall include: analysis report on management performance, evaluation scoring form, analysis on the result of questionnaire, expert consultation and advisory opinions, and etc., of which: the analysis report on management performance shall make analysis and diagnosis on the management performance status of enterprises, factors affecting management performance thereof, and the existing problems, and bring forward relevant management suggestions.

Article 33 The problems revealed and reflected in the comprehensive performance evaluation on enterprises shall be fed back to enterprises in a timely manner, and the enterprises shall be required to pay attention to them.

1. Any problem reflected in the tenure performance evaluation shall be clarified in the handling opinions on the audit of economic liabilities transferred to the enterprises, and the enterprises shall be required to pay attention to it and make correction.
2. Any problem reflected in the annual performance evaluation shall be clarified in the reply of annual final statements, and the enterprises shall be required to pay attention to it and make correction.

Chapter VI Work Liabilities

Article 34 An enterprise shall provide real and overall basic data materials of performance evaluation, and the main person in charge of the enterprise, the general accountant, or the person in charge of financial and accounting work shall be responsible for the truthfulness of the annual financial statements and the relevant basic evaluation materials.

Article 35 The institutions that carry out the business of comprehensive performance evaluation on enterprises upon entrustment and the relevant working staff thereof shall strictly implement the provisions on the work of comprehensive performance evaluation on enterprises, regulate technical operations, ensure the independence, objectiveness and justness of evaluation process, and the properness of evaluation conclusions, and shall strictly keep business secrets of the enterprises. If any institution or personnel participate in making false evaluation, violating procedures and work rules, and resulting in the inconsistency of the evaluation conclusions with the facts and revealing of business secrets of enterprises, SASAC shall no longer entrust it/him to undertake the business of comprehensive performance evaluation on enterprises, and shall

circulate a report on the relevant information to the organ in charge of the industry, and suggest giving it/him corresponding punishment.

Article 36 The relevant staff members of the SASAC shall, when organizing to carry out the work for comprehensive performance evaluation on enterprises, earnestly abide by their duties, regulate the procedures, and strengthen guidance. Any of them who fails to fulfill his duty or plays favoritism and commits irregularities during the process of comprehensive performance evaluation, which results in grave negligence in the work shall be given disciplinary punishment.

Article 37 The engaged review experts shall know of and analyze the management performance conditions of the enterprises carefully, and make review and scoring objectively and justly, and bring forward reasonable consulting opinions. If any expert is careless and unjust in the process of management performance evaluation, which results in the inconsistency of the evaluation result or consulting opinions with the actual conditions of the enterprises, and has a detrimental impact on the evaluation work, SASAC shall no longer engage him as the review expert.

Chapter VII Supplementary Provisions

Article 38 The Detailed Rules for the Implementation of Comprehensive Performance Evaluation on Central Enterprises and the evaluation standards formulated in accordance with the present Measures shall be promulgated additionally.

Article 39 An enterprise may formulate concrete working rules on the basis of the present Measures for carrying out the work for internal comprehensive performance evaluation.

Article 40 The present Measures shall be referred to for carrying out the work of comprehensive performance evaluation by state-owned assets supervision and administration organs at each locality.

Article 41 The present Measures shall be implemented as of May 7, 2006.

国务院国有资产监督管理委员会令

第 14 号

《中央企业综合绩效评价管理暂行办法》已经国务院国有资产监督管理委员会第 38 次主任办公会议审议通过，现予公布，自 2006 年 5 月 7 日起施行。

国务院国有资产监督管理委员会主任 李荣融

二〇〇六年四月七日

中央企业综合绩效评价管理暂行办法

第一章 总 则

第一条 为加强对国务院国有资产监督管理委员会（以下简称国资委）履行出资人职责企业（以下简称企业）的财务监督，规范企业综合绩效评价工作，综合反映企业资产运营质量，促进提高资本回报水平，正确引导企业经营行为，根据《企业国有资产监督管理暂行条例》和国家有关规定，制定本办法。

第二条 本办法所称综合绩效评价，是指以投入产出分析为基本方法，通过建立综合评价指标体系，对照相应行业评价标准，对企业特定经营期间的盈利能力、资产质量、债务风险、经营增长以及管理状况等进行的综合评判。

第三条 企业综合绩效评价根据经济责任审计及财务监督工作需要，分为任期绩效评价和年度绩效评价。

（一）任期绩效评价是指对企业负责人任职期间的经营成果及管理状况进行综合评判。

（二）年度绩效评价是指对企业一个会计年度的经营成果进行综合评判。

第四条 为确保综合绩效评价工作的客观、公正与公平，有效发挥对企业的全面评判、管理诊断和行为引导作用，开展综合绩效评价工作应当以经社会中介机构审计后的财务会计报告为基础。

按规定不进行社会中介机构审计的企业，其综合绩效评价工作以经企业内部审计机构审计后的财务会计报告为基础。

第五条 开展企业综合绩效评价工作应当遵循以下原则：

（一）全面性原则。企业综合绩效评价应当通过建立综合的指标体系，对影响企业绩效水平的各种因素进行多层次、多角度的分析和综合评判。

（二）客观性原则。企业综合绩效评价应当充分体现市场竞争环境特征，依据统一测算的、同一期间的国内行业标准或者国际行业标准，客观公正地评判企业经营成果及管理状况。

（三）效益性原则。企业综合绩效评价应当以考察投资回报水平为重点，运用投入产出分析基本方法，真实反映企业资产运营效率和资本保值增值水平。

（四）发展性原则。企业综合绩效评价应当在综合反映企业年度财务状况和经营成果的基础上，客观分析企业年度之间的增长状况及发展水平，科学预测企业的未来发展能力。

第六条 国资委依据本办法组织实施企业综合绩效评价工作，并对企业内部绩效评价工作进行指导和监督。

第二章 评价内容与评价指标

第七条 企业综合绩效评价由财务绩效定量评价和管理绩效定性评价两部分组成。

第八条 财务绩效定量评价是指对企业一定期间的盈利能力、资产质量、债务风险和经营增长四个方面进行定量对比分析和评判。

（一）企业盈利能力分析与评判主要通过资本及资产报酬水平、成本费用控制水平和经营现金流量状况等方面的财务指标，综合反映企业的投入产出水平以及盈利质量和现金保障

状况。

（二）企业资产质量分析与评判主要通过资产周转速度、资产运行状态、资产结构以及资产有效性等方面的财务指标，综合反映企业所占用经济资源的利用效率、资产管理水平与资产的安全性。

（三）企业债务风险分析与评判主要通过债务负担水平、资产负债结构、或有负债情况、现金偿债能力等方面的财务指标，综合反映企业的债务水平、偿债能力及其面临的债务风险。

（四）企业经营增长分析与评判主要通过销售增长、资本积累、效益变化以及技术投入等方面的财务指标，综合反映企业的经营增长水平及发展后劲。

第九条 财务绩效定量评价指标依据各项指标的功能作用划分为基本指标和修正指标。

（一）基本指标反映企业一定期间财务绩效的主要方面，并得出企业财务绩效定量评价的基本结果。

（二）修正指标是根据财务指标的差异性和互补性，对基本指标的评价结果作进一步的补充和矫正。

第十条 管理绩效定性评价是指在企业财务绩效定量评价的基础上，通过采取专家评议的方式，对企业一定期间的经营管理水平进行定性分析与综合评判。

第十一条 管理绩效定性评价指标包括企业发展战略的确立与执行、经营决策、发展创新、风险控制、基础管理、人力资源、行业影响、社会贡献等方面。

第十二条 企业财务绩效定量评价指标和管理绩效定性评价指标构成企业综合绩效评价指标体系。各指标的权重，依据评价指标的重要性和各指标的引导功能，通过参照咨询专家意见和组织必要测试进行确定。

第三章 评价标准与评价方法

第十三条 企业综合绩效评价标准分为财务绩效定量评价标准和管理绩效定性评价标

准。

第十四条 财务绩效定量评价标准包括国内行业标准和国际行业标准。

（一）国内行业标准根据国内企业年度财务和经营管理统计数据，运用数理统计方法，分年度、分行业、分规模统一测算并发布。

（二）国际行业标准根据居于行业国际领先地位的大型企业相关财务指标实际值，或者根据同类型企业组相关财务指标的先进值，在剔除会计核算差异后统一测算并发布。

第十五条 财务绩效定量评价标准的行业分类，按照国家统一颁布的国民经济行业分类标准结合企业实际情况进行划分。

第十六条 财务绩效定量评价标准按照不同行业、不同规模及指标类别，分别测算出优秀值、良好值、平均值、较低值和较差值五个档次。

第十七条 大型企业集团在采取国内标准进行评价的同时，应当积极采用国际标准进行评价，开展国际先进水平的对标活动。

第十八条 管理绩效定性评价标准根据评价内容，结合企业经营管理的实际水平和出资人监管要求，统一制定和发布，并划分为优、良、中、低、差五个档次。管理绩效定性评价标准不进行行业划分，仅提供给评议专家参考。

第十九条 企业财务绩效定量评价有关财务指标实际值应当以经审计的企业财务会计报告为依据，并按照规定对会计政策差异、企业并购重组等客观因素进行合理剔除，以保证评价结果的可比性。

第二十条 财务绩效定量评价计分以企业评价指标实际值对照企业所处行业、规模标准，运用规定的计分模型进行定量测算。

管理绩效定性评价计分由专家组根据评价期间企业管理绩效相关因素的实际情况，参考管理绩效定性评价标准，确定分值。

第二十一条 对企业任期财务绩效定量评价计分应当依据经济责任财务审计结果,运用各年度评价标准对任期各年度的财务绩效进行分别评价,并运用算术平均法计算出企业任期财务绩效定量评价分数。

第四章 评价工作组织

第二十二条 企业综合绩效评价工作按照“统一方法、统一标准、分类实施”的原则组织实施。

(一) 任期绩效评价工作,是企业经济责任审计工作的重要组成部分,依据国资委经济责任审计工作程序和要求组织实施。

(二) 年度绩效评价工作,是国资委开展企业年度财务监督工作的主要内容,依据国资委年度财务决算工作程序和财务监督工作要求组织实施。

第二十三条 国资委在企业综合绩效评价工作中承担以下职责:

- (一) 制定企业综合绩效评价制度与政策;
- (二) 建立和完善企业综合绩效评价指标体系与评价方法;
- (三) 制定和公布企业综合绩效评价标准;
- (四) 组织实施企业任期和年度综合绩效评价工作,通报评价结果;
- (五) 对企业内部绩效评价工作进行指导和监督。

第二十四条 任期绩效评价工作可以根据企业经济责任审计工作需要,聘请社会中介机构协助配合开展。受托配合的社会中介机构在企业综合绩效评价工作中承担以下职责:

- (一) 受托开展任期各年度财务基础审计工作;

（二）协助审核调整任期各年度评价基础数据；

（三）协助测算任期财务绩效定量评价结果；

（四）协助收集整理管理绩效定性评价资料；

（五）协助实施管理绩效定性评价工作。

第二十五条 管理绩效定性评价工作应当在财务绩效定量评价工作的基础上，聘请监管部门、行业协会、研究机构、社会中介等方面的资深专家组织实施。管理绩效评价专家承担以下工作职责：

（一）对企业财务绩效定量评价结果发表专家意见；

（二）对企业管理绩效实际状况进行分析和判断；

（三）对企业管理绩效状况进行评议，并发表咨询意见；

（四）确定企业管理绩效定性评价指标分值。

第二十六条 企业在综合绩效评价工作中承担以下职责：

（一）提供有关年度财务决算报表和审计报告；

（二）提供管理绩效定性评价所需的有关资料；

（三）组织开展子企业的综合绩效评价工作。

第五章 评价结果与评价报告

第二十七条 评价结果是指根据综合绩效评价分数及分析得出的评价结论。

第二十八条 综合绩效评价分数用百分制表示，并分为优、良、中、低、差五个等级。

第二十九条 企业综合绩效评价应当进行年度之间绩效变化的比较分析，客观评价企业经营成果与管理水平的提高程度。

（一）任期绩效评价运用任期最后年度评价结果与上一任期最后年度评价结果进行对比。

（二）年度绩效评价运用当年评价结果与上年评价结果进行对比。

第三十条 任期绩效评价结果是经济责任审计工作中评估企业负责人任期履行职责情况和认定任期经济责任的重要依据，并为企业负责人任期考核工作提供参考。

第三十一条 年度绩效评价结果是开展财务监督工作的重要依据，并为企业负责人年度考核工作提供参考。

第三十二条 企业综合绩效评价报告是根据评价结果编制、反映被评价企业绩效状况的文件，由报告正文和附件构成。

（一）企业综合绩效评价报告正文应当说明评价依据、评价过程、评价结果，以及需要说明的重大事项。

（二）企业综合绩效评价报告附件包括经营绩效分析报告、评价计分表、问卷调查结果分析、专家咨询意见等，其中：经营绩效分析报告应当对企业经营绩效状况、影响因素、存在的问题等进行分析和诊断，并提出相关管理建议。

第三十三条 对企业综合绩效评价揭示和反映的问题，应当及时反馈企业，并要求企业予以关注。

（一）对于任期绩效评价反映的问题，应当在下达企业的经济责任审计处理意见书中明确指出，并要求企业予以关注和整改。

(二) 对于年度绩效评价结果反映的问题,应当在年度财务决算批复中明确指出,并要求企业予以关注和整改。

第六章 工作责任

第三十四条 企业应当提供真实、全面的绩效评价基础数据资料,企业主要负责人、总会计师或主管财务会计工作的负责人应当对提供的年度财务会计报表和相关评价基础资料的真实性负责。

第三十五条 受托开展企业综合绩效评价业务的机构及其相关工作人员应严格执行企业综合绩效评价工作的规定,规范技术操作,确保评价过程独立、客观、公正,评价结论适当,并严守企业的商业秘密。对参与造假、违反程序和工作规定,导致评价结论失实以及泄露企业商业秘密的,国资委将不再委托其承担企业综合绩效评价业务,并将有关情况通报其行业主管机关,建议给予相应处罚。

第三十六条 国资委的相关工作人员组织开展企业综合绩效评价工作应当恪尽职守、规范程序、加强指导。对于在综合绩效评价过程中不尽职或者徇私舞弊,造成重大工作过失的,给予纪律处分。

第三十七条 所聘请的评议专家应当认真了解和分析企业的管理绩效状况,客观公正地进行评议打分,并提出合理的咨询意见。对于在管理绩效评价过程中不认真、不公正,出现评议结果或者咨询意见不符合企业实际情况,对评价工作造成不利影响的,国资委将不再继续聘请其为评议专家。

第七章 附 则

第三十八条 根据本办法制定的《中央企业综合绩效评价实施细则》和评价标准另行公布。

第三十九条 企业开展内部综合绩效评价工作,可依据本办法制定具体的工作规范。

第四十条 各地区国有资产监督管理机构开展综合绩效评价工作,可参照本办法执行。

第四十一条 本办法自 2006 年 5 月 7 日起施行。

Interim Regulations on the Boards of Supervisors in State-owned Enterprises[Effective] 国有企业监事会暂行条例 [现行有效]

Issuing authority: State Council
Date issued: 03-15-2000
Level of Authority: Administrative Regulations

Document Number: Decree No. 283 of the State Council
Effective date: 03-15-2000
Area of Law: Enterprises

Decree of the State Council of the People's Republic of China
(No. 283)

The Interim Regulations on the Boards of Supervisors in State-owned Enterprises were adopted at the 26th Executive Meeting of the State Council on February 1, 2000, are hereby promulgated and implemented.
Premier, Zhu Rongji
March 15, 2000

Interim Regulations on the Boards of Supervisors in State-owned Enterprises

(Adopted at the 26th Executive Meeting of the State Council on February 1, 2000, promulgated by of the People's Republic of China on March 15, 2000, and effective as of the date of promulgation)

Article 1 These Regulations are formulated for the purpose of improving the supervision mechanism over the State-owned enterprises and strengthening supervision over the State-owned enterprises.

Article 2 The boards of supervisors in the key large State-owned enterprises (hereinafter referred to as boards of supervisors) shall be dispatched by the State Council, accountable to the State Council and shall, on behalf of the State, supervise the situation regarding maintenance of an increase in the value of State-owned assets in the key large State-owned enterprises (hereinafter referred to as enterprises). The list of enterprises to which the State Council dispatches boards of supervisors shall be recommended by the administrative organ for boards of supervisors in State-owned enterprises (hereinafter referred to as the administrative organ for boards of supervisors) and submitted to the State Council for determination.

Article 3 The boards of supervisors shall, with financial supervision as the focus and in accordance with relevant laws, administrative regulations and relevant provisions of the Ministry of Finance, supervise the financial activities of the enterprises and the operational and management activities of the persons responsible for the enterprises in order to ensure that the State-owned assets and the rights and interests implicit therein

中华人民共和国国务院令
(第 2 8 3 号)

《国有企业监事会暂行条例》已经 2 0 0 0 年 2 月 1 日国务院第 2 6 次常务会议通过，现予发布施行。

总理 朱镕基

2 0 0 0 年 3 月 1 5 日

国有企业监事会暂行条例

第一条 为了健全国有企业监督机制，加强对国有企业的监督，制定本条例。

第二条 国有重点大型企业监事会（以下简称监事会）由国务院派出，对国务院负责，代表国家对国有重点大型企业（以下简称企业）的国有资产保值增值状况实施监督。国务院派出监事会的企业名单，由国有企业监事会管理机构（以下简称监事会管理机构）提出建议，报国务院决定。

第三条 监事会以财务监督为核心，根据有关法律、行政法规和财政部的有关规定，对企业的财务活动及企业负责人的经营管理行为进行监督，确保国有资产及其权益不受侵犯。监事会与企业是监督与被监督的关系，

shall not be encroached upon.

The boards of supervisors are in a supervisor-and- supervised relationship with the enterprises, and shall not participate in or interfere with the business decisionmaking, operations and management activities of the 'enterprises.

Article 4 The administrative organ for boards of supervisors shall be responsible for the day-to-day administration of the boards of supervisors, coordinate the interactions between the boards of supervisors and the relevant departments of the State Council as well as relevant localities and handle the matters delegated thereto by the State Council.

Article 5 The boards of supervisors shall perform the following functions:

- (1) to inspect the implementation of relevant laws, administrative regulations, rules and systems by the enterprises;
- (2) to inspect the financial affairs of the enterprises, review the financial and accounting data of the enterprises and other data pertaining to the enterprises' operations and management activities, verify the truthfulness and legitimacy of the financial and accounting reports of the enterprises;
- (3) to inspect the business efficiency, profit distribution, maintenance of and increase in the value of State-owned assets, asset operation, etc. of the enterprises; and
- (4) to inspect the operational activities of the persons responsible for the enterprises, carry out evaluations of their operational and managerial performance and put forward proposals on rewards, penalties, appointments or dismissals.

Article 6 The boards of supervisors shall usually carry out regular inspections of the enterprises one to two times a year, and may carry out irregular inspections of the enterprises on specific matters in case of actual needs.

Article 7 The boards of supervisors may conduct supervision and inspection in the following ways:

- (1) hearing reports given by the persons responsible for the enterprises on the financial and asset status as well as operations and management, holding meetings on the items subject to supervision and inspection in the enterprises;
- (2) reviewing such financial and accounting data as financial and accounting reports, accounting vouchers, account books and other data

监事会不参与、不干预企业的经营决策和经营管理活动。

第四条 监事会管理机构负责监事会的日常管理工作，协调监事会与国务院有关部门和有关地方的联系，承办国务院交办的事项。

第五条 监事会履行下列职责：

- （一）检查企业贯彻执行有关法律、行政法规和规章制度的情况；
- （二）检查企业财务，查阅企业的财务会计资料及与企业经营管理活动有关的其他资料，验证企业财务会计报告的真实性、合法性；
- （三）检查企业的经营效益、利润分配、国有资产保值增值、资产运营等情况；
- （四）检查企业负责人的经营行为，并对其经营管理业绩进行评价，提出奖惩、任免建议。

第六条 监事会一般每年对企业定期检查 1 至 2 次，并可以根据实际需要不定期地对企业进行专项检查。

第七条 监事会开展监督检查，可以采取下列方式：

- （一）听取企业负责人有关财务、资产状况和经营管理情况的汇报，在企业召开与监督检查事项有关的会议；
- （二）查阅企业的财务会计报告、会计凭证、会计账簿等财务会计资料以及与经营管理活动有关的其他资料；

pertaining to the operational and management activities of the enterprises;

(3) checking the financial and asset status in the enterprises, soliciting information and opinions from the employees, and when necessary, requesting the persons responsible for the enterprises to make explanations; and

(4) conducting investigations and inquiries about the financial status, operations and management of the enterprises through the relevant departments of finance, industry and commerce, taxation, audit and customs and banks.

The chairmen of the boards of supervisors may, based on the actual needs of supervision and inspection, attend or entrust other members of the boards of supervisors to attend, as nonvoting delegates, relevant meetings of the enterprises.

Article 8 The relevant departments of the State Council and the relevant departments of the local people's governments shall support and cooperate with the boards of supervisors and provide the boards of supervisors with relevant information and data.

Article 9 The boards of supervisors shall present inspection reports promptly upon conclusion of each inspection of the enterprises. The inspection reports shall have such contents as evaluations of the financial affairs, the operations and management of the enterprises, evaluations of the operational and managerial performance of the enterprises' responsible persons and proposals on rewards, penalties, appointments or dismissals, proposals on solutions to the problems in the enterprises and other items which the State Council may require them to report on or the boards of supervisors may deem necessary to report on. The boards of supervisors shall not disclose to the enterprises the contents of inspection reports as described in the preceding paragraph.

Article 10 The inspection reports shall, upon discussion by members of the boards of supervisors, be signed by the chairmen of the boards of supervisors and submitted to the State Council through the administrative organ for boards of supervisors; the inspection reports, upon written reply from the State Council, shall be copied to the State Economic and Trade Commission, the Ministry of Finance and other relevant departments. Where any supervisor has fundamental differences over an inspection report, explanations shall be offered in the inspection report.

Article 11 The boards of supervisors shall present, without delay, special reports to the administrative organ for boards of supervisors or may report directly to the State Council, if, in the course of supervision and

(三) 核查企业的财务、资产状况, 向职工了解情况、听取意见, 必要时要求企业负责人作出说明;

(四) 向财政、工商、税务、审计、海关等有关部门和银行调查了解企业的财务状况和经营管理情况。

监事会主席根据监督检查的需要, 可以列席或者委派监事会其他成员列席企业有关会议。

第八条 国务院有关部门和地方人民政府有关部门应当支持、配合监事会的工作, 向监事会提供有关情况和资料。

第九条 监事会每次对企业进行检查结束后, 应当及时作出检查报告。检查报告的内容包括: 企业财务以及经营管理情况评价; 企业负责人的经营管理业绩评价以及奖惩、任免建议; 企业存在问题的处理建议; 国务院要求报告或者监事会认为需要报告的其他事项。监事会不得向企业透露前款所列检查报告内容。

第十条 检查报告经监事会成员讨论, 由监事会主席签署, 经监事会管理机构报国务院; 检查报告经国务院批复后, 抄送国家经济贸易委员会、财政部等有关部门。监事对检查报告有原则性不同意见的, 应当在检查报告中说明。

第十一条 监事会在监督检查中发现企业经营行为有可能危及国有资产安全、造成国有资产流失或者侵害国有资

inspection, they discover that the operational activities of the enterprises may possibly endanger the safety of State-owned assets, result in the loss of State-owned assets, infringe upon the rights and interests of the owners of State-owned assets and other emergencies which the boards of supervisors consider should be reported promptly.

The administrative organ for boards of supervisors shall strengthen contact with the State Economic and Trade Commission, the Ministry of Finance and other relevant departments and exchange relevant information with them.

Article 12 The enterprises shall submit their financial and accounting reports to the boards of supervisors regularly and truthfully, and promptly report on their major operational and management activities, and shall not refuse to report on, conceal or falsify any facts.

Article 13 When necessary, the boards of supervisors may, based on the needs for supervision and inspection of the enterprises and upon consent from the administrative organ for boards of supervisors, engage certified public accountant firms to conduct audits of the enterprises.

The boards of supervisors may, based on the supervision and inspection of the enterprises, recommend that the State Council order the State audit institutions to conduct audits of the enterprises according to law.

Article 14 A board of supervisors shall be composed of a chairman and several supervisors. The members of a board of supervisors shall not be fewer than three.

Supervisors shall be divided into full-time supervisors and part-time supervisors; those selected from the relevant departments and units shall be full-time supervisors; in the boards of supervisors, the supervisors as the representatives dispatched by relevant departments or units of the State Council and the supervisors who are the representatives of the employees of the enterprises shall be part-time supervisors.

The boards of supervisors may engage necessary working staff.

Article 15 The chairmen of boards of supervisors shall be selected in accordance with the prescribed procedures and appointed by the State Council. The chairmen of boards of supervisors shall be held by the State personnel with the vice-ministerial rank and serve as the full-time supervisors, who are normally aged below 60.

Full-time supervisors shall be appointed by the administrative organ for boards of supervisors. The fulltime supervisors shall be held by State personnel with the rank of department (bureau) director-general or division chief, who are normally aged below 55.

The representatives of the enterprises' employees in the boards of supervisors shall be chosen by the congresses of the enterprises' employees through democratic elections and reported to the

产所有者权益以及监事会认为应当立即报告的其他紧急情况,应当及时向监事会管理机构提出专项报告,也可以直接向国务院报告。

监事会管理机构应当加强同国家经济贸易委员会、财政部等有关部门的联系,相互通报有关情况。

第十二条 企业应当定期、如实向监事会报送财务会计报告,并及时报告重大经营管理活动情况,不得拒绝、隐匿、伪造。

第十三条 监事会根据对企业实施监督检查的需要,必要时,经监事会管理机构同意,可以聘请会计师事务所对企业进行审计。

监事会根据对企业进行监督检查的情况,可以建议国务院责成国家审计机关依法对企业进行审计。

第十四条 监事会由主席一人、监事若干人组成。监事会成员不少于 3 人。

监事分为专职监事和兼职监事:从有关部门和单位选任的监事,为专职;监事会中国务院有关部门、单位派出代表和企业职工代表担任的监事,为兼职。监事会可以聘请必要的工作人员。

第十五条 监事会主席人选按照规定程序确定,由国务院任命。监事会主席由副部级国家工作人员担任,为专职,年龄一般在 60 周岁以下。

专职监事由监事会管理机构任命。专职监事由司(局)、处级国家工作人员担任,年龄一般在 55 周岁以下。

监事会中的企业职工代表由企业职工代表大会民主选举产生,报监事会管理机构批准。企业负责人不得担任监事会中的企业职工代表。

administrative organ for boards of supervisors for approval. The persons responsible for the enterprises shall not serve as representatives of the enterprises' employees in the boards of supervisors.

Article 16 The term of office of a member of a board of supervisors shall be three years, and the chairman of a board of supervisors, full-time supervisors and dispatched supervisors shall not serve consecutive terms in the board of supervisors of the same enterprise.

The chairman of a board of supervisors, full-time supervisors and dispatched supervisors may hold the corresponding posts in the boards of supervisors in one to three enterprises.

Article 17 The chairman of a board of supervisors shall have an excellent grasp of policies, adhere to principles, be imbued with incorruptible integrity and self-restraint and well versed in the economic work. The chairman of a board of supervisors shall perform the following functions;

- (1) to convene and chair the meetings of the board of supervisors;
- (2) to be responsible for the day-to-day work of the board of supervisors;
- (3) to examine, approve and sign the reports and other important documents of the board of supervisors; and
- (4) to perform other functions which should be performed by the chairman of a board of supervisors.

Article 18 A supervisor shall meet the following requirements;

- (1) to be familiar with, and able to implement relevant laws, administrative regulations, rules and systems of the State;
- (2) to have the professional knowledge in the fields of accounting, finance, audit or macro-economics, etc. and be fairly familiar with the operations and management of enterprises;
- (3) to adhere to principles, be imbued with incorruptible integrity and self-restraint and faithful to his duties; and
- (4) to be capable of comprehensive analysis, judgement and writing and of working independently.

Article 19 The principle of withdrawal shall apply to the chairmen, full-time supervisors and dispatched supervisors of boards of supervisors, and they shall not serve on a board of supervisors in the industry which they

第十六条 监事会成员每届任期 3 年，其中监事会主席和专职监事、派出监事不得在同一企业连任。

监事会主席和专职监事、派出监事可以担任 1 至 3 家企业监事会的相应职务。

第十七条 监事会主席应当具有较高的政策水平，坚持原则，廉洁自持，熟悉经济工作。

监事会主席履行下列职责：

- （一）召集、主持监事会会议；
- （二）负责监事会的日常工作；
- （三）审定、签署监事会的报告和其他重要文件；
- （四）应当由监事会主席履行的其他职责。

第十八条 监事应当具备下列条件：

- （一）熟悉并能够贯彻执行国家有关法律、行政法规和规章制度；
- （二）具有财务、会计、审计或者宏观经济等方面的专业知识，比较熟悉企业经营管理工作；
- （三）坚持原则，廉洁自持，忠于职守；
- （四）具有较强的综合分析、判断和文字撰写能力，并具备独立工作能力。

第十九条 监事会主席和专职监事、派出监实行回避原则，不得在其曾经管辖的行业、曾经工作过的企业或

once administered, or in the enterprises where they worked before or in the enterprises where their close relatives hold senior managerial posts.

Article 20 The expenditure needed by the boards of supervisors in fulfilling their work of supervision and inspection shall be appropriated by the State budget and be disbursed uniformly by the administrative organ for boards of supervisors.

Article 21 Members of the boards of supervisors shall not accept any gifts from the enterprises, shall not participate in such activities as banquets, entertainment, tours and visits arranged, organized or paid for by the enterprises and shall not seek any private benefits from the enterprises for themselves, their relatives and friends or other persons.

The chairmen, full-time supervisors and dispatched supervisors of the boards of supervisors shall not accept any remuneration or fringe benefits from the enterprises and shall not be reimbursed for any expenses by the enterprises.

Article 22 Members of the boards of supervisors shall keep the contents of the inspection reports confidential and shall not disclose the business secrets of the enterprises.

Article 23 Those members of the boards of supervisors who have made outstanding achievements in carrying out supervision and inspection and important contributions to safeguarding the State interests shall be rewarded.

Article 24 Any member of a board of supervisors who has committed one of the following acts shall be given administrative or disciplinary sanctions according to law right up to removal from his post as a supervisor; where a crime is constituted, criminal liability shall be investigated according to law:

(1) concealing and refusing to make reports on serious violations of law or discipline by an enterprise or committing grave dereliction of duty;

(2) colluding with the enterprises in fabricating false inspection reports; or

(3) committing an act violating the provisions of Article 21 or 22 of these Regulations.

Article 25 Where an enterprise has committed one of the following acts, the directly responsible person in charge or other persons directly responsible shall be given disciplinary sanctions according to law right up to removal from their posts; where a crime is constituted, criminal liability shall be investigated according to law:

者其近亲属担任高级管理职务的企业的监事会中任职。

第二十条 监事会开展监督检查工作所需费用由国家财政拨付，由监事会管理机构统一列支。

第二十一条 监事会成员不得接受企业的任何馈赠，不得参加由企业安排、组织或者支付费用的宴请、娱乐、旅游、出访等活动，不得在企业中为自己、亲友或者其他人员谋取私利。监事会主席和专职监事、派出监事不得接受企业的任何报酬、福利待遇，不得在企业报销任何费用。

第二十二条 监事会成员必须对检查报告内容保密，并不得泄露企业的商业秘密。

第二十三条 监事会成员在监督检查中成绩突出，为维护国家利益做出重要贡献的，给予奖励。

第二十四条 监事会成员有下列行为之一的，依法给予行政处分或者纪律处分，直至撤销监事职务；构成犯罪的，依法追究刑事责任：

（一）对企业的重大违法违纪问题隐匿不报或者严重失职的；

（二）与企业串通编造虚假检查报告的；

（三）有违反本条例第二十一条、第二十三条所列行为的。

第二十五条 企业有下列行为之一的，对直接负责的主管人员和其他直接责任人员，依法给予纪律处分，直至撤销职务；构成犯罪的，依法追究刑事责任：

(1) rejecting or obstructing the lawful performance of functions by the board of supervisors;

(2) rejecting or delaying, without reason, the submission of information about the financial status, the operations and management to the board of supervisors;

(3) concealing, altering or falsifying reports of important information and relevant data; or

(4) committing any other acts that obstruct the supervision and inspection by the board of supervisors.

Article 26 When an enterprise discovers that any member of a board of supervisors has violated the provisions of Article 21 or 22 of these Regulations, it shall have the right to report the matter to the administrative organ for boards of supervisors or may also report it directly to the State Council.

Article 27 For State-owned enterprises to which the State Council does not dispatch boards of supervisors, the people's governments of the provinces, autonomous regions and municipalities directly under the Central Government may decide to dispatch boards of supervisors with reference to the provisions of these Regulations.

Article 28 Boards of supervisors dispatched to the key State-owned financial institutions by the State Council shall be governed by the Interim Regulations on the Boards of Supervisors in Key State-owned Financial Institutions.

Article 29 These Regulations shall take effect as of the date of promulgation. The Regulations on Supervision and Administration of Assets of State-owned Enterprises promulgated by the State Council on July 24, 1994 shall be repealed simultaneously.

(一) 拒绝、阻碍监事会依法履行职责的;

(二) 拒绝、无故拖延向监事会提供财务状况和经营管理情况等有关资料的;

(三) 隐匿、篡改、伪报重要情况和有关资料的;

(四) 有阻碍监事会监督检查的其他行为的。

第二十六条 企业发现监事会成员有违反本条例第二十一条、第二十二条所列行为时, 有权向监事会管理机构报告, 也可以直接向国务院报告。

第二十七条 对国务院不派出监事会的国有企业, 由省、自治区、直辖市人民政府参照本条例的规定, 决定派出监事会。

第二十八条 国务院向国有重点金融机构派出的监事会, 依照《国有重点金融机构监事会暂行条例》执行。

第二十九条 本条例自发布之日起施行。1994年7月24日国务院发布的《国有企业财产监督管理条例》同时废止。

Administrative Permission Law of the People's Republic of China (Order of the President No.7)

Order of the President of the People's Republic of China

No. 7

The Administrative Permission Law of the People's Republic of China, adopted at the 4th Meeting of the Standing Committee of the Tenth National People's Congress of the People's Republic of China on August 27, 2003, is hereby promulgated and shall go into effect as of July 1, 2004.

Hu Jintao

President of the People's Republic of China

August 27, 2003

Administrative Permission Law of the People's Republic of China

(Adopted at the 4th Meeting of the Standing Committee of the Tenth National People's Congress on August 27, 2003)

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Chapter I

General Provisions

Article 1 This Law is enacted in accordance with the Constitution to standardize the institution of the procedure for, and the granting of, administrative permission, to protect the legitimate rights and interests of citizens, legal persons and other organizations, to safeguard public interests and maintain public order, and to ensure and supervise the effective exercise of administration by administrative departments.

Article 2 For purposes of this Law, administrative permission means approval given to citizens, legal persons and other organizations for engaging in special activities by administrative departments on the basis, and upon examination according to law, of their applications.

Article 3 This Law is applicable to the institution of the procedure for, and the granting of, administrative permission.

This Law is not applicable to the examination and approval by the relevant administrative departments of such matters as personnel, financial and foreign-related affairs of other departments or of the institutions directly under the administration of the said departments.

Article 4 The procedure for administrative permission shall be instituted and administrative permission shall be granted in

accordance with the statutory limits of power, scope, requirements and procedures.

Article 5 The procedure for administrative permission shall be instituted and administrative permission shall be granted in adherence to the principles of openness, fairness and impartiality.

Provisions on administrative permission shall be promulgated; and no provisions that are not promulgated shall be made the basis for the granting of administrative permission. The granting and outcome of administrative permission shall be publicized except where State secrets, business secrets and individual privacy are involved.

The applicants who meet the statutory requirements and standards shall have the equal right to obtain administrative permission according to law, and administrative departments shall not discriminate against any of them.

Article 6 Administrative permission shall be granted in adherence to the principle of meeting the convenience of people with greater efficiency and fine service.

Article 7 With regard to the granting of administrative permission by administrative departments, citizens, legal persons and other organizations shall have the right to make their statements and argue their cases; they shall have the right, in accordance with law, to apply for administrative reconsideration or bring an administrative suit; and they shall have the right to demand compensation according to law if their legitimate rights and interests are damaged due to the unlawful granting of administrative permission by administrative departments.

Article 8 Administrative permission obtained according to law by citizens, legal persons or other organizations shall be protected by law. No administrative departments shall, without authorization, change the administrative permission already in effect.

Where the laws, regulations or rules, on the basis of which administrative permission is granted, have been revised or abolished, or major changes have occurred in the objective circumstances, on the basis of which administrative permission is approved, administrative departments may, for the need of public interests and in accordance with law, alter or revoke the administrative permission already in effect. Where, as a consequence, losses are caused to the property of citizens, legal persons or other organizations, administrative departments shall make them compensations according to law.

Article 9 Administrative permission obtained according to law shall not be transferred except where laws and regulations provide that it may be transferred according to statutory requirements and procedures.

Article 10 People's governments at or above the county level shall establish a sound system to supervise the granting of administrative permission by administrative departments and exercise strict supervision over and inspection of the granting of

such permission by the said departments.

Administrative departments shall carry out effective supervision over the activities engaged in by citizens, legal persons and other organizations, to which administrative permission is granted.

Chapter II

Institution of the Procedure for Administrative Permission

Article 11 The procedure for administrative permission shall be instituted in adherence to the laws governing economic and social development and for the benefit of bringing into full play the enthusiasm and initiative of citizens, legal persons and other organizations, safeguarding public interests, maintaining public order and promoting the harmonious development of the economy, society and the ecological environment.

Article 12 The procedure for administrative permission may be instituted for the following matters:

(1) matters relating to the special activities that directly involve State security, macro-economic control and protection of the ecological environment and that have a direct bearing on human health and the safety of people's lives and property, which are subject to approval in accordance with the statutory requirements;

(2) matters relating to the development and utilization of limited natural resources, the allocation of public resources as well as access to the market of the special trades that have a direct bearing on public interests, etc., to which special rights need to be granted;

(3) matters relating to the professions and trades that provide services to the public and that have a direct bearing on public interests, the qualifications and competence to be possessed by which, such as the special credibility, conditions and skills, need to be affirmed;

(4) matters relating to the important equipment, facilities, products and articles that have a direct bearing on public security, human health, and the safety of people's lives and property, which need to be verified by means of inspection, test, quarantine, etc. and in accordance with technical standards and specifications;

(5) matters relating to the establishment of an enterprise or other organization, the capacity of which as a subject needs to be affirmed; and

(6) other matters for which the procedure for administrative permission may be instituted, as provided for by laws and

administrative regulations.

Article 13 For the matters specified in Article 12 of this Law which can be regulated by the following means, institution of the procedure for administrative permission may be exempted:

- (1) matters on which citizens, legal persons and other organizations can make decisions themselves;
- (2) matters which can effectively be regulated by the competitive mechanism of the market;
- (3) matters which the organizations of trades or intermediary bodies can manage through self-discipline; and
- (4) matters which administrative departments can solve by other administrative means such as supervision afterwards.

Article 14 With respect to the matters specified in Article 12 of this Law, the procedure for administrative permission may be instituted by law. Where such a law is not enacted, it may be instituted by administrative regulations.

When necessary, the State Council may institute the procedure for administrative permission by means of promulgating decisions. After implementation of such decisions, the State Council shall, except for matters to which provisional administrative permission is granted, without delay request the National People's Congress or its Standing Committee to enact laws, or formulate administrative regulations itself.

Article 15 Where laws or administrative regulations on the matters specified in Article 12 of this Law are not formulated, the procedure for administrative permission for them may be instituted by local regulations; where neither laws and administrative regulations nor local regulations are formulated, and where it is really necessary for administrative permission to be granted directly for the need of administration, the people's governments of provinces, autonomous regions, and municipalities directly under the Central Government may institute provisional procedure for administrative permission in the form of rules. Where it is necessary to continue granting such provisional administrative permission at the expiration of a whole year, the said governments shall request the people's congresses or their standing committees at the corresponding levels to formulate local regulations.

No procedure for administrative permission in respect of the qualifications and competence of citizens, legal persons and other organizations, which are to be affirmed by the State in a unified manner, may be instituted in the form of local regulations or rules of the people's governments of provinces, autonomous regions, and municipalities directly under the Central Government; nor shall the procedure for administrative permission in respect of the setting up and registration of enterprises and other organizations or administrative permission prior to their setting up and registration be instituted by the said governments in the said form. The procedure for administrative permission instituted by them shall not restrict the individuals or

enterprises of other regions from engaging in production and business operation and providing services in the local areas, and shall not restrict the commodities of other regions from entering the local markets.

Article 16 Within the scope of the matters for which the procedure for administrative permission is instituted by law, specific provisions on the granting of such permission may be formulated in administrative regulations.

Within the scope of the matters for which the procedure for administrative permission is instituted by law or administrative regulations, specific provisions on the granting of such permission may be formulated in local regulations.

Within the scope of the matters for which the procedure for administrative permission is instituted by superordinate laws, specific provisions on the granting of such permission may be formulated in rules.

Additional procedure for administrative permission shall not be instituted in the specific provisions formulated in the regulations and rules for the granting of administrative permission for which the procedure is instituted by superordinate laws; and other requirements in violation of the superordinate laws shall not be added in the specific provisions on the requirements of administrative permission.

Article 17 With the exception of what is provided for in Articles 14 and 15 of this Law, no procedure for administrative permission shall be instituted in any other standardizing documents.

Article 18 When the procedure for administrative permission is instituted, provisions on the departments, requirements, procedures and time limit for the granting of such permission shall be formulated.

Article 19 Where, when drafting laws or regulations or when drafting rules of the people's governments of provinces, autonomous regions, and municipalities directly under the Central Government, the drafting unit plans to institute the procedure for administrative permission, it shall solicit opinions by holding hearings or evaluation meetings or by other means, and shall explain to the formulating departments about the necessity for instituting the same, the impact it may possibly make on the economy and society as well as the opinions it has solicited and adopted.

Article 20 The department that institutes the procedure for administrative permission shall regularly make appraisal of the procedure instituted; and where it believes that matters can be solved by the means specified in Article 13 of this Law, it shall, without delay, revise or nullify the provisions on the institution of the same.

The department granting administrative permission may, when it thinks fit, make an appraisal of the granting of the administrative permission for which the procedure is already instituted and of the necessity of its existence, and report their comments and suggestions to the department that institutes the procedure for administrative permission.

Citizens, legal persons and other organizations may put forth their comments and suggestions regarding the institution of the procedure for, and the granting of, administrative permission to the departments that institute the procedure and grant the permission.

Article 21 Where the people's governments of provinces, autonomous regions, and municipalities directly under the Central Government, in light of the economic and social development in their respective administrative regions, believe that the economic matters for which the procedure for administrative permission is instituted in their administrative regulations can be solved by the means specified in Article 13 of this Law, they may, upon approval by the State Council, cease granting such permission within their own administrative regions.

Chapter III

Department Granting Administrative Permission

Article 22 Administrative permission shall be granted by an administrative department with the power of granting such permission within the limits of its statutory functions and powers.

Article 23 An organization with the functions of administering public affairs conferred by laws and regulations shall grant administrative permission in its own name and within the limits of the statutory powers. The provisions on administrative departments in this Law shall be applicable to such an empowered organization.

Article 24 An administrative department may, within the limits of its statutory functions and powers and in accordance with the provisions of laws, regulations and rules, entrust another administrative department with the granting of administrative permission. The entrusting department shall publicize the entrusted administrative department and the matters subject to the entrusted granting of administrative permission.

The entrusting administrative department shall be in charge of supervision over the granting of administrative permission by the entrusted administrative department, and shall bear legal responsibility for the consequences of such granting.

The entrusted administrative department shall, within the limits of the entrustment and in the name of the entrusting administrative department, grant administrative permission; it shall not entrust another organization or individual with the granting of administrative permission.

Article 25 Upon approval by the State Council, the people's government of a province, autonomous region or municipality directly under the Central Government may, on the principles of simplification, uniformity and efficiency, decide to let one administrative department exercise the power of administrative permission which is exercised by relevant administrative

departments.

Article 26 Where matters of administrative permission need to be handled by more than one institution within an administrative department, the said department shall decide on one of the institutions for accepting applications for administrative permission and for serving the decisions on such permission itself.

Where administrative permission is granted separately by more than two departments of a local people's government according to law, the government may decide on one of the departments for accepting applications for administrative permission and for handling them itself after the relevant departments are informed of the matter and after they respectively put forth their opinions, or have the relevant departments to handle them jointly or in a concentrated way.

Article 27 In granting administrative permission, the administrative department shall not make the applicants such unjustifiable requests as to purchase goods it designates and to accept paid service.

In handling matters of administrative permission, the staff members of administrative departments shall not ask the applicants for money or things of value, accept or receive the same, or seek other benefits.

Article 28 The inspection, test and quarantine of the equipment, facilities, products and goods that have a direct bearing on public security, human health and the safety of people's lives and property shall, except where laws and administrative regulations provide that they be conducted by administrative departments, gradually be carried out by professional and technical organizations that meet the statutory requirements. The professional and technical organizations and their staff members concerned shall bear legal responsibility for the conclusions they draw from inspection, test and quarantine.

Chapter IV

Procedures for Granting Administrative Permission

Section 1

Application and Acceptance

Article 29 Where citizens, legal persons and other organizations intend to engage in special activities for which they need to obtain administrative permission according to law, they shall submit their applications to administrative departments. Where forms need to be filled out for application, the administrative departments shall provide the applicants with such forms of application for administrative permission. The form of application shall not contain such particulars as are not directly related to the matters involved in the application for administrative permission.

An applicant may entrust his agent with the application for administrative permission, except where, in accordance with law, he is required to submit his application for administrative permission at the office place of an administrative department.

Application for administrative permission may be submitted in the form of letter, telegram, telex, fax, electronic data exchange, or e-mail.

Article 30 Administrative departments shall make public at their office places the matters, basis, requirements, quantity, procedure and time limit, as provided for by laws, regulations and rules, regarding relevant administrative permission, as well as the catalogue of all the materials required to be submitted and application forms for demonstration.

Where an applicant requests the administrative department to make explanation and interpretation for what it publicizes, the department shall do so accordingly and provide accurate and reliable information to the applicant.

Article 31 An applicant for administrative permission shall submit to the administrative department truthful relevant materials and provide true information, and shall be responsible for the truthfulness of the matters of substance in the application materials. The administrative department shall not ask the applicant to submit technical data and other materials that have no relation to the matters for which administrative permission is applied for.

Article 32 With regard to the application submitted by an applicant for administrative permission, the administrative department shall handle it differently in light of the following circumstances:

(1) where, in accordance with law, no administrative permission is necessary for the matters for which such permission is applied for, it shall directly inform the applicant that such an application is not to be accepted;

(2) where, in accordance with law, the matters for which administrative permission is applied for do not fall within the scope of its functions and powers, it shall directly make the decision not to accept such an application and inform the applicant of the relevant administrative department to which the application should be submitted;

(3) where there are errors in the application materials which can be corrected on the spot, it shall allow the applicant to make the correction on the spot;

(4) where the application materials are not complete or not in conformity with the statutory form, it shall, on the spot or within five days, inform the applicant, all at once, of what needs to be supplemented or corrected; and if it fails to do so at the expiration of the time limit, the application shall be deemed to be accepted as of the date it receives the application materials; and

(5) where the matters for which administrative permission is applied for fall within the scope of its functions and powers,

the application materials are complete and in conformity with the statutory form, or the applicant submits the materials of application which are fully supplemented or corrected as it requires, it shall accept the application for administrative permission.

When the administrative department accepts or refuses to accept an application for administrative permission, it shall produce a written certificate with the special seal of the department affixed and the date clearly marked.

Article 33 Administrative departments shall establish and improve the relevant systems, introduce electronic administration, and publicize at their websites the matters which are subject to administrative permission, in order to make it convenient for the applicants to apply for administrative permission by such means as data cable; and they shall share information about administrative permission among themselves and thus increase their administrative efficiency.

Section 2

Examination and Decision

Article 34 An administrative department shall examine the materials of application submitted by an applicant.

Where the application materials submitted by an applicant are complete and in conformity with the statutory form, on which the administrative department can make decision on the spot, it shall, on the spot, make the decision on administrative permission in writing.

Where, according to the statutory requirements and procedures, the matters of substance in the application materials need to be verified, the administrative department shall assign two or more of its staff members to conduct such verification.

Article 35 Where, according to law, an application for administrative permission needs to be examined by an administrative department at a lower level before it is submitted to an administrative department at a higher level for decision, the administrative department at a lower level shall, within the statutory time limit, submit its preliminary opinions based on the examination and the complete materials of application directly to the administrative department at a higher level. The administrative department at a higher level shall not ask the applicant to provide application materials again.

Article 36 Where in examining an application for administrative permission an administrative department finds a matter for administrative permission has a direct bearing on the vital interests of another person, it shall inform the interested person of the fact. The applicant and the interested person shall have the right to make their statements and argue their cases. The administrative department shall listen to the opinions of the applicant and the interested person.

Article 37 After examining an application for administrative permission, the administrative department shall, except where

it can make a decision on such permission on the spot, make such a decision within the statutory time limit in adherence to the specified procedures.

Article 38 Where the application of an applicant is in conformity with the statutory requirements and standards, the administrative department shall, according to law, make a decision in writing on approving administrative permission.

Where, according to law, an administrative department makes a decision in writing on refusing to approve administrative permission, it shall state its reasons, and inform the applicant that he has the right, in accordance with law, to apply for administrative reconsideration or to bring an administrative suit.

Article 39 Where the administrative department makes the decision on approving administrative permission, for which a certificate of administrative permission is required to be issued, it shall issue to the applicant one of the following certificates of administrative permission affixed with the seal of the department:

- (1) a permit, license or other certificate of permission;
- (2) a qualification certificate, competence certificate or other certificate of quality;
- (3) approval documents or certifying documents of the administrative department; and
- (4) other certificates of administrative permission stipulated by laws and regulations.

Where the administrative department conducts inspection, test or quarantine, it may paste labels on, or affix the seal of inspection, test or quarantine to, the equipment, facilities, products or goods which pass the inspection, test or quarantine.

Article 40 The administrative department shall make known to the public the decisions it makes on approving administrative permission, and the public shall have the right to consult them.

Article 41 Where no regional restrictions are imposed on the use of administrative permission instituted by laws and administrative regulations, such permission obtained by applicants is effective throughout the country.

Section 3

Time Limit

Article 42 An administrative department shall, except where it can make a decision on administrative permission on the spot, make such a decision within 20 days from the date it accepts an application for administrative permission. Where it cannot do so within 20 days, it may have an extension of 10 days upon approval by the leading member of the department, and

shall inform the applicant of the reasons for extension. However, where laws and regulations provide otherwise, the provisions there shall prevail.

Where, according to the provisions in Article 26 of this Law, applications for administrative permission are handled in a unified manner, jointly, or in a concentrated way, the time for such handling shall not exceed 45 days; and where such handling cannot be wound up within 45 days, an extension of 15 days may be allowed upon approval by the leading member of the people's government at the corresponding level, and the applicant shall be informed of the reasons for extension.

Article 43 Where, according to law, an application for administrative permission needs to be examined by an administrative department at a lower level before it is submitted to an administrative department at a higher level for decision, the administrative department at a lower level shall wind up the examination within 20 days from the date it accepts the application. However, where laws and regulations provide otherwise, the provisions there shall prevail.

Article 44 After the administrative department makes the decision on approving administrative permission, it shall, within 10 days from the date the decision is made, issue a certificate of administrative permission to or serve it on the applicant, or paste labels or affix the seal of inspection, test or quarantine.

Article 45 Where, according to law, a decision on administrative permission to be made by an administrative department requires hearing, public bidding, auction, inspection, test, quarantine, authentication or expert evaluation, the time thus needed shall not be reckoned in the time limit specified by this Section. The administrative department shall inform the applicant in writing of the time needed.

Section 4

Hearing

Article 46 The administrative department shall make known to the general public, and hold hearings on, the matters for the granting of administrative permission which, according to the provisions of laws, regulations or rules, need hearing, or other matters of vital importance involving public interests for the granting of administrative permission which the administrative department believes need hearing.

Article 47 Where administrative permission directly involves the vital interests between an applicant and another person, the administrative department shall, before making the decision on administrative permission, inform the applicant and the interested person that they have the right to request hearing; and where the applicant and the interested person, within five days from the date they are informed of such right, submit their application for hearing, the administrative department shall

make arrangements for the hearing within 20 days.

The applicant and the interested person shall not bear the expenses for the hearing arranged by the administrative department.

Article 48 A hearing shall be conducted in accordance with the following procedures:

(1) The administrative department shall, seven days before holding the hearing, inform the applicant and the interested person of the time and the venue the hearing is to be held, and when necessary, make the time and venue known to the public;

(2) The hearing shall be held openly;

(3) The administrative department shall appoint a person, other than its staff member who examines the application for administrative permission, to chair the hearing, and where the applicant or the interested person believes that the chairperson has a direct interest in the matter for administrative permission, he shall have the right to apply for the chairperson's withdrawal;

(4) During hearing, the staff member who examines the application for administrative permission shall provide the evidence and reasons for his opinions, and the applicant and the interested person may provide their evidence, and argue their cases and cross-examine the evidence provided by the said staff member; and

(5) A record of the hearing shall be made in writing and be signed by, or affixed with the seals of, the participants at the hearing after they confirm that there are no mistakes in it.

The administrative department shall, on the basis of the record of the hearing, make its decision on administrative permission.

Section 5

Alteration and Extension

Article 49 Where a person granted the permission asks to alter the matters for which administrative permission is obtained, he shall submit an application to the administrative department that makes the decision on administrative permission; and where the application is in conformity with statutory requirements and standards, the administrative department shall go through the formalities for alteration according to law.

Article 50 Where a person granted the permission needs an extension of the term of validity of the administrative

permission obtained according to law, he shall, 30 days before the expiration of the said term of validity, make an application to the administrative department that makes the decision on administrative permission. However, where laws, regulations and rules provide otherwise, the provisions there shall prevail.

The administrative department shall, on the basis of the application of the person granted the permission, make its decision on whether to approve the extension before the expiration of the term of validity of the administrative permission; and where no such decision is made at the expiration of the time limit, the extension shall be regarded as being approved.

Section 6

Special Provisions

Article 51 Where there are provisions in this Section on the procedures for the granting of administrative permission, they shall be applied; and where there are no such provisions in this Section, the relevant provisions in this Chapter shall be applied.

Article 52 The provisions in relevant laws and administrative regulations shall be applicable to the procedures for the granting of administrative permission by the State Council.

Article 53 For the granting of administrative permission to the matters specified in Subparagraph 2 of Article 12 of this Law, the administrative department shall make its decision through the forms of fair competition such as public bidding and auction. However, where laws and administrative regulations provide otherwise, the provisions there shall prevail.

The specific procedures for the administrative department to make its decision on administrative permission through such forms as public bidding and auction shall be enacted in accordance with the provisions of relevant laws and administrative regulations.

After the administrative department decides on the winner of a bid or the vendee in accordance with the procedures for public bidding or auction, it shall make the decision on approving administrative permission, and shall issue the certificate of administrative permission to the winner or vendee according to law.

Where the administrative department, in violation of the provisions of this Article, does not adopt public bidding or auction or goes against the procedures for public bidding or auction, thus infringing on the legitimate rights and interests of an applicant, the applicant may, in accordance with law, apply for administrative reconsideration or bring an administrative suit.

Article 54 For the granting of administrative permission to the matters specified in Subparagraph 3 of Article 12 of this Law, which involves endowing citizens with special qualifications and for which national examinations should be conducted

according to law, the administrative department shall make its decision on administrative permission on the basis of the results of examinations and other statutory requirements; and for the granting of special qualifications and competence of legal persons or other organizations, it shall make its decision on the basis of the result of the appraisal regarding the composition of the professional personnel, the technological qualifications, operational achievements and managerial level of the applicants. However, where laws and administrative regulations provide otherwise, the provisions there shall prevail.

Examinations taken by citizens for special qualifications shall be arranged by administrative departments or organizations of trades according to law, and shall be conducted openly. The administrative departments or the organizations of trades shall, in advance, publicize the qualifications and measures for registration and the subjects and outlines for examination. However, no compulsory pre-examination training for qualification examination shall be arranged and no teaching materials or supplementary materials shall be designated.

Article 55 For the granting of administrative permission to the matters specified in Subparagraph 4 of Article 12 of this Law, which are subject to inspection, test or quarantine according to technical standards and specifications, as is required by law, the administrative department shall, based on the results of the inspection, test or quarantine, make its decision on such permission.

To conduct inspection, test or quarantine, the administrative department shall, within five days from the date it accepts an application, assign two or more of its staff members to do the job in accordance with the technical standards and specifications. Where the administrative department can, dispensing with further technical analysis of the results of inspection, test or quarantine, determine whether the equipment, facilities, products or goods are in conformity with the technical standards and specifications, it shall make its decision on administrative permission on the spot.

Where the administrative department, based on the results of inspection, test or quarantine, decides not to approve administrative permission, it shall state clearly in writing the technical standards and specifications on the basis of which it makes such a decision.

Article 56 For the granting of administrative permission to the matters specified in Subparagraph 5 of Article 12 of this Law, for which the application materials submitted by the applicant are complete and in conformity with the statutory forms, the administrative department shall make an entry of the matters in a register on the spot. Where matters of substance of the application materials need to be verified, the administrative department shall conduct the verification in accordance with the provisions in Subparagraph 3 of Article 34 of this Law.

Article 57 Where the number of matters to which administrative permission can be granted is restricted and the applications submitted by two or more applicants are in conformity with the statutory requirements and standards, the

administrative department shall make its decision on approving administrative permission in sequence of time at which it accepts such applications for administrative permission. However, where laws and administrative regulations provide otherwise, the provisions there shall prevail.

Chapter V

Fees for Administrative Permission

Article 58 Administrative departments shall not collect any fees for the granting of administrative permission or for their supervision over and inspection of the matters to which administrative permission has been granted. However, where laws and administrative regulations provide otherwise, the provisions there shall prevail.

Administrative departments shall not collect fees for the forms of application for administrative permission.

The funds needed by administrative departments for the granting of administrative permission shall be incorporated into their own budgets, which shall be guaranteed by the governments at the corresponding levels, and verified and allocated in accordance with the budgets approved.

Article 59 Where administrative departments collect fees for the granting of administrative permission in accordance with laws and administrative regulations, they shall do so in conformity with the publicized statutory items and rates; and all the fees they collect shall be turned over to the State Treasury, and no departments or individuals shall, in any form, withhold or misappropriate them, or divide them in private or do so in disguised form. No finance departments shall, in any form, return to the administrative departments the fees collected by them for the granting of administrative permission, or do so in disguised form.

Chapter VI

Supervision and Inspection

Article 60 The administrative department at a higher level shall exercise rigid supervision over and inspection of the granting of administrative permission by the administrative department at a lower level, in order to put to right, in good time, violations of laws committed in the granting of administrative permission.

Article 61 The administrative department shall establish a sound supervisory system and perform its supervisory duties through checking the materials reflecting the activities conducted by the persons granted the permission in respect of the matters to which administrative permission has been granted.

After exercising, in accordance with law, supervision over and inspection of the activities conducted by the persons granted the permission in respect of the matters to which administrative permission has been granted, the administrative department shall record the supervision and inspection exercised as well as the problems handled, and the record shall be placed on file after the supervisors and inspectors sign it. The public shall have the right to consult the records of supervision and inspection kept by the administrative department.

The administrative department shall create conditions to interconnect with the persons granted the permission and the computer file systems of the relevant administrative departments, in order to check the activities conducted by the persons granted the permission in respect of the matters to which administrative permission has been granted.

Article 62 The administrative department may, according to law, inspect, examine or test the samples of the products manufactured or dealt in by the persons granted the permission and conduct on-the-spot inspection of the places where the products are manufactured or dealt in. When conducting inspection, the administrative department may, according to law, consult the relevant materials or request the persons granted the permission to submit such materials; and the said persons shall provide relevant information and materials truthfully.

The administrative department shall, in accordance with the provisions of laws and administrative regulations, conduct regular inspection of the important equipment and facilities that have a direct bearing on public security, human health and the safety of people's lives and property. With respect to those that pass the inspection, it shall issue appropriate documents certifying the fact.

Article 63 When exercising supervision and inspection, the administrative department shall not hinder the normal production and operation of the persons granted the permission, nor ask the said persons for money or things of value, or receive or accept the same, or seek other benefits.

Article 64 Where a person granted the permission, in violation of law and in an area beyond the jurisdiction of the administrative department that makes the decision on administrative permission, engages in activities in respect of the matters to which administrative permission has been granted, the administrative department in the area where such violation takes place shall, according to law, send a copy of the facts of violation committed by the person granted the permission and the results of its handling of the violation to the administrative department that makes the decision on administrative permission.

Article 65 Individuals and organizations that find activities conducted, in violation of law, in respect of the matters to which administrative permission has been granted shall have the right to report such activities to administrative departments, which shall, without delay, check the facts and handle the violation.

Article 66 Where a person granted the permission fails to perform his obligations of developing and utilizing natural

resources according to law or his obligations of utilizing public resources according to law, the administrative department shall instruct him to set it right within a time limit; and if he fails to do so within the specified time limit, the administrative department shall deal with the case in accordance with the provisions of relevant laws and administrative regulations.

Article 67 The person granted the permission that has obtained administrative permission for access to the market of a special trade which has a direct bearing on public interests shall, in compliance with the service standard prescribed and the rates fixed by the State as well as the requirements prescribed by the administrative department according to law, provide to users safe, convenient and steady service at reasonable rates, and shall perform his obligation of providing universal service; and without approval by the administrative department that makes the decision on administrative permission, the said person shall not suspend business or close down.

Where a person granted the permission fails to perform the obligations specified in the preceding paragraph, the administrative department shall instruct him to set it right within a time limit or, according to law, take effective measures to see that he performs the obligations.

Article 68 With respect to the important equipment and facilities that have a direct bearing on public security, human health and the safety of people's lives and property, the administrative department shall see that the units that make the design of, manufacture, install or use such equipment and facilities to establish an appropriate self-inspection system.

Where, in conducting supervision and inspection, the administrative department discovers that in the important equipment and facilities that have a direct bearing on public security, human health and the safety of people's lives and property there exist hidden dangers threatening safety, it shall instruct the units to cease manufacturing, installing and using the same, and shall instruct the units that make the design of, manufacture, install or use the same to rectify immediately.

Article 69 In any of the following cases, the administrative department that makes the decision on administrative permission or its immediate superior may, based on the request of the interested person or on its own functions and powers, revoke such permission:

- (1) where the decision on approving administrative permission is made by staff members of the administrative department who abuse their powers or neglect their duties;
- (2) where the decision on approving administrative permission is made beyond the statutory functions and powers;
- (3) where the decision on approving administrative permission is made in contravention of the statutory procedures;
- (4) where approval of administrative permission is given to an applicant that is not qualified for application or does not

meet the statutory requirements; and

(5) other cases where administrative permission may be revoked according to law.

The administrative permission obtained by a person by such illegitimate means as deception and bribery shall be revoked.

Where revocation of administrative permission in accordance with the provisions of the preceding two paragraphs may cause great damages to public interests, such permission shall not be revoked.

Where revocation of administrative permission in accordance with the provisions in the first paragraph of this Article causes damages to the legitimate rights and interests of the person granted the permission, compensation shall be made by the administrative department according to law. Where administrative permission is revoked in accordance with the provisions in the second paragraph of this Article, the benefits obtained by the person granted the permission through such permission shall not be protected.

Article 70 In any of the following cases, the administrative department shall, in accordance with law, go through the formalities for cancelling the relevant administrative permission:

- (1) where the term of validity for administrative permission is not extended at the expiration of the term;
- (2) where the citizen to whom administrative permission for special qualifications is granted dies or loses the disposing capacity;
- (3) where the status of a legal person or other organization is terminated according to law;
- (4) where, in accordance with law, administrative permission is revoked or withdrawn, or the certificate of such permission is revoked;
- (5) where matters for which administrative permission has been obtained cannot be undertaken due to force majeure; and
- (6) other cases where administrative permission should be revoked as provided for by laws and regulations.

Chapter VII

Legal Responsibility

Article 71 Any procedure for administrative permission instituted by a department in violation of the provisions in Article 17 of this Law, the relevant department shall instruct the department that institutes such procedure to rectify, or have the

procedure terminated according to law.

Article 72 Where an administrative department or its staff member, in violation of the provisions of this Law, does one of the following, its/his immediate superior or the supervisory department shall instruct it/him to rectify; and if the circumstances are serious, the persons directly in charge and the other persons directly responsible shall be given administrative sanctions according to law:

- (1) failing to accept an application for administrative permission that is in conformity with the statutory requirements;
- (2) failing to publicize at the office place the materials which should be publicized according to law;
- (3) in the process of accepting, examining and deciding on administrative permission, failing to perform the statutory obligation of informing the applicant and the interested person of the right to request hearing;
- (4) in the case where the application materials submitted by the applicant are not complete or not in conformity with the statutory form, failing to inform the applicant, all at once, of what needs to be supplemented or corrected;
- (5) failing to state its/his reasons, according to law, for refusing to accept an application for administrative permission or for refusing to approve such permission; and
- (6) failing to hold hearings as is required by law.

Article 73 Where the staff member of an administrative department, when handling matters of administrative permission or exercising supervision and inspection, asks another person for money or things of value, or receives or accepts the same, or seeks other benefits, which constitutes a crime, he shall be investigated for criminal responsibility according to law; and if the case is not serious enough to constitute a crime, he shall be given administrative sanctions according to law.

Article 74 Where, in granting administrative permission, an administrative department does one of the following, it shall be instructed by its immediate superior or the supervisory department to rectify, and the persons directly in charge and the other persons directly responsible shall be given administrative sanctions according to law; and if a crime is constituted, criminal responsibility shall be investigated according to law:

- (1) giving approval of administrative permission to an applicant that does not meet the statutory requirements, or making a decision on approving administrative permission beyond its statutory functions and powers;
- (2) refusing to give approval of administrative permission to an applicant that meets the statutory requirements, or failing to

make a decision on approving administrative permission within the statutory time limit; and

(3) failing to make a decision, through public bidding, auction or examination, on approving administrative permission on the basis of the outcome of public bidding and auction or the examination results, as is required by law, or refusing to make the decision on such basis.

Article 75 Where, when granting administrative permission, an administrative department collects fees without authorization or in contravention of the statutory items and rates, its immediate superior or the supervisory department shall instruct it to return the fees illegally collected; and the persons directly in charge and the other persons directly responsible shall be given administrative sanctions according to law.

Where the fees collected according to law for granting administrative permission are withheld, misappropriated, divided in private or done so in disguised form, such fees shall be recovered; the persons directly in charge and the other persons directly responsible shall be given administrative sanctions according to law; and if a crime is constituted, criminal responsibility shall be investigated according to law.

Article 76 Where an administrative department grants administrative permission in violation of law and thus causes damages to the rights and interests of the person concerned, it shall make compensation in accordance with the provisions of the Law on State Compensation.

Article 77 Where an administrative department does not perform its duties of supervision according to law or fails to perform such duties effectively, thus serious consequences ensue, its immediate superior or the supervisory department shall instruct it to rectify, and the persons directly in charge and the other persons directly responsible shall be given administrative sanctions according to law; and if a crime is constituted, criminal responsibility shall be investigated according to law.

Article 78 Where, when applying for administrative permission, an applicant conceals relevant information or provides false application materials, the administrative department shall refuse to accept the application or to approve such permission, and shall give a disciplinary warning to the applicant; and if the matters for which administrative permission is applied for are ones that have a direct bearing on public security, human health and the safety of people's lives and property, the applicant shall not apply for administrative permission for the same matters again within one year.

Article 79 Where a person obtains administrative permission by such illegitimate means as deception and bribery, the administrative department shall impose administrative penalties on him; if the matters for which administrative permission is obtained are ones that have a direct bearing on public security, human health and the safety of people's lives and property, the applicant shall not apply for administrative permission for the same matters again within three years, and if a crime is

constituted, the said person shall be investigated for criminal responsibility according to law.

Article 80 Where a person granted the permission does one of the following, the administrative department shall impose administrative penalties on him according to law; and if a crime is constituted, he shall be investigated for criminal responsibility according to law.

(1) altering, selling, leasing out or lending the certificate of administrative permission, or illegally transferring such permission in other forms;

(2) engaging in activities beyond the limits of administrative permission;

(3) concealing relevant information from, providing false materials to, or refusing to provide truthful materials reflecting its activities to, the administrative department in charge of supervision and inspection; and

(4) committing other illegal acts specified in laws, regulations and rules.

Article 81 Where a citizen, legal person or other organization, without obtaining administrative permission, engages in activities for which administrative permission should be obtained according to law, the administrative department shall, in accordance with law, adopt measures to stop such activities, and impose administrative penalties on the citizen, legal person or other organization according to law; and if a crime is constituted, criminal responsibility shall be investigated according to law.

Chapter VIII

Supplementary Provisions

Article 82 The time limit for the granting of administrative permission by an administrative department specified in this Law is counted by the working days, excluding the statutory festivals and holidays.

Article 83 This Law shall go into effect as of July 1, 2004.

The provisions on administrative permission formulated prior to implementation of this Law shall be checked up on by the formulating departments in accordance with the provisions of this Law; and beginning from the date this Law goes into effect, implementation of those provisions that are not in conformity with the provisions of this Law shall cease.

中华人民共和国行政许可法

(2 0 0 3 年 8 月 2 7 日第十届全国人民代表大会常务委员会第四次会议通过)

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第一章 总则

第一条 为了规范行政许可的设定和实施，保护公民、法人和其他组织的合法权益，维护公共利益和社会秩序，保障和监督行政机关有效实施行政管理，根据宪法，制定本法。

第二条 本法所称行政许可，是指行政机关根据公民、法人或者其他组织的申请，经依法审查，准予其从事特定活动的行为。

第三条 行政许可的设定和实施，适用本法。

有关行政机关对其他机关或者对其直接管理的事业单位的人事、财务、外事等事项的审批，不适用本法。

第四条 设定和实施行政许可，应当依照法定的权限、范围、条件和程序。

第五条 设定和实施行政许可，应当遵循公开、公平、公正的原则。

有关行政许可的规定应当公布；未经公布的，不得作为实施行政许可的依据。行政许可的实施和结果，除涉及国家秘密、商业秘密或者个人隐私的外，应当公开。

符合法定条件、标准的，申请人有依法取得行政许可的平等权利，行政机关不得歧视。

第六条 实施行政许可，应当遵循便民的原则，提高办事效率，提供优质服务。

第七条 公民、法人或者其他组织对行政机关实施行政许可，享有陈述权、申辩权；有权依法申请行政复议或者提起行政诉讼；其合法权益因行政机关违法实施行政许可受到损害的，有权依法要求赔偿。

第八条 公民、法人或者其他组织依法取得的行政许可受法律保护，行政机关不得擅自改变已经生效的行政许可。

行政许可所依据的法律、法规、规章修改或者废止，或者准予行政许可所依据的客观情况发生重大变化的，为了公共利益的需要，行政机关可以依法变更或者撤回已经生效的行政许可。由此给公民、法人或者其他组织造成财产损失，行政机关应当依法给予补偿。

第九条 依法取得的行政许可，除法律、法规规定依照法定条件和程序可以转让的外，不得转让。

第十条 县级以上人民政府应当建立健全对行政机关实施行政许可的监督制度，加强对行政机关实施行政许可的监督检查。

行政机关应当对公民、法人或者其他组织从事行政许可事项的活动实施有效监督。

第二章 行政许可的设定

第十一条 设定行政许可，应当遵循经济和社会发展规划，有利于发挥公民、法人或者其他组织的积极性、主动性，维护公共利益和社会秩序，促进经济、社会和生态环境协调发展。

第十二条 下列事项可以设定行政许可：

（一）直接涉及国家安全、公共安全、经济宏观调控、生态环境保护以及直接关系人身健康、生命财产安全等特定活动，需要按照法定条件予以批准的事项；

（二）有限自然资源开发利用、公共资源配置以及直接关系公共利益的特定行业的市场准入等，需要赋予特定权利的事项；

（三）提供公众服务并且直接关系公共利益的职业、行业，需要确定具备特殊信誉、特殊条件或者特殊技能等资格、资质的事项；

（四）直接关系公共安全、人身健康、生命财产安全的重要设备、设施、产品、物品，需要按照技术标准、技术规范，通过检验、检测、检疫等方式进行审定的事项；

（五）企业或者其他组织的设立等，需要确定主体资格的事项；

（六）法律、行政法规规定可以设定行政许可的其他事项。

第十三条 本法第十二条所列事项，通过下列方式能够予以规范的，可以不设行政许可：

（一）公民、法人或者其他组织能够自主决定的；

(二) 市场竞争机制能够有效调节的；

(三) 行业组织或者中介机构能够自律管理的；

(四) 行政机关采用事后监督等其他行政管理方式能够解决的。

第十四条 本法第十二条所列事项，法律可以设定行政许可。尚未制定法律的，行政法规可以设定行政许可。

必要时，国务院可以采用发布决定的方式设定行政许可。实施后，除临时性行政许可事项外，国务院应当及时提请全国人民代表大会及其常务委员会制定法律，或者自行制定行政法规。

第十五条 本法第十二条所列事项，尚未制定法律、行政法规的，地方性法规可以设定行政许可；尚未制定法律、行政法规和地方性法规的，因行政管理的需要，确需立即实施行政许可的，省、自治区、直辖市人民政府规章可以设定临时性的行政许可。临时性的行政许可实施满一年需要继续实施的，应当提请本级人民代表大会及其常务委员会制定地方性法规。

地方性法规和省、自治区、直辖市人民政府规章，不得设定应当由国家统一确定的公民、法人或者其他组织的资格、资质的行政许可；不得设定企业或者其他组织的设立登记及其前置性行政许可。其设定的行政许可，不得限制其他地区的个人或者企业到本地区从事生产经营和提供服务，不得限制其他地区的商品进入本地区市场。

第十六条 行政法规可以在法律设定的行政许可事项范围内，对实施该行政许可作出具体规定。

地方性法规可以在法律、行政法规设定的行政许可事项范围内，对实施该行政许可作出具体规定。

规章可以在上位法设定的行政许可事项范围内，对实施该行政许可作出具体规定。

法规、规章对实施上位法设定的行政许可作出的具体规定，不得增设行政许可；对行政许可条件作出的具体规定，不得增设违反上位法的其他条件。

第十七条 除本法第十四条、第十五条规定的外，其他规范性文件一律不得设定行政许可。

第十八条 设定行政许可，应当规定行政许可的实施机关、条件、程序、期限。

第十九条 起草法律草案、法规草案和省、自治区、直辖市人民政府规章草案，拟设定行政许可的，起草单位应当采取听证会、论证会等形式听取意见，并向制定机关说明设定该行政许可的必要性、对经济和社会可能产生的影响以及听取和采纳意见的情况。

第二十条 行政许可的设定机关应当定期对其设定的行政许可进行评价；对已设定的行政许可，认为通过本法第十三条所列方式能够解决的，应当对设定该行政许可的规定及时予以修改或者废止。

行政许可的实施机关可以对已设定的行政许可的实施情况及存在的必要性适时进行评价，并将意见报告该行政许可的设定机关。

公民、法人或者其他组织可以向行政许可的设定机关和实施机关就行政许可的设定和实施提出意见和建议。

第二十一条 省、自治区、直辖市人民政府对行政法规设定的有关经济事务的行政许可，根据本行政区域经济和社会发展的情况，认为通过本法第十三条所列方式能够解决的，报国务院批准后，可以在本行政区域内停止实施该行政许可。

第三章 行政许可的实施机关

第二十二条 行政许可由具有行政许可权的行政机关在其法定职权范围内实施。

第二十三条 法律、法规授权的具有管理公共事务职能的组织，在法定授权范围内，以自己的名义实施行政许可。被授权的组织适用本法有关行政机关的规定。

第二十四条 行政机关在其法定职权范围内，依照法律、法规、规章的规定，可以委托其他行政机关实施行政许可。委托机关应当将受委托行政机关和受委托实施行政许可的内容予以公告。

委托行政机关对受委托行政机关实施行政许可的行为应当负责监督，并对该行为的后果承担法律责任。

受委托行政机关在委托范围内,以委托行政机关名义实施行政许可;不得再委托其他组织或者个人实施行政许可。

第二十五条 经国务院批准,省、自治区、直辖市人民政府根据精简、统一、效能的原则,可以决定一个行政机关行使有关行政机关的行政许可权。

第二十六条 行政许可需要行政机关内设的多个机构办理的,该行政机关应当确定一个机构统一受理行政许可申请,统一送达行政许可决定。

行政许可依法由地方人民政府两个以上部门分别实施的,本级人民政府可以确定一个部门受理行政许可申请并转告有关部门分别提出意见后统一办理,或者组织有关部门联合办理、集中办理。

第二十七条 行政机关实施行政许可,不得向申请人提出购买指定商品、接受有偿服务等不正当要求。

行政机关工作人员办理行政许可,不得索取或者收受申请人的财物,不得谋取其他利益。

第二十八条 对直接关系公共安全、人身健康、生命财产安全的设备、设施、产品、物品的检验、检测、检疫,除法律、行政法规规定由行政机关实施的外,应当逐步由符合法定条件的专业技术组织实施。专业技术组织及其有关人员对所实施的检验、检测、检疫结论承担法律责任。

第四章 行政许可的实施程序

第一节 申请与受理

第二十九条 公民、法人或者其他组织从事特定活动，依法需要取得行政许可的，应当向行政机关提出申请。申请书需要采用格式文本的，行政机关应当向申请人提供行政许可申请书格式文本。申请书格式文本中不得包含与申请行政许可事项没有直接关系的内容。

申请人可以委托代理人提出行政许可申请。但是，依法应当由申请人到行政机关办公场所提出行政许可申请的除外。

行政许可申请可以通过信函、电报、电传、传真、电子数据交换和电子邮件等方式提出。

第三十条 行政机关应当将法律、法规、规章规定的有关行政许可的事项、依据、条件、数量、程序、期限以及需要提交的全部材料的目录和申请书示范文本等在办公场所公示。

申请人要求行政机关对公示内容予以说明、解释的，行政机关应当说明、解释，提供准确、可靠的信息。

第三十一条 申请人申请行政许可，应当如实向行政机关提交有关材料和反映真实情况，并对其申请材料实质内容的真实性负责。行政机关不得要求申请人提交与其申请的行政许可事项无关的技术资料和其他材料。

第三十二条 行政机关对申请人提出的行政许可申请，应当根据下列情况分别作出处理：

(一) 申请事项依法不需要取得行政许可的，应当即时告知申请人不受理；

(二) 申请事项依法不属于本行政机关职权范围的，应当即时作出不予受理的决定，并告知申请人向有关行政机关申请；

(三) 申请材料存在可以当场更正的错误的，应当允许申请人当场更正；

(四) 申请材料不齐全或者不符合法定形式的，应当当场或者在五日内一次告知申请人需要补正的全部内容，逾期不告知的，自收到申请材料之日起即为受理；

(五) 申请事项属于本行政机关职权范围，申请材料齐全、符合法定形式，或者申请人按照本行政机关的要求提交全部补正申请材料的，应当受理行政许可申请。

行政机关受理或者不予受理行政许可申请，应当出具加盖本行政机关专用印章和注明日期的书面凭证。

第三十三条 行政机关应当建立和完善有关制度，推行电子政务，在行政机关的网站上公布行政许可事项，方便申请人采取数据电文等方式提出行政许可申请；应当与其他行政机关共享有关行政许可信息，提高办事效率。

第二节 审查与决定

第三十四条 行政机关应当对申请人提交的申请材料进行审查。

申请人提交的申请材料齐全、符合法定形式,行政机关能够当场作出决定的,应当当场作出书面的行政许可决定。

根据法定条件和程序,需要对申请材料的实质内容进行核实的,行政机关应当指派两名以上工作人员进行核查。

第三十五条 依法应当先经下级行政机关审查后报上级行政机关决定的行政许可,下级行政机关应当在法定期限内将初步审查意见和全部申请材料直接报送上级行政机关。上级行政机关不得要求申请人重复提供申请材料。

第三十六条 行政机关对行政许可申请进行审查时,发现行政许可事项直接关系他人重大利益的,应当告知该利害关系人。申请人、利害关系人有权进行陈述和申辩。行政机关应当听取申请人、利害关系人的意见。

第三十七条 行政机关对行政许可申请进行审查后,除当场作出行政许可决定的外,应当在法定期限内按照规定程序作出行政许可决定。

第三十八条 申请人的申请符合法定条件、标准的,行政机关应当依法作出准予行政许可的书面决定。

行政机关依法作出不予行政许可的书面决定的,应当说明理由,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。

第三十九条 行政机关作出准予行政许可的决定,需要颁发行政许可证件的,应当向申请人颁发加盖本行政机关印章的下列行政许可证件:

- (一) 许可证、执照或者其他许可证书；
- (二) 资格证、资质证或者其他合格证书；
- (三) 行政机关的批准文件或者证明文件；
- (四) 法律、法规规定的其他行政许可证件。

行政机关实施检验、检测、检疫的，可以在检验、检测、检疫合格的设备、设施、产品、物品上加贴标签或者加盖检验、检测、检疫印章。

第四十条 行政机关作出的准予行政许可决定，应当予以公开，公众有权查阅。

第四十一条 法律、行政法规设定的行政许可，其适用范围没有地域限制的，申请人取得的行政许可在全国范围内有效。

第三节 期限

第四十二条 除可以当场作出行政许可决定的外，行政机关应当自受理行政许可申请之日起二十日内作出行政许可决定。二十日内不能作出决定的，经本行政机关负责人批准，可以延长十日，并应当将延长期限的理由告知申请人。但是，法律、法规另有规定的，依照其规定。

依照本法第二十六条的规定，行政许可采取统一办理或者联合办理、集中办理的，办理的时间不得超过四十五日；四十五日内不能办结的，经本级人民政府负责人批准，可以延长十五日，并应当将延长期限的理由告知申请人。

第四十三条 依法应当先经下级行政机关审查后报上级行政机关决定的行政许可,下级行政机关应当自其受理行政许可申请之日起二十日内审查完毕。但是,法律、法规另有规定的,依照其规定。

第四十四条 行政机关作出准予行政许可的决定,应当自作出决定之日起十日内向申请人颁发、送达行政许可证件,或者加贴标签、加盖检验、检测、检疫印章。

第四十五条 行政机关作出行政许可决定,依法需要听证、招标、拍卖、检验、检测、检疫、鉴定和专家评审的,所需时间不计算在本节规定的期限内。行政机关应当将所需时间书面告知申请人。

第四节 听证

第四十六条 法律、法规、规章规定实施行政许可应当听证的事项,或者行政机关认为需要听证的其他涉及公共利益的重大行政许可事项,行政机关应当向社会公告,并举行听证。

第四十七条 行政许可直接涉及申请人与他人之间重大利益关系的,行政机关在作出行政许可决定前,应当告知申请人、利害关系人享有要求听证的权利;申请人、利害关系人在被告知听证权利之日起五日内提出听证申请的,行政机关应当在二十日内组织听证。

申请人、利害关系人不承担行政机关组织听证的费用。

第四十八条 听证按照下列程序进行:

(一) 行政机关应当于举行听证的七日前将举行听证的时间、地点通知申请人、利害关系人，必要时予以公告；

(二) 听证应当公开举行；

(三) 行政机关应当指定审查该行政许可申请的工作人员以外的人员为听证主持人，申请人、利害关系人认为主持人与该行政许可事项有直接利害关系的，有权申请回避；

(四) 举行听证时，审查该行政许可申请的工作人员应当提供审查意见的证据、理由，申请人、利害关系人可以提出证据，并进行申辩和质证；

(五) 听证应当制作笔录，听证笔录应当交听证参加人确认无误后签字或者盖章。

行政机关应当根据听证笔录，作出行政许可决定。

第五节 变更与延续

第四十九条 被许可人要求变更行政许可事项的，应当向作出行政许可决定的行政机关提出申请；符合法定条件、标准的，行政机关应当依法办理变更手续。

第五十条 被许可人需要延续依法取得的行政许可的有效期的，应当在该行政许可有效期届满三十日前向作出行政许可决定的行政机关提出申请。但是，法律、法规、规章另有规定的，依照其规定。

行政机关应当根据被许可人的申请,在该行政许可有效期届满前作出是否准予延续的决定;逾期未作决定的,视为准予延续。

第六节 特别规定

第五十一条 实施行政许可的程序,本节有规定的,适用本节规定;本节没有规定的,适用本章其他有关规定。

第五十二条 国务院实施行政许可的程序,适用有关法律、行政法规的规定。

第五十三条 实施本法第十二条第二项所列事项的行政许可的,行政机关应当通过招标、拍卖等公平竞争的方式作出决定。但是,法律、行政法规另有规定的,依照其规定。

行政机关通过招标、拍卖等方式作出行政许可决定的具体程序,依照有关法律、行政法规的规定。

行政机关按照招标、拍卖程序确定中标人、买受人后,应当作出准予行政许可的决定,并依法向中标人、买受人颁发行政许可证件。

行政机关违反本条规定,不采用招标、拍卖方式,或者违反招标、拍卖程序,损害申请人合法权益的,申请人可以依法申请行政复议或者提起行政诉讼。

第五十四条 实施本法第十二条第三项所列事项的行政许可,赋予公民特定资格,依法应当举行国家考试的,行政机关根据考试成绩和其他法定条件作出行政许可决定;赋予法人或者其他组织特定的资格、资质的,行政机关根据申请人

的专业人员构成、技术条件、经营业绩和管理水平等的考核结果作出行政许可决定。但是，法律、行政法规另有规定的，依照其规定。

公民特定资格的考试依法由行政机关或者行业组织实施，公开举行。行政机关或者行业组织应当事先公布资格考试的报名条件、报考办法、考试科目以及考试大纲。但是，不得组织强制性的资格考试的考前培训，不得指定教材或者其他助考材料。

第五十五条 实施本法第十二条第四项所列事项的行政许可的，应当按照技术标准、技术规范依法进行检验、检测、检疫，行政机关根据检验、检测、检疫的结果作出行政许可决定。

行政机关实施检验、检测、检疫，应当自受理申请之日起五日内指派两名以上工作人员按照技术标准、技术规范进行检验、检测、检疫。不需要对检验、检测、检疫结果作进一步技术分析即可认定设备、设施、产品、物品是否符合技术标准、技术规范的，行政机关应当当场作出行政许可决定。

行政机关根据检验、检测、检疫结果，作出不予行政许可决定的，应当书面说明不予行政许可所依据的技术标准、技术规范。

第五十六条 实施本法第十二条第五项所列事项的行政许可，申请人提交的申请材料齐全、符合法定形式的，行政机关应当当场予以登记。需要对申请材料的实质内容进行核实的，行政机关依照本法第三十四条第三款的规定办理。

第五十七条 有数量限制的行政许可，两个或者两个以上申请人的申请均符合法定条件、标准的，行政机关应当根据受理行政许可申请的先后顺序作出准予行政许可的决定。但是，法律、行政法规另有规定的，依照其规定。

第五章 行政许可的费用

第五十八条 行政机关实施行政许可和对行政许可事项进行监督检查，不得收取任何费用。但是，法律、行政法规另有规定的，依照其规定。

行政机关提供行政许可申请书格式文本，不得收费。

行政机关实施行政许可所需经费应当列入本行政机关的预算，由本级财政予以保障，按照批准的预算予以核拨。

第五十九条 行政机关实施行政许可，依照法律、行政法规收取费用的，应当按照公布的法定项目和标准收费；所收取的费用必须全部上缴国库，任何机关或者个人不得以任何形式截留、挪用、私分或者变相私分。财政部门不得以任何形式向行政机关返还或者变相返还实施行政许可所收取的费用。

第六章 监督检查

第六十条 上级行政机关应当加强对下级行政机关实施行政许可的监督检查，及时纠正行政许可实施中的违法行为。

第六十一条 行政机关应当建立健全监督制度，通过核查反映被许可人从事行政许可事项活动情况的有关材料，履行监督责任。

行政机关依法对被许可人从事行政许可事项的活动进行监督检查时,应当将监督检查的情况和处理结果予以记录,由监督检查人员签字后归档。公众有权查阅行政机关监督检查记录。

行政机关应当创造条件,实现与被许可人、其他有关行政机关的计算机档案系统互联,核查被许可人从事行政许可事项活动情况。

第六十二条 行政机关可以对被许可人生产经营的产品依法进行抽样检查、检验、检测,对其生产经营场所依法进行实地检查。检查时,行政机关可以依法查阅或者要求被许可人报送有关材料;被许可人应当如实提供有关情况和材料。

行政机关根据法律、行政法规的规定,对直接关系公共安全、人身健康、生命财产安全的重要设备、设施进行定期检验。对检验合格的,行政机关应当发给相应的证明文件。

第六十三条 行政机关实施监督检查,不得妨碍被许可人正常的生产经营活动,不得索取或者收受被许可人的财物,不得谋取其他利益。

第六十四条 被许可人在作出行政许可决定的行政机关管辖区域外违法从事行政许可事项活动的,违法行为发生地的行政机关应当依法将被许可人的违法事实、处理结果抄告作出行政许可决定的行政机关。

第六十五条 个人和组织发现违法从事行政许可事项的活动,有权向行政机关举报,行政机关应当及时核实、处理。

第六十六条 被许可人未依法履行开发利用自然资源义务或者未依法履行利用公共资源义务的，行政机关应当责令限期改正；被许可人在规定期限内不改正的，行政机关应当依照有关法律、行政法规的规定予以处理。

第六十七条 取得直接关系公共利益的特定行业的市场准入行政许可的被许可人，应当按照国家规定的服务标准、资费标准和行政机关依法规定的条件，向用户提供安全、方便、稳定和价格合理的服务，并履行普遍服务的义务；未经作出行政许可决定的行政机关批准，不得擅自停业、歇业。

被许可人不履行前款规定的义务的，行政机关应当责令限期改正，或者依法采取有效措施督促其履行义务。

第六十八条 对直接关系公共安全、人身健康、生命财产安全的重要设备、设施，行政机关应当督促设计、建造、安装和使用单位建立相应的自检制度。

行政机关在监督检查时，发现直接关系公共安全、人身健康、生命财产安全的重要设备、设施存在安全隐患的，应当责令停止建造、安装和使用，并责令设计、建造、安装和使用单位立即改正。

第六十九条 有下列情形之一的，作出行政许可决定的行政机关或者其上级行政机关，根据利害关系人的请求或者依据职权，可以撤销行政许可：

- (一) 行政机关工作人员滥用职权、玩忽职守作出准予行政许可决定的；
- (二) 超越法定职权作出准予行政许可决定的；

(三) 违反法定程序作出准予行政许可决定的；

(四) 对不具备申请资格或者不符合法定条件的申请人准予行政许可的；

(五) 依法可以撤销行政许可的其他情形。

被许可人以欺骗、贿赂等不正当手段取得行政许可的，应当予以撤销。

依照前两款的规定撤销行政许可，可能对公共利益造成重大损害的，不予撤销。

依照本条第一款的规定撤销行政许可，被许可人的合法权益受到损害的，行政机关应当依法给予赔偿。依照本条第二款的规定撤销行政许可的，被许可人基于行政许可取得的利益不受保护。

第七十条 有下列情形之一的，行政机关应当依法办理有关行政许可的注销手续：

(一) 行政许可有效期届满未延续的；

(二) 赋予公民特定资格的行政许可，该公民死亡或者丧失行为能力的；

(三) 法人或者其他组织依法终止的；

(四) 行政许可依法被撤销、撤回，或者行政许可证件依法被吊销的；

(五) 因不可抗力导致行政许可事项无法实施的；

(六) 法律、法规规定的应当注销行政许可的其他情形。

第七章 法律责任

第七十一条 违反本法第十七条规定设定的行政许可，有关机关应当责令设定该行政许可的机关改正，或者依法予以撤销。

第七十二条 行政机关及其工作人员违反本法的规定，有下列情形之一的，由其上级行政机关或者监察机关责令改正；情节严重的，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：

- (一) 对符合法定条件的行政许可申请不予受理的；
- (二) 不在办公场所公示依法应当公示的材料的；
- (三) 在受理、审查、决定行政许可过程中，未向申请人、利害关系人履行法定告知义务的；
- (四) 申请人提交的申请材料不齐全、不符合法定形式，不一次告知申请人必须补正的全部内容的；
- (五) 未依法说明不受理行政许可申请或者不予行政许可的理由的；
- (六) 依法应当举行听证而不举行听证的。

第七十三条 行政机关工作人员办理行政许可、实施监督检查，索取或者收受他人财物或者谋取其他利益，构成犯罪的，依法追究刑事责任；尚不构成犯罪的，依法给予行政处分。

第七十四条 行政机关实施行政许可，有下列情形之一的，由其上级行政机关或者监察机关责令改正，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；构成犯罪的，依法追究刑事责任：

（一）对不符合法定条件的申请人准予行政许可或者超越法定职权作出准予行政许可决定的；

（二）对符合法定条件的申请人不予行政许可或者不在法定期限内作出准予行政许可决定的；

（三）依法应当根据招标、拍卖结果或者考试成绩择优作出准予行政许可决定，未经招标、拍卖或者考试，或者不根据招标、拍卖结果或者考试成绩择优作出准予行政许可决定的。

第七十五条 行政机关实施行政许可，擅自收费或者不按照法定项目和标准收费的，由其上级行政机关或者监察机关责令退还非法收取的费用；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。

截留、挪用、私分或者变相私分实施行政许可依法收取的费用的，予以追缴；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；构成犯罪的，依法追究刑事责任。

第七十六条 行政机关违法实施行政许可，给当事人的合法权益造成损害的，应当依照国家赔偿法的规定给予赔偿。

第七十七条 行政机关不依法履行监督职责或者监督不力,造成严重后果的,由其上级行政机关或者监察机关责令改正,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;构成犯罪的,依法追究刑事责任。

第七十八条 行政许可申请人隐瞒有关情况或者提供虚假材料申请行政许可的,行政机关不予受理或者不予行政许可,并给予警告;行政许可申请属于直接关系公共安全、人身健康、生命财产安全事项的,申请人在一年内不得再次申请该行政许可。

第七十九条 被许可人以欺骗、贿赂等不正当手段取得行政许可的,行政机关应当依法给予行政处罚;取得的行政许可属于直接关系公共安全、人身健康、生命财产安全事项的,申请人在三年内不得再次申请该行政许可;构成犯罪的,依法追究刑事责任。

第八十条 被许可人有下列行为之一的,行政机关应当依法给予行政处罚;构成犯罪的,依法追究刑事责任:

(一)涂改、倒卖、出租、出借行政许可证件,或者以其他形式非法转让行政许可的;

(二)超越行政许可范围进行活动的;

(三)向负责监督检查的行政机关隐瞒有关情况、提供虚假材料或者拒绝提供反映其活动情况的真实材料的;

(四)法律、法规、规章规定的其他违法行为。

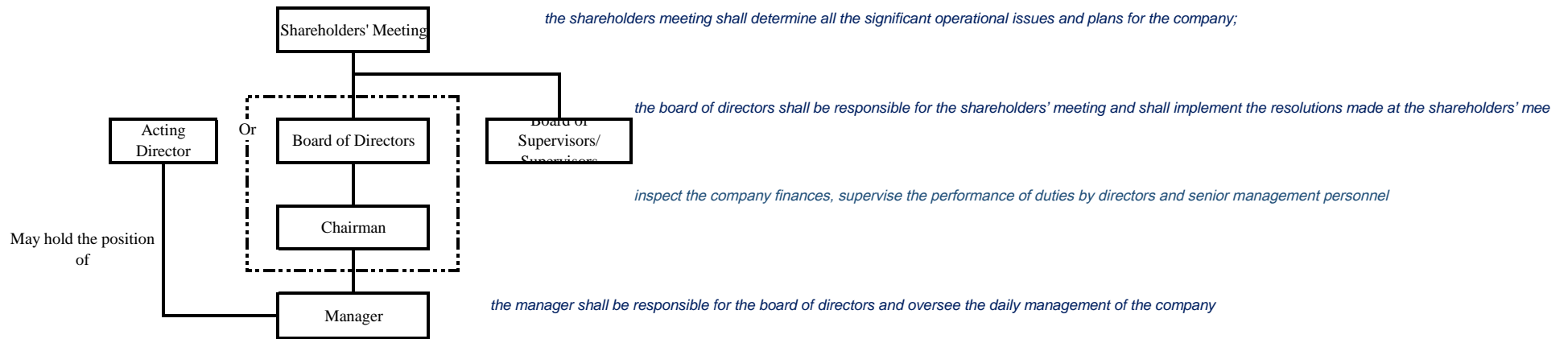
第八十一条 公民、法人或者其他组织未经行政许可，擅自从事依法应当取得行政许可的活动的，行政机关应当依法采取措施予以制止，并依法给予行政处罚；构成犯罪的，依法追究刑事责任。

第八章 附则

第八十二条 本法规定的行政机关实施行政许可的期限以工作日计算，不含法定节假日。

第八十三条 本法自2004年7月1日起施行。

本法施行前有关行政许可的规定，制定机关应当依照本法规定予以清理；不符合本法规定的，自本法施行之日起停止执行。（完）



tings, as well as manage daily business operations;

中华人民共和国合同法 (1999) Contract Law of the People's Republic of China

发文机关：	全国人民代表大会	Promulgation Authorities:	The National People's Congress of the People's Republic of China
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中华人民共和国合同法 (1999)	Contract Law of the People's Republic of China
主席令第十五号	Adopted 15 March 1999 by the 2nd Session of the 9th National People's Congress.
(1999年3月15日第九届全国人民代表大会第二次会议通过 1999年3月15日中华人民共和国主席令第15号公布 自1999年10月1日起施行)	General Provisions
总则 第一章 一般规定	CHAPTER I — GENERAL PROVISIONS
第一条	Article 1.
为了保护合同当事人的合法权益，维护社会经济秩序，促进社会主义现代化建设，制定本法。	This Law is formulated with a view to protecting the lawful rights and interests of parties, maintaining social and economic order and promoting the development of socialist modernisation.
第二条	Article 2.
本法所称合同是平等主体的自然人、法人、其他组织之间设立、变更、终止民事权利义务关系的协议。	In this Law, "contracts" refers to agreements defining civil rights and obligations which are concluded, amended and terminated between natural persons, legal persons or other organisations of equal status.
婚姻、收养、监护等有关身份关系的协议，适用其他法律的规定。	With respect to agreements defining status relationships, such as agreements relating to marriage, adoption and guardianship, etc, the provisions of other laws shall apply.
第三条	Article 3.
合同当事人的法律地位平等，一方不得将自己的意志强加给另一方。	Parties to a contract shall be of equal legal status, and neither party may impose its will on the other party.
第四条	Article 4.
当事人依法享有自愿订立合同的权利，任何单位和个人不得非法干预。	Parties have the right to conclude contracts of their own free will in accordance with the law, and no unit or individual may illegally interfere with the exercise of this right.
第五条	Article 5.
当事人应当遵循公平原则确定各方的权利和义务。	Parties shall observe the principle of fairness in defining their respective rights and obligations.
第六条	Article 6.
当事人行使权利、履行义务应当遵循诚实信用原则。	Parties shall observe the principles of honesty and trustworthiness in exercising their rights and performing their obligations.
第七条	Article 7.
当事人订立、履行合同，应当遵守法律、行政法规，尊重社会公德，不得扰乱社会经济秩序，损害社会公共利益。	Parties shall comply with laws and administrative regulations in concluding and performing contracts, they shall respect social morals, and they may not disturb the social or economic order or harm social and public interests.
第八条	Article 8.

依法成立的合同，对当事人具有法律约束力。当事人应当按照约定履行自己的义务，不得擅自变更或者解除合同。

Contracts concluded in accordance with the law shall be legally binding on the parties. A party shall perform its own obligations as agreed, and it may not of its own accord alter or terminate the contract.

依法成立的合同，受法律保护。

Contracts formed in accordance with the law shall receive the protection of the law.

第二章 合同的订立

CHAPTER II — CONCLUSION OF CONTRACTS

第九条

Article 9.

当事人订立合同，应当具有相应的民事权利能力和民事行为能力。

A party concluding a contract shall possess the relevant capacity for civil rights and for civil acts.

当事人依法可以委托代理人订立合同。

A party may authorise its agent to conclude a contract on its behalf.

第十条

Article 10.

当事人订立合同，有书面形式、口头形式和其他形式。

Parties shall conclude contracts in writing, orally, or in some other form.

法律、行政法规规定采用书面形式的，应当采用书面形式。当事人约定采用书面形式的，应当采用书面形式。

Where laws or administrative regulations stipulate the use of the written form, then the written form shall be used. Where the parties agree to use the written form, then the written form shall be used.

第十一条

Article 11.

书面形式是指合同书、信件和数据电文（包括电报、电传、传真、电子数据交换和电子邮件）等可以有形地表现所载内容的形式。

"Written form" refers to documents of a form such that the content of the contract may be visibly recorded, such as contract instruments, correspondence, and electronic documents (including telegrams, telexes, facsimiles, electronic data interchange and electronic mail).

第十二条

Article 12.

合同的内容由当事人约定，一般包括以下条款：

The parties shall agree on the content of a contract, and in general the following matters shall be included:

（一）当事人的名称或者姓名和住所；

(1) the title or full name and the residence of each party;

（二）标的；

(2) the subject matter;

（三）数量；

(3) quantity;

（四）质量；

(4) quality;

（五）价款或者报酬；

(5) price or remuneration;

（六）履行期限、地点和方式；

(6) period, place and methods of contractual performance;

（七）违约责任；

(7) liability for breach of contract; and

（八）解决争议的方法。

(8) methods of dispute resolution.

当事人可以参照各类合同的示范文本订立合同。

In concluding a contract, the parties may consult model contract instruments of various kinds.

第十三条

Article 13.

当事人订立合同，采取要约、承诺方式。

In concluding a contract, the parties shall adopt the method of offer and acceptance.

第十四条

Article 14.

要约是希望和他人订立合同的意思表示，该意思表示应当符合下列规定：

An offer is an expression of intention to conclude a contract with another person, and the said expression of intention shall satisfy the following requirements:

（一）内容具体确定；

(1) its content shall be concrete and precise; and

（二）表明经受要约人承诺，要约人即受该意思表示约束。

(2) it shall be stated clearly that, upon the offer being accepted by the offeree, the offeror shall be bound by his or her expression of intention.

第十五条

Article 15.

要约邀请是希望他人向自己发出要约的意思表示。寄送的价目表、拍卖公告、招标公告、招股说明书、商业广告等为要约邀请。	An invitation to treat is an expression of a desire that another person makes one an offer. The mailing of a price list, an auction announcement, a call for tenders, a share prospectus, a commercial advertisement, etc, are all deemed to be invitations to treat.
商业广告的内容符合要约规定的，视为要约。	Where the content of a commercial advertisement satisfies the requirements necessary for it to constitute an offer, it shall be deemed to be an offer.
第十六条	Article 16.
要约到达受要约人时生效。	An offer shall take effect when it reaches the offeree.
采用数据电文形式订立合同，收件人指定特定系统接收数据电文的，该数据电文进入该特定系统的时间，视为到达时间；未指定特定系统的，该数据电文进入收件人的任何系统的首次时间，视为到达时间。	Where a contract is concluded through the use of electronic documents, and the recipient of the offer specifies the use of a particular system for the receipt of electronic documents, the time at which the relevant electronic document enters the said system shall be deemed to be the time at which the offer reaches the offeree; where the recipient has not specified the use of a particular system, then the first time at which the electronic document enters any of the recipient's systems shall be deemed to be the time at which the offer reaches the offeree.
第十七条	Article 17.
要约可以撤回。撤回要约的通知应当在要约到达受要约人之前或者与要约同时到达受要约人。	An offer may be withdrawn. Notification of the withdrawal of the offer must reach the offeree before the offer reaches the offeree or at the same time that the offer reaches the offeree.
第十八条	Article 18.
要约可以撤销。撤销要约的通知应当在受要约人发出承诺通知之前到达受要约人。	An offer may be revoked. Notification of the revocation of the offer must reach the offeree before the offeree issues notification of acceptance of the offer.
第十九条	Article 19.
有下列情形之一的，要约不得撤销：	In either of the following situations, an offer may not be revoked:
（一）要约人确定了承诺期限或者以其他形式明示要约不可撤销；	(1) the offeror specifies an acceptance period or in some other way makes it clear that the offer is irrevocable; or
（二）受要约人有理由认为要约是不可撤销的，并已经为履行合同作了准备工作。	(2) the offeree has grounds for believing that the offer is irrevocable, and has already completed some preparatory work relating to the performance of the contract.
第二十条	Article 20.
有下列情形之一的，要约失效：	In any of the following situations, an offer shall cease to have effect:
（一）拒绝要约的通知到达要约人；	(1) a notification that the offer has been rejected reaches the offeror;
（二）要约人依法撤销要约；	(2) the offeror revokes the offer in accordance with the law;
（三）承诺期限届满，受要约人未作出承诺；	(3) the period for acceptance of the offer has expired, and the offeree has not accepted the offer; or
（四）受要约人对要约的内容作出实质性变更。	(4) the offeree materially alters the content of the offer.
第二十一条	Article 21.
承诺是受要约人同意要约的意思表示。	An acceptance is a declaration by the offeree that it agrees with the terms of the offer.
第二十二条	Article 22.
承诺应当以通知的方式作出，但根据交易习惯或者要约表明可以通过行为作出承诺的除外。	Acceptance should be effected by notification, but acceptance may also be effected by conduct in line with business practices or in accordance with the terms of the offer.
第二十三条	Article 23.
承诺应当在要约确定的期限内到达要约人。	An acceptance must reach the offeror within the time period specified by the offer.

要约没有确定承诺期限的，承诺应当依照下列规定到达：	Where the offer does not specify a time period for acceptance, the following rules apply with respect to the time at which the acceptance must reach the offeror:
（一）要约以对话方式作出的，应当即时作出承诺，但当事人另有约定的除外；	(1) where the offer is made orally, it must be accepted immediately, except where the parties agree otherwise; or
（二）要约以非对话方式作出的，承诺应当在合理期限内到达。	(2) where the offer is not made orally, acceptance of the offer must reach the offeror within a reasonable time period.
第二十四条	Article 24.
要约以信件或者电报作出的，承诺期限自信件载明的日期或者电报交发之日开始计算。信件未载明日期的，自投寄该信件的邮戳日期开始计算。要约以电话、传真等快速通讯方式作出的，承诺期限自要约到达受要约人时开始计算。	Where an offer is made by correspondence or telegram, the acceptance period shall be calculated from the date shown on the correspondence or the date on which the telegram is sent. Where the correspondence is not clearly dated, the said period shall be calculated from the date of the postmark recording when the said correspondence was sent. Where the offer is made by telephone, facsimile or some other form of instantaneous communication, the acceptance period shall be calculated from the time the offer reaches the offeree.
第二十五条	Article 25.
承诺生效时合同成立。	A contract is formed at the time an acceptance takes effect.
第二十六条	Article 26.
承诺通知到达要约人时生效。承诺不需要通知的，根据交易习惯或者要约的要求作出承诺的行为时生效。	A notification of acceptance of an offer shall take effect from the time it reaches the offeror. Where it is not necessary for there to be notification of acceptance, the acceptance shall take effect from the time the conduct of accepting the offer is carried out in accordance with business practices or the requirements of the offer.
采用数据电文形式订立合同的，承诺到达的时间适用本法第十六条第二款的规定。	Where a contract is concluded through the use of electronic documents, the provisions of paragraph 2 of Article 16 of this Law shall apply in determining the time at which the acceptance reaches the offeror.
第二十七条	Article 27.
承诺可以撤回。撤回承诺的通知应当在承诺通知到达要约人之前或者与承诺通知同时到达要约人。	An acceptance may be withdrawn. Notification of the withdrawal of the acceptance must reach the offeror before notification of the offeree's acceptance reaches the offeror or at the same time that the notification of acceptance reaches the offeror.
第二十八条	Article 28.
受要约人超过承诺期限发出承诺的，除要约人及时通知受要约人该承诺有效的以外，为新要约。	Where the offeree accepts the offer after the expiry of the acceptance period, then, except where the offeror immediately notifies the offeree that the said acceptance is effective, such an acceptance shall be deemed to be a new offer.
第二十九条	Article 29.
受要约人在承诺期限内发出承诺，按照通常情形能够及时到达要约人，但因其他原因承诺到达要约人时超过承诺期限的，除要约人及时通知受要约人因承诺超过期限不接受该承诺的以外，该承诺有效。	Where the offeree issues an acceptance of the offer within the acceptance period, and where under normal circumstances it would be possible for the acceptance to reach the offeror promptly, but for other reasons the acceptance does not reach the offeror until after the expiry of the acceptance period, then, except where the offeror promptly notifies the offeree that the offeror will not accept the said acceptance because of the expiry of the acceptance period, the said acceptance shall be effective.
第三十条	Article 30.
承诺的内容应当与要约的内容一致。受要约人对要约的内容作出实质性变更的，为新要约。有关合同标的、数量、质量、价款或者报酬、履行期限、履行地点和方式、违约责任和解决争议方法等的变更，是对要约内容的实质性变更。	The contents of the acceptance must be identical to the contents of the offer. Where the offeree materially alters the contents of the offer, this shall be deemed to be a new offer. Any relevant alteration to the subject matter of the contract, quantity, quality, price or remuneration, time limits on contractual performance, the place and methods of contractual performance, liability for breach of contract, and methods of dispute resolution, etc, constitutes a material alteration to the contents of the offer.
第三十一条	Article 31.
承诺对要约的内容作出非实质性变更的，除要约人及时表示反对或者要约表明承诺不得对要约的内容作出任何变更的以外，该承诺有效，合同的内容以承诺的内容为	Where the acceptance makes non-material alteration to the contents of the offer, then except where the offeror immediately expresses its opposition, or the offer clearly stipulates that the offeree may not in its acceptance make any alterations to the contents of the offer, the said acceptance shall have effect, and the contents of the contract shall be in accordance with

准。	the contents of the acceptance.
第三十二条	Article 32.
当事人采用合同书形式订立合同的，自双方当事人签字或者盖章时合同成立。	Where a contract is concluded through the use of a contract document, the contract shall be concluded from the time that the two parties sign or affix their respective seals to the contract document.
第三十三条	Article 33.
当事人采用信件、数据电文等形式订立合同的，可以在合同成立之前要求签订确认书。签订确认书时合同成立。	Where a contract is concluded by correspondence or electronic documents, either party may, prior to the contract being concluded, request the signing of a letter of confirmation. Where this is the case, the contract shall be concluded upon the signing of the letter of confirmation.
第三十四条	Article 34.
承诺生效的地点为合同成立的地点。	The place at which the acceptance takes effect shall be the place at which the contract is concluded.
采用数据电文形式订立合同的，收件人的主营业地为合同成立的地点；没有主营业地的，其经常居住地为合同成立的地点。当事人另有约定的，按照其约定。	Where a contract is concluded through the use of electronic documents, the main place of business of the recipient of the said documents shall be deemed to be the place at which the contract is concluded; where the said recipient does not have a main place of business, the recipient's usual place of abode shall be deemed to be the place at which the contract is concluded. Where the parties agree otherwise, the parties' agreement shall have effect.
第三十五条	Article 35.
当事人采用合同书形式订立合同的，双方当事人签字或者盖章的地点为合同成立的地点。	Where a contract is concluded through the use of a contract document, the place at which the parties sign or affix their respective seals on the contract document shall be the place at which the contract is concluded.
第三十六条	Article 36.
法律、行政法规规定或者当事人约定采用书面形式订立合同，当事人未采用书面形式但一方已经履行主要义务，对方接受的，该合同成立。	Where laws and administrative regulations stipulate that the contract is to be concluded in writing, or the parties agree to conclude the contract in writing, but where the parties fail to conclude the contract in writing, and one side has already performed a major obligation under the contract, and the other party has accepted the said performance, the said contract shall be concluded.
第三十七条	Article 37.
采用合同书形式订立合同，在签字或者盖章之前，当事人一方已经履行主要义务，对方接受的，该合同成立。	Where a contract document is used to conclude a contract, and prior to signing or affixing seals on the contract document, one of the parties has already performed a major obligation under the contract, and the other party has accepted the said performance, the said contract shall be concluded.
第三十八条	Article 38.
国家根据需要下达指令性任务或者国家订货任务的，有关法人、其他组织之间应当依照有关法律、行政法规规定的权利和义务订立合同。	Where the State, in accordance with its needs, assigns mandatory tasks or tasks relating to state orders for goods, relevant legal persons and other organisations shall conclude contracts between themselves in accordance with the rights and obligations stipulated in relevant laws and administrative regulations.
第三十九条	Article 39.
采用格式条款订立合同的，提供格式条款的一方应当遵循公平原则确定当事人之间的权利和义务，并采取合理的方式提请对方注意免除或者限制其责任的条款，按照对方的要求，对该条款予以说明。	Where a contract is concluded through the use of standard clauses, the party proposing the standard clauses shall observe the principle of fairness in defining the rights and responsibilities of the parties, and the said party must take reasonable steps to draw the other party's particular attention to those clauses which eliminate or limit the said party's liabilities, and must, where requested by the other party, explain the effect of the said clauses.
格式条款是当事人为了重复使用而预先拟定，并在订立合同时未与对方协商的条款。	Standard clauses are those clauses which one party drafts in advance for repeated use, and are not the subject of negotiation with the other side at the time when the contract is concluded.
第四十条	Article 40.
格式条款具有本法第五十二条和第五十三条规定情形的，或者提供格式条款一方免除其责任、加重对方责任、排除对方主要权利的，该条款无效。	Where a standard clause possesses one of the characteristics set out in Article 52 or Article 53 of this Law, or where the clause operates to exclude the liabilities of the party proposing the standard clause, or to increase the liabilities of the other party, or to remove important rights enjoyed by the other party, the said clause shall be without effect.
第四十一条	Article 41.

对格式条款的理解发生争议的,应当按照通常理解予以解释。对格式条款有两种以上解释的,应当作出不利于提供格式条款一方的解释。格式条款和非格式条款不一致的,应当采用非格式条款。	Where a dispute arises over the interpretation of a standard clause, the said clause shall be interpreted in accordance with the way it is usually understood. Where a standard clause is open to two or more interpretations, the interpretation which is less favourable to the party supplying the standard clause shall be adopted. Where a contract contains a standard clause and a non-standard clause that has a differing effect, the non-standard clause shall be adopted.
第四十二条	Article 42.
当事人在订立合同过程中有下列情形之一,给对方造成损失的,应当承担损害赔偿责任:	Where, in the course of concluding a contract, a party is involved in any of the following acts, which result in a loss for the other party, then the first party shall be liable to pay compensatory damages:
(一) 假借订立合同,恶意进行磋商;	(1) conducting negotiations in bad faith under the false pretext of concluding a contract;
(二) 故意隐瞒与订立合同有关的重要事实或者提供虚假情况;	(2) deliberately concealing important facts relevant to the conclusion of the contract or providing a false account of the situation; or
(三) 有其他违背诚实信用原则的行为。	(3) other acts which violate the principles of honesty and trustworthiness.
第四十三条	Article 43.
当事人在订立合同过程中知悉的商业秘密,无论合同是否成立,不得泄露或者不正当地使用。泄露或者不正当地使用该商业秘密给对方造成损失的,应当承担损害赔偿责任。	Commercial secrets of which the parties become aware in the course of concluding a contract must not be revealed or inappropriately used, regardless of whether or not the contract is concluded. Where the said secrets are revealed or inappropriately used, and the other party sustains losses as a result, then the first party shall be liable to pay compensatory damages.
第三章 合同的效力	CHAPTER III — CONTRACTUAL VALIDITY
第四十四条	Article 44.
依法成立的合同,自成立时生效。法律、行政法规规定应当办理批准、登记等手续生效的,依照其规定。	A contract which is concluded in accordance with the law shall take effect from the time it is concluded.
第四十五条	Where laws and administrative regulations provide that ratification, registration and other procedures must be completed before the contract can come into effect, such provisions shall be followed. Article 45.
当事人对合同的效力可以约定附条件。附生效条件的合同,自条件成就时生效。附解除条件的合同,自条件成就时失效。	The parties may agree that the effectiveness of a contract is subject to certain conditions. Where the coming into effect of a contract is subject to certain conditions, the contract shall only come into effect upon the said conditions being fulfilled. Where the contract is subject to dissolution upon certain conditions being fulfilled, then upon the said conditions being fulfilled the contract shall cease to have effect.
当事人为自己的利益不正当地阻止条件成就的,视为条件已成就;不正当地促成条件成就的,视为条件不成就。	Where a party, for its own benefit, improperly prevents the relevant conditions from being fulfilled, the said conditions shall be deemed to have been fulfilled; where a party improperly facilitates the fulfilment of the relevant conditions, the said conditions shall be deemed not to have been fulfilled.
第四十六条	Article 46.
当事人对合同的效力可以约定附期限。附生效期限的合同,自期限届满时生效。附终止期限的合同,自期限届满时失效。	The parties may agree to attach a time limit to the validity of a contract. With respect to a contract which only comes into effect at a certain time, the contract shall only come into effect at the said time. Where a contract is subject to termination upon the expiry of a certain time limit, then upon the expiry of the relevant time limit the contract shall cease to have effect.
第四十七条	Article 47.
限制民事行为能力人订立的合同,经法定代理人追认后,该合同有效,但纯获利益的合同或者与其年龄、智力、精神健康状况相适应而订立的合同,不必经法定代理人追认。	Where a person with only limited capacity for civil acts concludes a contract, the said contract shall take effect upon being subsequently confirmed by the legal representative of the said person, but with respect to contracts purely of benefit to the said person, or contracts appropriate to the age, intellectual capacity, and mental condition of the said person, it is unnecessary for the legal representative of the said person to provide subsequent confirmation.
相对人可以催告法定代理人在一个月内予以追认。法定代理人未	The other party to a contract for which subsequent confirmation is required

作表示的，视为拒绝追认。合同被追认之前，善意相对人有撤销的权利。撤销应当以通知的方式作出。

第四十八条

行为人没有代理权、超越代理权或者代理权终止后以被代理人名义订立的合同，未经被代理人追认，对被代理人不发生效力，由行为人承担责任。

相对人可以催告被代理人在一个月内予以追认。被代理人未作表示的，视为拒绝追认。合同被追认之前，善意相对人有撤销的权利。撤销应当以通知的方式作出。

第四十九条

行为人没有代理权、超越代理权或者代理权终止后以被代理人名义订立合同，相对人有理由相信行为人有代理权的，该代理行为有效。

第五十条

法人或者其他组织的法定代表人、负责人超越权限订立的合同，除相对人知道或者应当知道其超越权限的以外，该代表行为有效。

第五十一条

无处分权的人处分他人财产，经权利人追认或者无处分权的人订立合同后取得处分权的，该合同有效。

第五十二条

有下列情形之一的，合同无效：

（一）一方以欺诈、胁迫的手段订立合同，损害国家利益；

（二）恶意串通，损害国家、集体或者第三人利益；

（三）以合法形式掩盖非法目的；

（四）损害社会公共利益；

（五）违反法律、行政法规的强制性规定。

第五十三条

合同中的下列免责条款无效：

（一）造成对方人身伤害的；

（二）因故意或者重大过失造成对方财产损失的。

第五十四条

下列合同，当事人一方有权请求人民法院或者仲裁机构变更或者

may request that the said legal representative provide subsequent confirmation of the contract within one (1) month. Where the legal representative does not respond, subsequent confirmation shall be deemed to have been refused. Before the contract is subsequently confirmed, the other party, acting in good faith, has the right to revoke the contract. The revocation shall be effected by notification.

Article 48.

Where a person not possessing agency power, or acting in excess of his or her authority, or acting after the termination of the agency relationship, concludes a contract in the name of the relevant principal, and the contract is not subsequently confirmed by the principal, the contract has no effect in relation to the principal, and the said person shall be held responsible.

The other party to such a contract may request that the said principal provide subsequent confirmation of the contract within one (1) month. Where the principal does not respond, subsequent confirmation shall be deemed to have been refused. Before the contract is subsequently confirmed, the other party, acting in good faith, has the right to revoke the contract. The revocation shall be effected by notification.

Article 49.

Where a person not possessing agency power, or acting in excess of his or her authority, or acting after the termination of the agency relationship, concludes a contract in the name of the relevant principal, and the other party has grounds for believing that the said person possesses agency power, the said agency conduct shall have effect.

Article 50.

Where a legal person or the legal representative or responsible person of some other organisation concludes a contract in excess of his or her authority, except where the other party knows or ought to know that the said person is acting in excess of his or her authority, the said act of representation shall have effect.

Article 51.

Where a person without power of disposition disposes of the property of another person, and where the person with the relevant power provides subsequent confirmation or the person who lacks the power of disposition obtains the power of disposition after concluding the contract, the said contract shall have effect.

Article 52.

In any one of the following situations, a contract shall be without effect:

(1) one party concludes the contract through the use of fraudulent or coercive means, causing detriment to the interests of the State;

(2) the contract involves a malicious conspiracy which is detrimental to the interests of the State, a collective or a third party;

(3) illegal intentions are concealed beneath an appearance of legality;

(4) there is detriment to social and public interests; or

(5) the mandatory provisions of laws and administrative regulations are violated.

Article 53.

The following kinds of exemption clauses in a contract shall have no effect:

(1) clauses relating to personal injuries sustained by the other party; and

(2) clauses relating to property losses sustained by the other party either because of the first party's deliberate acts or its gross negligence.

Article 54.

A party has the right to request that the people's court or an arbitration body alters or nullifies the following contracts:

撤销：

(一) 因重大误解订立的；

(二) 在订立合同时显失公平的。

一方以欺诈、胁迫的手段或者乘人之危，使对方在违背真实意思的情况下订立的合同，受损害方有权请求人民法院或者仲裁机构变更或者撤销。

当事人请求变更的，人民法院或者仲裁机构不得撤销。

第五十五条

(1) one which was concluded as a result of a serious misunderstanding; or

(2) one which was clearly unfair at the time it was concluded.

Where one party, through the use of fraudulent or coercive means or by taking advantage of the other party's difficulties, leads the other party to conclude a contract contrary to his or her true intentions, the party suffering detriment has the right to request that the people's court or an arbitration body alters or nullifies the said contract.

Where a party requests alteration of the contract, the people's court or the arbitration body may not nullify the said contract.

Article 55.

有下列情形之一的，撤销权消灭：

(一) 具有撤销权的当事人自知道或者应当知道撤销事由之日起一年内没有行使撤销权；

(二) 具有撤销权的当事人知道撤销事由后明确表示或者以自己的行为放弃撤销权。

第五十六条

In either of the following situations, the right to revoke the contract will be lost:

(1) the party with the right to revoke has failed to exercise this right within one (1) year from the date on which the said party knew or ought to have known of the circumstances out of which the right to revoke arose; or

(2) after the party possessing the right to revoke has become aware that the right to revoke has arisen, the said party, through a clear declaration or by his or her conduct, waives the right of revocation.

Article 56.

无效的合同或者被撤销的合同自始没有法律约束力。合同部分无效，不影响其他部分效力的，其他部分仍然有效。

第五十七条

Contracts that are invalid or have been revoked possess no legal binding force ab initio. Where a contract is invalid in part, but the invalidity of the said part does not affect the validity of the other parts of the contract, then these other parts will still be valid.

Article 57.

合同无效、被撤销或者终止的，不影响合同中独立存在的有关解决争议方法的条款的效力。

第五十八条

A contract's invalidity, revocation or termination does not affect the effectiveness of those clauses in the contract relating to methods of dispute resolution which exist independently.

Article 58.

合同无效或者被撤销后，因该合同取得的财产，应当予以返还；不能返还或者没有必要返还的，应当折价补偿。有过错的一方应当赔偿对方因此所受到的损失，双方都有过错的，应当各自承担相应的责任。

第五十九条

After a contract has been declared invalid or revoked, all property obtained by reason of the said contract shall be returned; where the property cannot be returned or there is no need to return it, compensation shall be paid on the basis of the depreciated value of the property. A party that is at fault is liable to compensate the other party for its resulting losses, and where both parties are at fault, then each party shall bear the relevant liability respectively.

Article 59.

当事人恶意串通，损害国家、集体或者第三人利益的，因此取得的财产收归国家所有或者返还集体、第三人。

第四章 合同的履行

第六十条

Where the contract involves a malicious conspiracy, and is detrimental to the interests of the State, a collective or a third party, all property thereby obtained shall be the property of the State or shall be returned to the collective or the third party.

CHAPTER IV — PERFORMANCE OF CONTRACTS

Article 60.

当事人应当按照约定全面履行自己的义务。

The parties shall perform their respective obligations in their entirety in accordance with the terms of their agreement.

当事人应当遵循诚实信用原则，根据合同的性质、目的和交易习惯履行通知、协助、保密等义务。

第六十一条

Parties shall observe the principles of honesty and trustworthiness, and shall perform all notification, assistance and confidentiality obligations, etc, in accordance with the nature and purpose of the contract and in accordance with business practices.

Article 61.

合同生效后，当事人就质量、价款或者报酬、履行地点等内容没有约定或者约定不明确的，可以协议补充；不能达成补充协议的，按照合同有关条款或者交易习惯确

After the contract comes into effect, where the parties have made no agreement or have not come to a clear agreement with respect to matters such as quality, price or remuneration, the place of performance, etc, they may agree on additional provisions dealing with these matters; where the parties are unable to reach agreement on such provisions, the said matters

定。

will be determined by reference to the relevant provisions of the contract or by reference to business practice.

Article 62.

第六十二条

当事人就有关合同内容约定不明确，依照本法第六十一条的规定仍不能确定的，适用下列规定：

Where the parties have not come to a clear agreement on a relevant issue under the contract, and it is not possible to determine the issue in accordance with the provisions of Article 61 of this Law, the following provisions shall apply:

(一) 质量要求不明确的，按照国家标准、行业标准履行；没有国家标准、行业标准的，按照通常标准或者符合合同目的的特定标准履行。

(1) Where there has been no clear agreement as to quality requirements, performance shall be in accordance with state or industry standards; where there are no state or industry standards, performance shall be in accordance with usual standards or in accordance with special standards as appropriate given the purpose of the contract.

(二) 价款或者报酬不明确的，按照订立合同时履行地的市场价格履行；依法应当执行政府定价或者政府指导价的，按照规定履行。

(2) Where there has been no clear agreement as to price or remuneration, performance of payment obligations shall be in accordance with market prices at the place that the contract is performed at the time the contract is concluded; where the law requires the implementation of government fixed prices or government guiding prices, then payment shall be in accordance with the relevant provisions.

(三) 履行地点不明确，给付货币的，在接受货币一方所在地履行；交付不动产的，在不动产所在地履行；其他标的，在履行义务一方所在地履行。

(3) Where there has been no clear agreement as to the place of performance, and payment is made in the form of money, performance shall be at the place of business of the party which is receiving the money; where payment is made in the form of real property, performance shall be at the place where the said real property is located; where payment is made in some other form, performance shall be at the place where the performing party is located.

(四) 履行期限不明确的，债务人可以随时履行，债权人也可以随时要求履行，但应当给对方必要的准备时间。

(4) Where there has been no clear agreement as to the period of time for performance, the obligor may provide performance at any time, and the obligee may demand performance at any time, although the obligee must give the obligor any time necessary for preparation.

(五) 履行方式不明确的，按照有利于实现合同目的方式履行。

(5) Where there has been no clear agreement as to methods of performance, performance of obligations shall be in accordance with methods which are beneficial to the realisation of the objectives of the contract.

(六) 履行费用的负担不明确的，由履行义务一方负担。

(6) Where there has been no clear agreement as to responsibility for the payment of expenses relating to performance, this responsibility shall be borne by the party performing the obligation.

第六十三条

Article 63.

执行政府定价或者政府指导价的，在合同约定的交付期限内政府价格调整时，按照交付时的价格计价。逾期交付标的物的，遇价格上涨时，按照原价格执行；价格下降时，按照新价格执行。逾期提取标的物或者逾期付款的，遇价格上涨时，按照新价格执行；价格下降时，按照原价格执行。

In relation to the implementation of government fixed prices or government guiding prices, where government prices are revised during the period for payment agreed on in the contract, the price shall be calculated in accordance with the price at the time of payment. Where the subject matter of the contract is delivered after the expiry of the deadline for payment, and prices then rise, the original price shall be paid; where the price falls, the new price shall be paid. Where the subject matter of the contract is collected or monies are paid after the expiry of the relevant deadline, and prices then rise, the new price shall be implemented; where the price falls, the original price shall be implemented.

第六十四条

Article 64.

当事人约定由债务人向第三人履行债务的，债务人未向第三人履行债务或者履行债务不符合约定，应当向债权人承担违约责任。

Where the parties agree that the obligor shall perform the obligation for the benefit of a third party, but the obligor does not perform the obligation for the benefit of the said third party or does not perform in conformity with the parties' agreement, the obligor shall be liable to the obligee for breach of contract.

第六十五条

Article 65.

当事人约定由第三人向债权人履行债务的，第三人不履行债务或者履行债务不符合约定，债务人应当向债权人承担违约责任。

Where the parties agree that those obligations owed to the obligee shall be performed by a third party, but the said third party does not perform the obligation or does not perform in conformity with the parties' agreement, the obligor shall be liable to the obligee for breach of contract.

第六十六条

Article 66.

当事人互负债务，没有先后履

Where the parties owe obligations to one another, and there is no

行顺序的，应当同时履行。一方在对方履行之前有权拒绝其履行要求。一方在对方履行债务不符合约定时，有权拒绝其相应的履行要求。

第六十七条

当事人互负债务，有先后履行顺序，先履行一方未履行的，后履行一方有权拒绝其履行要求。先履行一方履行债务不符合约定的，后履行一方有权拒绝其相应的履行要求。

第六十八条

应当先履行债务的当事人，有确切证据证明对方有下列情形之一的，可以中止履行：

- (一) 经营状况严重恶化；
- (二) 转移财产、抽逃资金，以逃避债务；
- (三) 丧失商业信誉；
- (四) 有丧失或者可能丧失履行债务能力的其他情形。

当事人没有确切证据中止履行的，应当承担违约责任。

第六十九条

当事人依照本法第六十八条的规定中止履行的，应当及时通知对方。对方提供适当担保时，应当恢复履行。中止履行后，对方在合理期限内未恢复履行能力并且未提供适当担保的，中止履行的一方可以解除合同。

第七十条

债权人分立、合并或者变更住所没有通知债务人，致使履行债务发生困难的，债务人可以中止履行或者将标的物提存。

第七十一条

债权人可以拒绝债务人提前履行债务，但提前履行不损害债权人利益的除外。

债务人提前履行债务给债权人增加的费用，由债务人负担。

第七十二条

债权人可以拒绝债务人部分履行债务，但部分履行不损害债权人利益的除外。

债务人部分履行债务给债权人增加的费用，由债务人负担。

agreement that one obligation shall be performed first and the other subsequently, then the obligations shall be performed at the same time. A party has the right to refuse a request by the other party that it provide performance where the other party has not yet performed its obligations. A party has the power to refuse the corresponding request of the other party to provide performance where the other party has performed its obligation in a manner not in conformity with the parties' agreement.

Article 67.

Where the parties owe obligations to one another, and where one obligation is to be performed first and the other subsequently, then where the party with the obligation to provide initial performance has not performed its obligation, the party with the obligation to provide subsequent performance may refuse the request of the other party to provide performance. Where the party with the obligation to provide initial performance has performed its obligation in a manner not in conformity with the parties' agreement, the party with the obligation to provide subsequent performance may refuse the corresponding request of the other party to provide performance.

Article 68.

Where the party with the obligation to provide initial performance has reliable evidence which proves that one of the following situations exists with respect to the other party, the said party may suspend performance:

- (1) there has been a serious decline in the state of the other party's business;
- (2) property has been transferred or funds have been secretly withdrawn in an effort to evade obligations;
- (3) the other party has lost its commercial reputation; or
- (4) there are other circumstances which indicate that the party has lost or has probably lost its ability to perform its obligations.

If the said party suspends performance without reliable evidence, it shall be liable for breach of contract.

Article 69.

Where a party suspends performance in accordance with the provisions of Article 68 of this Law, it shall immediately notify the other party. Where the other party provides an appropriate guarantee, the said party shall resume performance. After performance has been suspended, and the other party has not regained its capacity to perform its obligations or provided an appropriate guarantee within a reasonable time, the party which has suspended performance may dissolve the contract.

Article 70.

Where an obligee which is divided into smaller entities, is involved in a merger or changes its place of business, and fails to notify the obligor, thus making it difficult for the obligor to perform its obligations, the obligor may suspend performance or lodge the subject matter of the contract.

Article 71.

The obligee may refuse performance of an obligation by the obligor ahead of schedule, except where performance of an obligation ahead of schedule is not detrimental to the obligee's interests.

Where the obligee incurs increased expenses as a result of the obligor performing its obligations ahead of schedule, these added expenses shall be borne by the obligor.

Article 72.

The obligee may refuse partial performance of an obligation by the obligor, except where partial performance is not detrimental to the obligee's interests.

Where the obligee incurs increased expenses as a result of the obligor providing partial performance of an obligation, these added expenses shall be borne by the obligor.

第七十三条

Article 73.

因债务人怠于行使其到期债权，对债权人造成损害的，债权人可以向人民法院请求以自己的名义代位行使债务人的债权，但该债权专属于债务人自身的除外。

Where the obligee sustains losses due to the obligor neglecting to exercise his or her matured obligatory rights, the obligee may make a request to the people's court that the obligee be subrogated in his or her own name to the obligor in the obligor's exercise of its claims, except where the obligor enjoys the said obligatory rights personally.

代位权的行使范围以债权人的债权为限。债权人行使代位权的必要费用，由债务人负担。

The scope within which the right of subrogation may be exercised shall be no greater than the scope of the obligatory right enjoyed by the obligee. Necessary expenses incurred by the obligee in exercising the right of subrogation shall be borne by the obligor.

第七十四条

Article 74.

因债务人放弃其到期债权或者无偿转让财产，对债权人造成损害的，债权人可以请求人民法院撤销债务人的行为。债务人以明显不合理的低价转让财产，对债权人造成损害，并且受让人知道该情形的，债权人也可以请求人民法院撤销债务人的行为。

Where the obligee sustains losses due to the obligor abandoning his or her matured obligatory rights or transferring property without providing compensation, the obligee may petition the people's court to nullify the obligor's conduct. Where the obligee sustains losses due to the obligor transferring property at a low and clearly unreasonable price, and the transferee of the property is aware of the relevant circumstances, the obligee may also petition the people's court to nullify the obligor's conduct.

撤销权的行使范围以债权人的债权为限。债权人行使撤销权的必要费用，由债务人负担。

The scope within which the power of annulment may be exercised is limited to the scope of the obligatory right enjoyed by the obligee. Necessary expenses incurred by the obligee in exercising the right of annulment shall be borne by the obligor.

第七十五条

Article 75.

撤销权自债权人知道或者应当知道撤销事由之日起一年内行使。自债务人的行为发生之日起五年内没有行使撤销权的，该撤销权消灭。

The power of annulment shall be exercised within one (1) year from the date on which the obligee knows or ought to know of the circumstances out of which the power of annulment has arisen. Where the obligee does not exercise the power of annulment within five (5) years from the date on which the relevant conduct of the obligor has occurred, the said power of annulment shall be lost.

第七十六条

Article 76.

合同生效后，当事人不得因姓名、名称的变更或者法定代表人、负责人、承办人的变动而不履行合同义务。

After the contract takes effect, a party may not use any change in its name or title or any change in the identity of its legal representative, responsible person or the person undertaking performance as grounds for not performing its contractual obligations.

第五章 合同的变更和转让

CHAPTER V — ALTERATION AND ASSIGNMENT OF CONTRACTS

第七十七条

Article 77.

当事人协商一致，可以变更合同。法律、行政法规规定变更合同应当办理批准、登记等手续的，依照其规定。

The parties may alter the contract after reaching agreement through consultation.

Where laws and administrative regulations provide that ratification, registration and other procedures must be completed when a contract is altered, such provisions shall be followed.

第七十八条

Article 78.

当事人对合同变更的内容约定不明确的，推定为未变更。

If the content of the parties' agreed alteration to the contract is not clear, it shall be presumed that no alteration has occurred.

第七十九条

Article 79.

债权人可以将合同的权利全部或者部分转让给第三人，但有下列情形之一的除外：

The obligee may assign its contractual rights to a third party in whole or in part, except in the following situations:

(一) 根据合同性质不得转让；

(1) the rights may not be assigned because of the nature of the contract;

(二) 按照当事人约定不得转让；

(2) the parties have agreed that the rights may not be assigned; or

(三) 依照法律规定不得转让。

(3) laws stipulate that the rights may not be assigned.

第八十条

Article 80.

债权人转让权利的，应当通知

The obligee shall notify the obligor of any assignment of its rights. Where

债务人。未经通知，该转让对债务人不发生效力。	notification is not provided, the assignment shall have no effect in relation to the obligor.
债权人转让权利的通知不得撤销，但经受让人同意的除外。 第八十一条	Notification of the assignment of rights by the obligee may not be revoked, except with the consent of the assignee. Article 81.
债权人转让权利的，受让人取得与债权有关的从权利，但该从权利专属于债权人自身的除外。 第八十二条	Where the obligee assigns its rights, the assignee shall obtain all accessory rights related to the main obligatory rights, except where the obligee personally enjoys the said accessory rights. Article 82.
债务人接到债权转让通知后，债务人对让与人的抗辩，可以向受让人主张。 第八十三条	After the obligor receives notification of the assignment of the obligatory rights, any defences that the obligor has against the assignor may be raised against the assignee. Article 83.
债务人接到债权转让通知时，债务人对让与人享有债权，并且债务人的债权先于转让的债权到期或者同时到期的，债务人可以向受让人主张抵销。 第八十四条	When the obligor receives notification of the assignment of obligatory rights, the obligor may request that its obligations to the assignee be offset against the obligatory rights which the obligor has against the assignor and which are due before or at the same time as the assigned obligations owed by the obligor to the assignee. Article 84.
债务人将合同的义务全部或者部分转移给第三人的，应当经债权人同意。 第八十五条	Where the obligor assigns its contractual obligations in whole or in part to a third party, the consent of the obligee must be obtained. Article 85.
债务人转移义务的，新债务人可以主张原债务人对债权人的抗辩。 第八十六条	Where the obligor assigns its obligations, any defences available to the original obligor as against the obligee may be raised by the new obligor. Article 86.
债务人转移义务的，新债务人应当承担与主债务有关的从债务，但该从债务专属于原债务人自身的除外。 第八十七条	Where the obligor assigns its obligations, the new obligor must assume all accessory obligations related to the main obligation, except where the said associated obligations are personally owed by the original obligor. Article 87.
法律、行政法规规定转让权利或者转移义务应当办理批准、登记等手续的，依照其规定。 第八十八条	Where laws and administrative regulations provide that ratification, registration and other procedures must be completed when rights or obligations are assigned, such provisions shall be followed. Article 88.
当事人一方经对方同意，可以将自己在合同中的权利和义务一并转让给第三人。 第八十九条	A party may, upon gaining the consent of the other party, assign to a third party all its rights and obligations under the contract in their entirety. Article 89.
权利和义务一并转让的，适用本法第七十九条、第八十一条至第八十三条、第八十五条至第八十七条的规定。 第九十条	With respect to the assignment of rights and obligations in their entirety, the provisions of Article 79, Articles 81 to 83 and Articles 85 to 87 of this Law shall apply. Article 90.
当事人订立合同后合并的，由合并后的法人或者其他组织行使合同权利，履行合同义务。当事人订立合同后分立的，除债权人和债务人另有约定的以外，由分立的法人或者其他组织对合同的权利和义务享有连带债权，承担连带债务。	Where a party is involved in a merger subsequent to concluding a contract, the legal person or other entity created by the merger shall enjoy all rights and perform all obligations under the contract. Where a party is divided into smaller entities subsequent to concluding a contract, except where the obligee and the obligor agree otherwise, the legal person or other entity created by the division shall, with respect to its contractual rights and obligations, enjoy joint obligatory rights and be responsible for joint and several obligations.
第六章 合同的权利义务终止 第九十一条	CHAPTER VI — TERMINATION OF CONTRACTUAL RIGHTS AND OBLIGATIONS Article 91.
有下列情形之一的，合同的权利义务终止：	In any of the following situations, contractual rights and obligations shall be terminated:

（一）债务已经按照约定履行；	(1) all obligations have already been performed as agreed;
（二）合同解除；	(2) the contract has been dissolved;
（三）债务相互抵销；	(3) obligations have been offset against one another;
（四）债务人依法将标的物提存；	(4) the obligor has lodged the subject matter of the contract in accordance with the law;
（五）债权人免除债务；	(5) the obligee has released the obligor from its obligations;
（六）债权债务同归于一人；	(6) all obligations and all obligatory rights under the contract are owed and enjoyed by the same person; or
（七）法律规定或者当事人约定终止的其他情形。	(7) any other situation in which the law requires termination or the parties agree on termination.
第九十二条	Article 92.
合同的权利义务终止后，当事人应当遵循诚实信用原则，根据交易习惯履行通知、协助、保密等义务。	After the termination of all contractual rights and obligations, the parties shall observe the principles of honesty and trustworthiness, and shall perform all notification, assistance and confidentiality obligations, etc, in accordance with business practices.
第九十三条	Article 93.
当事人协商一致，可以解除合同。	The parties may dissolve the contract after reaching agreement through consultation.
当事人可以约定一方解除合同的条件。解除合同的条件成就时，解除权人可以解除合同。	The parties may agree on certain conditions under which one party may dissolve the contract. When the said conditions for the dissolution of the contract are satisfied, the party with the right of dissolution may dissolve the contract.
第九十四条	Article 94.
有下列情形之一的，当事人可以解除合同：	The parties may dissolve the contract in the following circumstances:
（一）因不可抗力致使不能实现合同目的；	(1) the objectives of the contract cannot be realised due to force majeure;
（二）在履行期限届满之前，当事人一方明确表示或者以自己的行为表明不履行主要债务；	(2) prior to the expiry of the period for performance of the contract, one of the parties states clearly, or makes it clear from its behaviour, that it will not perform the major obligation;
（三）当事人一方迟延履行主要债务，经催告后在合理期限内仍未履行；	(3) one of the parties delays the performance of a major obligation, and after being called on to perform the obligation, fails to do so within a reasonable period of time;
（四）当事人一方迟延履行债务或者有其他违约行为致使不能实现合同目的；	(4) because one of the parties delays the performance of an obligation or because of other conduct in breach of contract, the objectives of the contract cannot be realised; or
（五）法律规定的其他情形。	(5) other circumstances stipulated in the law.
第九十五条	Article 95.
法律规定或者当事人约定解除权行使期限，期限届满当事人不行使的，该权利消灭。	Where a time period for exercising the right of dissolution is stipulated by laws or has been agreed on by the parties, and where, upon the expiry of the time period, this right has not been exercised, the said right shall be extinguished.
法律没有规定或者当事人没有约定解除权行使期限，经对方催告后在合理期限内不行使的，该权利消灭。	Where a time period for exercising the right of dissolution is not stipulated by laws or has not been agreed on by the parties, and where the other side has been called upon to exercise the right but has not done so within a reasonable period of time, the said right shall be extinguished.
第九十六条	Article 96.
当事人一方依照本法第九十三条第二款、第九十四条的规定主张解除合同的，应当通知对方。合同自通知到达对方时解除。对方有异议的，可以请求人民法院或者仲裁机构确认解除合同的效力。	Where one of the parties seeks dissolution of the contract in accordance with the provisions of paragraph 2 of Article 93, or Article 94 of this Law, the said party must notify the other party. The contract shall be dissolved from the time the notification reaches the other party. Where the other party objects to the dissolution of the contract, it may request that the people's court or an arbitration body determine the validity of the

法律、行政法规规定解除合同应当办理批准、登记等手续的，依照其规定。	dissolution of the contract.
第九十七条	Where laws and administrative regulations provide that ratification, registration and other procedures must be completed when a contract is dissolved, such provisions shall be followed. Article 97.
合同解除后，尚未履行的，终止履行；已经履行的，根据履行情况和合同性质，当事人可以要求恢复原状、采取其他补救措施，并有权要求赔偿损失。	After a contract has been dissolved, the performance of any obligations which have not been performed shall be terminated; where obligations have already been performed, depending on the nature of the performance that has been provided and the nature of the contract, a party may demand that there be a return to the original state of affairs or that remedial measures be adopted, and a party may also demand compensation for any losses sustained.
第九十八条	Article 98.
合同的权利义务终止，不影响合同中结算和清理条款的效力。	The termination of contractual rights and obligations does not affect the validity of contractual clauses relating to the settlement and clearance of accounts.
第九十九条	Article 99.
当事人互负到期债务，该债务的标的物种类、品质相同的，任何一方可以将自己的债务与对方的债务抵销，但依照法律规定或者按照合同性质不得抵销的除外。	Where the parties owe each other matured obligations, and the subject matter of the said obligations are items of the same kind and quality, either party may offset its obligation against the obligation of the other party, except where, in accordance with legal provisions or the nature of the contract, the offsetting of obligations is not permitted.
当事人主张抵销的，应当通知对方。通知自到达对方时生效。抵销不得附条件或者附期限。	A party which seeks to offset obligations must notify the other party. The notification shall take effect from the time it reaches the other party. Neither conditions nor a time limit may be attached to the offsetting of obligations.
第一百条	Article 100.
当事人互负债务，标的物种类、品质不相同的，经双方协商一致，也可以抵销。	Where parties owe each other obligations, and the subject matter of the said obligations are items of different kinds or different quality, the two parties may agree, through consultation, to offset the said obligations.
第一百零一条	Article 101.
有下列情形之一的，难以履行债务的，债务人可以将标的物提存：	In the following circumstances, where difficulties are encountered in the performance of obligations, the obligor may lodge the subject matter of the contract:
（一）债权人无正当理由拒绝受领；	(1) the obligee refuses to accept performance without a legitimate reason;
（二）债权人下落不明；	(2) the whereabouts of the obligee are unknown;
（三）债权人死亡未确定继承人或者丧失民事行为能力未确定监护人；	(3) the obligee has died and the identity of his or her heir has not been determined, or the obligee has lost his or her capacity for civil acts and the relevant guardian has not been determined; or
（四）法律规定的其他情形。	(4) other circumstances stipulated in the law.
标的物不适于提存或者提存费用过高的，债务人依法可以拍卖或者变卖标的物，提存所得的价款。	Where it is impractical to lodge the subject matter of the contract, or expenses involved in the lodgement of the subject matter are too high, the obligor may auction or sell off the subject matter in accordance with the law, and lodge the income received from the sale.
第一百零二条	Article 102.
标的物提存后，除债权人下落不明的以外，债务人应当及时通知债权人或者债权人的继承人、监护人。	After the subject matter of the contract has been lodged, the obligor shall immediately notify the obligee or the obligee's heir or guardian, unless the obligee's whereabouts are unknown.
第一百零三条	Article 103.
标的物提存后，毁损、灭失的风险由债权人承担。提存期间，标的物的孳息归债权人所有。提存费用由债权人负担。	After the subject matter of the contract has been lodged, the risk of the subject matter being damaged or lost shall be borne by the obligee. During the period of lodgement, any interest accrued in the subject matter shall revert to the obligee. The obligee shall bear the costs of the lodgement.
第一百零四条	Article 104.

<p>债权人可以随时领取提存物，但债权人对债务人负有到期债务的，在债权人未履行债务或者提供担保之前，提存部门根据债务人的要求应当拒绝其领取提存物。</p>	<p>The obligee may at any time collect any lodged objects, but where the obligee owes matured obligations to the obligor, then the department responsible for the lodgement of the objects shall, upon the request of the obligor, refuse to allow the obligee to collect the lodged objects, prior to the obligee performing these obligations or providing a guarantee.</p>
<p>债权人领取提存物的权利，自提存之日起五年内不行使而消灭，提存物扣除提存费用后归国家所有。</p> <p>第一百零五条</p>	<p>If the right of the obligee to collect lodged goods is not exercised within five (5) years of the date on which the goods are lodged, it shall be extinguished, whereupon the lodged goods shall revert to the State after an amount has been deducted to cover the cost of lodging the goods.</p> <p>Article 105.</p>
<p>债权人免除债务人部分或者全部债务的，合同的权利义务部分或者全部终止。</p> <p>第一百零六条</p>	<p>Where the obligee releases the obligor from its obligations in part or in whole, the relevant contractual rights and obligations shall terminate in part or in whole.</p> <p>Article 106.</p>
<p>债权和债务同归于一人的，合同的权利义务终止，但涉及第三人利益的除外。</p> <p>第七章 违约责任</p> <p>第一百零七条</p>	<p>Where all obligations are owed and all obligatory rights are enjoyed by the same person, all contractual rights and obligations shall terminate, except where the interests of third parties are involved.</p> <p>CHAPTER VII — LIABILITY FOR BREACH OF CONTRACT</p> <p>Article 107.</p>
<p>当事人一方不履行合同义务或者履行合同义务不符合约定的，应当承担继续履行、采取补救措施或者赔偿损失等违约责任。</p> <p>第一百零八条</p>	<p>Where one of the parties does not perform a contractual obligation, or does not perform a contractual obligation as agreed, the said party shall assume its liability for breach of contract by providing ongoing performance, adopting remedial measures, or paying compensatory damages, etc.</p> <p>Article 108.</p>
<p>当事人一方明确表示或者以自己的行为表明不履行合同义务的，对方可以在履行期限届满之前要求其承担违约责任。</p> <p>第一百零九条</p>	<p>Where one of the parties states clearly, or makes it clear from its behaviour, that it will not perform its contractual obligations, the other party may, prior to the expiry of the period for performance, demand that the said party assume liability for breach of contract.</p> <p>Article 109.</p>
<p>当事人一方未支付价款或者报酬的，对方可以要求其支付价款或者报酬。</p> <p>第一百一十条</p>	<p>Where one of the parties does not make a payment or provide remuneration, the other party may demand that the said party make the payment or provide the remuneration.</p> <p>Article 110.</p>
<p>当事人一方不履行非金钱债务或者履行非金钱债务不符合约定的，对方可以要求履行，但有下列情形之一的除外：</p> <p>（一）法律上或者事实上不能履行；</p> <p>（二）债务的标的不适于强制履行或者履行费用过高；</p> <p>（三）债权人在合理期限内未要求履行。</p> <p>第一百一十一条</p>	<p>Where one of the parties does not perform a non-monetary obligation, or does not perform a non-monetary obligation as agreed, the other party may demand performance of the obligation, except in the following circumstances:</p> <p>(1) it is impossible, either legally or in practice, to provide performance;</p> <p>(2) compelling performance is inappropriate given the subject matter of the obligation, or the expenses associated with performance are too high; or</p> <p>(3) the obligee has not demanded performance within a reasonable period of time.</p> <p>Article 111.</p>
<p>质量不符合约定的，应当按照当事人的约定承担违约责任。对违约责任没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，受损害方根据标的的性质以及损失的大小，可以合理选择要求对方承担修理、更换、重作、退货、减少价款或者报酬等违约责任。</p> <p>第一百一十二条</p>	<p>Where the quality provided does not conform to agreed standards, the relevant party shall be liable for breach of contract in accordance with the parties' agreement. Where there has been no agreement or no clear agreement as to liability for breach of contract, and it is not possible to resolve the issue in accordance with the provisions of Article 61 of this Law, the party which has sustained the loss, in accordance with the nature of the subject matter and the size of the loss, may reasonably choose to demand that the other party assume its breach of contract by carrying out repairs, by exchanging, reworking or returning the relevant items, or by reducing the price charged or the remuneration received, etc.</p> <p>Article 112.</p>
<p>当事人一方不履行合同义务或者履行合同义务不符合约定的，在</p>	<p>Where one of the parties does not perform a contractual obligation, or does not perform a contractual obligation as agreed, and after the</p>

履行义务或者采取补救措施后，对方还有其他损失的，应当赔偿损失。

第一百一十三条

当事人一方不履行合同义务或者履行合同义务不符合约定，给对方造成损失的，损失赔偿额应当相当于因违约所造成的损失，包括合同履行后可以获得的利益，但不得超过违反合同一方订立合同时预见到或者应当预见到的因违反合同可能造成的损失。

经营者对消费者提供商品或者服务有欺诈行为的，依照《中华人民共和国消费者权益保护法》的规定承担损害赔偿责任。

第一百一十四条

当事人可以约定一方违约时应当根据违约情况向对方支付一定数额的违约金，也可以约定因违约产生的损失赔偿额的计算方法。

约定的违约金低于造成的损失的，当事人可以请求人民法院或者仲裁机构予以增加；约定的违约金过分高于造成的损失的，当事人可以请求人民法院或者仲裁机构予以适当减少。

当事人就迟延履行约定违约金的，违约方支付违约金后，还应当履行债务。

第一百一十五条

当事人可以依照《中华人民共和国担保法》约定一方方向对方给付定金作为债权的担保。债务人履行债务后，定金应当抵作价款或者收回。给付定金的一方不履行约定的债务的，无权要求返还定金；收受定金的一方不履行约定的债务的，应当双倍返还定金。

第一百一十六条

当事人既约定违约金，又约定定金的，一方违约时，对方可以选择适用违约金或者定金条款。

第一百一十七条

因不可抗力不能履行合同的，根据不可抗力的影响，部分或者全部免除责任，但法律另有规定的除外。当事人迟延履行后发生不可抗力的，不能免除责任。

本法所称不可抗力，是指不能预见、不能避免并不能克服的客观情况。

第一百一十八条

当事人一方因不可抗力不能履行合同的，应当及时通知对方，以减轻可能给对方造成的损失，并应

obligation has been performed or remedial measures have been adopted, the other party has still sustained other losses, compensatory damages shall be provided.

Article 113.

Where one of the parties does not perform a contractual obligation, or does not perform a contractual obligation as agreed, resulting in losses to the other party, the total amount of compensatory damages shall be equivalent to the total losses sustained by the other party through the breach of contract, including benefits that the other party would have been able to obtain upon the contract being performed, but this amount shall not exceed the total losses that the breaching party, at the time of concluding the contract, foresaw or should have foreseen would probably result from breach of contract.

Where business operators engage in fraudulent behaviour with respect to consumers in the provision of goods or services, they shall be liable to provide compensatory damages in accordance with the provisions of the Law of the People's Republic of China on the Protection of the Rights and Interests of Consumers.

Article 114.

The parties may agree that when one party breaches the contract, that party shall pay the other party a penalty of a specified amount depending on the nature of the breach, and they may also agree on a method of calculating the total amount of compensation based on the total losses sustained as a result of the breach.

Where the agreed penalty for breach of contract is less than the losses sustained, a party may request that the people's court or an arbitration body increase the said amount; where the agreed penalty for breach of contract is excessively high compared with the losses sustained, a party may request that the people's court or an arbitration body decrease the said amount in an appropriate fashion.

If the parties agree on the payment of a penalty for late performance of an obligation, the breaching party must still perform the said obligation after it has paid the penalty.

Article 115.

The parties may, in accordance with the Law of the People's Republic of China on Guarantees, agree that one party pay the other party a deposit as a guarantee for the performance of a relevant obligation. After the obligor performs the obligation, the said deposit shall be offset against the price paid by the obligee or shall be returned to the obligee. Where the party which pays the deposit does not perform its own agreed obligations, it has no power to demand the return of the deposit; where the party which receives the deposit does not perform agreed obligations, it shall return twice the amount of the deposit to the other side.

Article 116.

Where the parties agree on the use of both a penalty for breach of contract and a deposit, and where one party breaches the contract, the other party may choose to use either the clauses relating to the penalty for breach of contract or the clauses relating to the deposit.

Article 117.

Where it is not possible to perform a contract due to force majeure, then, depending on the extent of the force majeure, the performing party shall be partially or wholly excused from liability, except where laws provide otherwise. Where force majeure occurs after a party has already been late in performing an obligation, the said party will not be excused from liability.

In this Law, "force majeure" means a situation which, on an objective view, is unforeseeable, unavoidable and is not able to be overcome.

Article 118.

Where one of the parties is unable to perform the contract due to force majeure, the said party shall immediately notify the other party in order to reduce the potential losses sustained by the other party, and the said party

当在合理期限内提供证明。 第一百一十九条	shall also provide evidence of the force majeure within a reasonable time. Article 119.
当事人一方违约后，对方应当采取适当措施防止损失的扩大；没有采取适当措施致使损失扩大的，不得就扩大的损失要求赔偿。 当事人因防止损失扩大而支出的合理费用，由违约方承担。 第一百二十条	After one of the parties has breached the contract, the other party shall take appropriate measures to prevent any increase in the losses sustained; where the other party fails to take appropriate measures, and this leads to an increase in the losses sustained, the other party may not demand compensation for these additional losses. Any reasonable expenses paid by a party to prevent increased losses shall be borne by the breaching party. Article 120.
当事人双方都违反合同的，应当各自承担相应的责任。 第一百二十一条	In a case where both parties are in breach of contract, each party shall bear the corresponding liabilities respectively. Article 121.
当事人一方因第三人的原因造成违约的，应当向对方承担违约责任。当事人一方和第三人之间的纠纷，依照法律规定或者按照约定解决。 第一百二十二条	Where one of the parties breaches the contract because of the actions of a third party, the said party shall be liable to the other party to the contract for breach of contract. Any dispute between the said party and the third party shall be resolved in accordance with the provisions of laws or by agreement. Article 122.
因当事人一方的违约行为，侵害对方人身、财产权益的，受损害方有权选择依照本法要求其承担违约责任或者依照其他法律请求其承担侵权责任。 第八章 其他规定 第一百二十三条	If the conduct of one of the parties in breach of contract results in an infringement of the personal or property rights of the other party, the injured party has the right to choose to demand that the said party be liable for breach of contract in accordance with this Law, or to demand that the said party bear liability for tort in accordance with other laws. CHAPTER VIII — OTHER PROVISIONS Article 123.
其他法律对合同另有规定的，依照其规定。 第一百二十四条	Where other laws have other provisions dealing with contracts, these other provisions shall apply. Article 124.
本法分则或者其他法律没有明文规定的合同，适用本法总则的规定，并可以参照本法分则或者其他法律最相类似的规定。 第一百二十五条	With respect to contracts which are not clearly dealt with by the Specific Provisions of this Law or by other laws, the provisions of the General Principles of this Law shall be applied, and the provisions of the Specific Provisions of this Law as well as of other laws which deal with contracts and which are most similar to the relevant contracts may also be consulted. Article 125.
当事人对合同条款的理解有争议的，应当按照合同所使用的词句、合同的有关条款、合同的目的、交易习惯以及诚实信用原则，确定该条款的真实意思。	Where the parties are in dispute over the interpretation of clauses of the contract, the true meaning of the said clauses shall be determined on the basis of the words used in the contract, other contractual clauses of relevance, the purpose of the contract, business practices, and the principles of honesty and trustworthiness.
合同文本采用两种以上文字订立并约定具有同等效力的，对各文本使用的词句推定具有相同含义。各文本使用的词句不一致的，应当根据合同的目的予以解释。 第一百二十六条	Where the text of the contract is concluded in two or more different languages and it is agreed that all versions will be equally effective, it shall be presumed that the words used in each version all have the same meaning. Where the words used in the different versions of the contract are not identical, then the contract shall be interpreted in accordance with its purpose. Article 126.
涉外合同的当事人可以选择处理合同争议所适用的法律，但法律另有规定的除外。涉外合同的当事人没有选择的，适用与合同有最密切联系的国家的法律。	Parties to a contract with a foreign element may nominate the law to be applied in the handling of contractual disputes, except where laws provide otherwise. Where the parties to a contract with a foreign element fail to nominate the law of the contract, the law of the country with the closest connection to the contract shall be applied.
在中华人民共和国境内履行的中外合资经营企业合同、中外合作经营企业合同、中外合作勘探开发自然资源合同，适用中华人民共和国法律。 第一百二十七条	Sino-foreign equity joint venture contracts, Sino-foreign cooperative enterprise contracts and Sino-foreign contracts for the cooperative exploitation and development of natural resources which are to be performed within the territory of the People's Republic of China shall be governed by the law of the People's Republic of China. Article 127.
工商行政管理部门和其他有关	The administrative departments responsible for industry and commerce as

行政主管部门在各自的职权范围内，依照法律、行政法规的规定，对利用合同危害国家利益、社会公共利益的违法行为，负责监督处理；构成犯罪的，依法追究刑事责任。

第一百二十八条

当事人可以通过和解或者调解解决合同争议。

当事人不愿和解、调解或者和解、调解不成的，可以根据仲裁协议向仲裁机构申请仲裁。涉外合同的当事人可以根据仲裁协议向中国仲裁机构或者其他仲裁机构申请仲裁。当事人没有订立仲裁协议或者仲裁协议无效的，可以向人民法院起诉。当事人应当履行发生法律效力的判决、仲裁裁决、调解书；拒不履行的，对方可以请求人民法院执行。

第一百二十九条

因国际货物买卖合同和技术进出口合同争议提起诉讼或者申请仲裁的期限为四年，自当事人知道或者应当知道其权利受到侵害之日起计算。因其他合同争议提起诉讼或者申请仲裁的期限，依照有关法律的规定。

分则

第九章 买卖合同 第一百三十条

买卖合同是出卖人转移标的物的所有权于买受人，买受人支付价款的合同。

第一百三十一条

买卖合同的内容除依照本法第十二条的规定以外，还可以包括包装方式、检验标准和方法、结算方式、合同使用的文字及其效力等条款。

第一百三十二条

出卖的标的物，应当属于出卖人所有或者出卖人有权处分。法律、行政法规禁止或者限制转让的标的物，依照其规定。

第一百三十三条

标的物的所有权自标的物交付时起转移，但法律另有规定或者当事人另有约定的除外。

第一百三十四条

当事人可以在买卖合同中约定买受人未履行支付价款或者其他义务的，标的物的所有权属于出卖人。

第一百三十五条

出卖人应当履行向买受人交付

well as other responsible administrative departments shall, within the scope of their respective authority, and in accordance with the provisions of laws and administrative regulations, be responsible for the supervision and handling of illegal conduct involving the use of contracts to the detriment of state or public interests; where the relevant conduct constitutes a criminal offence, criminal liability shall be pursued in accordance with the law.

Article 128.

The parties may resolve contractual disputes through conciliation or mediation.

If the parties are unwilling to participate in conciliation or mediation, or if the conciliation or mediation is unsuccessful, the parties may, in accordance with an arbitration agreement, apply to an arbitration body for arbitration. Parties to a foreign-related contract may, in accordance with an arbitration agreement, apply to a Chinese arbitration body or some other arbitration body for arbitration. Where the parties have not concluded an arbitration agreement or their arbitration agreement is invalid, they may file a suit with the people's court. The parties shall implement any judgments, arbitral awards or mediation agreements which possess legal effect; where a party refuses to implement the same, the other party may petition the people's court to enforce the relevant judgment, award or agreement.

Article 129.

There is a four (4) year time limit on filing a lawsuit or applying for arbitration in relation to a dispute arising from an international contract for the sale of goods or a contract for the import and export of technology, and this time limit is calculated from the date on which the party knows or ought to know that there has been an infringement of its rights. The time limit for filing a lawsuit or applying for arbitration in relation to disputes arising from other types of contracts shall be in accordance with the provisions of relevant laws.

Specific Provisions

CHAPTER IX — PURCHASE AND SALES CONTRACTS

Article 130.

Purchase and sales contracts are contracts whereby the seller transfers ownership of the subject matter of the contract to the purchaser, and the purchaser pays a sum of money.

Article 131.

Apart from the matters referred to in the provisions of Article 12 of this Law, a purchase and sales contract may also include clauses dealing with methods of packaging, inspection standards and methods, methods of settling accounts, the language of the contract and its effectiveness, etc.

Article 132.

The seller must own the subject matter sold or have the power to dispose of the said subject matter.

Where the provisions of laws and administrative regulations prohibit, or place limits on, the transfer of the said subject matter, these provisions shall be followed.

Article 133.

Ownership of the subject matter is transferred from the moment that the subject matter is delivered, except where laws provide otherwise or the parties agree otherwise.

Article 134.

The parties may agree in the contract that where the purchaser does not provide payment or does not perform some other obligation, the seller shall retain ownership of the subject matter.

Article 135.

The seller shall perform its obligation to deliver the subject matter to the

标的物或者交付提取标的物的单证，并转移标的物所有权的义务。	purchaser or to deliver a document entitling the bearer to collect the subject matter, and the seller shall also perform its obligation to transfer ownership of the subject matter.
第一百三十六条	Article 136.
出卖人应当按照约定或者交易习惯向买受人交付提取标的物单证以外的有关单证和资料。	The seller must deliver, in addition to a document for the collection of the subject matter, any relevant documents and other materials in accordance with the parties' agreement or business practice.
第一百三十七条	Article 137.
出卖具有知识产权的计算机软件等标的物的，除法律另有规定或者当事人另有约定的以外，该标的物的知识产权不属于买受人。	With respect to the sale of subject matter containing intellectual property rights, such as computer software, etc, the intellectual property rights contained in the said subject matter shall not belong to the purchaser, except where laws provide otherwise or the parties agree otherwise.
第一百三十八条	Article 138.
出卖人应当按照约定的期限交付标的物。约定交付期间的，出卖人可以在该交付期间内的任何时间交付。	The seller shall deliver the subject matter before the expiry of the agreed deadline. Where the parties agree on a time period within which the delivery is to occur, the seller may deliver the subject matter at any time within the said time period.
第一百三十九条	Article 139.
当事人没有约定标的物的交付期限或者约定不明确的，适用本法第六十一条、第六十二条第四项的规定。	Where the parties have not agreed, or have not come to a clear agreement, on a deadline for the delivery of the subject matter, the provisions of Article 61 and Article 62(4) of this Law shall apply.
第一百四十条	Article 140.
标的物在订立合同之前已为买受人占有的，合同生效的时间为交付时间。	Where the purchaser is already in possession of the subject matter prior to the conclusion of the contract, the time at which the contract comes into effect shall be the time at which the subject matter is delivered.
第一百四十一条	Article 141.
出卖人应当按照约定的地点交付标的物。	The seller shall deliver the subject matter at the agreed location.
当事人没有约定交付地点或者约定不明确，依照本法第六十一条的规定仍不能确定的，适用下列规定：	Where the parties have not agreed, or have not come to a clear agreement, on the place of delivery, and the issue cannot be determined by reference to the provisions of Article 61 of this Law, the following provisions shall apply:
（一）标的物需要运输的，出卖人应当将标的物交付给第一承运人以运交给买受人；	(1) where the subject matter needs to be transported, the seller shall deliver the subject matter to the first carrier for carriage and delivery to the purchaser; or
（二）标的物不需要运输，出卖人和买受人订立合同时知道标的物在某一地点的，出卖人应当在该地点交付标的物；不知道标的物在某一地点的，应当在出卖人订立合同时的营业地交付标的物。	(2) where it is not necessary to transport the subject matter, and where the seller and the purchaser know at the time that the contract is concluded that the subject matter is at a certain location, the seller shall deliver the subject matter at the said location; where the parties do not know that the subject matter is at a certain location, the subject matter shall be delivered at the seller's place of business at the time that the contract is concluded.
第一百四十二条	Article 142.
标的物毁损、灭失的风险，在标的物交付之前由出卖人承担，交付之后由买受人承担，但法律另有规定或者当事人另有约定的除外。	The risk of the subject matter being damaged or lost shall be borne by the seller prior to the delivery of the subject matter, and by the purchaser after the delivery of the subject matter, except where laws provide otherwise or the parties agree otherwise.
第一百四十三条	Article 143.
因买受人的原因致使标的物不能按照约定的期限交付的，买受人应当自违反约定之日起承担标的物毁损、灭失的风险。	Where, for reasons for which the purchaser is responsible, it is not possible to deliver the subject matter at the agreed time, the purchaser shall, from the date on which it is in breach of the parties' agreement, bear the risk of the subject matter being damaged or lost.
第一百四十四条	Article 144.
出卖人出卖交由承运人运输的在途标的物，除当事人另有约定的以外，毁损、灭失的风险自合同成立时起由买受人承担。	Where a seller sells an object which has been delivered to a carrier for transportation and is already in transit, then unless the parties agree otherwise, the risk of the subject matter being damaged or lost shall be borne by the purchaser from the date on which the contract is concluded.
第一百四十五条	Article 145.

当事人没有约定交付地点或者约定不明确，依照本法第一百四十一条第二款第一项的规定标的物需要运输的，出卖人将标的物交付给第一承运人后，标的物的毁损、灭失的风险由买受人承担。	Where the parties have not agreed, or have not come to a clear agreement, on the place of delivery, and where, in accordance with the provisions of Item 1 of paragraph 2 of Article 141 of this Law, it is necessary to transport the subject matter, then after the seller has delivered the subject matter to the first carrier, the risk of the subject matter being damaged or lost shall be borne by the purchaser.
第一百四十六条	Article 146.
出卖人按照约定或者依照本法第一百四十一条第二款第二项的规定将标的物置于交付地点，买受人违反约定没有收取的，标的物毁损、灭失的风险自违反约定之日起由买受人承担。	Where the seller places the subject matter at the agreed place of delivery or in accordance with the provisions of Item 2 of paragraph 2 of Article 141 of this Law, and where the purchaser fails to collect the subject matter as agreed, the risk of the subject matter being damaged or lost shall be borne by the purchaser from the date on which the purchaser acts in violation of the parties' agreement.
第一百四十七条	Article 147.
出卖人按照约定未交付有关标的物的单证和资料的，不影响标的物的毁损、灭失风险的转移。	Where the seller fails to deliver, as agreed, documents and other materials relating to the subject matter, this will not affect the transfer of the risk that the subject matter may be damaged or lost.
第一百四十八条	Article 148.
因标的物的质量不符合质量要求，致使不能实现合同目的，买受人可以拒绝接受标的物或者解除合同。买受人拒绝接受标的物或者解除合同的，标的物毁损、灭失的风险由出卖人承担。	Where the subject matter does not satisfy quality requirements, and as a result it is impossible to realise the objectives of the contract, the purchaser may refuse to accept the subject matter or dissolve the contract. Where the purchaser refuses to accept the subject matter or dissolves the contract, the risk of the subject matter being damaged or lost shall be borne by the seller.
第一百四十九条	Article 149.
标的物毁损、灭失的风险由买受人承担的，不影响因出卖人履行债务不符合约定，买受人要求其承担违约责任的权利。	Where the risk of the subject matter being damaged or lost is borne by the purchaser, this shall not affect the right of the purchaser to demand that the seller be liable for breach of contract where the seller fails to perform its obligations as agreed.
第一百五十条	Article 150.
出卖人就交付的标的物，负有保证第三人不得向买受人主张任何权利的义务，但法律另有规定的除外。	The seller has an obligation to guarantee that no third party can claim, against the purchaser, any interest in the subject matter delivered, except where laws provide otherwise.
第一百五十一条	Article 151.
买受人订立合同时知道或者应当知道第三人对买卖的标的物享有权利的，出卖人不承担本法第一百五十条规定的义务。	Where, at the time of the conclusion of the contract, the purchaser knows or ought to know that a third party has an interest in the subject matter being purchased and sold, the seller shall not be under the obligation stipulated in Article 150 of this Law.
第一百五十二条	Article 152.
买受人有确切证据证明第三人可能就标的物主张权利的，可以中止支付相应的价款，但出卖人提供适当担保的除外。	Where the purchaser has reliable evidence proving that a third party will probably claim an interest in the subject matter of the contract, it may suspend the performance of its corresponding payment obligations, except where the seller provides an appropriate guarantee.
第一百五十三条	Article 153.
出卖人应当按照约定的质量要求交付标的物。出卖人提供有关标的物的质量说明的，交付的标的物应当符合该说明的质量要求。	The seller shall deliver the subject matter in accordance with agreed quality requirements. Where the seller provides a description of the quality of the subject matter, the subject matter delivered shall satisfy the quality standards referred to in the said description.
第一百五十四条	Article 154.
当事人对标的物的质量要求没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，适用本法第六十二条第一项的规定。	Where the parties have not agreed, or have not come to a clear agreement, in relation to quality requirements, and the said quality requirements cannot be determined by reference to the provisions of Article 61 of this Law, the provisions of Article 62 (1) of this Law shall apply.
第一百五十五条	Article 155.
出卖人交付的标的物不符合质量要求的，买受人可以依照本法第一百一十一条的规定要求承担违约责任。	Where the subject matter delivered by the seller does not satisfy quality requirements, the purchaser may demand that the seller assume liability for breach of contract in accordance with the provisions of Article 111 of this Law.
第一百五十六条	Article 156.

出卖人应当按照约定的包装方式交付标的物。对包装方式没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，应当按照通用的方式包装，没有通用方式的，应当采取足以保护标的物的包装方式。

第一百五十七条

买受人收到标的物时应当在约定的检验期间内检验。没有约定检验期间的，应当及时检验。

第一百五十八条

当事人约定检验期间的，买受人应当在检验期间内将标的物的数量或者质量不符合约定的情形通知出卖人。买受人怠于通知的，视为标的物的数量或者质量符合约定。

当事人没有约定检验期间的，买受人应当在发现或者应当发现标的物的数量或者质量不符合约定的合理期间内通知出卖人。买受人在合理期间内未通知或者自标的物收到之日起两年内未通知出卖人的，视为标的物的数量或者质量符合约定，但对标的物有质量保证期的，适用质量保证期，不适用该两年的规定。

出卖人知道或者应当知道提供的标的物不符合约定的，买受人不受前两款规定的通知时间的限制。

第一百五十九条

买受人应当按照约定的数额支付价款。对价款没有约定或者约定不明确的，适用本法第六十一条、第六十二条第二项的规定。

第一百六十条

买受人应当按照约定的地点支付价款。对支付地点没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，买受人应当在出卖人的营业地支付，但约定支付价款以交付标的物或者交付提取标的物单证为条件的，在交付标的物或者交付提取标的物单证的所在地支付。

第一百六十一条

买受人应当按照约定的时间支付价款。对支付时间没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，买受人应当在收到标的物或者提取标的物单证的同时支付。

第一百六十二条

出卖人多交标的物的，买受人可以接收或者拒绝接收多交的部分。买受人接收多交部分的，按照合同的价格支付价款；买受人拒绝接收多交部分的，应当及时通知出卖人。

The seller shall use the agreed method of packaging when delivering the subject matter of the contract. Where there has been no agreement, or no clear agreement, on the method of packaging, and the said methods cannot be determined by reference to the provisions of Article 61 of this Law, usual packaging methods shall be used, and where there are no usual packaging methods, a method of packaging shall be used which adequately protects the subject matter.

Article 157.

When the purchaser takes delivery of the subject matter, it shall conduct inspection of the subject matter within the agreed inspection period. Where there has been no agreement on an inspection period, inspection shall be conducted promptly.

Article 158.

Where the parties agree on an inspection period, the purchaser shall, within the inspection period, notify the seller of any circumstances whereby the quantity or quality of the subject matter is not as agreed. Where the purchaser is slow in notifying the seller, the quality and quantity of the subject matter shall be deemed to be in conformity with the parties' agreement.

Where the parties have no agreement on an inspection period, the purchaser shall notify the seller of any circumstances whereby the quantity or quality of the subject matter is not as agreed within a reasonable period after the purchaser has discovered or should have discovered the said circumstances. Where the purchaser does not provide notification to the seller within a reasonable period or within two (2) years from the date of receipt of the subject matter, the quality and quantity of the subject matter shall be deemed to be in accordance with the parties' agreement, but, if the quality of the subject matter is subject to a quality guarantee period, the said quality guarantee period shall apply, and the said two-year rule shall not apply.

Where the seller knows or ought to know that the supplied subject matter is not as agreed upon by the parties, the purchaser will not be subject to the notification limitation periods outlined in the previous two paragraphs.

Article 159.

The purchaser shall pay the price agreed by the parties. Where there has been no agreement, or no clear agreement, on the price to be paid, the provisions of Article 61 and Article 62(2) of this Law shall apply.

Article 160.

The purchaser shall make all payments at the agreed location. Where there has been no agreement, or no clear agreement, on the place for payment, and the place for payment cannot be determined by reference to the provisions of Article 61 of this Law, the purchaser shall make the payment at the seller's place of business, but if there is a condition of payment that the subject matter be delivered or that a document for the collection of the subject matter be delivered, payment shall be at the place where the subject matter is delivered or a document for the collection of the subject matter is delivered.

Article 161.

The purchaser shall make all payments at the agreed time. Where there has been no agreement, or no clear agreement, on the time for payment, and the time for payment cannot be determined by reference to the provisions of Article 61 of this Law, the purchaser shall make payment at the same time when it receives the subject matter or the document for the collection of the subject matter.

Article 162.

If the seller delivers excessive quantities of the subject matter, the purchaser may accept or refuse to accept those extra items delivered in excess of the agreed amount. Where the purchaser accepts the extra items, they shall be paid for in accordance with the contract price; where the purchaser refuses to accept the extra items, it must promptly notify the seller.

第一百六十三条	Article 163.
标的物在交付之前产生的孳息，归出卖人所有，交付之后产生的孳息，归买受人所有。	Any interest on the subject matter generated prior to the delivery of the subject matter shall be the property of the seller, and any interest generated after the delivery shall be the property of the purchaser.
第一百六十四条	Article 164.
因标的物主物不符合约定而解除合同的，解除合同的效力及于从物。因标的物的从物不符合约定被解除的，解除的效力不及于主物。	Where the contract is dissolved because the principal subject matter of the contract does not conform to the parties' agreement, the dissolution of the contract will be effective with respect to the accessory subject matter. Where the contract is dissolved because the accessory subject matter of the contract do not conform to the parties' agreement, the dissolution of the contract will not be effective with respect to the principal subject matter.
第一百六十五条	Article 165.
标的物为数物，其中一物不符合约定的，买受人可以就该物解除，但该物与他物分离使标的物的价值显受损害的，当事人可以就数物解除合同。	Where the subject matter of the contract is made up of a number of items, and one of the said items does not conform to the parties' agreement, the purchaser may reject the said item, but where the separation of the said item from the other items results in a significant reduction in the value of the subject matter as a whole, the relevant party may dissolve the contract in relation to all the items which make up the subject matter.
第一百六十六条	Article 166.
出卖人分批交付标的物的，出卖人对其中一批标的物不交付或者交付不符合约定，致使该批标的物不能实现合同目的的，买受人可以就该批标的物解除。	Where the seller delivers the subject matter of the contract in batches, and the seller does not deliver one of the batches, or one of the batches delivered does not conform to the parties' agreement, and as a result it is not possible to realise the objectives of the contract with respect to the said batch of the subject matter, the purchaser may dissolve the contract in relation to the said batch of the subject matter.
出卖人不交付其中一批标的物或者交付不符合约定，致使今后其他各批标的物的交付不能实现合同目的的，买受人可以就该批以及今后其他各批标的物解除。买受人如果就其中一批标的物解除，该批标的物与其他各批标的物相互依存的，可以就已经交付和未交付的各批标的物解除。	Where the seller does not deliver one of the batches of the subject matter, or one of the delivered batches does not conform to the parties' agreement, with the result that the delivery of all the subsequent batches of the subject matter cannot lead to the realisation of the objectives of the contract, the purchaser may dissolve the contract in relation to the said batch as well as all subsequent batches of the subject matter. If the purchaser dissolves the contract with respect to one batch of the subject matter, and the said batch of the subject matter and all the other batches of the subject matter are mutually dependent on one another, the purchaser may dissolve the contract in relation to all batches of the subject matter already delivered as well as all batches of the subject matter yet to be delivered.
第一百六十七条	Article 167.
分期付款的买受人未支付到期价款的金额达到全部价款的五分之一的，出卖人可以要求买受人支付全部价款或者解除合同。	Where a purchaser paying in periodic instalments has unpaid instalments up to one fifth of the total amount payable, the seller may demand that the purchaser pay the total amount payable or may dissolve the contract.
出卖人解除合同的，可以向买受人要求支付该标的物的使用费。	Where the seller dissolves the contract, it may demand that the purchaser pay a fee for the use of the subject matter of the contract.
第一百六十八条	Article 168.
凭样品买卖的当事人应当封存样品，并可以对样品质量予以说明。出卖人交付的标的物应当与样品及其说明的质量相同。	Parties who purchase and sell items on the basis of samples shall seal up the samples for safekeeping, and may describe the quality of the samples. The quality of the subject matter delivered by the seller shall be consistent with the quality of the samples as well as the relevant description.
第一百六十九条	Article 169.
凭样品买卖的买受人不知道样品有隐蔽瑕疵的，即使交付的标的物与样品相同，出卖人交付的标的物的质量仍然应当符合同种物的通常标准。	If a purchaser purchases items on the basis of samples but does not know that the samples contain hidden defects, the quality of the subject matter delivered by the seller shall still satisfy the usual standards for goods of a similar kind, even if the subject matter delivered is identical to the samples.
第一百七十条	Article 170.
试用买卖的当事人可以约定标的物的试用期间。对试用期间没有	Parties who purchase and sell items on a trial basis may agree on a trial period for the subject matter of the contract. Where there has been no

约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，由出卖人确定。	agreement, or no clear agreement, on the length of the trial period, and the length of the said trial period cannot be determined by reference to the provisions of Article 61 of this Law, it shall be determined by the seller.
第一百七十一条	Article 171.
试用买卖的买受人在试用期内可以购买标的物，也可以拒绝购买。试用期间届满，买受人对是否购买标的物未作表示的，视为购买。	A purchaser who purchases items on a trial basis may either purchase the subject matter or refuse to purchase the subject matter within the trial period. A purchaser who has not indicated whether or not it intends to purchase the subject matter at the expiry of the trial period shall be deemed to have purchased the subject matter.
第一百七十二条	Article 172.
招标投标买卖的当事人的权利和义务以及招标投标程序等，依照有关法律、行政法规的规定。	The rights and responsibilities of parties who purchase and sell items on a tendering basis, as well as procedures for the invitation and submission of tenders, etc, shall be determined in accordance with the provisions of relevant laws and administrative regulations.
第一百七十三条	Article 173.
拍卖的当事人的权利和义务以及拍卖程序等，依照有关法律、行政法规的规定。	The rights and responsibilities of parties at an auction as well as auctioning procedures, etc, shall be determined in accordance with the provisions of relevant laws and administrative regulations.
第一百七十四条	Article 174.
法律对其他有偿合同有规定的，依照其规定；没有规定的，参照买卖合同的有关规定。	Where there are provisions of laws that govern other types of contracts for value, such provisions shall be followed; where there are no legal provisions governing such contracts, the relevant provisions of the laws applying to purchase and sales contracts shall be consulted.
第一百七十五条	Article 175.
当事人约定易货交易，转移标的物的所有权的，参照买卖合同的有关规定。	Where parties agree to engage in a barter transaction, whereby ownership of the subject matter is transferred, the relevant provisions applying to purchase and sales contracts shall be consulted.
第十章 供用电、水、气、热力合同	CHAPTER X — CONTRACTS FOR THE SUPPLY AND CONSUMPTION OF ELECTRICITY, WATER, GAS AND HEATING
第一百七十六条	Article 176.
供用电合同是供电人向用电人供电，用电人支付电费的合同。	A contract for the supply and consumption of electricity is a contract under which the electricity supplier supplies electricity to the electricity consumer, and the electricity consumer pays an electricity fee.
第一百七十七条	Article 177.
供用电合同的内容包括供电的方式、质量、时间，用电容量、地址、性质，计量方式，电价、电费的结算方式，供用电设施的维护责任等条款。	A contract for the supply and consumption of electricity shall include clauses dealing with the methods, quality and time of electricity supply, the volume and nature of the electricity to be consumed and the address at which it is to be consumed, methods of calculation of the amount of electricity used, methods of account settlement in relation to electricity prices and electricity fees, responsibility for the repair of electricity supply facilities, etc.
第一百七十八条	Article 178.
供用电合同的履行地点，按照当事人约定；当事人没有约定或者约定不明确的，供电设施的产权分界处为履行地点。	The place at which a contract for the supply and consumption of electricity is to be performed shall be agreed on by the parties; where the parties have not agreed, or have not come to a clear agreement, on the place of performance, the place of performance shall be within the boundaries of those areas within which the electricity supplier has property rights in electricity supply facilities.
第一百七十九条	Article 179.
供电人应当按照国家规定的供电质量标准 and 约定安全供电。供电人未按照国家规定的供电质量标准和约定安全供电，造成用电人损失的，应当承担损害赔偿责任。	The electricity supplier shall provide electricity safely in accordance with electricity supply standards stipulated by the State and as agreed by the parties. Where the electricity supplier fails to provide electricity safely in accordance with electricity supply standards stipulated by the State and as agreed by the parties, resulting in losses to the electricity consumer, the electricity supplier shall be liable to pay compensatory damages.
第一百八十条	Article 180.
供电人因供电设施计划检修、临时检修、依法限电或者用电人违法用电等原因，需要中断供电时，应当按照国家有关规定事先通知用电人。未事先通知用电人中断供	Where the electricity supplier needs to interrupt the supply of electricity due to scheduled or non-scheduled repairs on electricity supply facilities, or due to electricity restrictions required by law, or the illegal consumption of electricity by the electricity consumer, etc, the supplier shall notify the consumer in advance in accordance with relevant state regulations. Where

电,造成用电人损失的,应当承担损害赔偿赔偿责任。	the supplier fails to notify the consumer in advance that the supply of electricity is to be interrupted, and as a result the consumer sustains losses, the supplier shall be liable to pay compensatory damages.
第一百八十一条	Article 181.
因自然灾害等原因断电,供电人应当按照国家有关规定及时抢修。未及时抢修,造成用电人损失的,应当承担损害赔偿赔偿责任。	Where electricity supply is cut off due to natural disasters, etc, the electricity supplier shall, in accordance with relevant state regulations, immediately make urgent repairs. Where the electricity supplier fails to make the urgent repairs immediately, and as a result the electricity consumer sustains losses, the supplier shall be liable to pay compensatory damages.
第一百八十二条	Article 182.
用电人应当按照国家有关规定和当事人的约定及时交付电费。用电人逾期不交付电费的,应当按照约定支付违约金。经催告用电人在合理期限内仍不交付电费和违约金的,供电人可以按照国家规定的程序中止供电。	The electricity consumer shall promptly pay electricity fees in accordance with relevant state regulations and as agreed between the parties. Where the consumer is overdue in its payment of electricity fees, it shall pay a penalty for breach of contract in accordance with the parties' agreement. Where the supplier has called on the consumer to make a payment, but within a reasonable period of time the consumer has still not paid the said electricity fees or the penalty for breach of contract, the supplier may cut off the supply of electricity in accordance with procedures stipulated by the State.
第一百八十三条	Article 183.
用电人应当按照国家有关规定和当事人的约定安全用电。用电人未按照国家有关规定和当事人的约定安全用电,造成供电人损失的,应当承担损害赔偿赔偿责任。	The electricity consumer shall consume electricity safely in accordance with relevant state regulations and as agreed by the parties. Where the electricity consumer fails to consume electricity safely in accordance with relevant state regulations and as agreed by the parties, resulting in losses to the electricity supplier, the electricity consumer shall be liable to pay compensatory damages.
第一百八十四条	Article 184.
供用水、供用气、供用热力合同,参照供用电合同的有关规定。	With respect to contracts for the supply and consumption of water, gas and heating, the relevant provisions applying to contracts for the supply and consumption of electricity shall be consulted.
第十一章 赠与合同	CHAPTER XI — GIFT CONTRACTS
第一百八十五条	Article 185.
赠与合同是赠与人将自己的财产无偿给予受赠人,受赠人表示接受赠与的合同。	A gift contract is a contract under which the donor gives its own property to the donee without consideration, and the donee indicates its acceptance of the gift.
第一百八十六条	Article 186.
赠与人在赠与财产的权利转移之前可以撤销赠与。	The donor may revoke the gift at any stage prior to the transfer of its proprietary interests in the granted property.
具有救灾、扶贫等社会公益、道德义务性质的赠与合同或者经过公证的赠与合同,不适用前款规定。	The preceding paragraph shall not apply to gift contracts for the public welfare or in compliance with a moral obligation, such as contracts for disaster or poverty relief, etc, or gift contracts which have already been notarised.
第一百八十七条	Article 187.
赠与的财产依法需要办理登记等手续的,应当办理有关手续。	Where it is necessary to complete registration and other procedures in relation to the granted property in accordance with the law, the relevant procedures shall be completed.
第一百八十八条	Article 188.
具有救灾、扶贫等社会公益、道德义务性质的赠与合同或者经过公证的赠与合同,赠与人不交付赠与的财产的,受赠人可以要求交付。	Where the donor fails to deliver property granted according to gift contracts for the public welfare or in compliance with a moral obligation, such as contracts for disaster or poverty relief, etc, or according to gift contracts which have already been notarised, the donee may demand that the said property be delivered.
第一百八十九条	Article 189.
因赠与人故意或者重大过失致使赠与的财产毁损、灭失的,赠与人应当承担损害赔偿赔偿责任。	Where, as a result of a deliberate act or gross negligence on the part of the donor, the granted property is damaged or lost, the donor shall be liable to pay compensatory damages for the losses sustained.
第一百九十条	Article 190.
赠与可以附义务。	There may be obligations attached to the making of a gift.

<p>赠与附义务的，受赠人应当按照约定履行义务。</p> <p>第一百九十一条</p>	<p>Where obligations are attached to the making of a gift, the donee shall perform these obligations as agreed.</p> <p>Article 191.</p>
<p>赠与的财产有瑕疵的，赠与人不承担责任。附义务的赠与，赠与的财产有瑕疵的，赠与人在附义务的限度内承担与出卖人相同的责任。</p>	<p>Where the granted property contains a defect, the donor shall not bear any liability. Where obligations on the donee are attached to the making of the gift by the donor, and the granted property contains a defect, the donor shall, to an extent limited by the nature of the donee's obligations, bear the same liability as that of a seller.</p>
<p>赠与人故意不告知瑕疵或者保证无瑕疵，造成受赠人损失的，应当承担损害赔偿责任。</p> <p>第一百九十二条</p>	<p>Where the donor deliberately fails to inform the donee of the defects or warrants that there are no defects, and as a result the donee sustains losses, the donor shall be liable to pay compensatory damages.</p> <p>Article 192.</p>
<p>受赠人有下列情形之一的，赠与人可以撤销赠与：</p> <p>（一）严重侵害赠与人或者赠与人的近亲属；</p> <p>（二）对赠与人有扶养义务而不履行；</p> <p>（三）不履行赠与合同约定的义务。</p>	<p>Where the donee is involved in any of the following situations, the donor may revoke the gift:</p> <p>(1) the donee seriously harms or infringes the rights or interests of the donor or the donor's close relatives;</p> <p>(2) the donee has an obligation to provide for the donor but fails to fulfil this obligation; or</p> <p>(3) the donee does not perform obligations agreed upon in the gift contract.</p>
<p>赠与人的撤销权，自知道或者应当知道撤销原因之日起一年内行使。</p> <p>第一百九十三条</p>	<p>The donor's right of revocation must be exercised within one (1) year of the date on which the donor knows or ought to know of the circumstances out of which the right of revocation has arisen.</p> <p>Article 193.</p>
<p>因受赠人的违法行为致使赠与人死亡或者丧失民事行为能力的，赠与人的继承人或者法定代理人可以撤销赠与。</p> <p>赠与人的继承人或者法定代理人的撤销权，自知道或者应当知道撤销原因之日起六个月内行使。</p> <p>第一百九十四条</p>	<p>Where, as a result of the donee's illegal conduct, the donor dies or loses the capacity for civil acts, the donor's heir or legal agent may revoke the gift.</p> <p>The right of revocation enjoyed by the donor's heir or legal agent must be exercised within six (6) months of the date on which the relevant person or persons knows or ought to know of the circumstances out of which the right of revocation has arisen.</p> <p>Article 194.</p>
<p>撤销权人撤销赠与的，可以向受赠人要求返还赠与的财产。</p> <p>第一百九十五条</p>	<p>Where the party with the right of revocation revokes the gift, the said party may demand that the donee return the granted property.</p> <p>Article 195.</p>
<p>赠与人的经济状况显著恶化，严重影响其生产经营或者家庭生活的，可以不再履行赠与义务。</p> <p>第十二章 借款合同</p> <p>第一百九十六条</p>	<p>Where there is a marked deterioration in the economic situation of the donor, seriously affecting the donor's production and business operations or family life, the donor may cease to perform the gift obligations.</p> <p>CHAPTER XII — LOAN CONTRACTS</p> <p>Article 196.</p>
<p>借款合同是借款人向贷款人借款，到期返还借款并支付利息的合同。</p> <p>第一百九十七条</p>	<p>A loan contract is a contract under which a borrower borrows money from a lender, repays the loan as it becomes due and also pays interest.</p> <p>Article 197.</p>
<p>借款合同采用书面形式，但自然人之间借款另有约定的除外。借款合同的内容包括借款种类、币种、用途、数额、利率、期限和还款方式等条款。</p> <p>第一百九十八条</p>	<p>Loan contracts shall be in writing, except in the case of a loan between natural persons where the parties agree otherwise.</p> <p>A loan contract shall include clauses dealing with the type of loan, the type of currency, uses to which the principal may be put, the amount loaned, interest, the loan period, and methods of repayment, etc.</p> <p>Article 198.</p>
<p>订立借款合同，贷款人可以要求借款人提供担保。担保依照《中华人民共和国担保法》的规定。</p> <p>第一百九十九条</p>	<p>When concluding a loan contract, the lender may request that the borrower provide a guarantee. The said guarantee must be in accordance with the provisions of the Law of the People's Republic of China on Guarantees.</p> <p>Article 199.</p>

订立借款合同，借款人应当按照贷款人的要求提供与借款有关的业务活动和财务状况的真实情况。 第二百条	When concluding a loan contract, the borrower shall, as requested by the lender, provide a true account of the business activities and financial circumstances relating to the loan. Article 200.
借款的利息不得预先在本金中扣除。利息预先在本金中扣除的，应当按照实际借款数额返还借款并计算利息。 第二百零一条	Interest on the loan shall not be deducted from the loan principal in advance. If interest is deducted from the principal in advance, the loan shall be repaid and interest shall be calculated on the basis of the actual amount lent. Article 201.
贷款人未按照约定的日期、数额提供借款，造成借款人损失的，应当赔偿损失。	Where the lender fails to forward the principal to the borrower on the agreed date and/or in the agreed amount, and the borrower sustains losses as a result, the lender shall provide compensation for the said losses.
借款人未按照约定的日期、数额收取借款的，应当按照约定的日期、数额支付利息。 第二百零二条	Where the borrower fails to collect the principal on the agreed date and/or in the agreed amount, the borrower shall still pay interest according to the agreed date and/or agreed amount. Article 202.
贷款人按照约定可以检查、监督借款的使用情况。借款人应当按照约定向贷款人定期提供有关财务会计报表等资料。 第二百零三条	The lender may, as agreed, inspect or supervise the borrower's use of the loan principal. The borrower shall, as agreed, periodically provide relevant materials to the lender such as financial accounting statements, etc. Article 203.
借款人未按照约定的借款用途使用借款的，贷款人可以停止发放借款、提前收回借款或者解除合同。 第二百零四条	Where the borrower does not use the principal in accordance with agreed uses, the lender may suspend the issue of the principal, recall the loan in advance, or dissolve the contract. Article 204.
办理贷款业务的金融机构贷款的利率，应当按照中国人民银行规定的贷款利率的上下限确定。 第二百零五条	Interest on money lent by financial organisations which handle loan business shall be within the range for interest rates on loans stipulated by the People's Bank of China. Article 205.
借款人应当按照约定的期限支付利息。对支付利息的期限没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定，借款期间不满一年的，应当在返还借款时一并支付；借款期间一年以上的，应当在每届满一年时支付，剩余期间不满一年的，应当在返还借款时一并支付。 第二百零六条	The borrower shall pay interest within the agreed time period. Where there has been no agreement or no clear agreement as to the time period for the payment of interest, and the said time period cannot be determined by reference to the provisions of Article 61 of this Law, then where the loan period is less than one (1) year, interest shall be paid at the same time that the principal is repaid in full; where the loan period is one (1) year or longer, then interest shall be paid at the completion of each year of the loan period, and where that part of the loan period which remains is less than one (1) year, the remaining interest shall be paid at the same time that the principal is repaid in full. Article 206.
借款人应当按照约定的期限返还借款。对借款期限没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，借款人可以随时返还；贷款人可以催告借款人在合理期限内返还。 第二百零七条	The borrower shall repay the principal within the agreed time period. Where there has been no agreement or no clear agreement as to the period of the loan, and the said loan period cannot be determined by reference to the provisions of Article 61 of this Law, the borrower may repay the loan at any time; the lender may call on the borrower to repay the loan within a reasonable period of time. Article 207.
借款人未按照约定的期限返还借款的，应当按照约定或者国家有关规定支付逾期利息。 第二百零八条	Where the borrower fails to repay the loan principal within the agreed period of time, the borrower shall pay interest for late payment as agreed or in accordance with relevant state regulations. Article 208.
借款人提前偿还借款的，除当事人另有约定的以外，应当按照实际借款的期间计算利息。 第二百零九条	Where the borrower repays the loan principal in advance, then except where the parties agree otherwise, interest shall be calculated on the basis of the actual period of the loan. Article 209.
借款人可以在还款期限届满之前向贷款人申请展期。贷款人同意的，可以展期。 第二百一十条	The borrower may, prior to the expiry of the loan period, apply to the lender for an extension of the loan period. Where the lender agrees, the loan period may be extended. Article 210.

<p>自然人之间的借款合同，自贷款人提供借款时生效。</p> <p>第二百一十一条</p>	<p>Loan contracts between natural persons shall take effect from the time the lender supplies the loan principal.</p> <p>Article 211.</p>
<p>自然人之间的借款合同对支付利息没有约定或者约定不明确的，视为不支付利息。</p>	<p>With respect to a loan contract between natural persons, where there has been no agreement or no clear agreement as to whether or not interest is to be paid, it shall be deemed that interest is not to be paid.</p>
<p>自然人之间的借款合同约定支付利息的，借款的利率不得违反国家有关限制借款利率的规定。</p>	<p>With respect to a loan contract between natural persons, where it is agreed that interest is to be paid, the interest rates on the said loan must not violate relevant state provisions which place restrictions on interest rates on loans.</p>
<p>第十三章 租赁合同</p> <p>第二百一十二条</p>	<p>CHAPTER XIII — LEASING CONTRACTS</p> <p>Article 212.</p>
<p>租赁合同是出租人将租赁物交付承租人使用、收益，承租人支付租金的合同。</p> <p>第二百一十三条</p>	<p>A leasing contract is a contract under which the lessor delivers the leased goods to the lessee, and the lessee uses the leased goods, enjoys benefits derived from the leased goods, and makes rental payments.</p> <p>Article 213.</p>
<p>租赁合同的内容包括租赁物的名称、数量、用途、租赁期限、租金及其支付期限和方式、租赁物维修等条款。</p> <p>第二百一十四条</p>	<p>A leasing contract shall include clauses dealing with the name, quantity and uses of the leased goods, the period of the lease, rent, deadlines for rent payments and methods of payment, the repair of the leased goods, etc.</p> <p>Article 214.</p>
<p>租赁期限不得超过二十年。超过二十年的，超过部分无效。</p>	<p>The period of the lease may not exceed twenty (20) years. Where the lease exceeds twenty (20) years, that part of the lease beyond the said limit shall be invalid.</p>
<p>租赁期间届满，当事人可以续订租赁合同，但约定的租赁期限自续订之日起不得超过二十年。</p> <p>第二百一十五条</p>	<p>When the lease period has expired, the parties may renew the leasing contract, but the lease period agreed upon may not be more than twenty (20) years from the date of the renewal.</p> <p>Article 215.</p>
<p>租赁期限六个月以上的，应当采用书面形式。当事人未采用书面形式的，视为不定期租赁。</p> <p>第二百一十六条</p>	<p>Where the lease period is six (6) months or more, the lease shall be in writing. If the parties do not conclude the lease in writing, the lease is deemed to be for an indefinite period.</p> <p>Article 216.</p>
<p>出租人应当按照约定将租赁物交付承租人，并在租赁期间保持租赁物符合约定的用途。</p> <p>第二百一十七条</p>	<p>The lessor shall deliver the leased goods to the lessee as agreed, and shall, for the duration of the lease period, preserve the leased goods in a condition fit for their agreed usages.</p> <p>Article 217.</p>
<p>承租人应当按照约定的方法使用租赁物。对租赁物的使用方法没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，应当按照租赁物的性质使用。</p> <p>第二百一十八条</p>	<p>The lessee shall use the leased goods in accordance with usages agreed by the parties. Where there has been no agreement or no clear agreement as to the permitted usages of the leased goods, and it is not possible to determine the issue in accordance with the provisions of Article 61 of this Law, the leased goods shall be used in a manner consistent with the nature of the said goods.</p> <p>Article 218.</p>
<p>承租人按照约定的方法或者租赁物的性质使用租赁物，致使租赁物受到损耗的，不承担损害赔偿责任。</p> <p>第二百一十九条</p>	<p>If the lessee uses the leased goods in accordance with the agreed usages or in a manner consistent with the nature of the leased goods, and there is wear and tear to the leased goods as a result, the lessee shall not be liable to pay compensatory damages for any losses sustained.</p> <p>Article 219.</p>
<p>承租人未按照约定的方法或者租赁物的性质使用租赁物，致使租赁物受到损失的，出租人可以解除合同并要求赔偿损失。</p> <p>第二百二十条</p>	<p>If the lessee does not use the leased goods in accordance with the agreed usages or not in a manner consistent with the nature of the leased goods, and there is wear and tear to the leased goods as a result, the lessor may dissolve the contract and demand compensation for the losses sustained.</p> <p>Article 220.</p>
<p>出租人应当履行租赁物的维修义务，但当事人另有约定的除外。</p> <p>第二百二十一条</p>	<p>The lessor shall perform its obligation to make repairs to the leased goods, except where the parties agree otherwise.</p> <p>Article 221.</p>
<p>承租人在租赁物需要维修时可</p>	<p>When the leased goods need to be repaired, the lessee may demand that</p>

以要求出租人在合理期限内维修。出租人未履行维修义务的，承租人可以自行维修，维修费用由出租人负担。因维修租赁物影响承租人使用的，应当相应减少租金或者延长租期。	the lessor make repairs within a reasonable period of time. If the lessor does not perform its obligation to make repairs, the lessee may make the repairs itself, and responsibility for expenses relating to the repairs shall be borne by the lessor. Where the repairs to the leased goods affect the lessee's ability to use the leased goods, rent shall be correspondingly reduced or the lease period shall be correspondingly extended.
第二百二十二条	Article 222.
承租人应当妥善保管租赁物，因保管不善造成租赁物毁损、灭失的，应当承担损害赔偿责任。	The lessee shall take appropriate care of the leased goods, and if there is damage or loss in relation to the leased goods through a failure to take appropriate care, the lessee shall be liable to pay compensation for any losses sustained.
第二百二十三条	Article 223.
承租人经出租人同意，可以对租赁物进行改善或者增设他物。承租人未经出租人同意，对租赁物进行改善或者增设他物的，出租人可以要求承租人恢复原状或者赔偿损失。	The lessee may, with the consent of the lessor, make improvements to, or affix attachments to the leased goods. Where the lessee makes improvements to, or affixes attachments to the leased goods without obtaining the consent of the lessor, the lessor may demand that the leased goods be restored to their original condition, or may demand compensation for any losses sustained.
第二百二十四条	Article 224.
承租人经出租人同意，可以将租赁物转租给第三人。承租人转租的，承租人与出租人之间的租赁合同继续有效，第三人对租赁物造成损失的，承租人应当赔偿损失。	The lessee may, with the consent of the lessor, sublease the leased goods to a third party. Where the lessee subleases the leased goods, the leasing contract between the lessor and the lessee shall continue to be in effect, and if the third party causes damage to the leased property, the lessee shall provide compensation for the losses sustained.
承租人未经出租人同意转租的，出租人可以解除合同。	Where the lessee subleases the leased goods without the consent of the lessor, the lessor may dissolve the contract.
第二百二十五条	Article 225.
在租赁期间因占有、使用租赁物获得的收益，归承租人所有，但当事人另有约定的除外。	Any benefits obtained by the lessee by reason of its possession or use of the leased goods shall be the property of the lessee, except where the parties agree otherwise.
第二百二十六条	Article 226.
承租人应当按照约定的期限支付租金。对支付期限没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定，租赁期间不满一年的，应当在租赁期间届满时支付；租赁期间一年以上的，应当在每届满一年时支付，剩余期间不满一年的，应当在租赁期间届满时支付。	The lessee shall pay rent in accordance with the agreed deadlines. Where there has been no agreement or no clear agreement as to the deadlines for the payment of rent, and it is not possible to determine the issue in accordance with the provisions of Article 61 of this Law, then where the lease period is less than one (1) year, rent shall be paid at the expiry of the lease period; where the lease period is one (1) year or longer, rent shall be paid at the completion of each year of the lease period, and where that part of the lease period which remains is less than one (1) year, all outstanding rent shall be paid at the expiry of the lease period.
第二百二十七条	Article 227.
承租人无正当理由未支付或者迟延支付租金的，出租人可以要求承租人在合理期限内支付。承租人逾期不支付的，出租人可以解除合同。	Where the lessee, without a legitimate reason, does not pay rent or is late in making a rent payment, the lessor may demand that the lessee make the relevant payment within a reasonable period of time. If at the conclusion of the said time period the lessee has not made the payment, the lessor may dissolve the contract.
第二百二十八条	Article 228.
因第三人主张权利，致使承租人不能对租赁物使用、收益的，承租人可以要求减少租金或者不支付租金。	Where the lessee is unable to use or obtain benefit from the leased goods because a third party claims an interest in the said goods, the lessee may demand that the rent be reduced or not pay rent.
第三人主张权利的，承租人应当及时通知出租人。	Where a third party claims an interest in the leased goods, the lessee shall promptly notify the lessor.
第二百二十九条	Article 229.
租赁物在租赁期间发生所有权变动的，不影响租赁合同的效力。	Any change in the ownership of the leased goods during the period of the lease shall have no effect on the validity of the leasing contract.
第二百三十条	Article 230.
出租人出卖租赁房屋的，应当在出卖之前的合理期限内通知承租	Where the lessor intends to offer for sale a house which is subject to a lease, the lessor shall notify the lessee within a reasonable period before

人，承租人享有以同等条件优先购买的权利。	the house is offered for sale, and the lessee has a priority right to purchase the house on equal terms.
第二百三十一条	Article 231.
因不可归责于承租人的事由，致使租赁物部分或者全部毁损、灭失的，承租人可以要求减少租金或者不支付租金；因租赁物部分或者全部毁损、灭失，致使不能实现合同目的的，承租人可以解除合同。	Where the leased property is damaged or lost wholly or in part as a result of circumstances for which the lessee cannot be held responsible, the lessee may demand that the rent be reduced or not pay rent; where, the objectives of the contract cannot be realised owing to the loss of or damage to the whole or part of the leased property, the lessee may dissolve the contract.
第二百三十二条	Article 232.
当事人对租赁期限没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，视为不定期租赁。当事人可以随时解除合同，但出租人解除合同应当在合理期限之前通知承租人。	Where the parties have not agreed or have not come to a clear agreement on the period of the lease, and it is not possible to determine the lease period in accordance with the provisions of Article 61 of this Law, the lease shall be deemed to be for an indefinite period. In such a case the parties may dissolve the contract at any time, but where the lessor seeks to dissolve the contract, it shall notify the lessee a reasonable time in advance.
第二百三十三条	Article 233.
租赁物危及承租人的安全或者健康的，即使承租人订立合同时明知该租赁物质量不合格，承租人仍然可以随时解除合同。	If the leased goods pose a threat to the safety or health of the lessee, then even if, at the time of concluding the contract, the lessee is fully aware that the leased goods are not of a satisfactory quality, the lessee may still dissolve the contract at any time.
第二百三十四条	Article 234.
承租人在房屋租赁期间死亡的，与其生前共同居住的人可以按照原租赁合同租赁该房屋。	Where the lessee dies during the period of the lease of a house, any joint tenants of the deceased lessee prior to his or her death may lease the said house in accordance with the original leasing contract.
第二百三十五条	Article 235.
租赁期间届满，承租人应当返还租赁物。返还的租赁物应当符合按照约定或者租赁物的性质使用后的状态。	Once the lease period has expired, the lessee shall return the leased goods. At the time of their return, the leased goods shall be in a condition consistent with their having been used in the agreed manner or in an appropriate manner given the nature of the said goods.
第二百三十六条	Article 236.
租赁期间届满，承租人继续使用租赁物，出租人没有提出异议的，原租赁合同继续有效，但租赁期限为不定期。	Where the lessee continues to use the leased goods after the expiry of the lease period, provided the lessor does not raise any objections, the original lease contract shall continue to be effective, but the lease will become a lease for an indefinite period.
第十四章 融资租赁合同	CHAPTER XIV — FINANCIAL LEASING CONTRACTS
第二百三十七条	Article 237.
融资租赁合同是出租人根据承租人对出卖人、租赁物的选择，向出卖人购买租赁物，提供给承租人使用，承租人支付租金的合同。	A financial leasing contract is a contract under which a lessor purchases leased goods from a seller on the basis of a lessee's choice of seller and leased goods, and the lessor then provides the goods for use by the lessee, for which the lessee pays rent.
第二百三十八条	Article 238.
融资租赁合同的内容包括租赁物名称、数量、规格、技术性能、检验方法、租赁期限、租金构成及其支付期限和方式、币种、租赁期间届满租赁物的归属等条款。	A financial leasing contract shall include clauses dealing with the name, quantity, specifications, technical functions, and methods of inspection of the leased goods, the period of the lease, composition of the rent as well as deadlines for rent payments and methods of payment, types of currency to be used, ownership of the leased goods upon the expiry of the lease period, etc.
融资租赁合同应当采用书面形式。	A financial leasing contract shall be in writing.
第二百三十九条	Article 239.
出租人根据承租人对出卖人、租赁物的选择订立的买卖合同，出卖人应当按照约定向承租人交付标的物，承租人享有与受领标的物有关的买受人的权利。	The lessor shall conclude a purchase and sales contract in accordance with the lessee's choices as to the seller and the leased goods, the seller shall deliver to the lessee the subject matter of the said contract as agreed, and the lessee shall enjoy the rights of a purchaser in relation to the receipt of subject matter.
第二百四十条	Article 240.
出租人、出卖人、承租人可以约定，出卖人不履行买卖合同义务的，由承租人行使索赔的权利。承	The lessor, seller and lessee may agree that if the seller does not perform its obligations under the purchase and sales contract, the right to claim compensation will be exercised by the lessee. Where the lessee exercises

租人行使索赔权利的，出租人应当协助。	the right to claim compensation, the lessor shall provide assistance.
第二百四十一条	Article 241.
出租人根据承租人对出卖人、租赁物的选择订立的买卖合同，未经承租人同意，出租人不得变更与承租人有关的合同内容。	With respect to the purchase and sales contract concluded by the lessor in accordance with the lessee's choices as to the seller and the leased goods to be purchased, the lessor shall not, without the consent of the lessee, alter any part of the contract which is of relevance to the lessee.
第二百四十二条	Article 242.
出租人享有租赁物的所有权。承租人破产的，租赁物不属于破产财产。	The lessor shall enjoy the ownership of the leased goods. If the lessor becomes bankrupt, the leased goods shall not be included as part of the bankruptcy property.
第二百四十三条	Article 243.
融资租赁合同的租金，除当事人另有约定的以外，应当根据购买租赁物的大部分或者全部成本以及出租人的合理利润确定。	In a financial leasing contract, except where the parties agree otherwise, rent shall be determined in accordance with the total cost or the majority of the cost of purchasing the leased goods and also on the basis that the lessor shall receive a reasonable profit.
第二百四十四条	Article 244.
租赁物不符合约定或者不符合使用目的的，出租人不承担责任，但承租人依赖出租人的技能确定租赁物或者出租人干预选择租赁物的除外。	Where the leased goods do not conform to the parties' agreement or are not suitable to be used as intended, the lessor shall not be responsible, unless the lessee relied on the lessor's technical skills when deciding upon the leased goods, or the lessor interfered with the lessee's choice of leased goods.
第二百四十五条	Article 245.
出租人应当保证承租人对租赁物的占有和使用。	The lessor shall provide guarantees as to the lessee's possession and use of the leased goods.
第二百四十六条	Article 246.
承租人占有租赁物期间，租赁物造成第三人的人身伤害或者财产损害的，出租人不承担责任。	The lessor shall not be liable for personal injury or damage to the property of a third party caused by the leased goods while the leased goods are in the possession of the lessee.
第二百四十七条	Article 247.
承租人应当妥善保管、使用租赁物。	The lessee shall take appropriate care and make proper use of the leased goods.
承租人应当履行占有租赁物期间的维修义务。	The lessee shall fulfil its obligation to carry out repairs while in possession of the leased goods.
第二百四十八条	Article 248.
承租人应当按照约定支付租金。承租人经催告后在合理期限内仍不支付租金的，出租人可以要求支付全部租金；也可以解除合同，收回租赁物。	The lessee shall make all rental payments as agreed. Where the lessee has still not paid rent within a reasonable period after being called upon to make the relevant payment, the lessor may demand that all the rent be paid; the lessor may also dissolve the contract, and recall the leased goods.
第二百四十九条	Article 249.
当事人约定租赁期间届满租赁物归承租人所有，承租人已经支付大部分租金，但无力支付剩余租金，出租人因此解除合同收回租赁物的，收回的租赁物的价值超过承租人欠付的租金以及其他费用的，承租人可以要求部分返还。	Where the parties have agreed that at the expiry of the lease period the leased goods shall be the property of the lessee, and the lessee has already paid most of the rent but is unable to pay the outstanding rent, and for this reason the lessor dissolves the contract and recalls the leased goods, then where the value of the leased goods recalled is greater than the amount of rent owed by the lessee plus other expenses, the lessee may demand that the money it has paid be returned in part.
第二百五十条	Article 250.
出租人和承租人可以约定租赁期间届满租赁物的归属。对租赁物的归属没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，租赁物的所有权归出租人。	The lessor and the lessee may come to an agreement as to ownership of the leased goods upon the expiry of the lease period. Where there has been no agreement or no clear agreement as to the ownership of the leased goods at the expiry of the lease period, and it is not possible to determine the issue in accordance with the provisions of Article 61 of this Law, the lessor shall own the leased goods.
第十五章 承揽合同	CHAPTER XV — WORK CONTRACTS
第二百五十一条	Article 251.
承揽合同是承揽人按照定作人的要求完成工作，交付工作成果，	A work contract is a contract under which a contractor completes work in accordance with the requirements of a party which places an order, delivers

定作人给付报酬的合同。	the fruits of the said labour, and for which the party that placed the order provides remuneration.
承揽包括加工、定作、修理、复制、测试、检验等工作。	"Work" here includes processing, work done to order, repairs, reproduction, testing, inspection, etc.
第二百五十二条	Article 252.
承揽合同的内容包括承揽的标的、数量、质量、报酬、承揽方式、材料的提供、履行期限、验收标准和方法等条款。	A work contract shall include clauses dealing with the subject matter, quantity and quality of the work contracted for, remuneration, contracting methods, the supply of materials, the period for performance, and standards and methods of examination and acceptance, etc.
第二百五十三条	Article 253.
承揽人应当以自己的设备、技术和劳力，完成主要工作，但当事人另有约定的除外。	The contractor shall complete all major work tasks with its own equipment, technology and labour, except where the parties agree otherwise.
承揽人将其承揽的主要工作交由第三人完成的，应当就该第三人完成的工作成果向定作人负责；未经定作人同意的，定作人也可以解除合同。	Where the contractor assigns a major work task under the contract to a third party for completion, the contractor shall bear responsibility to the party which has placed the order in relation to the results of the said work completed by the third party; where the party which has placed the order has not consented to the work being completed by a third party, the party which has placed the order may terminate the contract.
第二百五十四条	Article 254.
承揽人可以将其承揽的辅助工作交由第三人完成。承揽人将其承揽的辅助工作交由第三人完成的，应当就该第三人完成的工作成果向定作人负责。	The contractor may assign an auxiliary work task under the contract to a third party for completion. Where the contractor assigns an auxiliary work task under the contract to a third party for completion, the contractor shall bear responsibility to the party which has placed the order in relation to the results of the said work completed by the third party.
第二百五十五条	Article 255.
承揽人提供材料的，承揽人应当按照约定选用材料，并接受定作人检验。	Where the contractor supplies materials, the contractor shall select and use the said materials in the agreed manner, and shall submit to examination and acceptance procedures conducted by the party which has placed the order.
第二百五十六条	Article 256.
定作人提供材料的，定作人应当按照约定提供材料。承揽人对定作人提供的材料，应当及时检验，发现不符合约定时，应当及时通知定作人更换、补齐或者采取其他补救措施。	Where the party which has placed the order supplies materials, the said party shall supply the said materials in the agreed manner. The contractor shall promptly inspect the materials supplied by the party which has placed the order. If the contractor discovers that certain materials do not comply with the agreed specifications, the contractor shall promptly notify the party which has placed the order of the need to replace the materials, supply more materials or take other remedial measures.
承揽人不得擅自更换定作人提供的材料，不得更换不需要修理的零部件。	The contractor may not, of its own accord, replace materials supplied by the party which has placed the order, and may not replace components or parts which do not need to be repaired.
第二百五十七条	Article 257.
承揽人发现定作人提供的图纸或者技术要求不合理的，应当及时通知定作人。因定作人怠于答复等原因造成承揽人损失的，应当赔偿损失。	Where the contractor discovers that any drawings or technical requirements supplied by the party which has placed the order are unreasonable, the contractor shall promptly notify the said party. Where the contractor sustains losses because the said party is slow to reply or for some other reason, the said party shall provide compensation for the contractor's losses.
第二百五十八条	Article 258.
定作人中途变更承揽工作的要求，造成承揽人损失的，应当赔偿损失。	If the party which has placed the order alters its requirements in relation to the contracted work whilst the work is in progress, and the contractor suffers losses as a result, the said party shall provide compensation for the contractor's losses.
第二百五十九条	Article 259.
承揽工作需要定作人协助的，定作人有协助的义务。	Where the performance of the contracted work requires the assistance of the party which has placed the order, then the said party has an obligation to provide such assistance. Where, due to the said party's failure to meet its obligation to provide assistance, it is not possible to complete the contracted work, the contractor may call on the said party to fulfil its obligation within a reasonable period of time, and the contractor may also extend the deadline for performance. Where the party which has placed
定作人不履行协助义务致使承揽工作不能完成的，承揽人可以催告定作人在合理期限内履行义务，并可以顺延履行期限；定作人逾期	

不履行的，承揽人可以解除合同。	the order has not fulfilled its obligation to provide assistance within the period stipulated by the contractor, the contractor may dissolve the contract.
第二百六十条	Article 260.
承揽人在工作期间，应当接受定作人必要的监督检验。定作人不得因监督检验妨碍承揽人的正常工作。	The contractor is subject to the necessary supervision and inspection by the party which has placed the order for the duration of the work period. The said party, while undertaking its supervision and inspection, may not hinder the normal work of the contractor.
第二百六十一条	Article 261.
承揽人完成工作的，应当向定作人交付工作成果，并提交必要的技术资料和有关质量证明。定作人应当验收该工作成果。	Once the contractor has completed the work, it shall deliver the product to the party which has placed the order, and shall also deliver necessary technical materials and relevant quality certificates. The said party shall then inspect the product upon delivery.
第二百六十二条	Article 262.
承揽人交付的工作成果不符合质量要求的，定作人可以要求承揽人承担修理、重作、减少报酬、赔偿损失等违约责任。	Where the work product delivered by the contractor does not satisfy quality requirements, the party which has placed the order may demand that the contractor assumes its liability for breach of contract by repairing or reworking the work product, by reducing the remuneration or by providing compensation for losses sustained, etc.
第二百六十三条	Article 263.
定作人应当按照约定的期限支付报酬。对支付报酬的期限没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，定作人应当在承揽人交付工作成果时支付；工作成果部分交付的，定作人应当相应支付。	The party which has placed the order shall pay remuneration in accordance with the agreed deadlines. Where there has been no agreement, or no clear agreement, on the deadlines for the payment of remuneration, and the said deadlines cannot be determined by reference to the provisions of Article 61 of this Law, the said party shall pay remuneration at the time that the contractor delivers the work product; where the work product is only delivered in part, the said party shall pay a corresponding amount.
第二百六十四条	Article 264.
定作人未向承揽人支付报酬或者材料费等价款的，承揽人对完成的工作成果享有留置权，但当事人另有约定的除外。	Where the party which has placed the order has not made remuneration payments or payments of materials expenses, etc, to the contractor, the contractor shall enjoy a lien over the completed work product, except where the parties agree otherwise.
第二百六十五条	Article 265.
承揽人应当妥善保管定作人提供的材料以及完成的工作成果，因保管不善造成毁损、灭失的，应当承担损害赔偿责任。	The contractor shall take appropriate care of materials supplied by the party which has placed the order as well as of completed work product; where damage or loss occurs through a failure to take appropriate care, the contractor shall provide compensation for the losses sustained.
第二百六十六条	Article 266.
承揽人应当按照定作人的要求保守秘密，未经定作人许可，不得留存复制品或者技术资料。	The contractor shall maintain confidentiality as required by the party which has placed the order, and it may not retain replicas or technical materials in its possession without the consent of the party which has placed the order.
第二百六十七条	Article 267.
共同承揽人对定作人承担连带责任，但当事人另有约定的除外。	Joint contractors shall be jointly and severally liable to the party which has placed the order, except where the parties agree otherwise.
第二百六十八条	Article 268.
定作人可以随时解除承揽合同，造成承揽人损失的，应当赔偿损失。	The party which has placed the order may dissolve a work contract at any time, but the said party shall provide compensation for any losses sustained by the contractor as a result.
第十六章 建设工程合同	CHAPTER XVI — CONTRACTS FOR CONSTRUCTION PROJECTS
第二百六十九条	Article 269.
建设工程合同是承包人进行工程建设，发包人支付价款的合同。	A contract for a construction project is a contract under which a contractor completes a construction project, and the contract issuer makes a payment.
建设工程合同包括工程勘察、设计、施工合同。	Contracts for construction projects include contracts for surveying, design and building projects.
第二百七十条	Article 270.
建设工程合同应当采用书面形式。	A contract for a construction project shall be in writing.
第二百七十一条	Article 271.

<p>建设工程的招标投标活动，应当依照有关法律的规定公开、公平、公正进行。</p> <p>第二百七十二条</p>	<p>All activities relating to the invitation and submission of tenders for construction projects shall be conducted openly, fairly and impartially in accordance with the provisions of relevant laws.</p> <p>Article 272.</p>
<p>发包人可以与总承包人订立建设工程合同，也可以分别与勘察人、设计人、施工人订立勘察、设计、施工承包合同。发包人不得将应当由一个承包人完成的建设工程肢解成若干部分发包给几个承包人。</p> <p>总承包人或者勘察、设计、施工承包人经发包人同意，可以将自己承包的部分工作交由第三人完成。第三人就其完成的工作成果与总承包人或者勘察、设计、施工承包人向发包人承担连带责任。承包人不得将其承包的全部建设工程转包给第三人或者将其承包的全部建设工程肢解以后以分包的名义分别转包给第三人。禁止承包人将工程分包给不具备相应资质条件的单位。</p> <p>禁止分包单位将其承包的工程再分包。建设工程主体结构的施工必须由承包人自行完成。</p> <p>第二百七十三条</p>	<p>The contract issuer may conclude a contract for a construction project with a head contractor, and may also conclude separate surveying, design and building work contracts with surveyors, designers and builders. The contract issuer may not divide up a construction project that should be completed by one contractor into several parts to be issued to a number of contractors.</p> <p>The head contractor or the surveying, design or building contractor may, with the consent of the contract issuer, assign that part of the work which the said person has been contracted to complete to a third party for completion. The said third party shall be jointly and severally liable, along with the head contractor or the surveying, design or building contractor, to the contract issuer with respect to the product of the work it has completed. A contractor may not subcontract the entire contracted construction project to a third party, and may not divide up the whole contracted construction project into parts and then separately subcontract these parts to third parties.</p> <p>It is forbidden for the contractor to subcontract the project to units that do not possess the requisite professional qualifications. It is forbidden for a subcontracted unit to subcontract any projects it has itself been subcontracted to complete.</p> <p>The construction of the major structural elements of a construction project must be carried out by the contractor itself. The contractor itself must complete the construction of the main structure of the construction project.</p> <p>Article 273.</p>
<p>国家重大建设工程合同，应当按照国家规定的程序和国家批准的投资计划、可行性研究报告等文件订立。</p> <p>第二百七十四条</p>	<p>Contracts for significant state construction projects shall be concluded in accordance with stipulated state procedures as well as documents such as investment plans and feasibility studies ratified by the State, etc.</p> <p>Article 274.</p>
<p>勘察、设计合同的内容包括提交有关基础资料 and 文件（包括概预算）的期限、质量要求、费用以及其他协作条件等条款。</p> <p>第二百七十五条</p>	<p>Surveying and design contracts shall include clauses dealing with deadlines for the submission of relevant basic materials and documents (including budget proposals), quality requirements and expenses, as well as other conditions on cooperation, etc.</p> <p>Article 275.</p>
<p>施工合同的内容包括工程范围、建设工期、中间交工工程的开工和竣工时间、工程质量、工程造价、技术资料交付时间、材料和设备供应责任、拨款和结算、竣工验收、质量保修范围和质量保证期、双方相互协作等条款。</p> <p>第二百七十六条</p>	<p>Building contracts shall include clauses dealing with the scope of the project, the time limit for construction work, commencement and completion times for intermediary stages of the project, project quality and construction costs, the time for the delivery of technical materials, responsibility in relation to the supply of materials and equipment, the appropriation of funds and account settlement, examination and acceptance procedures upon the completion of work, the scope of quality guarantees and the length of quality guarantee periods, and mutual cooperation by the parties, etc.</p> <p>Article 276.</p>
<p>建设工程实行监理的，发包人应当与监理人采用书面形式订立委托监理合同。发包人与监理人的权利和义务以及法律责任，应当依照本法委托合同以及其他有关法律、行政法规的规定。</p> <p>第二百七十七条</p>	<p>Where supervision and management is carried out during a construction project, the contract issuer shall conclude a written contract with the supervisor authorising supervision and management. The rights, responsibilities and legal liability of the contract issuer and the supervisor shall be determined in accordance with the provisions of this Law relating to mandate contracts as well as the provisions of other relevant laws and administrative regulations.</p> <p>Article 277.</p>
<p>发包人在不妨碍承包人正常作业的情况下，可以随时对作业进度、质量进行检查。</p> <p>第二百七十八条</p>	<p>The contract issuer may at any time inspect the rate of progress and the quality of the work completed, provided there is no hindrance to the contractor's normal operations.</p> <p>Article 278.</p>

<p>隐蔽工程在隐蔽以前，承包人应当通知发包人检查。发包人没有及时检查的，承包人可以顺延工程日期，并有权要求赔偿停工、窝工等损失。</p>	<p>Prior to concealed construction work being covered over, the contractor shall notify the contract issuer in order to allow the contract issuer to inspect the work. If the contract issuer does not promptly conduct an inspection, the contractor may extend construction deadlines, and also has the right to demand compensation for losses arising from related work stoppages, and work delays, etc.</p>
<p>第二百七十九条</p>	<p>Article 279.</p>
<p>建设工程竣工后，发包人应当根据施工图纸及说明书、国家颁发的施工验收规范和质量检验标准及时进行验收。验收合格的，发包人应当按照约定支付价款，并接收该建设工程。</p>	<p>After a construction project is completed, the contract issuer shall promptly carry out an acceptance check in accordance with the construction drawings and explanatory documents, with the acceptance checking standards for construction work promulgated by the State, and with the quality inspection standards. Where the project conforms to the acceptance checking standards, the contract issuer shall make all payments as agreed, and shall accept the said construction project. After a construction project has been completed and has been found to conform to the acceptance checking standards, it may then be made available for use. If no acceptance check has been carried out or if the project does not conform to the said standards, the project may not be made available for use.</p>
<p>建设工程竣工经验收合格后，方可交付使用；未经验收或者验收不合格的，不得交付使用。</p>	<p>Article 280.</p>
<p>第二百八十条</p>	<p>Article 280.</p>
<p>勘察、设计的质量不符合要求或者未按照期限提交勘察、设计文件拖延工期，造成发包人损失的，勘察人、设计人应当继续完善勘察、设计，减收或者免收勘察、设计费并赔偿损失。</p>	<p>Where the contract issuer sustains losses because the quality of surveying or design work does not conform to required standards or the project construction period is extended due to a failure to lodge surveying or design documentation by the relevant deadlines, the surveyor or designer shall continue to improve the surveying and design, while surveying or design fees shall be reduced or waived and compensation shall be provided for the losses sustained.</p>
<p>第二百八十一条</p>	<p>Article 281.</p>
<p>因施工人的原因致使建设工程质量不符合约定的，发包人有权要求施工人在合理期限内无偿修理或者返工、改建。经过修理或者返工、改建后，造成逾期交付的，施工人应当承担违约责任。</p>	<p>Where the quality of the construction project does not conform to the parties' agreement due to reasons attributable to the builder, the contract issuer has the right to demand that the builder carries out repairs, does the work again or rebuilds the project free of charge and within a reasonable period of time. If the project is not made available until after the due date because repairs have occurred, the work has been redone or the project has been rebuilt, the builder shall be liable for breach of contract.</p>
<p>第二百八十二条</p>	<p>Article 282.</p>
<p>因承包人的原因致使建设工程在合理使用期限内造成人身和财产损害的，承包人应当承担损害赔偿责任。</p>	<p>Where personal injury or damage to property occurs due to reasons attributable to the contractor within a reasonable period after the construction project has been put into use, the contractor shall be liable to provide compensation for the losses sustained.</p>
<p>第二百八十三条</p>	<p>Article 283.</p>
<p>发包人未按照约定的时间和要求提供原材料、设备、场地、资金、技术资料的，承包人可以顺延工程日期，并有权要求赔偿停工、窝工等损失。</p>	<p>Where the contract issuer fails to provide raw materials, equipment, premises, funds or technical materials at the agreed time or in accordance with agreed requirements, the contractor may extend work deadlines, and also has the right to demand compensation for losses arising from related work stoppages, work delays, etc.</p>
<p>第二百八十四条</p>	<p>Article 284.</p>
<p>因发包人的原因致使工程中途停建、缓建的，发包人应当采取措施弥补或者减少损失，赔偿承包人因此造成的停工、窝工、倒运、机械设备调迁、材料和构件积压等损失和实际费用。</p>	<p>Where there are construction stoppages or delays whilst a project is in progress for reasons attributable to the contract issuer, the contract issuer shall take measures to make up for or minimise any losses, and shall compensate the contractor for any losses sustained in relation to work stoppages, work delays, the return of materials to the supplier, the shifting of machinery and equipment, overstocking of materials and components, etc, as well as any actual expenses incurred.</p>
<p>第二百八十五条</p>	<p>Article 285.</p>
<p>因发包人变更计划，提供的资料不准确，或者未按照期限提供必需的勘察、设计工作条件而造成勘察、设计的返工、停工或者修改设计，发包人应当按照勘察人、设计人实际消耗的工作量增付费用。</p>	<p>Where, as a result of the contract issuer changing relevant plans, materials not being correctly supplied, or the necessary conditions not existing to allow the completion of surveying or design work at the relevant times, it is necessary for surveying or design work to be redone, for surveying or design work to be halted, or for designs to be altered, the contract issuer shall pay additional fees in accordance with the amount of work actually completed by the surveyor or designer.</p>
<p>第二百八十六条</p>	<p>Article 286.</p>

<p>发包人未按照约定支付价款的，承包人可以催告发包人在合理期限内支付价款。发包人逾期不支付的，除按照建设工程的性质不宜折价、拍卖的以外，承包人可以与发包人协议将该工程折价，也可以申请人民法院将该工程依法拍卖。建设工程的价款就该工程折价或者拍卖的价款优先受偿。</p> <p>第二百八十七条</p>	<p>Where the contract issuer does not make payments as agreed, the contractor may call on the contract issuer to make the said payments within a reasonable period of time. Where the contract issuer has not made the said payments within the said period of time, then except where it is not appropriate to conduct a sale at a depreciated price or an auction, due to the nature of the construction project, the contractor may conclude an agreement with the contract issuer that the project be sold off, or may apply to the people's court for the said project to be auctioned in accordance with the law. With respect to all monies received in selling off or auctioning the said project, priority shall be given to using the monies to make the relevant payments on the construction project.</p> <p>Article 287.</p>
<p>本章没有规定的，适用承揽合同的有关规定。</p> <p>第十七章 运输合同</p> <p>第一节 一般规定</p> <p>第二百八十八条</p>	<p>Where this Chapter contains no relevant provisions on a certain issue, the relevant provisions relating to work contracts shall apply.</p> <p>CHAPTER XVII — TRANSPORT CONTRACTS</p> <p>Section 1 — General Provisions</p> <p>Article 288.</p>
<p>运输合同是承运人将旅客或者货物从起运地点运输到约定地点，旅客、托运人或者收货人支付票款或者运输费用的合同。</p> <p>第二百八十九条</p>	<p>A transport contract is a contract under which a carrier transports passengers or goods from the place of dispatch to an agreed place, and the passenger, consignor or consignee pays a fare or transport fee.</p> <p>Article 289.</p>
<p>从事公共运输的承运人不得拒绝旅客、托运人通常、合理的运输要求。</p> <p>第二百九十条</p>	<p>Carriers that operate public transport may not refuse normal and reasonable transport requests made by passengers or consignors.</p> <p>Article 290.</p>
<p>承运人应当在约定期间或者合理期间内将旅客、货物安全运输到约定地点。</p> <p>第二百九十一条</p>	<p>A carrier shall safely transport passengers and goods to the agreed place within the agreed period of time or within a reasonable time.</p> <p>Article 291.</p>
<p>承运人应当按照约定的或者通常的运输路线将旅客、货物运输到约定地点。</p> <p>第二百九十二条</p>	<p>A carrier shall transport the passengers and goods to the agreed place along the agreed or the normal transit route.</p> <p>Article 292.</p>
<p>旅客、托运人或者收货人应当支付票款或者运输费用。承运人未按照约定路线或者通常路线运输增加票款或者运输费用的，旅客、托运人或者收货人可以拒绝支付增加部分的票款或者运输费用。</p> <p>第二节 客运合同</p> <p>第二百九十三条</p>	<p>Passengers, consignors or consignees shall pay fares or transport fees. Where a carrier does not travel along the agreed or the normal route and it increases fares or transport fees, passengers, consignors or consignees may refuse to pay the additional part of the fare or the transport fee.</p> <p>Section 2 — Passenger Transport Contracts</p> <p>Article 293.</p>
<p>客运合同自承运人向旅客交付客票时成立，但当事人另有约定或者另有交易习惯的除外。</p> <p>第二百九十四条</p>	<p>A passenger transport contract is concluded from the time the carrier delivers to the passenger the passenger ticket, except where the parties agree otherwise or some other business practice exists.</p> <p>Article 294.</p>
<p>旅客应当持有效客票乘运。旅客无票乘运、超程乘运、越级乘运或者持失效客票乘运的，应当补交票款，承运人可以按照规定加收票款。旅客不交付票款的，承运人可以拒绝运输。</p> <p>第二百九十五条</p>	<p>A passenger must hold a valid ticket for the duration of the journey. Where a passenger travels without a ticket, travels a further distance or at a higher class than is permitted by the ticket, or travels with an invalid ticket, the passenger shall pay any extra amount owing, and the carrier may collect the extra amount in accordance with the provisions. Where a passenger does not pay the said amount, the carrier may refuse to transport the passenger.</p> <p>Article 295.</p>
<p>旅客因自己的原因不能按照客票记载的时间乘坐的，应当在约定的时间内办理退票或者变更手续。逾期办理的，承运人可以不退票款，并不再承担运输义务。</p> <p>第二百九十六条</p>	<p>Where a passenger, for his or her own reasons, cannot take his or her seat at the time recorded on the ticket, the passenger shall complete all refunding or ticket alteration procedures before the agreed deadline. Where the said procedures are completed after the agreed deadline, the carrier may refuse to refund the ticket, and will no longer be under any obligation to provide transportation.</p> <p>Article 296.</p>

旅客在运输中应当按照约定的限量携带行李。超过限量携带行李的，应当办理托运手续。 第二百九十七条	For the duration of the journey, passengers shall only carry luggage up to the agreed limit. Where luggage exceeds the relevant limits, the passenger shall complete procedures for the consignment of the luggage. Article 297.
旅客不得随身携带或者在行李中夹带易燃、易爆、有毒、有腐蚀性、有放射性以及有可能危及运输工具上人身和财产安全的危险物品或者其他违禁物品。	Passengers are forbidden to carry, on their person or concealed in their luggage, dangerous goods or other prohibited goods including inflammable, explosive, poisonous, corrosive or radioactive goods as well as goods that may pose a danger to the safety of persons and property on the relevant transport conveyance.
旅客违反前款规定的，承运人可以将违禁物品卸下、销毁或者送交有关部门。旅客坚持携带或者夹带违禁物品的，承运人应当拒绝运输。 第二百九十八条	If a passenger violates the provisions of the above paragraph, the carrier may remove or destroy the prohibited goods or send them to the relevant departments. If the passenger insists on carrying or smuggling the prohibited goods, the carrier shall refuse to transport the passenger. Article 298.
承运人应当向旅客及时告知有关不能正常运输的重要事由和运输应当注意的事项。 第二百九十九条	The carrier shall promptly notify passengers of any major reasons why normal transportation is not possible as well as safety considerations to which passengers should pay attention. Article 299.
承运人应当按照客票载明的时间和班次运输旅客。承运人迟延运输的，应当根据旅客的要求安排改乘其他班次或者退票。 第三百条	The carrier shall transport the passenger in accordance with the time and the voyage number, etc, recorded on the passenger's ticket. If the carrier delays transportation, it shall, as requested by the passenger, either arrange another flight, etc, for the passenger to change to, or refund the ticket. Article 300.
承运人擅自变更运输工具而降低服务标准的，应当根据旅客的要求退票或者减收票款；提高服务标准的，不应当加收票款。 第三百零一条	Where the carrier of its own accord changes the means of transportation provided and service standards are lowered, it shall refund the ticket or reduce the fare as requested by the passenger; where service standards are raised, the carrier shall not increase the fare. Article 301.
承运人在运输过程中，应当尽力救助患有急病、分娩、遇险的旅客。 第三百零二条	During the course of the journey, the carrier must make every effort to assist passengers who are afflicted with a serious illness, are in labour, or have met with a mishap. Article 302.
承运人应当对运输过程中旅客的伤亡承担赔偿责任，但伤亡是旅客自身健康原因造成的或者承运人证明伤亡是旅客故意、重大过失造成的除外。前款规定适用于按照规定免票、持优待票或者经承运人许可搭乘的无票旅客。 第三百零三条	The carrier shall be liable to provide compensatory damages with respect to any passenger deaths or injuries which occur in the course of the journey, except where the death or injury occurs due to reasons associated with the passenger's health or where the carrier proves that the death or injury was caused through the deliberate act or gross negligence of the passenger. The provisions of the previous paragraph shall apply to passengers without a ticket who have been permitted to travel free of charge in accordance with regulations, who hold preferential tickets or who have been approved to travel by the carrier. Article 303.
在运输过程中旅客自带物品毁损、灭失，承运人有过错的，应当承担赔偿责任。	Where goods carried by a passenger during a journey are damaged or lost, and there has been negligence on the part of the carrier, the carrier shall be liable to provide compensation for the losses sustained.
旅客托运的行李毁损、灭失的，适用货物运输的有关规定。 第三节 货运合同 第三百零四条	The relevant provisions relating to the transportation of goods shall apply with respect to damage to or loss of luggage which is consigned. Section 3 — Goods Transportation Contracts Article 304.
托运人办理货物运输，应当向承运人准确表明收货人的名称或者姓名或者凭指示的收货人，货物的名称、性质、重量、数量，收货地点等有关货物运输的必要情况。	A consignor who seeks to transport goods shall clearly and accurately declare to the carrier the name or title of the consignee or that it has been paid to order by the consignee, the name, nature, weight and quantity of the goods, the place to which the goods are to be delivered, and other matters relevant to the transportation of the goods.
因托运人申报不实或者遗漏重	Where the consignor's declaration is not accurate or important matters are

要情况，造成承运人损失的，托运人应当承担损害赔偿赔偿责任。 第三百零五条	omitted, and the carrier sustains losses as a result, the consignor shall be liable to provide compensatory damages. Article 305.
货物运输需要办理审批、检验等手续的，托运人应当将办理完有关手续的文件提交承运人。 第三百零六条	Where goods to be transported are subject to completion of procedures relating to examination, approval and inspection, etc, the consignor shall submit to the carrier all documentation relating to the completion of all relevant procedures. Article 306.
托运人应当按照约定的方式包装货物。对包装方式没有约定或者约定不明确的，适用本法第一百五十六条的规定。 第三百零七条	The consignor shall package the goods in accordance with agreed packaging methods. If there has been no agreement or no clear agreement on packaging methods, the provisions of Article 156 of this Law shall be applied. If the consignor violates the provisions of the preceding paragraph, the carrier may refuse to transport the goods. Article 307.
托运人违反前款规定的，承运人可以拒绝运输。 第三百零八条	Where the consignor consigns inflammable, explosive, poisonous, corrosive, radioactive or other dangerous goods, the consignor shall package the dangerous goods in an appropriate manner in accordance with state provisions relating to the transportation of dangerous goods, attach a dangerous goods mark and label, and shall submit to the carrier all written documentation relating to the name and nature of the dangerous goods as well as any precautionary measures that need to be taken. If the consignor violates the provisions of the preceding paragraph, the carrier may refuse to transport the goods, and may also adopt corresponding measures to prevent loss or damage; the cost of adopting these measures shall be borne by the consignor. Article 308.
在承运人将货物交付收货人之前，托运人可以要求承运人中止运输、返还货物、变更到达地或者将货物交给其他收货人，但应当赔偿承运人因此受到的损失。 第三百零九条	Before the carrier delivers the goods to the consignee, the consignor may demand that the carrier cancel the transportation, return the goods, change the destination or demand that the goods be delivered to some other consignee, but the consignor shall compensate the carrier for any losses sustained as a result. Article 309.
货物运输到达后，承运人知道收货人的，应当及时通知收货人，收货人应当及时提货。收货人逾期提货的，应当向承运人支付保管费等费用。 第三百一十条	After the goods have been transported to their destination, and once the carrier ascertains the identity of the consignee, the carrier shall promptly notify the consignee, and the consignee shall promptly collect the goods. If the consignee is late in collecting the goods, it shall pay any storage and other expenses incurred by the carrier. Article 310.
收货人提货时应当按照约定的期限检验货物。对检验货物的期限没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，应当在合理期限内检验货物。收货人在约定的期限或者合理期限内对货物的数量、毁损等未提出异议的，视为承运人已经按照运输单证的记载交付的初步证据。 第三百一十一条	When the consignee collects the goods it shall inspect the goods within the agreed time limits. Where there has been no agreement or no clear agreement as to the time limit for the inspection of the goods, and the said time limit cannot be determined by reference to the provisions of Article 61 of this Law, the goods shall be inspected within a reasonable period of time. Where the consignee has not raised any objections with respect to the quantity or condition of the goods, etc, within the agreed period or within a reasonable period of time, this shall be considered prima facie evidence that the carrier has delivered the goods in accordance with the details recorded in the transport receipts. Article 311.
承运人对运输过程中货物的毁损、灭失承担赔偿责任，但承运人证明货物的毁损、灭失是因不可抗力、货物本身的自然性质或者合理损耗以及托运人、收货人的过错造成的，不承担赔偿责任。 第三百一十二条	The carrier shall be liable to pay compensation for any losses sustained in relation to the damage to or loss of goods in transit, but where the carrier proves that the said damage or loss was due to force majeure, the nature of the goods themselves, or reasonable wear and tear, or was the fault of the consignor or consignee, the carrier shall not be liable to pay compensation for the losses. Article 312.
货物的毁损、灭失的赔偿额，当事人有约定的，按照其约定；没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，	If the parties have agreed on the total amount of compensation to be paid for damage to or loss of goods, they shall act according to their agreement. If there has been no agreement or no clear agreement, and the issue cannot be determined by reference to the provisions of Article 61 of

按照交付或者应当交付时货物到达地的市场价格计算。法律、行政法规对赔偿额的计算方法和赔偿限额另有规定的，依照其规定。	this Law, compensation shall be calculated in accordance with the market price of the goods at their intended destination at the time when they were delivered or ought to have been delivered. Where laws or administrative regulations provide otherwise with respect to calculation methods or limits on the amount of compensation, such provisions shall apply.
第三百一十三条	Article 313.
两个以上承运人以同一运输方式联运的，与托运人订立合同的承运人应当对全程运输承担责任。损失发生在某一运输区段的，与托运人订立合同的承运人和该区段的承运人承担连带责任。	Where two or more carriers provide multimodal transportation using the same means of transport, the carrier which concludes the contract with the consignor shall be liable with respect to the entire journey. Where loss is sustained on one particular section of the journey, the carrier which has concluded the contract with the consignor and the carrier operating on that particular leg shall be jointly and severally liable.
第三百一十四条	Article 314.
货物在运输过程中因不可抗力灭失，未收取运费的，承运人不得要求支付运费；已收取运费的，托运人可以要求返还。	Where goods are lost in transit due to force majeure, and the transport fee has not yet been collected, the carrier may not demand payment of the transport fee; if the transport fee has already been collected, the consignor may demand its return.
第三百一十五条	Article 315.
托运人或者收货人不支付运费、保管费以及其他运输费用的，承运人对相应的运输货物享有留置权，但当事人另有约定的除外。	If a consignor or consignee does not pay a transport fee, a storage fee or other related transportation expenses, the carrier shall enjoy a lien over the relevant transported goods, except where the parties agree otherwise.
第三百一十六条	Article 316.
收货人不明或者收货人无正当理由拒绝受领货物的，依照本法第一百零一条的规定，承运人可以提存货物。	If the identity of the consignee is not clear or the consignee refuses to take delivery of the goods without a legitimate reason, then in accordance with Article 101 of this Law, the carrier may lodge the goods.
第四节 多式联运合同	Section 4 — Multimodal Transport Contracts
第三百一十七条	Article 317.
多式联运经营人负责履行或者组织履行多式联运合同，对全程运输享有承运人的权利，承担承运人的义务。	A multimodal transport operator is responsible for performing or organising the performance of a multimodal transport contract, and enjoys the rights and bears the liability of a carrier with respect to the entire journey.
第三百一十八条	Article 318.
多式联运经营人可以与参加多式联运的各区段承运人就多式联运合同的各区段运输约定相互之间的责任，但该约定不影响多式联运经营人对全程运输承担的义务。	A multimodal transport operator may agree with the carrier participating in each section of a multimodal transport operation on the mutual liability with respect to transport on the relevant section under the multimodal transport contract. But such an agreement shall not affect the liability of the multimodal transport operator with respect to the entire journey.
第三百一十九条	Article 319.
多式联运经营人收到托运人交付的货物时，应当签发多式联运单据。按照托运人的要求，多式联运单据可以是可转让单据，也可以是不可转让单据。	When the multimodal transport operator receives goods delivered by the consignor, the operator shall sign and issue a multimodal transport document. The multimodal transport document may, as requested by the consignor, be either a negotiable instrument or an instrument which is not negotiable.
第三百二十条	Article 320.
因托运人托运货物时的过错造成多式联运经营人损失的，即使托运人已经转让多式联运单据，托运人仍然应当承担损害赔偿责任。	Where the multimodal transport operator sustains losses due to an error by the consignor when consigning the goods, the consignor shall be liable to provide compensation for any losses sustained, even if the consignor has transferred the multimodal transport document.
第三百二十一条	Article 321.
货物的毁损、灭失发生于多式联运的某一运输区段的，多式联运经营人的赔偿责任和责任限额，适用调整该区段运输方式的有关法律规定。货物毁损、灭失发生的运输区段不能确定的，依照本章规定承担损害赔偿责任。	Where damage to or loss of goods occurs during a particular section of a multimodal transport operation, the multimodal transport operator's liability to pay compensation and the limits of this liability are subject to the provisions of the relevant laws regulating the mode of transport in the said section. Where it is not possible to determine in which section the damage to or loss of goods has occurred, liability to pay compensation for losses sustained shall be borne in accordance with this Chapter.
第十八章 技术合同	CHAPTER XVIII — TECHNOLOGY CONTRACTS
第一节 一般规定	Section 1 — General Provisions
第三百二十二条	Article 322.

<p>技术合同是当事人就技术开发、转让、咨询或者服务订立的确立相互之间权利和义务的合同。</p> <p>第三百二十三条</p>	<p>A technology contract is a contract which establishes the mutual rights and obligations of the parties in relation to technology development, transfer, consultation or service.</p> <p>Article 323.</p>
<p>订立技术合同，应当有利于科学技术的进步，加速科学技术成果的转化、应用和推广。</p> <p>第三百二十四条</p>	<p>The conclusion of a technology contract shall be beneficial to scientific and technological progress, and shall accelerate the transformation, application and dissemination of the results of scientific and technical endeavour.</p> <p>Article 324.</p>
<p>技术合同的内容由当事人约定，一般包括以下条款：</p>	<p>The content of a technology contract shall be agreed upon by the parties, and shall generally include the following clauses:</p>
<p>(一) 项目名称；</p>	<p>(1) the name of the project;</p>
<p>(二) 标的的内容、范围和要求；</p>	<p>(2) the content, scope and the requirements of the subject matter of the contract;</p>
<p>(三) 履行的计划、进度、期限、地点、地域和方式；</p>	<p>(3) performance plans and schedules, the performance period, location and region, and methods of performance;</p>
<p>(四) 技术情报和资料的保密；</p>	<p>(4) the confidentiality of technical information and data;</p>
<p>(五) 风险责任的承担；</p>	<p>(5) liability for risks;</p>
<p>(六) 技术成果的归属和收益的分成办法；</p>	<p>(6) measures to allocate the ownership of, and the benefits to be derived from, the technical results;</p>
<p>(七) 验收标准和方法；</p>	<p>(7) the standards for and the method of inspection and acceptance;</p>
<p>(八) 价款、报酬或者使用费及其支付方式；</p>	<p>(8) payment, remuneration or usage fees and the method of payment;</p>
<p>(九) 违约金或者损失赔偿的计算方法；</p>	<p>(9) the method of calculating penalties for breach of contract or compensatory damages;</p>
<p>(十) 解决争议的方法；</p>	<p>(10) the method of dispute resolution; and</p>
<p>(十一) 名词和术语的解释。</p>	<p>(11) explanation of terms and technical phrases.</p>
<p>与履行合同有关的技术背景资料、可行性论证和技术评价报告、项目任务书和计划书、技术标准、技术规范、原始设计和工艺文件，以及其他技术文档，按照当事人的约定可以作为合同的组成部分。</p>	<p>Background technical data and proof of feasibility, technical evaluation reports, project task and planning documents, technical standards, technical specifications, original design and process documents, as well as other technical documents relevant to the performance of the contract, may all be integral parts of the contract as agreed by the parties.</p>
<p>技术合同涉及专利的，应当注明发明创造的名称、专利申请人和专利权人、申请日期、申请号、专利号以及专利权的有效期限。</p> <p>第三百二十五条</p>	<p>Where a technology contract makes reference to a patent, the contract shall clearly state the name of the invention/creation, the patent applicant and the patentee, the application date, application number, the patent number and the duration of the patent right.</p> <p>Article 325.</p>
<p>技术合同价款、报酬或者使用费的支付方式由当事人约定，可以采取一次总算、一次总付或者一次总算、分期支付，也可以采取提成支付或者提成支付附加预付入门费的方式。</p>	<p>The parties shall agree on the method of payment with respect to price, remuneration and usage fees. The parties may adopt the method of lump sum calculation and lump sum payment or the method of lump sum calculation and periodical payment, or may also adopt a payment method involving paying a royalty, or paying a royalty and an initial fee.</p>
<p>约定提成支付的，可以按照产品价格、实施专利和使用技术秘密后新增的产值、利润或者产品销售额的一定比例提成，也可以按照约定的其他方式计算。提成支付的比例可以采取固定比例、逐年递增比例或者逐年递减比例。约定提成支付的，当事人应当在合同中约定查阅有关会计账目的办法。</p> <p>第三百二十六条</p>	<p>Where it is agreed that one party will pay a royalty, the said amount may be calculated according to a fixed percentage of the product's price, of any increase in output or profits following the exploitation of the patent or the use of the technical secrets, or of the total volume of product sales, or according to some other agreed method. The said party may pay a set percentage of the relevant amount, or the percentage may increase or decrease progressively from year to year.</p> <p>Where it is agreed that a party is to pay a royalty, the parties shall agree in the contract on measures to inspect relevant accounts.</p> <p>Article 326.</p>

<p>职务技术成果的使用权、转让权属于法人或者其他组织的，法人或者其他组织可以就该项职务技术成果订立技术合同。法人或者其他组织应当从使用和转让该项职务技术成果所取得的收益中提取一定比例，对完成该项职务技术成果的个人给予奖励或者报酬。法人或者其他组织订立技术合同转让职务技术成果时，职务技术成果的完成人享有以同等条件优先受让的权利。</p>	<p>Where the use rights and transfer rights in relation to occupational technical results belong to a legal person or some other organisation, the said legal person or other organisation may conclude technology contracts in relation to the said results. The legal person or other organisation should retain a certain proportion of the benefits obtained from the use or transfer of the said results, and use this money to provide rewards or remuneration to individuals responsible for achieving the said occupational technical results. When the legal person or other organisation wishes to conclude a technology contract for the transfer of the said occupational technical results, an individual responsible for achieving the results shall enjoy a priority right to be the transferee of the said results on equal terms.</p>
<p>职务技术成果是执行法人或者其他组织的工作任务，或者主要是利用法人或者其他组织的物质技术条件所完成的技术成果。</p> <p>第三百二十七条</p>	<p>An occupational technical result is a technical result completed in the course of carrying out work for a legal person or other organisation, or completed primarily through the use of the technical facilities of the legal person or other organisation.</p> <p>Article 327.</p>
<p>非职务技术成果的使用权、转让权属于完成技术成果的个人，完成技术成果的个人可以就该项非职务技术成果订立技术合同。</p> <p>第三百二十八条</p>	<p>Where the use rights and transfer rights in relation to non-occupational technical results belong to the individual responsible for achieving the said technical results, individuals responsible for achieving the technical results may conclude technology contracts in relation to the said non-occupational technical results.</p> <p>Article 328.</p>
<p>完成技术成果的个人有在有关技术成果文件上写明自己是技术成果完成者的权利和取得荣誉证书、奖励的权利。</p> <p>第三百二十九条</p>	<p>An individual responsible for achieving technical results shall have the right to clearly declare on documents relating to the technical results that he or she is the person responsible for them, and shall have the right to obtain an honorary certificate and to receive a reward.</p> <p>Article 329.</p>
<p>非法垄断技术、妨碍技术进步或者侵害他人技术成果的技术合同无效。</p> <p>第二节 技术开发合同</p> <p>第三百三十条</p>	<p>Technology contracts that monopolise technology, hinder technological development or infringe the technical results of other persons shall be invalid.</p> <p>Section 2 — Technology Development Contracts</p> <p>Article 330.</p>
<p>技术开发合同是指当事人之间就新技术、新产品、新工艺或者新材料及其系统的研究开发所订立的合同。</p> <p>技术开发合同包括委托开发合同和合作开发合同。</p> <p>技术开发合同应当采用书面形式。</p> <p>当事人之间就具有产业应用价值的科技成果实施转化订立的合同，参照技术开发合同的规定。</p> <p>第三百三十一条</p>	<p>Technology development contracts are contracts concluded between parties in relation to research and development into new technology, new products, new processes, new materials and relevant systems.</p> <p>Technology development contracts include commission development contracts and cooperative development contracts.</p> <p>Technology development contracts shall be in writing.</p> <p>Where parties conclude contracts for the exploitation and transformation of scientific and technical results with the value of industrial applications, the provisions on technology development contracts shall be consulted.</p> <p>Article 331.</p>
<p>委托开发合同的委托人应当按照约定支付研究开发经费和报酬；提供技术资料、原始数据；完成协作事项；接受研究开发成果。</p> <p>第三百三十二条</p>	<p>The commissioning party to a commission development contract shall, as agreed, pay research and development fees and remuneration; provide technical material and original data; make its contribution to the completion of all cooperative tasks; and accept the results of the research and development.</p> <p>Article 332.</p>
<p>委托开发合同的研究开发人应当按照约定制定和实施研究开发计划；合理使用研究开发经费；按期完成研究开发工作，交付研究开发成果，提供有关的技术资料和必要的技术指导，帮助委托人掌握研究开发成果。</p> <p>第三百三十三条</p>	<p>The party undertaking research and development under a commission development contract shall, as agreed, formulate and implement a research and development plan; make reasonable use of funds for research and development; complete research and development work on time, deliver the results of the research and development, supply relevant technical data and necessary technical guidance, and assist the commissioning party to gain an understanding of the results of the research and development.</p> <p>Article 333.</p>
<p>委托人违反约定造成研究开发</p>	<p>If the commissioning party violates the parties' agreement, thereby</p>

工作停滞、延误或者失败的，应当承担违约责任。	interrupting the research and development, delaying it, or causing it to fail, the commissioning party shall be liable for breach of contract.
第三百三十四条	Article 334.
研究开发人违反约定造成研究工作停滞、延误或者失败的，应当承担违约责任。	If the party undertaking research and development violates the parties' agreement, thereby interrupting the research and development, delaying it, or causing it to fail, the party undertaking research and development shall be liable for breach of contract.
第三百三十五条	Article 335.
合作开发合同的当事人应当按照约定进行投资，包括以技术进行投资；分工参与研究开发工作；协作配合研究开发工作。	Parties to a cooperative development contract shall make investment contributions as agreed, including the use of technology as an investment; participate in research and development according to the division of the work; and work together to coordinate the research and development.
第三百三十六条	Article 336.
合作开发合同的当事人违反约定造成研究工作停滞、延误或者失败的，应当承担违约责任。	Where a party to a cooperative development contract violates the parties' agreement, thereby interrupting the research and development, delaying it, or causing it to fail, the said party shall be liable for breach of contract.
第三百三十七条	Article 337.
因作为技术开发合同标的的技术已经由他人公开，致使技术开发合同的履行没有意义的，当事人可以解除合同。	Where the technology which is the subject matter of a technology development contract has already been made public by some other person, with the result that the performance of the technology development contract has become meaningless, the parties may dissolve the contract.
第三百三十八条	Article 338.
在技术开发合同履行过程中，因出现无法克服的技术困难，致使研究开发失败或者部分失败的，该风险责任由当事人约定。没有约定或者约定不明	The parties shall agree on liability for risks associated with the complete or partial failure of a research and development project resulting from insurmountable technical difficulties during the performance of a technology development contract. Where there has been no agreement or no clear agreement on liability for risk, and the issue cannot be determined by reference to the provisions of Article 61 of this Law, the parties shall each bear a reasonable share of the liability.
确，依照本法第六十一条的规定仍不能确定的，风险责任由当事人合理分担。	If one of the parties discovers circumstances of the kind mentioned in the previous paragraph, which will probably lead to the complete or partial failure of a research and development project, the party shall promptly notify all other parties and adopt appropriate measures to reduce the loss. If the said party fails to notify the other parties and fails to adopt appropriate measures, and the loss is increased as a result, the said party shall bear liability for the additional loss.
当事人一方发现前款规定的可能致使研究开发失败或者部分失败的情形时，应当及时通知另一方并采取适当措施减少损失。没有及时通知并采取适当措施，致使损失扩大的，应当就扩大的损失承担责任。	
第三百三十九条	Article 339.
委托开发完成的发明创造，除当事人另有约定的以外，申请专利的权利属于研究开发人。	The right to apply for a patent with respect to an invention/creation arising from completed commissioned development projects shall belong to the party which has undertaken the research and development, except where the parties agree otherwise. If the party which has undertaken the research and development obtains a patent right, the commissioning party may exploit the said patent free of charge.
研究开发人取得专利权的，委托人可以免费实施该专利。研究开发人转让专利申请权的，委托人享有以同等条件优先受让的权利。	Where the party which has undertaken the research and development seeks to transfer its patent application right, the commissioning party has a priority right to be the transferee of the patent application right on equal terms.
第三百四十条	Article 340.
合作开发完成的发明创造，除当事人另有约定的以外，申请专利的权利属于合作开发的当事人共有。当事人一方转让其共有的专利申请权的，其他各方享有以同等条件优先受让的权利。	The right to apply for a patent with respect to an invention/creation arising from completed cooperative development projects shall belong jointly to the parties to the cooperative development project, except where the parties agree otherwise. If one of the parties seeks to transfer its jointly held patent application right, each of the other parties has a priority right to be the transferee of the patent application right on equal terms.
合作开发的当事人一方声明放弃其共有的专利申请权的，可以由另一方单独申请或者由其他各方共同申请。申请人取得专利权的，放	If one of the parties to the cooperative development declares that it is abandoning its jointly held patent application right, the other party may apply for the patent on its own or the other parties may jointly apply for the patent. Where the applicant obtains a patent right, the party which

<p>弃专利申请权的一方可以免费实施该专利。合作开发的当事人一方不同意申请专利的，另一方或者其他各方不得申请专利。</p>	<p>gave up its patent application right may exploit the said patent free of charge.</p>
<p>第三百四十一条</p>	<p>Where one of the parties to the cooperative development does not consent to the filing of a patent application, the other party or parties may not file the patent application. Article 341.</p>
<p>委托开发或者合作开发完成的技术秘密成果的使用权、转让权以及利益的分配办法，由当事人约定。没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，当事人均有使用和转让的权利，但委托开发的研究开发人不得在向委托人交付研究开发成果之前，将研究开发成果转让给第三人。</p>	<p>The parties shall agree on methods for the allocation of use rights, transfer rights and profits with respect to any secret technical results from completed commissioned development projects or cooperative development projects. Where there has been no agreement or no clear agreement on allocation methods, and the issue cannot be determined by reference to the provisions of Article 61 of this Law, all the parties shall enjoy use and transfer rights, but the party which has undertaken research and development on a commissioned development project may not transfer the results of the research and development to a third party prior to handing the said results over to the commissioning party.</p>
<p>第三节 技术转让合同 第三百四十二条</p>	<p>Section 3 — Technology Transfer Contracts Article 342.</p>
<p>技术转让合同包括专利权转让、专利申请权转让、技术秘密转让、专利实施许可合同。</p>	<p>Technology transfer contracts include contracts for the transfer of patent rights, patent application rights, technical secrets and patent exploitation licences.</p>
<p>技术转让合同应当采用书面形式。</p>	<p>Technology transfer contracts shall be in writing.</p>
<p>第三百四十三条</p>	<p>Article 343.</p>
<p>技术转让合同可以约定让与人和受让人实施专利或者使用技术秘密的范围，但不得限制技术竞争和技术发展。</p>	<p>In a technology transfer contract the transferor and the transferee may agree on the scope within which a patent may be exploited or technical secrets may be used, but it is not permitted to restrict technological competition or technological development.</p>
<p>第三百四十四条</p>	<p>Article 344.</p>
<p>专利实施许可合同只在该专利权的存续期间内有效。专利权有效期限届满或者专利权被宣布无效的，专利权人不得就该专利与他人订立专利实施许可合同。</p>	<p>Contracts relating to licences for the exploitation of patents shall only have effect for the valid period of the patent right. A person holding a patent right may not conclude a contract with another person relating to a licence for the exploitation of the patent after the patent has expired or has been declared invalid.</p>
<p>第三百四十五条</p>	<p>Article 345.</p>
<p>专利实施许可合同的让与人应当按照约定许可受让人实施专利，交付实施专利有关的技术资料，提供必要的技术指导。</p>	<p>The transferor under a contract relating to a licence for the exploitation of a patent shall, as agreed by the parties, license the transferee to exploit the patent, deliver all technical data relating to the exploitation of the patent, and provide all relevant technical guidance.</p>
<p>第三百四十六条</p>	<p>Article 346.</p>
<p>专利实施许可合同的受让人应当按照约定实施专利，不得许可约定以外的第三人实施该专利；并按照约定支付使用费。</p>	<p>The transferee under a contract relating to a licence for the exploitation of a patent shall exploit the patent as agreed by the parties, and may not allow a third party who is not party to the agreement to exploit the patent; the transferee shall also pay licence fees as agreed.</p>
<p>第三百四十七条</p>	<p>Article 347.</p>
<p>技术秘密转让合同的让与人应当按照约定提供技术资料，进行技术指导，保证技术的实用性、可靠性，承担保密义务。</p>	<p>The transferor under a contract for the transfer of technical secrets shall, as agreed by the parties, supply technical data, provide technical guidance, guarantee the utility and reliability of the technology, and undertake an obligation of confidentiality.</p>
<p>第三百四十八条</p>	<p>Article 348.</p>
<p>技术秘密转让合同的受让人应当按照约定使用技术，支付使用费，承担保密义务。</p>	<p>The transferee under a contract for the transfer of technical secrets shall, as agreed by the parties, use the technology, pay usage fees, and undertake an obligation of confidentiality.</p>
<p>第三百四十九条</p>	<p>Article 349.</p>
<p>技术转让合同的让与人应当保证自己是所提供的技术的合法拥有者，并保证所提供的技术完整、无误、有效，能够达到约定的目标。</p>	<p>The transferor under a technology transfer contract shall guarantee that it is itself the legal owner of all the technology supplied, and shall guarantee that all the technology supplied is complete, without defects, effective, and is capable of achieving the agreed objectives.</p>
<p>第三百五十条</p>	<p>Article 350.</p>

技术转让合同的受让人应当按照约定的范围和期限，对让与人提供的技术中尚未公开的秘密部分，承担保密义务。

第三百五十一条

让与人未按照约定转让技术的，应当返还部分或者全部使用费，并应当承担违约责任；实施专利或者使用技术秘密超越约定的范围的，违反约定擅自许可第三人实施该项专利或者使用该项技术秘密的，应当停止违约行为，承担违约责任；违反约定的保密义务的，应当承担违约责任。

第三百五十二条

受让人未按照约定支付使用费的，应当补交使用费并按照约定支付违约金；不补交使用费或者支付违约金的，应当停止实施专利或者使用技术秘密，交还技术资料，承担违约责任；实施专利或者使用技术秘密超越约定的范围的，未经让与人同意擅自许可第三人实施该专利或者使用该技术秘密的，应当停止违约行为，承担违约责任；违反约定的保密义务的，应当承担违约责任。

第三百五十三条

受让人按照约定实施专利、使用技术秘密侵害他人合法权益的，由让与人承担责任，但当事人另有约定的除外。

第三百五十四条

当事人可以按照互利的原则，在技术转让合同中约定实施专利、使用技术秘密后续改进的技术成果的分享办法。没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，一方后续改进的技术成果，其他各方无权分享。

第三百五十五条

法律、行政法规对技术进出口合同或者专利、专利申请合同另有规定的，依照其规定。

第四节 技术咨询合同和技术服务合同

第三百五十六条

技术咨询合同包括就特定技术项目提供可行性论证、技术预测、专题技术调查、分析评价报告等合同。

技术服务合同是指当事人一方以技术知识为另一方解决特定技术问题所订立的合同，不包括建设工程合同和承揽合同。

第三百五十七条

技术咨询合同的委托人应当按照约定阐明咨询的问题，提供技术背景材料及有关技术资料、数据；

The transferee under a technology transfer contract shall, with regard to the agreed scope and for the agreed period, maintain confidentiality concerning those elements of the technology supplied by the transferor which are secret and have not been made public.

Article 351.

Where the transferor does not transfer the technology as agreed, it shall refund usage fees wholly or in part, and shall be liable for breach of contract; where the transferor exploits a patent or a technical secret beyond the scope of what the parties have agreed, or, of its own accord, licenses a third party to exploit the said patent or use the said technical secrets in violation of their agreement, the transferor shall desist from the breach of contract, and shall be liable for the said breach. Where the transferor violates its agreed obligation of confidentiality, it shall be liable for breach of contract.

Article 352.

Where the transferee fails to pay a usage fee as agreed, the transferee shall pay the outstanding usage fee and shall pay a penalty for breach of contract in accordance with the parties' agreement. Where the transferee fails to pay the outstanding usage fee or the penalty for breach of contract, the transferee shall cease to exploit any patents or use any technical secrets, it shall return all technical data, and it shall be liable for breach of contract. Where the transferee exploits a patent or uses a technical secret beyond the scope of what the parties have agreed, or, of its own accord and without the consent of the transferor, licenses a third party to exploit the said patent or use the said technical secret in violation of their agreement, the transferee shall desist from the breach of contract, and shall be liable for the breach. Where the transferee violates its agreed obligation of confidentiality, it shall be liable for breach of contract.

Article 353.

Where the transferee infringes the lawful rights and interests of a third party in the course of exploiting a patent or using technical secrets as agreed by the parties, liability shall be borne by the transferor, except where the parties agree otherwise.

Article 354.

The parties may, in accordance with the principle of mutual benefit, agree that the technology transfer contract shall contain measures providing for the shared enjoyment of subsequent technological improvements obtained through the exploitation of a patent or the use of technical secrets. Where there has been no agreement or no clear agreement on the said measures, and the issue cannot be determined by reference to the provisions of Article 61 of this Law, then other parties shall not have the right to share in the enjoyment of subsequent technological improvements obtained by one party.

Article 355.

Where laws and administrative regulations provide otherwise with respect to contracts for the import and export of technology or contracts relating to patents and patent applications, such provisions shall be followed.

Section 4 — Technical Consultancy Contracts and Technical Services Contracts

Article 356.

Technical consultancy contracts include contracts for the provision of feasibility studies, calculations and forecasts relating to technology, investigations into specific technology, and analytical and evaluative reports related to specific technical projects.

A technical services contract is a contract under which one of the contracting parties uses its technical expertise to resolve a particular technical problem faced by the other party, but technical services contracts do not include contracts for construction projects and work contracts.

Article 357.

The commissioning party under a technical consultancy contract shall, in accordance with the parties' agreement, clearly state the problem that is the subject of the consultancy, provide technical background material and

接受受托人的工作成果，支付报酬。	relevant technical material and data, accept the work results produced by the commissioned party and pay remuneration.
第三百五十八条	Article 358.
技术咨询合同的受托人应当按照约定的期限完成咨询报告或者解答问题；提出的咨询报告应当达到约定的要求。	The commissioned party under a technical consultancy contract shall, within the agreed period of time, complete a consultancy report or provide answers to any questions posed; the submitted consultancy report shall meet agreed requirements.
第三百五十九条	Article 359.
技术咨询合同的委托人未按照约定提供必要的资料和数据，影响工作进度和质量，不接受或者逾期接受工作成果的，支付的报酬不得追回，未支付的报酬应当支付。	Where the commissioning party under a technical consultancy contract fails to provide necessary materials and data as agreed, thereby affecting the progress and quality of the work, and the commissioning party then refuses to accept or is late in accepting the results of the work, any remuneration paid by the commissioning party may not be retrieved, and any unpaid remuneration shall be paid.
技术咨询合同的受托人未按期提出咨询报告或者提出的咨询报告不符合约定的，应当承担减收或者免收报酬等违约责任。	Where the commissioned party under a technical consultancy contract fails to provide the consultancy report on schedule or the technical consultancy report submitted does not satisfy agreed criteria, the said party shall receive a reduced remuneration, or no remuneration, and shall bear other liability for breach of contract.
技术咨询合同的委托人按照受托人符合约定要求的咨询报告和意见作出决策所造成的损失，由委托人承担，但当事人另有约定的除外。	Except where the parties agree otherwise, the commissioning party to a technical consultancy contract shall be liable for any losses it sustains through its implementation of policies and strategies which are based on a technical consultancy report or opinions which have been prepared by the commissioned party in a manner agreed on by the parties.
第三百六十条	Article 360.
技术服务合同的委托人应当按照约定提供工作条件，完成配合事项；接受工作成果并支付报酬。	The commissioning party to a technical services contract shall provide the agreed working conditions and complete tasks aimed at facilitating cooperation and coordination; the commissioning party shall also accept work results and pay remuneration.
第三百六十一条	Article 361.
技术服务合同的受托人应当按照约定完成服务项目，解决技术问题，保证工作质量，并传授解决技术问题的知识。	The commissioned party to a technical services contract shall, as agreed by the parties, complete all service tasks, resolve technical problems, provide guarantees of work quality, and pass on the expertise used to resolve the technical problems.
第三百六十二条	Article 362.
技术服务合同的委托人不履行合同义务或者履行合同义务不符合约定，影响工作进度和质量，不接受或者逾期接受工作成果的，支付的报酬不得追回，未支付的报酬应当支付。	Where the commissioning party to a technical services contract fails to perform its contractual obligations, or does not perform its contractual obligations in the agreed manner, and where this affects work progress and quality, and the commissioning party then refuses to accept or is late in accepting the work results, any remuneration paid by the commissioning party may not be retrieved, and any unpaid remuneration shall be paid.
技术服务合同的受托人未按照合同约定完成服务工作的，应当承担免收报酬等违约责任。	Where the commissioned party to a technical services contract fails to complete all services tasks as agreed in the contract, it shall receive a reduced remuneration, or no remuneration, and other civil liability for breach of contract.
第三百六十三条	Article 363.
在技术咨询合同、技术服务合同履行过程中，受托人利用委托人提供的技术资料和工作条件完成的新的技术成果，属于受托人。委托人利用受托人的工作成果完成的新的技术成果，属于委托人。当事人另有约定的，按照其约定。	Any new technical results achieved by the commissioned party in the course of performing a technical consultancy or technical services contract, and achieved through the use of technical background materials and working conditions provided by the commissioning party, shall belong to the commissioned party. Any new technical results achieved by the commissioning party through the use of the work products of the commissioned party shall belong to the commissioning party. Where the parties agree otherwise, their agreement shall be followed.
第三百六十四条	Article 364.
法律、行政法规对技术中介合同、技术培训合同另有规定的，依照其规定。	Where laws and administrative regulations provide otherwise with respect to contracts for the provision of intermediary services in relation to technology and technical training contracts, such provisions shall be followed.
第十九章 保管合同	CHAPTER XIX — STORAGE CONTRACTS
第三百六十五条	Article 365.

保管合同是保管人保管寄存人交付的保管物，并返还该物的合同。 第三百六十六条	A storage contract is a contract under which the custodian takes custody of the custodial goods delivered by the depositor, and subsequently returns the said goods to the depositor. Article 366.
寄存人应当按照约定向保管人支付保管费。	The depositor shall pay custody fees to the custodian as agreed by the parties.
当事人对保管费没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，保管是无偿的。 第三百六十七条	If the parties have not agreed, or have not come to a clear agreement, on the payment of custody fees, and the issue cannot be determined by reference to the provisions of Article 61 of this Law, custody shall be free of charge. Article 367.
保管合同自保管物交付时成立，但当事人另有约定的除外。 第三百六十八条	The storage contract is concluded from the time the custodial goods are delivered, except where the parties agree otherwise. Article 368.
寄存人向保管人交付保管物的，保管人应当给付保管凭证，但另有交易习惯的除外。 第三百六十九条	When the depositor delivers the custodial goods to the custodian, the custodian shall provide a custody receipt, except where some other business practice exists. Article 369.
保管人应当妥善保管保管物。	The custodian shall take custody of the custodial goods in an appropriate way.
当事人可以约定保管场所或者方法。除紧急情况或者为了维护寄存人利益的以外，不得擅自改变保管场所或者方法。 第三百七十条	The parties may agree on the custodial location or custodial methods. The custodian may not change the custodial location or custodial methods, except in emergency situations or where the change is made to safeguard the depositor's interests. Article 370.
寄存人交付的保管物有瑕疵或者按照保管物的性质需要采取特殊保管措施的，寄存人应当将有关情况告知保管人。寄存人未告知，致使保管物受损失的，保管人不承担损害赔偿责任；保管人因此受损失的，除保管人知道或者应当知道并且未采取补救措施的以外，寄存人应当承担损害赔偿责任。 第三百七十一条	Where there are defects in the custodial goods delivered by the depositor or it is necessary to adopt special custodial methods due to the nature of the custodial goods, the depositor shall inform the custodian of the relevant circumstances. If the depositor fails to provide notification, and there is damage to the custodial goods as a result, the custodian shall not be liable to provide compensation for the losses sustained; if the custodian sustains losses as a result of the depositor's failure to provide notification, except where the custodian knows or ought to know of the relevant circumstances and fails to adopt remedial measures, the depositor shall be liable to provide compensation for the losses sustained by the custodian. Article 371.
保管人不得将保管物转交第三人保管，但当事人另有约定的除外。	The custodian shall not transfer the custodial goods into the custody of a third party, except where the parties agree otherwise.
保管人违反前款规定，将保管物转交第三人保管，对保管物造成损失的，应当承担损害赔偿责任。 第三百七十二条	If the custodian, in violation of the provisions of the preceding paragraph, transfers the custodial goods to a third party for custody, the custodian shall be liable to provide compensation for any damage to the custodial goods. Article 372.
保管人不得使用或者许可第三人使用保管物，但当事人另有约定的除外。 第三百七十三条	The custodian shall not use the custodial goods or license a third party to use the custodial goods, except where the parties to the contract agree otherwise. Article 373.
第三人对保管物主张权利的，除依法对保管物采取保全或者执行的以外，保管人应当履行向寄存人返还保管物的义务。	If a third party claims an interest in the custodial goods, then, except where, in accordance with the law, the third party has adopted preservation measures or measures for the enforcement of a court order, the custodian shall perform its obligation of returning the custodial goods to the depositor.
第三人对保管人提起诉讼或者对保管物申请扣押的，保管人应当及时通知寄存人。 第三百七十四条	Where a third party files a lawsuit against the custodian or applies for the custodial goods to be impounded, the custodian shall promptly notify the depositor. Article 374.
保管期间，因保管人保管不善	Where there is loss or damage to the custodial goods during the custody

造成保管物毁损、灭失的，保管人应当承担损害赔偿责任，但保管是无偿的，保管人证明自己没有重大过失的，不承担损害赔偿责任。

第三百七十五条

period due to the poor custodianship of the custodian, the custodian shall be liable to provide compensation for the losses sustained, but where the custodianship is free of charge, and the custodian proves that it has not been seriously at fault, it shall not be liable to provide compensation for the losses sustained.

Article 375.

寄存人寄存货币、有价证券或者其他贵重物品的，应当向保管人声明，由保管人验收或者封存。寄存人未声明的，该物品毁损、灭失后，保管人可以按照一般物品予以赔偿。

第三百七十六条

Where the depositor deposits money, valuable securities or other valuable goods, it shall make a declaration to the custodian to this effect, and the custodian shall examine and accept the goods or seal up the goods for safekeeping. If the depositor fails to make the relevant declaration, then upon the said goods being damaged or lost, the custodian may provide compensation on the basis that the goods are ordinary goods.

Article 376.

寄存人可以随时领取保管物。

The depositor may collect the custodial goods at any time.

当事人对保管期间没有约定或者约定不明确的，保管人可以随时要求寄存人领取保管物；约定保管期间的，保管人无特别事由，不得要求寄存人提前领取保管物。

第三百七十七条

Where the parties have not agreed or have not come to a clear agreement on the custody period, the custodian may at any time demand that the depositor collect the custodial goods; where the parties have agreed on a custody period, then in the absence of special circumstances, the custodian may not demand that the depositor collect the goods in advance.

Article 377.

保管期间届满或者寄存人提前领取保管物的，保管人应当将原物及其孳息归还寄存人。

第三百七十八条

At the expiry of the custody period or when the depositor seeks to collect the custodial goods in advance, the custodian shall return the original custodial goods, as well as any interest accrued on the goods, to the depositor.

Article 378.

保管人保管货币的，可以返还相同种类、数量的货币。保管其他可替代物的，可以按照约定返还相同种类、品质、数量的物品。

第三百七十九条

Where the custodian takes custody of money, it may return to the depositor currency of the same denomination and the same amount. Where the custodian takes custody of other exchangeable goods, the custodian may return to the depositor goods of a similar type, quality and quantity, in accordance with the parties' agreement.

Article 379.

有偿的保管合同，寄存人应当按照约定的期限向保管人支付保管费。当事人对支付期限没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，应当在领取保管物的同时支付。

第三百八十条

With respect to custody contracts for value, the depositor shall pay custody fees to the custodian in accordance with agreed deadlines.

If the parties have not agreed, or have not come to a clear agreement, on the deadline for the payment of custody fees, and the issue cannot be determined by reference to the provisions of Article 61 of this Law, then custody fees shall be paid at the same time that the custodial goods are collected.

Article 380.

寄存人未按照约定支付保管费以及其他费用的，保管人对保管物享有留置权，但当事人另有约定的除外。

Where the depositor fails to pay custody fees and other fees as agreed by the parties, the custodian shall enjoy a lien over the custodial goods, except where the parties agree otherwise.

第二十章 仓储合同

CHAPTER XX — WAREHOUSING CONTRACTS

第三百八十一条

Article 381.

仓储合同是保管人储存存货人交付的仓储物，存货人支付仓储费的合同。

第三百八十二条

A warehousing contract is a contract under which the custodian places in storage the goods delivered by the storing party, and the storing party pays storage fees.

Article 382.

仓储合同自成立时生效。

第三百八十三条

A storage contract takes effect from the time it is concluded.

Article 383.

储存易燃、易爆、有毒、有腐蚀性、有放射性等危险物品或者易变质物品，存货人应当说明该物品的性质，提供有关资料。

With respect to the storage of inflammable, explosive, poisonous, corrosive, radioactive, or other dangerous goods, or perishable goods, the storing party shall explain the nature of the said goods, and provide any relevant materials.

存货人违反前款规定的，保管人可以拒收仓储物，也可以采取相应措施以避免损失的发生，因此产生的费用由存货人承担。

If the storing party violates the provisions of the preceding paragraph, the custodian may refuse to receive the storage goods, and may also adopt corresponding measures to prevent losses being sustained, and any expenses incurred as a result shall be borne by the storing party.

保管人储存易燃、易爆、有毒、有腐蚀性、有放射性等危险物品的，应当具备相应的保管条件。 第三百八十四条	A custodian who stores inflammable, explosive, poisonous, corrosive, radioactive, or other dangerous goods, must have the relevant safekeeping facilities to store such goods. Article 384.
保管人应当按照约定对入库仓储物进行验收。保管人验收时发现入库仓储物与约定不符合的，应当及时通知存货人。保管人验收后，发生仓储物的品种、数量、质量不符合约定的，保管人应当承担损害赔偿责任。	The custodian shall, as agreed, conduct examination and acceptance procedures with respect to goods entering the warehouse for storage. If the custodian, when conducting examination and acceptance procedures, discovers that the goods entering the warehouse for storage do not comply with the parties' agreement, the custodian shall promptly notify the storing party. Where the custodian discovers, subsequent to the completion of examination and acceptance procedures, that the type, quantity or quality of the storage goods are not as agreed by the parties, the custodian shall be liable to provide compensation for any losses sustained.
第三百八十五条	Article 385.
存货人交付仓储物的，保管人应当给付仓单。 第三百八十六条	When the storing party delivers the storage goods, the custodian shall provide a storage receipt. Article 386.
保管人应当在仓单上签字或者盖章。仓单包括下列事项：	The custodian shall sign or affix its seal to the storage receipt. The storage receipt shall include the following items:
（一）存货人的名称或者姓名和住所；	(1) the storing party's name and domicile;
（二）仓储物的品种、数量、质量、包装、件数和标记；	(2) the type, quantity, quality, packaging and labelling of the storage goods, and the number of different items;
（三）仓储物的损耗标准；	(3) standards for wear and tear of the storage goods;
（四）储存场所；	(4) the storage location;
（五）储存期间；	(5) the storage period;
（六）仓储费	(6) storage fees;
（七）仓储物已经办理保险的，其保险金额、期间以及保险人的名称；	(7) where the storage goods are already insured, the insured amount, the duration of insurance coverage and the name of the insurer; and
（八）填发人、填发地和填发日期。	(8) the person who has issued the receipt, and the place and date on which the receipt was issued.
第三百八十七条	Article 387.
仓单是提取仓储物的凭证。存货人或者仓单持有人在仓单上背书并经保管人签字或者盖章的，可以转让提取仓储物的权利。	The storage receipt is the evidence on the basis of which the storage goods may be collected. If the storing party or the party holding the storage receipt endorses the storage receipt and the custodian signs or affixes its seal to the receipt, the right to collect the storage goods may be transferred to another party.
第三百八十八条	Article 388.
保管人根据存货人或者仓单持有人的要求，应当同意其检查仓储物或者提取样品。 第三百八十九条	The custodian shall consent to the storage goods being examined or to the collection of a sample, as requested by the storing party or the holder of the storage receipt. Article 389.
保管人对入库仓储物发现有变质或者其他损坏的，应当及时通知存货人或者仓单持有人。	Where the custodian discovers that goods entering the warehouse for storage have deteriorated or are damaged in some other way, the custodian shall promptly notify the storing party or the holder of the storage receipt.
第三百九十条	Article 390.
保管人对入库仓储物发现有变质或者其他损坏，危及其他仓储物的安全和正常保管的，应当催告存货人或者仓单持有人作出必要的处置。因情况紧急，保管人可以作出必要的处置，但事后应当将该情况	Where the custodian discovers that goods entering the warehouse for storage have deteriorated or are damaged in some other way, and the said goods pose a threat to the safe and normal storage of other stored goods, the custodian shall call on the storing party or the holder of the storage receipt to deal with the said goods as required. In an emergency the custodian may dispose of the said goods as required, but once the

及时通知存货人或者仓单持有人。	situation has been dealt with the custodian shall promptly inform the storing party or the holder of the storage receipt what has occurred.
第三百九十一条	Article 391.
当事人对储存期间没有约定或者约定不明确的，存货人或者仓单持有人可以随时提取仓储物，保管人也可以随时要求存货人或者仓单持有人提取仓储物，但应当给予必要的准备时间。	Where the parties have not agreed or have not come to a clear agreement on the storage period, the storing party or the holder of the storage receipt may collect the stored goods at any time, and the custodian may also demand, at any time, that the storing party or the holder of the storage receipt collect the stored goods, but the relevant party must provide the other party with the time needed to make preparations.
第三百九十二条	Article 392.
储存期间届满，存货人或者仓单持有人应当凭仓单提取仓储物。存货人或者仓单持有人逾期提取的，应当加收仓储费；提前提取的，不减收仓储费。	Upon the expiry of the storage period, the storing party or the holder of the storage receipt shall collect the stored goods on the strength of the storage receipt. Where the storing party or the holder of the storage receipt is late in collecting the stored goods, additional storage fees shall be paid; where the goods are collected in advance, there shall not be a reduction in the storage fees collected.
第三百九十三条	Article 393.
储存期间届满，存货人或者仓单持有人不提取仓储物的，保管人可以催告其在合理期限内提取，逾期不提取的，保管人可以提存仓储物。	Where the storing party or the holder of the storage receipt fails to collect the stored goods at the expiry of the storage period, the custodian may call on the relevant person to collect the stored goods within a reasonable period of time, and where the goods are not collected within the said period, the custodian may lodge the stored goods.
第三百九十四条	Article 394.
储存期间，因保管人保管不善造成仓储物毁损、灭失的，保管人应当承担损害赔偿责任。	Where there is loss or damage to the stored goods during the storage period due to poor custodianship, the custodian shall be liable to provide compensation for the losses sustained. Where the stored goods deteriorate or are damaged because the nature and/or packaging of the goods does not conform to the agreement, or because the effective storage period has been exceeded, the custodian shall not be liable to provide compensation for the losses sustained.
因仓储物的性质、包装不符合约定或者超过有效储存期造成仓储物变质、损坏的，保管人不承担损害赔偿责任。	
第三百九十五条	Article 395.
本章没有规定的，适用保管合同的有关规定。	With respect to those issues not addressed by the provisions of this Chapter, the relevant provisions applying to storage contracts shall apply.
第二十一章 委托合同	CHAPTER XXI — MANDATE CONTRACTS
第三百九十六条	Article 396.
委托合同是委托人和受托人约定，由受托人处理委托人事务的合同。	A mandate contract is a contract under which a principal and an agent agree that the agent shall handle the principal's affairs.
第三百九十七条	Article 397.
委托人可以特别委托受托人处理一项或者数项事务，也可以概括委托受托人处理一切事务。	The principal may provide the agent with specific authority to handle one matter or a number of matters on its behalf, or the principal may provide the agent with general authority to handle all of its affairs.
第三百九十八条	Article 398.
委托人应当预付处理委托事务的费用。受托人为处理委托事务垫付的必要费用，委托人应当偿还该费用及其利息。	The principal shall pay in advance any expenses associated with the handling of those affairs which have been delegated. With respect to any essential expenses related to the handling of the principal's affairs which are paid by the agent in the expectation of repayment by the principal, the agent shall be reimbursed the amount of the said expenses plus interest.
第三百九十九条	Article 399.
受托人应当按照委托人的指示处理委托事务。需要变更委托人指示的，应当经委托人同意；因情况紧急，难以和委托人取得联系的，受托人应当妥善处理委托事务，但事后应当将该情况及时报告委托人。	The agent shall handle the principal's affairs in accordance with the principal's instructions. Where it is necessary to alter the principal's instructions, the principal's consent shall be obtained; where an emergency arises and it is difficult to establish contact with the principal, the agent shall handle the delegated affairs in an appropriate manner, but after the event the agent shall immediately provide the principal with a report explaining what has occurred.
第四百条	Article 400.
受托人应当亲自处理委托事务。经委托人同意，受托人可以转委托。转委托经同意的，委托人可	All delegated affairs shall be handled by the agent itself. With the consent of the principal, the agent may sub-delegate the handling of delegated affairs. Once consent to the sub-delegation has been obtained, the

以就委托事务直接指示转委托的第三人，受托人仅就第三人的选任及其对第三人的指示承担责任。转委托未经同意的，受托人应当对转委托的第三人的行为承担责任，但在紧急情况下受托人为维护委托人的利益需要转委托的除外。

第四百零一条

受托人应当按照委托人的要求，报告委托事务的处理情况。委托合同终止时，受托人应当报告委托事务的结果。

第四百零二条

受托人以自己的名义，在委托人的授权范围内与第三人订立的合同，第三人在订立合同时知道受托人与委托人之间的代理关系的，该合同直接约束委托人和第三人，但有确切证据证明该合同只约束受托人和第三人的除外。

第四百零三条

受托人以自己的名义与第三人订立合同时，第三人不知道受托人与委托人之间的代理关系的，受托人因第三人的原因对委托人不履行义务，受托人应当向委托人披露第三人，委托人因此可以行使受托人对第三人的权利，但第三人与受托人订立合同时如果知道该委托人就不会订立合同的除外。

受托人因委托人的原因对第三人不履行义务，受托人应当向第三人披露委托人，第三人因此可以选择受托人或者委托人作为相对人主张其权利，但第三人不得变更选定的相对人。

委托人行使受托人对第三人的权利的，第三人可以向委托人主张其对受托人的抗辩。第三人选定受托人作为其相对人的，委托人可以向第三人主张其对受托人的抗辩以及受托人对第三人的抗辩。

第四百零四条

受托人处理委托事务取得的财产，应当转交给委托人。

第四百零五条

受托人完成委托事务的，委托人应当向其支付报酬。因不可归责于受托人的事由，委托合同解除或者委托事务不能完成的，委托人应当向受托人支付相应的报酬。当事人另有约定的，按照其约定。

第四百零六条

有偿的委托合同，因受托人的过错给委托人造成损失的，委托人可以要求赔偿损失。无偿的委托合同，因受托人的故意或者重大过失给委托人造成损失的，委托人可以要求赔偿损失。

受托人超越权限给委托人造成

principal may directly instruct an authorised third party to handle the delegated affairs, and the agent shall only be liable in relation to its choice of the said third party and any instructions it gives to the third party. Where the consent of the principal to the sub-delegation has not been obtained, the agent shall be liable for all the conduct of the delegated third party, except where, in an emergency situation, it is necessary for the agent to carry out sub-delegation in order to protect the principal's interests.

Article 401.

The agent shall provide a report on its handling of the principal's delegated affairs as required by the principal. When a mandate contract is terminated, the agent shall report on the final situation in relation to the delegated affairs.

Article 402.

Where the agent concludes a contract in its own name with a third party, and to do so is within the scope of the authorisation given by the principal, and at the time of concluding the contract the third party knows of the relationship of agency existing between the principal and the agent, the said contract shall directly bind the principal and the third party, unless there is conclusive evidence which proves that the contract only binds the agent and the third party.

Article 403.

Where the agent concludes a contract in its own name with a third party, and at this time the third party does not know of the relationship of agency existing between the principal and the agent, and the agent then fails to perform a duty owed to the principal due to a reason associated with the said third party, the agent shall immediately reveal to the principal the existence of the third party, and the principal may exercise any rights enjoyed by the agent as against the third party, unless the third party would not have concluded the contract had it known of the existence of the said principal at the time that it concluded the said contract with the agent.

Where the agent fails to perform a duty owed to the third party due to a reason associated with the principal, the agent shall immediately reveal to the third party the existence of the principal, and the third party may then choose either the agent or the principal as the relevant party against whom it asserts its rights. However, the third party may not at a later stage alter its choice of relevant party.

Where the principal exercises the agent's rights in relation to the third party, the third party may raise with the principal its counterclaims and its defences to any assertion of rights against the agent. Where the third party chooses the principal as the relevant party against whom it asserts its rights, the principal may raise, with the third party, its own counterclaims and its defences to the claims of the agent as well as the counterclaims and defences of the agent to the claims of the third party.

Article 404.

Any property obtained by the agent in the course of handling delegated affairs shall be passed on to the principal.

Article 405.

When the agent has completed its handling of the delegated affairs, the principal shall pay remuneration to the agent. Where, due to circumstances for which the agent cannot be held responsible, the mandate contract is dissolved or the handling of the delegated affairs cannot be completed, the principal shall pay a corresponding amount of compensation to the agent. Where the parties agree otherwise, their agreement shall be applied.

Article 406.

With respect to mandate contracts for value, the principal may demand compensation for any losses sustained due to the error of the agent. With respect to mandate contracts not for value, the principal may demand compensation for any losses sustained due to the deliberate acts or gross negligence of the agent.

The agent shall provide compensation for losses sustained by the principal as a result of the agent acting in excess of its authority.

损失的，应当赔偿损失。

第四百零七条

Article 407.

受托人处理委托事务时，因不可归责于自己的事由受到损失的，可以向委托人要求赔偿损失。

Where the agent sustains losses in the course of handling delegated affairs due to circumstances for which the agent cannot be held responsible, the agent may demand that the principal provide compensation for the said losses.

第四百零八条

Article 408.

委托人经受托人同意，可以在受托人之外委托第三人处理委托事务。因此给受托人造成损失的，受托人可以向委托人要求赔偿损失。

The principal may, with the consent of the agent, authorise some third party other than the agent to handle the delegated affairs. The agent may demand that the principal provide compensation for any losses sustained as a result.

第四百零九条

Article 409.

两个以上的受托人共同处理委托事务的，对委托人承担连带责任。

Where two or more agents jointly handle delegated affairs, the said agents shall be jointly and severally liable to the principal.

第四百一十条

Article 410.

委托人或者受托人可以随时解除委托合同。因解除合同给对方造成损失的，除不可归责于该当事人的事由以外，应当赔偿损失。

A principal or an agent may dissolve a mandate contract at any time. A party shall be liable to provide compensation for any losses sustained by the other party due to the dissolution of the contract, except with respect to those losses for which the said party cannot be held responsible.

第四百一十一条

Article 411.

委托人或者受托人死亡、丧失民事行为能力或者破产的，委托合同终止，但当事人另有约定或者根据委托事务的性质不宜终止的除外。

Where the principal or the agent dies, loses its capacity for civil acts or becomes bankrupt, the mandate contract shall be terminated, unless the parties have agreed otherwise or termination is not appropriate due to the nature of the delegated affairs.

第四百一十二条

Article 412.

因委托人死亡、丧失民事行为能力或者破产，致使委托合同终止将损害委托人利益的，在委托人的继承人、法定代理人或者清算组织承受委托事务之前，受托人应当继续处理委托事务。

Where the principal dies, loses its capacity for civil acts or becomes bankrupt, and the resulting termination of the mandate contract will be detrimental to the principal's interests, then prior to the principal's heirs, legal representative or liquidation organisation assuming responsibility for the delegated affairs, the agent shall continue to handle the delegated affairs.

第四百一十三条

Article 413.

因受托人死亡、丧失民事行为能力或者破产，致使委托合同终止的，受托人的继承人、法定代理人或者清算组织应当及时通知委托人。因委托合同终止将损害委托人利益的，在委托人作出善后处理之前，受托人的继承人、法定代理人或者清算组织应当采取必要措施。

Where the agent dies, loses its capacity for civil acts or becomes bankrupt, resulting in the termination of the mandate contract, the agent's heirs, legal representative or liquidation organisation shall immediately notify the principal. Where the termination of the mandate contract will be detrimental to the principal's interests, then prior to the principal acting to rectify the situation, the agent's heirs, legal representative or liquidation organisation shall take necessary measures.

第二十二章 行纪合同

CHAPTER XXII — COMMISSION CONTRACTS

第四百一十四条

Article 414.

行纪合同是行纪人以自己的名义为委托人从事贸易活动，委托人支付报酬的合同。

A commission contract is a contract under which a commission agent conducts trading activities in its own name on behalf of a principal, and the principal pays remuneration to the commission agent.

第四百一十五条

Article 415.

行纪人处理委托事务支出的费用，由行纪人负担，但当事人另有约定的除外。

Expenses paid by the commission agent in the course of handling the principal's affairs shall be borne by the commission agent, except where the parties agree otherwise.

第四百一十六条

Article 416.

行纪人占有委托物的，应当妥善保管委托物。

When the commission agent is in possession of goods entrusted to its care, it shall take appropriate care of the said goods.

第四百一十七条

Article 417.

委托物交付给行纪人时有瑕疵或者容易腐烂、变质的，经委托人同意，行纪人可以处分该物；和委托人不能及时取得联系的，行纪人

If, at the time they are delivered, the entrusted goods are defective or are liable to decompose or deteriorate, then with the consent of the principal, the commission agent may dispose of the said goods; where the commission agent is unable to establish contact with the principal

可以合理处分。

immediately, the commission agent may dispose of the said goods in a reasonable manner.

第四百一十八条

Article 418.

行纪人低于委托人指定的价格卖出或者高于委托人指定的价格买入的，应当经委托人同意。未经委托人同意，行纪人补偿其差额的，该买卖对委托人发生效力。

If the commission agent sells goods at a price lower than the price specified by the principal or buys goods at a price higher than the price specified by the principal, the principal's consent shall be obtained. Where the principal's consent is not obtained, the commission agent shall compensate the principal for the difference in the relevant prices, and the said purchase or sale shall be binding on the principal.

行纪人高于委托人指定的价格卖出或者低于委托人指定的价格买入的，可以按照约定增加报酬。没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，该利益属于委托人。

If the commission agent sells goods at a price higher than the price specified by the principal or buys goods at a price lower than the price specified by the principal, the commission agent may increase the amount of its remuneration in accordance with the parties' agreement. Where there has been no agreement, or no clear agreement, on any increase in remuneration, and the issue cannot be determined by reference to the provisions of Article 61 of this Law, the principal shall retain the said benefit.

委托人对价格有特别指示的，行纪人不得违背该指示卖出或者买入。

Where the principal gives special instructions in relation to the price at which the goods are to be purchased or sold, the commission agent may not act contrary to these instructions in completing the purchase or sale.

第四百一十九条

Article 419.

行纪人卖出或者买入具有市场定价的商品，除委托人有相反的意思表示的以外，行纪人自己可以作为买受人或者出卖人。

Where the commission agent sells or purchases commodities which have a quoted market price, the commission agent may itself be the purchaser or seller in the relevant transaction, unless the principal expresses a preference that this not be the case.

行纪人有前款规定情形的，仍然可以要求委托人支付报酬。

A commission agent who is in the situation described in the preceding paragraph may still demand that the principal pay remuneration.

第四百二十条

Article 420.

行纪人按照约定买入委托物，委托人应当及时受领。经行纪人催告，委托人无正当理由拒绝受领的，行纪人依照本法第一百零一条的规定可以提存委托物。

Where the commission agent purchases entrusted goods as agreed, the principal shall promptly collect the said goods. Where the commission agent has called on the principal to collect the goods, and the principal has no legitimate reason to refuse to collect the goods, the commission agent may lodge the entrusted goods in accordance with the provisions of Article 101 of this Law.

委托物不能卖出或者委托人撤回出卖，经行纪人催告，委托人拒不取回或者不处分该物的，行纪人依照本法第一百零一条的规定可以提存委托物。

Where the entrusted goods cannot be sold or the principal withdraws the offering of the goods for sale, and the principal does not take back or dispose of the said goods after being called upon by the commission agent to do so, the commission agent may lodge the entrusted goods in accordance with the provisions of Article 101 of this Law.

第四百二十一条

Article 421.

行纪人与第三人订立合同的，行纪人对该合同直接享有权利、承担义务。

Where the commission agent concludes a contract with a third party, the commission agent shall directly enjoy rights and assume responsibilities in relation to the said contract.

第三人不履行义务致使委托人受到损害的，行纪人应当承担损害赔偿责任，但行纪人与委托人另有约定的除外。

Where the principal sustains losses due to the failure of the third party to perform its obligations, the commission agent shall be liable to provide compensation for the losses sustained, unless the commission agent and the principal have agreed otherwise.

第四百二十二条

Article 422.

行纪人完成或者部分完成委托事务的，委托人应当向其支付相应的报酬。委托人逾期不支付报酬的，行纪人对委托物享有留置权，但当事人另有约定的除外。

Where the commission agent has completed the delegated tasks wholly or in part, the principal shall pay the commission agent the corresponding amount of remuneration. If the principal does not pay remuneration on time, the commission agent shall enjoy a lien over the entrusted goods, unless the parties have agreed otherwise.

第四百二十三条

Article 423.

本章没有规定的，适用委托合同的有关规定。

With respect to those issues not covered by the provisions of this Chapter, the relevant provisions applying to mandate contracts shall apply.

第二十三章 居间合同

CHAPTER XXIII — CONTRACTS FOR INTERMEDIARY SERVICES

第四百二十四条

Article 424.

居间合同是居间人向委托人报

A contract for intermediary services is a contract under which the

告订立合同的机会或者提供订立合同的媒介服务，委托人支付报酬的合同。

第四百二十五条

居间人应当就有关订立合同的事项向委托人如实报告。

居间人故意隐瞒与订立合同有关的重要事实或者提供虚假情况，损害委托人利益的，不得要求支付报酬并应当承担损害赔偿责任。

第四百二十六条

居间人促成合同成立的，委托人应当按照约定支付报酬。对居间人的报酬没有约定或者约定不明确，依照本法第六十一条的规定仍不能确定的，根据居间人的劳务合理确定。因居间人提供订立合同的媒介服务而促成合同成立的，由该合同的当事人平均负担居间人的报酬。居间人促成合同成立的，居间活动的费用，由居间人负担。

第四百二十七条

居间人未促成合同成立的，不得要求支付报酬，但可以要求委托人支付从事居间活动支出的必要费用。

附则 第四百二十八条

本法自1999年10月1日起施行，《中华人民共和国合同法》、《中华人民共和国合同法》、《中华人民共和国合同法》同时废止。

intermediary reports to the client on opportunities for the conclusion of contracts or supplies intermediary services relating to the conclusion of contracts, and the client pays remuneration to the intermediary.
Article 425.

The intermediary shall provide the client with a strictly truthful account of all matters relating to the conclusion of any contract.

Where the intermediary deliberately conceals important matters relating to the conclusion of contracts or supplies a false account of the situation, to the detriment of the client's interests, the intermediary may not demand the payment of remuneration and shall also be liable to provide compensation for any losses sustained.
Article 426.

Where the intermediary facilitates the establishment of a contract, the client shall pay remuneration to the intermediary as agreed. Where there has been no agreement, or no clear agreement, on the intermediary's remuneration, and the issue cannot be determined by reference to the provisions of Article 61 of this Law, remuneration shall be determined in a reasonable manner on the basis of the intermediary's labour. Where the provision, by the intermediary, of intermediary services relating to the conclusion of the contract facilitates the establishment of a contract, the parties to the said contract shall be equally liable to pay the intermediary's remuneration.

Where an intermediary facilitates the establishment of a contract, expenses relating to the relevant intermediary activities shall be borne by the intermediary.
Article 427.

Where an intermediary fails to facilitate the establishment of a contract, the intermediary may not demand the payment of remuneration, but the intermediary may demand that the client provide reimbursement for necessary expenses incurred in the course of the relevant intermediary activities.

Supplementary Provisions

Article 428.

This Law shall take effect from 1 October 1999, and the Economic Contract Law of the People's Republic of China, the Foreign Economic Contract Law of the People's Republic of China and the Technology Contract Law of the People's Republic of China shall all be repealed simultaneously.



扫一扫，手机阅读更方便

中华人民共和国价格法
Pricing Law of the People's Republic of China

第一条 为了规范价格行为，发挥价格合理配置资源的作用，稳定市场价格总水平，保护消费者和经营者的合法权益，促进社会主义市场经济健康发展，制定本法。

Article 1 This law is formulated with a view to standardizing price behavior so as to strengthen their role in rational **disposition** of resources, stabilize the general price level of the market, protect the lawful rights and interests of consumers and business operators and then promote the healthy development of the socialist market economy.

第二条 在中华人民共和国境内发生的价格行为，适用本法。

Article 2 The law is applicable to all the price behaviors that occur within the territory of the People's Republic of China.

本法所称价格包括商品价格和服务价格。

The term "price" used in the law includes prices of all kinds of merchandise and prices of all kinds of services.

商品价格是指各类有形产品和无形资产的价格。

The term "price of merchandise" refers to the prices of all kinds of tangible and non-tangible assets.

服务价格是指各类有偿服务的收费。

The term "price of services" refers to fees collected for services rendered.

第三条 国家实行并逐步完善宏观经济调控下主要由市场形成价格的机制。价格的制定应当符合价值规律，大多数商品和服务价格实行市场调节价，极少数商品和服务价格实行政府指导价或者政府定价。

Article 3 The State shall introduce and gradually improve the mechanism of regulation of prices mainly through market force and under a kind of macroeconomic control. Under such a mechanism, pricing should be made to accord with the value law with most of the merchandises and services to adopt market regulated prices while only a few of them to be put under government-set or guided prices.

市场调节价，是指由经营者自主制定，通过市场竞争形成的价格。

Market-regulated prices refer to prices fixed independently by business operators through market competition.

本法所称经营者是指从事生产、经营商品或者提供有偿服务的法人、其他组织和个人。

"Business operator" used in this law refers to legal persons, other organizations or individuals that engage in production or marketing of merchandises or provide paid services.

政府指导价，是指依照本法规定，由政府价格主管部门或者其他有关部门，按照定价权限和范围规定基准价及其浮动幅度，指导经营者制定的价格。

Government-guided prices refer to prices as fixed by business operators according to benchmark prices and range of the prices as set by the government department in charge of price or other related departments within their term of reference.

政府定价，是指依照本法规定，由政府价格主管部门或者其他有关部门，按照定价权限和范围制定的价格。

Government-set prices as fixed by the government department in charge of prices or related departments within their term of reference according to the provisions of this law.

第四条 国家支持和促进公平、公开、合法的市场竞争，维护正常的价格秩序，对价格活动实行管理、监督和必要的调控。

Article 4 The State shall support and prompt fair, open and legal market competition, maintain normal price order and exercise administration, regulation and necessary control over conduct of prices.

第五条 国务院价格主管部门统一负责全国的价格工作。国务院其他有关部门在各自的职责范围内，负责有关的价格工作。

Article 5 The State Council department in charge of prices shall be responsible for the administration of the work related to prices in the whole country and other related departments shall be responsible for such work within their terms of reference.

县级以上地方各级人民政府价格主管部门负责本行政区域内的价格工作。县级以上地方各级人民政府其他有关部门在各自的职责范围内，负责有关的价格工作。

Price departments of the people's governments at and above the county level shall be responsible for the work related to prices within the regions under their jurisdiction. Price departments of the people's governments at and above the county level shall be responsible for the work related to prices within their terms of reference.

第二章 经营者的价格行为

CHAPTER TWO PRICE BEHAVIOR OF BUSINESS OPERATORS

第六条 商品价格和服务价格，除依照本法第十八条规定运用政府指导价或者政府定价外，实行市场调节价，由经营者依照本法自主制定。

Article 6 Prices of all merchandises and services, except those as set in Article 18 of this law to adopt government-set or guided prices, shall be subject to market regulation to be fixed by business operators independently according to the provisions of this law.

第七条 经营者定价，应当遵循公平、合法和诚实信用的原则。

Article 7 In fixing prices, business operators should follow the principle of fairness, lawfulness, honesty and trustworthiness.

第八条 经营者定价的基本依据是生产经营成本和市场供求状况。

Article 8 Prices should be fixed by business operators basing on the cost of production or operation and market supply and demand.

第九条 经营者应当努力改进生产经营管理，降低生产经营成本，为消费者提供价格合理的商品和服务，并在市场竞争中获取合法利润。

Article 9 Business operators should strive for a better management to their own production and business operations so as to lower cost and provide consumers with merchandises and services at reasonable prices while obtaining lawful profits in market competition.

第十条 经营者应当根据其经营条件建立、健全内部价格管理制度，准确记录与核定商品和服务的生产经营成本，不得弄虚作假。

Article 10 Business operators should establish and improve their system of internal price management, accurately record and verify the cost of production or operations for their merchandise or services, in which any deception or forgery is not allowed.

第十一条 经营者进行价格活动，享有下列权利：

Article 11 Operators shall enjoy the following rights in pricing:

（一）自主制定属于市场调节的价格；

1. To fix prices that are subject to market regulation;

（二）在政府指导价规定的幅度内制定价格；

2. To fix prices within the guided range as set by the government;

(三) 制定属于政府指导价、政府定价产品范围内的新产品的试销价格，特定产品除外；

3. To fix prices for new products which are subject to government-set or guided prices, except special products for trial sales; and

(四) 检举、控告侵犯其依法自主定价权利的行为。

4. To report or claim against actions that have infringe upon their rights of independent pricing.

第十二条 经营者进行价格活动，应当遵守法律、法规，执行依法制定的政府指导价、政府定价和法定的价格干预措施、紧急措施。

Article 12 In their work related to prices, business operators should strictly keep up with laws, regulations, government guided-prices, government-set prices, legal price intervention measures and emergency measures adopted by the government according to law.

第十三条 经营者销售、收购商品和提供服务，应当按照政府价格主管部门的规定明码标价，注明商品的品名、产地、规格、等级、计价单位、价格或者服务的项目、收费标准等有关情况。

Article 13 In marketing and purchasing merchandises or providing services, business operators should clearly tap the related prices, specify names, places of origin, specifications, grades, price units, prices or items, fee collection standards and other related information according to the government's regulations.

经营者不得在标价之外加价出售商品，不得收取任何未予标明的费用。

Business operators must not sell merchandises at prices above the marked prices or collect fees not specified.

第十四条 经营者不得有下列不正当价格行为：

Article 14 Business operators must not act whatsoever in the following ways to effect abnormal price behaviors:

(一) 相互串通，操纵市场价格，损害其他经营者或者消费者的合法权益；

1. To work collaboratively with others to control market prices to great detriments to the lawful rights and interests of other business operators or consumers;

(二) 在依法降价处理鲜活商品、季节性商品、积压商品等商品外，为了排挤竞争对手或者独占市场，以低于成本的价格倾销，扰乱正常的生产经营秩序，损害国家利益或者其他经营者的合法权益；

2. To engage in dumping sales (except the cases of sales of fresh and live merchandises, seasonal merchandises and stockpiled merchandises at discount) at belowcost prices in order to attain an upper hand over rivals or dominate the market and disrupt the normal production and operation order to great detriments to the interests of the State or the lawful rights and interests of other business operators;

(三) 捏造、散布涨价信息，哄抬价格，推动商品价格过高上涨的；

3. To fabricate and spread price rise **information** for pushing up the prices to excessively high level;

(四) 利用虚假的或者使人误解的价格手段，诱骗消费者或者其他经营者与其进行交易；

4. To resort to deceitful or misleading means in terms of prices to entice consumers or other business operators into trading in terms of prices;

(五) 提供相同商品或者服务，对具有同等交易条件的其他经营者实行价格歧视；

5. To discriminate in terms of prices same kinds of merchandises or services offered by certain business operators under same trading conditions;

(六) 采取抬高等级或者压低等级等手段收购、销售商品或者提供服务，变相提高或者压低价格；

6. To disguisely raise or lower prices at irrational ranges by artificially raising or lowering grades of merchandises or services;

(七) 违反法律、法规的规定牟取暴利；

7. To seek exorbitant profits in violation of laws and regulations; and

(八) 法律、行政法规禁止的其他不正当价格行为。

8. To effect other illicit price behaviors that are forbidden by law or administrative decrees.

第十五条 各类中介机构提供有偿服务收取费用，应当遵守本法的规定。法律另有规定的，按照有关规定执行。

Article 15 In collecting fees for services rendered, all intermediary organizations should abide by the provisions of this law, except otherwise provided by other laws.

第十六条 经营者销售进口商品、收购出口商品，应当遵守本章的有关规定，维护国内市场秩序。

Article 16 In a bid to keep the domestic market order, business operators must

observe related provisions of this chapter in selling imported merchandises or purchasing export merchandises.

第十七条 行业组织应当遵守价格法律、法规，加强价格自律，接受政府价格主管部门的工作指导。

Article 17 Organizations of various sectors should abide by laws and regulations governing prices, persist in self-discipline with regard to prices and accept guidance from government price departments.

第三章 政府的定价行为

CHAPTER THREE PRICE BEHAVIOR OF GOVERNMENT

第十八条 下列商品和服务价格，政府在必要时可以实行政府指导价或者政府定价：

Article 18 The government shall issue government-set or guided prices for the following merchandises and services if necessary:

（一）与国民经济发展和人民生活关系重大的极少数商品价格；

1. The few merchandises that are of great importance to development of the national economy and the people's livelihood;

（二）资源稀缺的少数商品价格；

2. The few merchandises that are in shortage of resources;

（三）自然垄断经营的商品价格；

3. Merchandises of monopoly in nature;

（四）重要的公用事业价格；

4. Important public utilities;

（五）重要的公益性服务价格。

5. Important services of public welfare in nature.

第十九条 政府指导价、政府定价的定价权限和具体适用范围，以中央的和地方的定价目录为依据。

Article 19 Scope of specific items and uses for government-set or guided prices shall depend on the price catalogs issued by the central and local governments.

中央定价目录由国务院价格主管部门制定、修订，报国务院批准后公布。

Catalogs of central government-set prices shall be fixed and revised by the price department of the State Council and published after the approval of the State Council.

地方定价目录由省、自治区、直辖市人民政府价格主管部门按照中央定价目录规定的定价权限和具体适用范围制定，经本级人民政府审核同意，报国务院价格主管部门审定后公布。

Catalogs of prices to be set by departments of the people's governments of provinces, autonomous regions and municipalities within their power according to scope of specific items and uses as set in the central price catalog and be published with the examination and approval of the people's governments at the same level.

省、自治区、直辖市人民政府以下各级地方人民政府不得制定定价目录。

Local people's governments below the provincial, autonomous regional and municipal level shall not make their own price catalogs.

第二十条 国务院价格主管部门和其他有关部门，按照中央定价目录规定的定价权限和具体适用范围制定政府指导价、政府定价；其中重要的商品和服务价格的政府指导价、政府定价，应当按照规定经国务院批准。

Article 20 State Council price department and other related departments shall fix government-set and guided prices according to scope of items and uses as set in the central prices and the government-set and guided prices for major merchandises and services shall get the approval from the State Council.

省、自治区、直辖市人民政府价格主管部门和其他有关部门，应当按照地方定价目录规定的定价权限和具体适用范围制定在本地区执行的政府指导价、政府定价。

Price departments and other related departments of the people's governments of provinces, autonomous regions and municipalities shall fix indicative local government-set and guided prices within their respective power according to scope of items and uses as set in the local price catalogs.

市、县人民政府可以根据省、自治区、直辖市人民政府的授权，按照地方定价目录规定的定价权限和具体适用范围制定在本地区执行的政府指导价、政府定价。

People's governments of cities and counties may fix government-set and guided prices for their localities within their own power according to scope of items and uses as prescribed in the local price catalogs.

第二十一条 制定政府指导价、政府定价，应当依据有关商品或者服务的社会平均成本和市场供求状况、国民经济与社会发展要求以及社会承受能力，实行合理的购销差价、批零差价、地区差价和季节差价。

Article 21 Government-set and guided prices shall be fixed according to the average cost and market supply and demand of related merchandises or services, the economic and social development and the affordance of the people,

allowing rational price differentials between buying and selling, between wholesale and retail sale, among different regions and different seasons.

第二十二条 政府价格主管部门和其他有关部门制定政府指导价、政府定价,应当开展价格、成本调查,听取消费者、经营者和有关方面的意见。

Article 22 In fixing government-set and guided prices, price departments and other related departments shall carry out investigations into prices and costs and hear views from consumers, business operators and other quarters.

政府价格主管部门开展对政府指导价、政府定价的价格、成本调查时,有关单位应当如实反映情况,提供必需的帐簿、文件以及其他资料。

Upon investigated by government price departments and related departments in terms of prices and costs, related units should provide true fact and necessary books, documents and other materials.

第二十三条 制定关系群众切身利益的公用事业价格、公益性服务价格、自然垄断经营的商品价格等政府指导价、政府定价,应当建立听证会制度,由政府价格主管部门主持,征求消费者、经营者和有关方面的意见,论证其必要性、可行性。

Article 23 In fixing government-set and guided prices for public utilities services of public welfare in nature and the prices for merchandises of monopoly in nature that are important to immediate interest of people public hearings presided over by government price department should be conveyed to solicit views from consumers, business operators and other quarters to explore the necessity and feasibility.

第二十四条 政府指导价、政府定价制定后,由制定价格的部门向消费者、经营者公布。

Article 24 After the government-set and guided prices are determined, they shall be made public by the price departments.

第二十五条 政府指导价、政府定价的具体适用范围、价格水平,应当根据经济运行情况,按照规定的定价权限和程序适时调整。

Article 25 The scope and level of the government-set and guided prices shall properly be adjusted in the light of the operation of the national economy.

消费者、经营者可以对政府指导价、政府定价提出调整建议。

Consumers and business operators may put forward their recommendations with regard to the adjustment of the government-set and guided prices.

第四章 价格总水平调控

CHAPTER FOUR CONTROL AND ADJUSTMENT TO GENERAL PRICE LEVEL

第二十六条 稳定市场价格总水平是国家重要的宏观经济政策目标。国家根据国民经济发展的需要和社会承受能力，确定市场价格总水平调控目标，列入国民经济和社会发展规划。并综合运用货币、财政、投资、进出口等方面的政策和措施，予以实现。

Article 26 To stabilize the general price level is one of the major objectives of macro-economic policy. The State shall set targets for the monitoring and adjustment of general price level in the light of the requirements of the development of the national economy and the endurance of the people, list them into the national economic and social development programs and help their realization through means of monetary, fiscal, investment and import and export policies and measures.

第二十七条 政府可以建立重要商品储备制度，设立价格调节基金，调控价格，稳定市场。

Article 27 The government shall build a major merchandise reserve system and establish a price regulation fund to control prices and stabilize the market.

第二十八条 为适应价格调控和管理的需要，政府价格主管部门应当建立价格监测制度，对重要商品、服务价格的变动进行监测。

Article 28 In order to better control prices, government price departments shall establish a price monitoring system to monitor changes in the prices of major merchandises and services.

第二十九条 政府在粮食等重要农产品的市场购买价格过低时，可以在收购中实行保护价格，并采取相应的经济措施保证其实现。

Article 29 Whereas the selling prices of grain and other major farm produce are too low on the market, the government shall introduce protective prices and adopt corresponding measures to ensure the protective prices be put into effect.

第三十条 当重要商品和服务价格显著上涨或者有可能显著上涨，国务院和省、自治区、直辖市人民政府可以对部分价格采取限定差价率或者利润率、规定限价、实行提价申报制度和调价备案制度等干预措施。

Article 30 Whereas prices of major merchandises or services rise sharply or are likely to rise sharply, the State Council and the people's governments of provinces, autonomous regions and municipalities may set limit at disparity of prices or rate of profitability for part of the merchandises, fix price ceilings or introduce other measures for intervention such as a system for announcing or recording price rises.

省、自治区、直辖市人民政府采取前款规定的干预措施，应当报国务院备案。

After adoption of above-mentioned intervention measures, provincial,

autonomous regional and municipal people's governments should report to the State Council for the record.

第三十一条 当市场价格总水平出现剧烈波动等异常状态时，国务院可以在全国范围内或者部分区域内采取临时集中定价权限、部分或者全面冻结价格的紧急措施。

Article 31 When such abnormalities as violent fluctuation in the general price level occur nationwide, the State Council shall introduce power for the concentrated fixation of prices in the whole country or part of the regions for the time being or adopt such emergency measures as freezing part or all prices.

第三十二条 依照本法第三十条、第三十一条的规定实行干预措施、紧急措施的情形消除后，应当及时解除干预措施、紧急措施。

Article 32 The intervention or emergency measures introduced according to the provisions of Article 30 and Article 31 shall be removed or lifted in time when the situations that call for such measures disappear.

第五章 价格监督检查

CHAPTER FIVE MONITORING AND CHECKING OF PRICES

第三十三条 县级以上各级人民政府价格主管部门，依法对价格活动进行监督检查，并依照本法的规定对价格违法行为实施行政处罚。

Article 33 The price departments of the people's governments at and above the county level exercise monitoring and checking over pricing activities according to law and mete out administrative punishments on acts that violate the law.

第三十四条 政府价格主管部门进行价格监督检查时，可以行使下列职权：

Article 34 In exercising monitoring and checking of prices, government price departments shall exercise the following powers:

(一) 询问当事人或者有关人员，并要求其提供证明材料和与价格违法行为有关的其他资料；

1. To inquire into people concerned or related personnel and demand for evidences or other materials relating to law-violating acts;

(二) 查询、复制与价格违法行为有关的帐簿、单据、凭证、文件及其他资料，核对与价格违法行为有关的银行资料；

2. To look into and duplicate account books, bills, vouchers, documents or other materias related to price law violating acts and verify banking materials associated with price law violating acts.

（三）检查与价格违法行为有关的财物，必要时可以责令当事人暂停相关营业；

3. To checked property related to the price law violating acts and, if necessary, order the people concerned to stop business operation.

（四）在证据可能灭失或者以后难以取得的情况下，可以依法先行登记保存，当事人或者有关人员不得转移、隐匿或者销毁。

4. To register and keep some evidences that are liable to be destroyed or kept out of hand or is hard to obtain for which people concerned or related personnel must not in any cases remove, hide or destroy.

第三十五条 经营者接受政府价格主管部门的监督检查时。应当如实提供价格监督检查所必需的帐簿、单据、凭证、文件以及其他资料。

Article 35 In accepting the monitoring and checking by government price departments, business operators should provide their account books, bills and vouchers, documents or other materials needed for such monitoring and checking.

第三十六条 政府部门价格工作人员不得将依法取得的资料或者了解的情况用于依法进行价格管理以外的任何其他目的，不得泄露当事人的商业秘密。

Article 36 The personnel of government prices departments are wholly prohibited to use materials or information obtained according to law for purposes other than price control or reveal business secrets of the people concerned.

第三十七条 消费者组织、职工价格监督组织、居民委员会、村民委员会等组织以及消费者，有权对价格行为进行社会监督。政府价格主管部门应当充分发挥群众的价格监督作用。

Article 37 Consumer organizations, workers' price monitoring organizations, neighborhood committees, village committees and consumers have the right to exercise monitoring over price activities. Government price departments should give a full play to the monitoring roles of the people.

新闻单位有权进行价格舆论监督。

Medias have the right to mobilize public opinion for the monitoring of prices.

第三十八条 政府价格主管部门应当建立对价格违法行为的举报制度。

Article 38 Government price departments shall establish a system for reporting acts of violation of the price law.

任何单位和个人均有权对价格违法行为进行举报。政府价格主管部门应当对举报者给予鼓励，并负责为举报者保密。

Any unit or individual has the right to report acts of violation of price law and the government price departments shall encourage such reporting and undertake to keep secret what concerns concerning the reporters.

第三十九条 经营者不执行政府指导价、政府定价以及法定的价格干预措施、紧急措施的，责令改正，没收违法所得，可以并处违法所得五倍以下的罚款；没收违法所得的，可以处以罚款；情节严重的，责令停业整顿。

Article 39 Business operators who refuse to implement the government-set or guided prices, legal price intervention measures or emergency measures shall be ordered to correct, have their illegal proceeds confiscated and be fined concurrently for an amount less than five times the illegal proceeds. In cases of no illegal proceeds involved, a fine may still be imposed. For serious cases, they shall be ordered to stop business operation and make correction.

第四十条 经营者有本法第十四条所列行为之一的，责令改正，没收违法所得，可以并处违法所得五倍以下的罚款；没有违法所得的，予以警告，可以并处罚款；情节严重的，责令停业整顿，或者由工商行政管理机关吊销营业执照。

Article 40 Business operators who have violated one of the acts listed in Article 14 of this law shall be ordered to correct, have their illegal proceeds confiscated and be fined concurrently for an amount less than five times the illegal proceeds. In cases of no illegal proceeds involved, a warning shall be issued, together with a fine. For serious cases, they shall be ordered to stop operation for correction or have their business licenses revoked.

有关法律对本法第十四条所列行为的处罚及处罚机关另有规定的，可以依照有关法律的规定执行。

If other laws have stipulations concerning the punishments for acts listed in Article 14 of this law, the related laws shall prevail.

有本法第十四条第（一）项、第（二）项所列行为，属于是全国性的，由国务院价格主管部门认定，属于是省及省以下区域性的，由省、自治区、直辖市人民政府价格主管部门认定。Whether acts listed in 1, 2 of Article 14 and are of national in nature shall be upon the judgment of the State Council price department and whether the acts are regional in nature, they shall be confirmed by price departments of provincial, autonomous regional and municipal people's governments.

第四十一条 经营者因价格违法行为致使消费者或者其他经营者多付价款的，应当退还多付部分；造成损害的，应当依法承担赔偿责任。

Article 41 Whereas business operators have caused overpayment by consumers or other business operators in violation of price law, the part in excess of the due

payment shall be returned. If damages are done, the business operators shall undertake to compensate for the losses.

第四十二条 经营者违反明码标价规定的，责令改正，没收违法所得，可以并处五千元以下的罚款。

Article 42 Whereas business operators violate the provisions about price marking, they shall be ordered to correct, have their proceeds confiscated and be fined concurrently for an amount of less than RMB5,000.

第四十三条 经营者被责令暂停相关营业而不停止的，或者转移、隐匿、销毁依法登记保存的财物的，处相关营业所得或者转移、隐匿、销毁的财物价值一倍以上三倍以下的罚款。

Article 43 For business operators who refuse to stop operation for correction as ordered or remove, hide or destroy things recorded for keeping according to law, a fine ranging from over one time to less than three times the value of the things removed, hidden or destroyed shall be imposed.

第四十四条 拒绝按照规定提供监督检查所需资料或者提供虚假资料的，责令改正，予以警告；逾期不改正的，可以处以罚款。

Article 44 Business operators who refuse to provide materials needed for price monitoring and checking or provide false materials shall be ordered to correct, with a warning. Whereas they refuse to correct within the prescribed time limit, a fine shall be imposed.

第四十五条 地方各级人民政府或者各级人民政府有关部门违反本法规定，超越定价权限和范围擅自制定、调整价格或者不执行法定的价格干预措施、紧急措施的，责令改正，并可以通报批评，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。

Article 45 Whereas local people's governments at all levels or related government departments at all levels fix or adjust prices beyond their terms of reference or refuse to implement price intervention measures or emergency measures shall be ordered to correct and may be criticized by issuing circulars. People in charge or related people directly responsible shall be given administrative punishments according to law.

第四十六条 价格工作人员泄露国家秘密、商业秘密以及滥用职权、徇私舞弊、玩忽职守、索贿受贿，构成犯罪的，依法追究刑事责任；尚不构成犯罪的，依法给予处分。

Article 46 Whereas government personnel in charge of prices have leaked State secrets, commercial secrets or abused their power, resort to deception for personal gains, commit dereliction of duty or accept bribes and the cases are serious enough as to constitute crimes, criminal responsibilities shall be affixed.

If a case is not serious enough to constitute a crime, an administrative punishment shall be meted out.

第七章 附则

CHAPTER SEVEN SUPPLEMENTARY PROVISIONS

第四十七条 国家行政机关的收费，应当依法进行，严格控制收费项目，限定收费范围、标准，收费的具体管理办法由国务院另行制定。

Article 47 State administrative organs shall collect fees strictly according to law, limit fee collection items and scope and standards of fee collection. Specific administration methods for such fee collection shall be provided for separately by the State Council.

利率、汇率、保险费率、证券及期货价格，适用有关法律、行政法规的规定，不适用本法；
Interest rates, exchange rates, insurance premium rates, securities and futures prices shall be subject to related laws or administrative decrees instead of this law.

中共中央、国务院关于深化国有企业改革的指导意见 Guiding Opinions of CPC Central Committee and State Council on Deepening Reforms of State-owned Enterprises

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<p>中共中央、国务院关于深化国有企业改革的指导意见</p> <p>(2015年8月24日)</p> <p>国有企业属于全民所有，是推进国家现代化、保障人民共同利益的重要力量，是我们党和国家事业发展的重要物质基础和政治基础。改革开放以来，国有企业改革发展不断取得重大进展，总体上已经同市场经济相融合，运行质量和效益明显提升，在国际国内市场竞争中涌现出一批具有核心竞争力的骨干企业，为推动经济社会发展、保障和改善民生、开拓国际市场、增强我国综合实力作出了重大贡献，国有企业经营管理者队伍总体上是好的，广大职工付出了不懈努力，成就是突出的。但也要看到，国有企业仍然存在一些亟待解决的突出矛盾和问题，一些企业市场主体地位尚未真正确立，现代企业制度还不健全，国有资产监管体制有待完善，国有资本运行效率需进一步提高；一些企业管理混乱，内部人控制、利益输送、国有资产流失等问题突出，企业办社会职能和历史遗留问题还未完全解决；一些企业党组织管党治党责任</p>	<p>Guiding Opinions of CPC Central Committee and State Council on Deepening Reforms of State-owned Enterprises</p> <p>(24 August 2015)</p> <p>State-owned enterprises (SOEs), owned by the whole people, are an important force for advancing national modernization and protecting the common interest of the people, serving as a key material and political foundation for the development of the Party and the nation. SOEs have continuously made significant progress since the inception of reform and opening-up, and have overall integrated themselves into the market economy with significantly improved running quality and efficiency. Key enterprises with core competitiveness are rising amid domestic and international competitions, making a great contribution to promoting economic and social development, ensuring and improving people's livelihood, exploring international market, and improving China's comprehensive strength. In SOEs, the management level is satisfying overall, and employees have been making continuous efforts, generating exciting results. However, we have to admit that there are serious issues and problems among SOEs. Some SOEs are not market entities in real terms with incomplete modern corporate system and state-owned assets regulatory system, as well as low-efficient state capital operation; some SOEs experience chaotic management with prominent problems of insider control, tunneling and erosion</p>
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不落实、作用被弱化。面向未来，国有企业面临日益激烈的国际竞争和转型升级的巨大挑战。在推动我国经济保持中高速增长和迈向中高端水平、完善和发展中国特色社会主义制度、实现中华民族伟大复兴中国梦的进程中，国有企业肩负着重大历史使命和责任。要认真贯彻落实党中央、国务院战略决策，按照“四个全面”战略布局的要求，以经济建设为中心，坚持问题导向，继续推进国有企业改革，切实破除体制机制障碍，坚定不移做强做优做大国有企业。为此，提出以下意见。

of state-owned assets, as well as enterprises' assumption of social functions and legacy issues; and some SOEs witness the weakened functions of Party organization for failing to perform the obligation of Party governance. SOEs are facing increasingly fierce international competition and the huge challenge of transformation and upgrading. SOEs shoulder a significant historic mission and responsibilities in the course of promoting China to maintain a medium-high rate of economic growth and move toward a medium-high level of development, to improve and develop the system of socialism with Chinese characteristics, and to realize the Chinese Dream of the great rejuvenation of the Chinese nation. We should carry out the strategic decisions of the Central Committee of the Communist Party of China (CPC) and the State Council, and continue to promote SOE reforms in accordance with the Four-Pronged Comprehensive Strategy with economic development at the core, so as to eradicate system and mechanism barriers and make SOEs bigger, stronger and better. To that end, the guiding opinions are raised as follows:

一、总体要求

I. General requirements

(一) 指导思想

1. Guidelines

高举中国特色社会主义伟大旗帜，认真贯彻落实党的十八大和十八届三中、四中全会精神，深入学习贯彻习近平总书记系列重要讲话精神，坚持和完善基本经济制度，坚持社会主义市场经济改革方向，适应市场化、现代化、国际化新形势，以解放和发展社会生产力为标准，以提高国有资本效率、增强国有企业活力为中心，完善产权清晰、权责明确、政企分开、管理科学的现代企业制度，完善国有资产监管体制，防止国有资产流失，全面推进依法治企，加强和改进党对国有企业的领导，做强做优做大国有企业，不断增强国有经济活

We should hold high the great banner of socialism with Chinese characteristics, comprehensively implement the guiding principles of the 18th National Party Congress and the third and fourth plenary sessions of the 18th CPC Central Committee, put into practice the guiding principles of General Secretary Xi Jinping' s major series speeches, uphold and improve the basic economic system, persevere along the socialist market economy reform path, adapt to the new trend of marketization, modernization and internalization, improve the modern corporate system characterized by clearly established property right ownership, well defined rights and responsibilities, separation of enterprises from government and scientific management with developing social productivity as standards and improving the efficiency of state capital and invigorating SOEs as the core, improve

力、控制力、影响力、抗风险能力，主动适应和引领经济发展新常态，为促进经济社会持续健康发展、实现中华民族伟大复兴中国梦作出积极贡献。

the supervision system for state-owned assets and guard against their loss, promote law-based governance, and intensify and improve the Party's leadership on SOEs to make SOEs bigger, stronger and better. Continuous efforts should be made to enhance the dynamism, leverage, influence and risk-resistance capability of the state-owned sector, and actively adapt to and guide the new normal in economic development, to make positive contribution to promoting the sound and sustainable development, as well as to realizing the Chinese Dream of the great rejuvenation of the Chinese nation.

（二）基本原则

2. Basic principles

——坚持和完善基本经济制度。这是深化国有企业改革必须把握的根本要求。必须毫不动摇巩固和发展公有制经济，毫不动摇鼓励、支持、引导非公有制经济发展。坚持公有制主体地位，发挥国有经济主导作用，积极促进国有资本、集体资本、非公有资本等交叉持股、相互融合，推动各种所有制资本取长补短、相互促进、共同发展。

-- We should adhere to and improve the basic economic system, which is a fundamental requirement for deepening SOE reforms. We should remain firmly committed to consolidating and developing the public sector, and to encouraging, supporting, and guiding the development of the non-public sector. We should persist in the dominant position of public ownership, give full play to the leading role of the state-owned sector. A mixed ownership economy with cross holding and mutual fusion between state-owned capital, collective capital and non-public capital should be promoted to enable capital with all kinds of ownership to draw on one another's strong points to offset weaknesses, stimulate one another and develop together.

——坚持社会主义市场经济改革方向。这是深化国有企业改革必须遵循的基本规律。国有企业改革要遵循市场经济规律和企业发展规律，坚持政企分开、政资分开、所有权与经营权分离，坚持权利、义务、责任相统一，坚持激励机制和约束机制相结合，促使国有企业真正成为依法自主经营、自负盈亏、自担风险、自我约束、自我发展的独立市场主体。社会主义市场经济条件下的国有企业，要成为自觉履行社会责任的表率。

-- We should persevere along the socialist market economy reform path, which is the basic rule to be observed for deepening SOE reforms. To follow the rules of market economy and enterprise development, we should carry out reform focusing on separation of government administration from enterprise management, separation of government administration from state assets management, and separation of ownership from managerial authority. We should form a consistent mechanism of rights, responsibilities and obligations, and coordinate incentive mechanism and restraint mechanism, making SOEs the real independent market players characterized with independent

——坚持增强活力和强化监管相结合。这是深化国有企业改革必须

independent market players characterized with independent

把握的重要关系。增强活力是搞好国有企业的本质要求，加强监管是搞好国有企业的重要保障，要切实做到两者的有机统一。继续推进简政放权，依法落实企业法人财产权和经营自主权，进一步激发企业活力、创造力和市场竞争力。进一步完善国有企业监管制度，切实防止国有资产流失，确保国有资产保值增值。

——坚持党对国有企业的领导。这是深化国有企业改革必须坚守的政治方向、政治原则。要贯彻全面从严治党方针，充分发挥企业党组织政治核心作用，加强企业领导班子建设，创新基层党建工作，深入开展党风廉政建设，坚持全心全意依靠工人阶级，维护职工合法权益，为国有企业改革发展提供坚强有力的政治保证、组织保证和人才支撑。

——坚持积极稳妥统筹推进。这是深化国有企业改革必须采用的科学方法。要正确处理推进改革和坚持法治的关系，正确处理改革发展稳定关系，正确处理搞好顶层设计和尊重基层首创精神的关系，突出问题导向，坚持分类推进，把握好改革的次序、节奏、力度，确保改革扎实推进、务求实效。

operation and accounting at their own risk, self-discipline and self-development. SOEs in the socialist market economy should set an example of proactively performing their social responsibilities.

--We should coordinate invigoration and intensified supervision, which is an important relation for deepening SOE reforms. Invigoration is a fundamental requirement to boost SOEs, while intensified supervision is a key guarantee for SOE development, shedding light on the importance of their organic unity. Efforts should be made to continue to streamline administration and delegate more powers to lower-level governments, and guarantee corporate property rights and autonomy in management to further enhance enterprises' dynamism, creativity and competitiveness. We should further improve the regulatory system for SOEs to prevent the erosion and ensure the value maintenance and appreciation of state-owned assets.

--We should uphold the leadership of the Party on SOEs, which is the political path and principle to be maintained for deepening SOE reforms. We should strictly govern the Party, give full play to the core political role of Party organizations in SOEs, strengthen the development of enterprise leading group, promote grassroots Party building, uphold integrity and fight corruption in the Party, continue to depend on the working class wholeheartedly, and protect the lawful rights and interests of employees, so as to provide powerful support for SOE reforms in the context of politics, structure and talents.

--We should promote SOE reforms on an active, steady and balanced basis, which is a scientific approach for deepening SOE reforms. We should strike a balance between reform and law-based governance, between reform, development and stability, and between top-level design and the respect for grassroots innovation. Oriented by problems solving, we should promote reforms based on classification with a good control of the order, rhythm and intensity of reforms to

ensure the steady promotion and practical efficiency of reforms.

(三) 主要目标

3. Main objectives

到2020年，在国有企业改革重点领域和关键环节取得决定性成果，形成更加符合我国基本经济制度和社会主义市场经济发展要求的国有资产管理体制、现代企业制度、市场化经营机制，国有资本布局结构更趋合理，造就一大批德才兼备、善于经营、充满活力的优秀企业家，培育一大批具有创新能力和国际竞争力的国有骨干企业，国有经济活力、控制力、影响力、抗风险能力明显增强。

SOE reforms should make conclusive achievements in key fields and stages by 2020 by establishing the state-owned assets management system, modern corporate system and market-oriented operation mechanism which better comply with China's basic economic system and the economic development requirements of socialist market economy, forming a more reasonable structure of state-owned assets, fostering a group of energetic entrepreneurs who are good at business operation with high moral integrity and professional competence, and nurturing a group of SOEs that are creative and can face international rivals. In this way, the dynamism, leverage, influence and risk-resistance capability of the state-owned sector will be enhanced significantly.

——国有企业公司制改革基本完成，发展混合所有制经济取得积极进展，法人治理结构更加健全，优胜劣汰、经营自主灵活、内部管理人员能上能下、员工能进能出、收入能增能减的市场化机制更加完善。

--SOE corporate system reform should be fundamentally completed with progress in developing mixed ownership, and more sound corporate governance structure. The market-oriented mechanism should be improved with independent and flexible operations, and the systems concerning the promotion and demotion of managerial personnel, hiring and firing of employees, and salary increase and decrease under the philosophy that survival of the fittest.

——国有资产监管制度更加成熟，相关法律法规更加健全，监管手段和方式不断优化，监管的科学性、针对性、有效性进一步提高，经营性国有资产实现集中统一监管，国有资产保值增值责任全面落实。

--State-owned assets supervision system should become more mature with more complete laws and regulations, continuously optimized supervision approaches, unified supervision of operating state-owned assets and fully performed responsibility of value maintenance and appreciation, making supervision more scientific, targeted and effective.

——国有资本配置效率显著提高，国有经济布局结构不断优化、主导作用有效发挥，国有企业在提升自主创新能力、保护资源环境、加快转型升级、履行社会责任中的引领和表率作用充分发挥。

--State-owned assets allocation efficiency should be improved significantly. The state-owned sector should see its structure optimized continuously and its leading role fully played. SOEs should fully play its leading and exemplary role

——企业党的建设全面加强，反腐倡廉制度体系、工作体系更加完善，国有企业党组织在公司治理中的

法定地位更加巩固，政治核心作用充分发挥。

in enhancing independent innovation, protecting resources and environment, accelerating transformation and upgrading and performing social responsibility.

--Party building within SOEs should be strengthened in all respects with improved working system and the mechanism for combating corruption and promoting integrity. The statutory position of Party organizations within SOEs should be consolidated, giving full play to their core political role.

二、分类推进国有企业改革

II. Promoting SOE reforms based on classification

（四）划分国有企业不同类

4. Classifying SOEs. SOEs should be divided into two

别。根据国有资本的战略定位和发展目标，结合不同国有企业在经济社会发展中的作用、现状和发展需要，将国有企业分为商业类和公益类。通过界定功能、划分类别，实行分类改革、分类发展、分类监管、分类定责、分类考核，提高改革的针对性、监管的有效性、考核评价的科学性，推动国有企业同市场经济深度融合，促进国有企业经济效益和社会效益有机统一。按照谁出资谁分类的原则，由履行出资人职责的机构负责制定所出资企业的功能界定和分类方案，报本级政府批准。各地区可结合实际，划分并动态调整本地区国有企业功能类别。

categories, for-profit entities and those dedicated to public welfare based on the strategic positioning and development objectives of state capital and in light of the roles, status quo and development needs of different SOEs in economic and social development. We should reform, develop, supervise, determine responsibilities and assess based on classification and function positioning to achieve targeted reforms, effective supervision and scientific assessment, and to promote the in-depth integration of SOEs into the market economy as well as the consistency between economic benefits and social benefits of SOEs. Under the principle of classification by capital contributors, an organization that fulfills its contributor's obligations is responsible to prepare the plan of function positioning and classification for the beneficiary enterprise, and to submit to the government at the same level for approval. Local authorities may, in light of the actual conditions, classify and dynamically adjust the functions of SOEs within their jurisdiction.

（五）推进商业类国有企业改

5. Promoting reforms of for-profit SOEs. For-profit SOEs

革。商业类国有企业按照市场化要求实行商业化运作，以增强国有经济活力、放大国有资本功能、实现国有资产保值增值为主要目标，依法自主开展生产经营活动，实现优胜劣汰、有序进退。

should independently conduct legitimate commercial operations according to market requirements with enhancing SOEs' economic vitality, amplifying state capital's functions and maintaining and appreciating state capital's value as main objectives to survive and advance in good order.

A for-profit SOE whose main business is in a fully competitive industry or field should undergo reforms to introduce the corporate and shareholding systems in principle, and actively

主业处于充分竞争行业和领域

的商业类国有企业，原则上都要实行

公司制股份制改革，积极引入其他国有资本或各类非国有资本实现股权多元化，国有资本可以绝对控股、相对控股，也可以参股，并着力推进整体上市。对这些国有企业，重点考核经营业绩指标、国有资产保值增值和市场竞争能力。

introduce other state capital or various private capitals to achieve equity diversification of equities. State capital may have absolute control, relative control, or government minority participation, and encourage SOEs to go public. For such SOEs, assessment will be made mainly on performance, value maintenance and appreciation of state-owned assets, as well as competitiveness.

主业处于关系国家安全、国民经济命脉的重要行业和关键领域、主要承担重大专项任务的商业类国有企业，要保持国有资本控股地位，支持非国有资本参股。对自然垄断行业，实行以政企分开、政资分开、特许经营、政府监管为主要内容的改革，根据不同行业特点实行网运分开、放开竞争性业务，促进公共资源配置市场化；对需要实行国有全资的企业，也要积极引入其他国有资本实行股权多元化；对特殊业务和竞争性业务实行业务板块有效分离，独立运作、独立核算。对这些国有企业，在考核经营业绩指标和国有资产保值增值情况的同时，加强对服务国家战略、保障国家安全和国民经济运行、发展战略性新兴产业以及完成特殊任务的考核。

A for-profit SOE which undertakes major special tasks with its main business in a key industry or field concerning national security and the lifeline of the national economy should remain to be controlled by state capital while attracting private minority investment. In natural monopoly industries, we should carry out reforms focusing on separation of government administration from enterprise management, separation of government administration from state-owned assets management, franchise operation, and government supervision, separate networks from operations and decontrol competitive businesses based on the characteristics of different industries, and make public resource allocation more market-oriented. For an enterprise which needs to continue with 100 percent state ownership, other types of state capital should also be introduced for equity diversification. A special business or competitive business should be separate effectively to undergo independent operation and accounting. For such SOEs, assessment should be strengthened on serving national strategies, protecting national security and economic operation, developing prospective strategic industries and fulfilling special tasks in addition to performance evaluation and the examination of value maintenance and appreciation of state-owned assets.

（六）推进公益类国有企业改革。公益类国有企业以保障民生、服务社会、提供公共产品和服务为主要目标，引入市场机制，提高公共服务效率和能力。这类企业可以采取国有独资形式，具备条件的也可以推行投

6. Promoting the reforms of public welfare SOEs. Aiming at protecting the people's livelihood, serving the society and providing public products and services, public welfare SOEs should introduce market mechanism to improve their efficiency and capability of public services. Such an enterprise may be wholly funded by state capital, or have diversified

资主体多元化，还可以通过购买服务、特许经营、委托代理等方式，鼓励非国有企业参与经营。对公益类国有企业，重点考核成本控制、产品质量、营运效率和保障能力，根据企业不同特点有区别地考核经营业绩指标和国有资产保值增值情况，考核中要引入社会评价。

investors if qualified, and may encourage the participation of private investors through the relevant SOEs procuring services and establishing concession and agency arrangements. For public welfare SOEs, we should focus on assessing cost control, quality of products and services, operational efficiency and guarantee capability, and may conduct performance evaluation and the examination of value maintenance and appreciation of state-owned assets, taking into account public opinions.

三、完善现代企业制度

III. Improving modern corporate system

（七）推进公司制股份制改革。加大集团层面公司制改革力度，积极引入各类投资者实现股权多元化，大力推动国有企业改制上市，创造条件实现集团公司整体上市。根据不同企业的功能定位，逐步调整国有股权比例，形成股权结构多元、股东行为规范、内部约束有效、运行高效的灵活的经营机制。允许将部分国有资本转化为优先股，在少数特定领域探索建立国家特殊管理股制度。

7. Promoting reforms to introduce the corporate and shareholding systems in SOEs. We should intensify corporate system reform at group level, introduce various kinds of investors to realize equity diversification, promote SOEs to reform and go public, and facilitate the overall listing of group companies. Efforts should be made to gradually adjust the holding proportion of state capital based on function positioning of different enterprises to form a mechanism of diversified equity structure, standardized shareholder activities, effective internal control as well as flexible and high-efficient operations. Certain state capitals are permitted to be converted into preference shares and the use of "golden state-owned share" structures in a few special sectors will be explored.

（八）健全公司法人治理结构。重点是推进董事会建设，建立健全权责对等、运转协调、有效制衡的决策执行监督机制，规范董事长、总经理行权行为，充分发挥董事会的决策作用、监事会的监督作用、经理层的经营管理作用、党组织的政治核心作用，切实解决一些企业董事会形同虚设、“一把手”说了算的问题，实现规范的公司治理。要切实落实和维护董事会依法行使重大决策、选人用人、薪酬分配等权利，保障经理层经营自主权，法无授权任何政府部门和机构不得干预。加强董事会内部的制

8. Improving the corporate governance structure. Key efforts should be made to promote the development of board of directors, establish and improve the decision implementation and supervision mechanism characterized by consistent rights and responsibilities, coordinated operations and effective checks and balances, regulate right exercise of board chairman and general manager, give full play to the decision-making role of the board of directors, the supervision role of the board of supervisors, the business management role of the management level, and the core political role of Party organization, and solve the problems of useless board of directors and top leader having the final say, so as to regulate corporate governance. We should protect in practice the rights of the board of directors in major

衡约束，国有独资、全资公司的董事会和监事会均应有职工代表，董事会外部董事应占多数，落实一人一票表决制度，董事对董事会决议承担责任。改进董事会和董事评价办法，强化对董事的考核评价和管理，对重大决策失误负有直接责任的要及时调整或解聘，并依法追究任。进一步加强外部董事队伍建设，拓宽来源渠道。

decisions, talent selection and appointment and remuneration distribution, and the autonomy of the management level, prohibiting interference by government in business operations where not specifically authorized by law. The internal checks and balances of the board of directors should be consolidated with employee representatives appointed to board of directors and board of supervisors of wholly or solely state-owned companies, majority external directors in the board, one-person for one-vote system, and directors liable for the resolutions of the board. We should upgrade evaluation methods for board and directors by strengthening evaluation and management of directors, and to adjust or dismiss without delay the persons directly liable for major decision failures, and may pursue liability according to the law. We should also intensify efforts in developing the team of external directors by expanding selection channels.

（九）建立国有企业领导人员分类分层管理制度。坚持党管干部原则与董事会依法产生、董事会依法选择经营管理者、经营管理者依法行使用人权相结合，不断创新有效实现形式。上级党组织和国有资产监管机构按照管理权限加强对国有企业领导人员的管理，广开推荐渠道，依规考察提名，严格履行选用程序。根据不同企业类别和层级，实行选任制、委任制、聘任制等不同选人用人方式。推行职业经理人制度，实行内部培养和外部引进相结合，畅通现有经营管理者与职业经理人身份转换通道，董事会按市场化方式选聘和管理职业经理人，合理增加市场化选聘比例，加快建立退出机制。推行企业经理层成员任期制和契约化管理，明确责任、权利、义务，严格任期管理和目标考核。

9. Establishing the classified and hierarchical management system for SOE leaders. We should adhere to the principle of the Party supervising the performance of leaders. At the same time, the board of directors should be formed according to the law; the manager should be selected by the board of directors according to the law; and the manager should exercise its appointment rights according to the law, innovating effective approaches. The Party organization and state-owned assets regulator at a higher level should strengthen the management of SOE leaders based on their authority, expanding recommendation channels, examining nominations according to rules and fully complying with selection procedures. Election system, appointment system, engagement system and other talent selection approaches will be adopted based on SOE classification and levels. We should promote professional manager system, combine internal training and external introduction, clear the current channel for shifting between manager and professional manager, increase a reasonable proportion of commercial recruitment, and accelerate the establishment of exist mechanism. The board of directors should retain and

manage professional managers in accordance with commercial principles. Efforts should also be made to promote the tenure system and contractual management of the management level, clarifying their duties, rights, obligations, tenure and performance targets.

(十) 实行与社会主义市场经济相适应的企业薪酬分配制度。企业内部的薪酬分配权是企业的法定权利，由企业依法依规自主决定，完善既有激励又有约束、既讲效率又讲公平、既符合企业一般规律又体现国有企业特点的分配机制。建立健全与劳动力市场基本适应、与企业经济效益和劳动生产率挂钩的工资决定和正常增长机制。推进全员绩效考核，以业绩为导向，科学评价不同岗位员工的贡献，合理拉开收入分配差距，切实做到收入能增能减和奖惩分明，充分调动广大职工积极性。对国有企业领导人员实行与选任方式相匹配、与企业功能性质相适应、与经营业绩相挂钩的差异化薪酬分配办法。对党中央、国务院和地方党委、政府及其部门任命的国有企业领导人员，合理确定基本年薪、绩效年薪和任期激励收入。对市场化选聘的职业经理人实行市场化薪酬分配机制，可以采取多种方式探索完善中长期激励机制。健全与激励机制相对称的经济责任审计、信息披露、延期支付、追索扣回等约束机制。严格规范履职待遇、业务支出，严禁将公款用于个人支出。

10. Adopting the remuneration system suitable for socialist market economy. Remuneration distribution is a statutory right of enterprises, which should be determined at the sole discretion of enterprises according to laws and regulations. The remuneration mechanism should be improved with coordinated incentive and restraint measures and consistent SOE characteristics and general rules, treasuring both efficiency and fairness. Compensation and associated increments for all staff will be decided in accordance with productivity and economic contribution, with reasonable disparity between employees to reflect individual contribution. Income increase or reduction and clarified reward and punishment measures should be carried out based on performance evaluation to inspire the enthusiasm of employees. The compensation methods for SOE leaders should be consistent with their appointment, enterprise functions and ownership type, and business performance. For SOE leaders appointed by CPC Central Committee, State Council, and local Party committees, governments and other departments, their annual salary, performance remuneration and incentives should be determined on a reasonable basis. For professional managers retained in accordance with commercial principles, market-oriented remuneration may be offered, and medium-to long-term incentive plans will be explored in different ways. We should also upgrade restraint mechanism like economic liability auditing, information disclosure, deferral payment and clawback arrangement in consistent with incentive mechanism, regulating the compensation for duty performance and business expenditure, and prohibiting embezzlement.

(十一) 深化企业内部用人制度改革。建立健全企业各类管理人员公开招聘、竞争上岗等制度，对特殊

11. Deepening the reform of enterprises' personnel system. We should establish and improve the system of public recruitment and competition of various managerial

管理人员可以通过委托人才中介机构推荐等方式，拓宽选人用人视野和渠道。建立分级分类的企业员工市场化公开招聘制度，切实做到信息公开、过程公开、结果公开。构建和谐劳动关系，依法规范企业各类用工管理，建立健全以合同管理为核心、以岗位管理为基础的市场化用工制度，真正形成企业各类管理人员能上能下、员工能进能出的合理流动机制。

personnel. Intermediaries may be engaged to recommend special managerial personnel to expand talent selection channel. Market-oriented public recruitment system for employees should be established based on classification and levels to ensure open information, process and results. Efforts should be made to cultivate harmonious employment relationship, regulate employment management, and set up market-oriented employment system based on position management with contractual management as the core, so as to form a reasonable talent flow mechanism concerning the promotion and demotion of managerial personnel, and hiring and firing of employees.

四、完善国有资产管理体制

IV. Improving state-owned assets management system

(十二) 以管资本为主推进国有资产监管机构职能转变。国有资产监管机构要准确把握依法履行出资人职责的定位，科学界定国有资产出资人监管的边界，建立监管权力清单和责任清单，实现以管企业为主向以管资本为主的转变。该管的要科学管理、决不缺位，重点管好国有资本布局、规范资本运作、提高资本回报、维护资本安全；不该管的要依法放权、决不越位，将依法应由企业自主经营决策的事项归位于企业，将延伸到子企业的管理事项原则上归位于一级企业，将配合承担的公共管理职能归位于相关政府部门和单位。大力推进依法监管，着力创新监管方式和手段，改变行政化管理方式，改进考核体系和办法，提高监管的科学性、有效性。

12. Shifting the functions of state-owned assets regulators with capital management at the core. State-owned assets regulators should accurately perform their obligations as capital contributors according to law, scientifically define their supervision boundaries, and establish regulator authority list and responsibility list to shift their focus from SOE management to capital management. Management should be conducted properly with emphasis on state capital allocation, capital operation standardization, return generation and capital protection. For issues beyond their authority, regulators should behave according to the law and should not meddle in others' affairs, giving the authority of making independent operation decisions to enterprises, giving the authority of managing subsidiaries to parent companies in principle and transferring the function of supporting public management to relevant government departments and institutions. Efforts should be made to promote law-based governance, innovate supervision methods and approaches, change administrative management, and improve assessment system and methods to enhance scientific and efficient supervision.

(十三) 以管资本为主改革国有资本授权经营体制。改组组建国有资本投资、运营公司，探索有效的运营模式，通过开展投资融资、产业培

13. Reforming the authorized operation mechanism for state capital with capital management at the core. We should restructure and establish companies invested and operated with state capital, explore effective operation models, and

育、资本整合，推动产业集聚和转型升级，优化国有资本布局结构；通过股权运作、价值管理、有序进退，促进国有资本合理流动，实现保值增值。科学界定国有资本所有权和经营权的边界，国有资产监管机构依法对国有资本投资、运营公司和其他直接监管的企业履行出资人职责，并授权国有资本投资、运营公司对授权范围内的国有资本履行出资人职责。国有资本投资、运营公司作为国有资本市场化运作的专业平台，依法自主开展国有资本运作，对所投资企业行使股东职责，按照责权对应原则切实承担起国有资产保值增值责任。开展政府直接授权国有资本投资、运营公司履行出资人职责的试点。

promote industrial clusters and transformation and upgrading, and optimize state capital structure through investment and financing, industrial fostering and capital integration, and promote the reasonable and orderly flow of state capital through equity operation and value management to realize value maintenance and appreciation. The boundaries of ownership and operation right of state capital should be properly defined. State-owned assets regulators should, according to law, perform their obligations of making capital contribution to state capital investment companies, state capital operation companies and other companies under their direct supervision, and authorize companies invested and operated with state capital to make capital contribution for the state capital within their authorized scope. The companies invested and operated with state capital should function as a platform to operate state capital at their sole discretion according to law, perform shareholder obligations for invested enterprises, and assume the responsibility of value maintenance and appreciation for state capital. A pilot program will be launched to directly authorize companies invested and operated with state capital to fulfill obligations as capital contributors.

（十四）以管资本为主推动国有资本合理流动优化配置。坚持以市场为导向、以企业为主体，有进有退、有所为有所不为，优化国有资本布局结构，增强国有经济整体功能和效率。紧紧围绕服务国家战略，落实国家产业政策和重点产业布局调整总体要求，优化国有资本重点投资方向和领域，推动国有资本向关系国家安全、国民经济命脉和国计民生的重要行业和关键领域、重点基础设施集中，向前瞻性战略性新兴产业集中，向具有核心竞争力的优势企业集中。发挥国有资本投资、运营公司的作用，清理退出一批、重组整合一批、创新发展一批国有企业。建立健全优胜劣汰

14. Promoting reasonable flow and optimized allocation of state capital with capital management at the core. Oriented by market with enterprises playing the leading role, efforts should be made properly to optimize the structure of state capital and enhance the overall functions and efficiency of the state-owned sector. Under the overall requirements of serving national strategies and carrying out national industrial policies and key industry restructuring, we should optimize the key investment direction and fields of state capital, and push state capital to concentrate in key industries, fields and infrastructure concerning national security, and the economic livelihood of the general people, in forward-looking strategic industries, and in enterprises with core competitiveness. Efforts should be made to give full play to the role of state capital investment and state capital operation companies with exist, restructuring and

市场化退出机制，充分发挥失业救济和再就业培训等的作用，解决好职工安置问题，切实保障退出企业依法实现关闭或破产，加快处置低效无效资产，淘汰落后产能。支持企业依法合规通过证券交易、产权交易等资本市场，以市场公允价格处置企业资产，实现国有资本形态转换，变现的国有资本用于更需要的领域和行业。推动国有企业加快管理创新、商业模式创新，合理限定法人层级，有效压缩管理层级。发挥国有企业在实施创新驱动发展战略和制造强国战略中的骨干和表率作用，强化企业在技术创新中的主体地位，重视培养科研人才和高技能人才。支持国有企业开展国际化经营，鼓励国有企业之间以及与其他所有制企业以资本为纽带，强强联合、优势互补，加快培育一批具有世界一流水平的跨国公司。

innovative development of SOEs. Efforts need to be made to establish and improve the market-oriented exit mechanism, give full play to the roles of unemployment relief and re-employment training, resolve employee problem, guarantee that enterprises may go bankruptcy or be closed down according to the law, accelerate the disposal of low-efficient and invalid assets and eliminate backward capacity. We should support enterprises to dispose their assets at fair market price through capital market such as securities transaction and equity transaction to realize the conversion of state capital, and cashed state capital can be applied to more needed industries and fields. SOEs should be urged to accelerate innovation in management and business models, to properly limit the levels of legal persons, and effectively compress management levels. We should give play to the leading and exemplary roles of SOEs in carrying out the strategies of innovation driving development and manufacturing power, strengthen the dominant position of enterprises in technological innovation, and emphasize the training of scientific and research talents and highly skilled talents. SOEs are supported to conduct international operations, and to join hands with other SOEs or enterprises of other ownership to complement each other with their respective strength and form a group of world-class multinational corporations.

（十五）以管资本为主推进经营性国有资产集中统一监管。稳步将党政机关、事业单位所属企业的国有资本纳入经营性国有资产集中统一监管体系，具备条件的进入国有资本投资、运营公司。加强国有资产基础管理，按照统一制度规范、统一工作体系的原则，抓紧制定企业国有资产基础管理条例。建立覆盖全部国有企业、分级管理的国有资本经营预算管理制度，提高国有资本收益上缴公共财政比例，2020年提高到30%，更多用于保障和改善民生。划转部分国

15. Promoting unified supervision over operating state-owned assets with capital management at the core. The state capital of enterprises affiliated to the Party and government offices and public institutions should be gradually included in the unified supervision system of operating state-owned assets, and may enter state capital investment or state capital operation companies, if qualified. Efforts should be made to strengthen the basic management state capital, and seize the time to formulate basic management regulations of enterprises' state capital in the principle of unified working systems and regulations. We should establish the operation budget management system of state capital under hierarchical management, covering all the SOEs, raise the

有资本充实社会保障基金。

proportion of state-owned capital gains that are turned over to the public finance to 30 percent by 2020, to be used to ensure and improve the people's livelihood, and transfer certain state capital into the social security fund.

五、发展混合所有制经济

V. Promoting mixed ownership

(十六) 推进国有企业混合所有制改革。以促进国有企业转换经营机制，放大国有资本功能，提高国有资本配置和运行效率，实现各种所有制资本取长补短、相互促进、共同发展为目标，稳妥推动国有企业发展混合所有制经济。对通过实行股份制、上市等途径已经实行混合所有制的国有企业，要着力在完善现代企业制度、提高资本运行效率上下功夫；对于适宜继续推进混合所有制改革的国有企业，要充分发挥市场机制作用，坚持因地施策、因业施策、因企施策，宜独则独、宜控则控、宜参则参，不搞拉郎配，不搞全覆盖，不设时间表，成熟一个推进一个。改革要依法依规、严格程序、公开公正，切实保护混合所有制企业各类出资人的产权权益，杜绝国有资产流失。

16. Advancing the mixed ownership reform of SOEs. Aiming to urge SOEs to change their operational mechanism, amplify the functions of state capital, improve the allocation and operation efficiency of state capital and realize common development of the capital under various types of ownership, we should promote SOEs to develop mixed ownership economy. SOEs which are practicing mixed ownership through shareholding system and listing need to make efforts to improve modern corporate system and capital operation efficiency. SOEs which are suitable to continue the mixed ownership reform need to give full play to the role of market mechanism. Issue measures based on their respective location, industries and enterprises, adopt policies as needed without any timetable, complete coverage or blind matching, and promote as they mature. Reforms should be advanced on a fair and open basis through strict procedures according to laws and regulations, to protect the property rights and interests of various contributors of mixed ownership enterprises and prevent the erosion of state-owned assets.

(十七) 引入非国有资本参与国有企业改革。鼓励非国有资本投资主体通过出资入股、收购股权、认购可转债、股权置换等多种方式，参与国有企业改制重组或国有控股上市公司增资扩股以及企业经营管理。实行同股同权，切实维护各类股东合法权益。在石油、天然气、电力、铁路、电信、资源开发、公用事业等领域，向非国有资本推出符合产业政策、有利于转型升级的项目。依照外商投资产业指导目录和相关安全审查规定，完善外资安全审查工作机制。开展多类型政府和社会资本合作试点，逐步

17. Introducing private capital to invest in SOE reforms. Private investors are encouraged to participate in SOE restructuring transactions, subscribe in the follow-on issues of state-controlled listed SOEs and be involved in the operation and management of SOEs through such means as equity subscription/purchase, convertible bond subscription and equity swap. Same equity for the same right principle will be carried out to protect the lawful rights and interests of various shareholders. New SOE investments will be opened up to private capital for projects favorable to transformation and upgrading in the oil and gas, power, railway, telecoms, resources and public services sectors in accordance with current industry policies. Efforts should be made to improve the mechanism of foreign capital security examination in

推广政府和社会资本合作模式。	accordance with the Catalogue for the Guidance of Foreign Investment Industries and relevant security examination provisions. We should launch the pilot program of public-private partnership (PPP), and gradually promote PPP models.
(十八) 鼓励国有资本以多种方式入股非国有企业。充分发挥国有资本投资、运营公司的资本运作平台作用, 通过市场化方式, 以公共服务、高新技术、生态环保、战略性新兴产业为重点领域, 对发展潜力大、成长性强的非国有企业进行股权投资。鼓励国有企业通过投资入股、联合投资、重组等多种方式, 与非国有企业进行股权融合、战略合作、资源整合。	18. Encouraging state capital to invest in private enterprises in different ways. We should give full play to the role of companies invested and operated with state capital as a capital operation platform, and make equity investment to private enterprises with huge development and growth potential mainly in the fields of public services, high technology, environmental protection and strategic industries. SOEs are encouraged to conduct equity fusion, strategic cooperation and resource integration with private enterprises through equity investment, co-investment and restructuring.
(十九) 探索实行混合所有制企业员工持股。坚持试点先行, 在取得经验基础上稳妥有序推进, 通过实行员工持股建立激励约束长效机制。优先支持人才资本和技术要素贡献占比较高的转制科研院所、高新技术企业、科技服务型企业开展员工持股试点, 支持对企业经营业绩和持续发展有直接或较大影响的科研人员、经营管理人员和业务骨干等持股。员工持股主要采取增资扩股、出资新设等方式。完善相关政策, 健全审核程序, 规范操作流程, 严格资产评估, 建立健全股权流转和退出机制, 确保员工持股公开透明, 严禁暗箱操作, 防止利益输送。	19. Exploring employee stock ownership plan (ESOP) in mixed ownership enterprises. A pilot program will first be launched, and ESOP will be promoted prudently based on experience to establish long-term incentive and restraint mechanism. Priority will be given to the research institutes, high-tech enterprises, science and technology service-oriented enterprises whose talent capital and technology factors have relatively high contribution rates to launch ESOP pilot program, and to the researchers, managerial personnel and backbone persons who have direct or major influence on enterprises' operating performance and sustainability to hold shares. Increase in capital and share and new capital contributions will be adopted as major approaches for employee stock ownership. We should upgrade relevant policies, improve audit procedures, standardize operational process, make strict asset assessment, and establish and improve the equity transfer and withdrawal mechanism to ensure transparent ESOP implementation, and prevent back door operation and tunneling.
六、强化监督防止国有资产流失	VI. Intensifying supervision to prevent the erosion of state assets
(二十) 强化企业内部监督。	20. Intensifying internal supervision. We should improve the

完善企业内部监督体系，明确监事会、审计、纪检监察、巡视以及法律、财务等部门的监督职责，完善监督制度，增强制度执行力。强化对权力集中、资金密集、资源富集、资产聚集的部门和岗位的监督，实行分事行权、分岗设权、分级授权，定期轮岗，强化内部流程控制，防止权力滥用。建立审计部门向董事会负责的工作机制。落实企业内部监事会对董事、经理和其他高级管理人员的监督。进一步发挥企业总法律顾问在经营管理中的法律审核把关作用，推进企业依法经营、合规管理。集团公司要依法依规、尽职尽责加强对子企业的管理和监督。大力推进厂务公开，健全以职工代表大会为基本形式的企业民主管理制度，加强企业职工民主监督。

internal supervision system, specify the supervision duties of the board of supervisors, inspection, auditing, discipline inspection, as well as legal, financial and other departments, and enhance the supervision system and system implementation. Supervision on the departments and positions with concentrated powers, capital, resources and assets should be intensified by exercising powers based on event, designing rights based on position, giving authority based on level, practicing regular rotation, and reinforcing internal procedure control to prevent abuse of power. We should establish a mechanism for the audit department to be responsible for the board of directors, and let the board of supervisors to supervise directors, managers and other senior management. We should give further play to the role of general counsel in legal inspection during operation and management to urge enterprises to operate and manage according to laws and regulations. Group companies should intensify their management and supervision on subsidiaries according to laws and regulations. Efforts should be made to promote company information publicity, improve the democratic management system based on employee assembly to strengthen democratic supervision by employees.

（二十一）建立健全高效协同的外部监督机制。强化出资人监督，加快国有企业行为规范法律法规制度建设，加强对企业关键业务、改革重点领域、国有资本运营重要环节以及境外国有资产的监督，规范操作流程，强化专业检查，开展总会计师由履行出资人职责机构委派的试点。加强和改进外派监事会制度，明确职责定位，强化与有关专业监督机构的协作，加强当期和事中监督，强化监督成果运用，建立健全核查、移交和整改机制。健全国有资本审计监督体系和制度，实行企业国有资产审计监督全覆盖，建立对企业国有资本的经常

21. Establishing and improving high-efficient and synergic external supervision mechanism. We should strengthen investor supervision, accelerate the development of the code of conduct and rules of SOEs, intensify the supervision on key businesses, key reform sectors, key operation stages of state capital and overseas state capital, standardize operation process, stress specialized inspection, and launch a pilot program of appointing general accountant by the organizations fulfilling contributor duties. We should strengthen and improve the system of external board of directors, clarifying duty positioning, enhance the cooperation with specialized supervision organizations, reinforce current phase and in-process supervision, and the application of supervision results, and establish and improve inspection, transfer and rectification mechanism. We should

性审计制度。加强纪检监察监督和巡视工作，强化对企业领导人员廉洁从业、行使权力等的监督，加大大案要案查处力度，狠抓对存在问题的整改落实。整合出资人监管、外派监事会监督和审计、纪检监察、巡视等监督力量，建立监督工作会商机制，加强统筹，创新方式，共享资源，减少重复检查，提高监督效能。建立健全监督意见反馈整改机制，形成监督工作的闭环。

upgrade the audit supervision system and mechanism of state capital by covering all the audit supervision of state-owned assets, and establishing routine audit system for state capital. We should strengthen discipline inspection, intensify the supervision on enterprise leaders for their integrity and power exercise, and intensify the efforts in investigating major and key cases, and keep a tight rein on rectification. The supervision forces of contributor supervision, supervision and audit of external board of directors, discipline inspection and inspection should be integrated to establish supervision discussion mechanism, strengthen planning, innovate approaches, share resources, reduce repeated inspection and improve supervision efficiency. Efforts should be made to improve the feedback and rectification mechanism of supervision to form a closed loop of supervision.

（二十二）实施信息公开加强社会监督。完善国有资产和国有企业信息公开制度，设立统一的信息公开网络平台，依法依规、及时准确披露国有资本整体运营和监管、国有企业公司治理以及管理架构、经营情况、财务状况、关联交易、企业负责人薪酬等信息，建设阳光国企。认真处理人民群众关于国有资产流失等问题的来信、来访和检举，及时回应社会关切。充分发挥媒体舆论监督作用，有效保障社会公众对企业国有资产运营的知情权和监督权。

22. Publicizing information to strengthen social supervision. We should upgrade the information disclosure system for state-owned assets and SOEs, establish unified online information disclosure platform, disclose the overall operation and supervision of state capital, as well as corporate governance and management structure, business operation, financial status, related-party transactions, person-in-charge remuneration and other information of SOEs on a timely and accurate basis according to laws and regulations. Efforts should be made to seriously handle the letters, visits and reporting of the masses on the erosion of state capital, response to the issues concerned by the public without delay. We should give full play to the supervision role of media to effectively protect the public's rights to learn about and supervise the operation of state capital.

（二十三）严格责任追究。建立健全国有企业重大决策失误和失职、渎职责任追究倒查机制，建立和完善重大决策评估、决策事项履职记录、决策过错认定标准等配套制度，严厉查处侵吞、贪污、输送、挥霍国有资产和逃废金融债务的行为。建立健全企业国有资产的监督问责机制，

23. Tightening accountability investigation. We should establish and improve the back investigation mechanism for the failure of major decisions and dereliction of duties of SOEs, establish and improve supporting systems such as major decision assessment, duty performance records, and the standards for determining decision failures, and strictly investigate and punish the embezzlement, corruption, tunneling and squander of state-owned assets, and the

<p>对企业重大违法违规问题敷衍不追、隐匿不报、查处不力的，严格追究有关人员失职渎职责任，视不同情形给予纪律处分或行政处分，构成犯罪的，由司法机关依法追究刑事责任。</p>	<p>evasion of financial debts. We should establish and improve the supervision accountability mechanism for state-owned assets, and investigate the liabilities of relevant personnel for dereliction of duty and give disciplinary or administrative punishment (as the case may be) in the event of failure to pursue accountability, hiding and failure to report, or inadequate investigation of major violations. Where a crime is constituted, the criminal liability will be pursued by judicial authorities.</p>
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<p>七、加强和改进党对国有企业的领导</p>	<p>VII. Strengthening and improving Party's leadership on SOEs</p>
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<p>（二十四）充分发挥国有企业党组织政治核心作用。把加强党的领导和完善公司治理统一起来，将党建工作总体要求纳入国有企业章程，明确国有企业党组织在公司法人治理结构中的法定地位，创新国有企业党组织发挥政治核心作用的途径和方式。在国有企业改革中坚持党的建设同步谋划、党的组织及工作机构同步设置、党组织负责人及党务工作人员同步配备、党的工作同步开展，保证党组织工作机构健全、党务工作者队伍稳定、党组织和党员作用得到有效发挥。坚持和完善双向进入、交叉任职的领导体制，符合条件的党组织领导班子成员可以通过法定程序进入董事会、监事会、经理层，董事会、监事会、经理层成员中符合条件的党员可以依照有关规定和程序进入党组织领导班子；经理层成员与党组织领导班子成员适度交叉任职；董事长、总经理原则上分设，党组织书记、董事长一般由一人担任。</p>	<p>24. Giving full play to the core political role of Party organizations of SOEs. We should combine the strengthened leadership of the Party and the improvement of corporate governance, include the general requirements of Party building into the articles of association of SOEs, clarify the statutory position of SOEs' Party groups in corporate governance structure, and innovate approaches for the Party organizations of SOEs play the core political role. We should plan for Party building, set up Party organizations and working organizations, appoint responsible person and members of a Party organization, and carry out Party work during SOE reforms to ensure sound working organizations of Party organizations, stable Party members, and effective play of the roles of Party organizations and Party members. We should carry out and improve the system permitting transfers of appointments between qualified leading group members of the Party organization and the board of directors, the board of supervisors and the management level according to relevant provisions and procedures. Members of the management level and the members of the Party organization may hold positions at each other's side. Chairman of the board of directors and general manager should be appointed separately in principle. The positions of secretary of the Party organization and chairman of the board of directors are generally held by one person.</p>
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<p>国有企业党组织要切实承担好、落实好从严管党治党责任。坚持从严治党、思想建党、制度治党，增</p>	<p>Party organizations of SOEs should carry out the</p>
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强管党治党意识，建立健全党建工作责任制，聚精会神抓好党建工作，做到守土有责、守土负责、守土尽责。党组织书记要切实履行党建工作第一责任人职责，党组织班子其他成员要切实履行“一岗双责”，结合业务分工抓好党建工作。中央企业党组织书记同时担任企业其他主要领导职务的，应当设立1名专职抓企业党建工作的副书记。加强国有企业基层党组织建设和党员队伍建设，强化国有企业基层党建工作的基础保障，充分发挥基层党组织战斗堡垒作用、共产党员先锋模范作用。加强企业党组织对群众工作的领导，发挥好工会、共青团等群团组织的作用，深入细致做好职工群众的思想政治工作。把建立党的组织、开展党的工作，作为国有企业推进混合所有制改革的必要前提，根据不同类型混合所有制企业特点，科学确定党组织的设置方式、职责定位、管理模式。

responsibility of strict Party governance. We should build and govern the Party in a strict manner in respect of thoughts and systems, enhance such awareness, and fully perform the obligations of Party development. Secretary of the Party organization should perform the obligations of primary responsible person for Party building, and other members of Party leading group should make efforts in Party development in light of their expertise. Where the secretary of Party organization of a central enterprise concurrently holds major leading positions in any other enterprise, a deputy secretary should be appointed to specifically work for Party development. SOEs should strengthen the development of grassroots Party organizations and Party members, consolidate the basic guarantee of the development of grassroots Party organizations, and give full play to the fortress role of grassroots Party organizations and the pioneer role of Party members. Efforts should be made to strengthen the leadership of SOE Party organizations on the masses, give play to the roles of labor unions, Communist Youth Leagues and other organizations, and educate employees in terms of politics. Establishment of Party organizations and Party development should be regarded as premises of promoting the mixed ownership reform of SOEs. We should determine the establishment approaches, duty positioning and management models of Party organizations according to the characteristics of different types of mixed ownership enterprises.

（二十五）进一步加强国有企业领导班子建设和人才队伍建设。根据企业改革发展需要，明确选人用人标准和程序，创新选人用人方式。强化党组织在企业领导人员选拔任用、培养教育、管理监督中的责任，支持董事会依法选择经营管理者、经营管理者依法行使用人权，坚决防止和整治选人用人中的不正之风。加强对国有企业领导人员尤其是主要领导人员的日常监督管理和综合考核评价，及

25. Further strengthening the development of leading groups and talents of SOEs. We should clarify talent selection standards and procedures and innovate selection methods in light of reform and development needs. We should strengthen the responsibility of the Party organization in the selection, appointment, education, management and supervision of enterprises' leaders, support the board of directors to select manager according to law, and support manager to exercise humane right according to law, prohibiting and rectifying the bad ethics in selection and appointment. Efforts should be done to strengthen the

时调整不胜任、不称职的领导人员，切实解决企业领导人员能上不能下的问题。以强化忠诚意识、拓展世界眼光、提高战略思维、增强创新精神、锻造优秀品行行为重点，加强企业家队伍建设，充分发挥企业家作用。大力实施人才强企战略，加快建立健全国有企业集聚人才的体制机制。

routine supervision and comprehensive performance evaluation for SOE leaders, especially major leaders, and adjust incompetent and inefficient leaders without delay to carry out the system for the promotion and demotion of enterprise leaders. We should strengthen the development of entrepreneurs, and give full play to their role focusing on the improvement of loyalty awareness, international perspective, strategic thinking, entrepreneurship and the making of outstanding products.

(二十六) 切实落实国有企业反腐倡廉“两个责任”。国有企业党组织要切实履行好主体责任，纪检监察机关要履行好监督责任。加强党性教育、法治教育、警示教育，引导国有企业领导人员坚定理想信念，自觉践行“三严三实”要求，正确履职行权。建立切实可行的责任追究制度，与企业考核等挂钩，实行“一案双查”。推动国有企业纪律检查工作双重领导体制具体化、程序化、制度化，强化上级纪委对下级纪委的领导。加强和改进国有企业巡视工作，强化对权力运行的监督和制约。坚持运用法治思维和法治方式反腐败，完善反腐倡廉制度体系，严格落实反“四风”规定，努力构筑企业领导人员不敢腐、不能腐、不想腐的有效机制。

26. Fulfilling the "two responsibilities" during SOEs' anti-corruption campaign. Party organizations of SOEs should perform their responsibility of market player, and discipline inspectors should perform their responsibility of supervision. Efforts should be done to strengthen training on Party nature, law-based governance and warning, and guide SOE leaders to uphold their faith, proactively meet the requirements of "being strict in morals, power and self-discipline, along with being honest in decisions, business and behavior", and exercise rights and perform duties properly. A feasible accountability system should be established and connected with performance evaluation to realize "strict accountability check for involved parties and their leaders". We should promote the formulation of detailed provisions, procedures and systems of the leadership mechanism in the discipline inspection of SOEs, and strengthen the guidance of discipline inspection commissions for their lower-level commissions. SOE inspections should be strengthened and improved to intensify the supervision and restraint on powers. More should be done to adopt law-based governance awareness and approaches to combat corruption, improve anti-corruption institutional system, fully comply with the provisions on formalism, bureaucratism, hedonism and extravagance, and try to establish an effective mechanism of walking away from corruption for enterprise leaders.

八、为国有企业改革创造良好环境条件

VIII. Creating a good environment for SOE reforms

(二十七) 完善相关法律法规

27. Upgrading relevant laws and regulations, and supporting

和配套政策。加强国有企业相关法律政策。We should strengthen the promulgation, revision,法规立改废释工作，确保重大改革于repealing and interpretation of relevant laws and regulations法有据。切实转变政府职能，减少审to ensure lawfully recognized evidence for major reforms.批、优化制度、简化手续、提高效Effort should be made to transfer government functions,率。完善公共服务体系，推进政府购reduce examination and approval items, optimize systems,买服务，加快建立稳定可靠、补偿合Simplify formalities and improve efficiency. We should理、公开透明的企业公共服务支出补improve public service system, promote government service偿机制。完善和落实国有企业重组整procurement, and accelerate the establishment of the stable,合涉及的资产评估增值、土地变更登reliable, rational and transparent compensation mechanism记和国有资产无偿划转等方面税收优for enterprises' expenditure on public services. We should惠政策。完善国有企业退出的相关政carry out and improve the favorable tax policies on assets策，依法妥善处理劳动关系调整、社appraisal and appreciation, change of land ownership会保险关系接续等问题。registration and the transfer of state-owned assets withoutconsiderations involved in SOE restructuring. Efforts shouldbe made to improve the policies relating to SOE exit, andhandle the adjustment of employment relationship and thetransfer of social insurance according to law.

(二十八) 加快剥离企业办社28. Accelerating the removal of enterprises' social functions会职能和解决历史遗留问题。完善相and resolution of legacy issues. We should improve relevant关政策，建立政府和国有企业合理分policies, establish the government-SOE cost-sharing担成本的机制，多渠道筹措资金，采mechanism, finance through multi-channels, spin off the取分离移交、重组改制、关闭撤销等social functions of SOEs (such as hospitals, schools and方式，剥离国有企业职工家属区“三community facilities, as well as the power, heat and water供一业”和所办医院、学校、社区等supply and logistics management for employee residential公共服务机构，继续推进厂办大集体communities) through transfers of operations, restructuringsand wind-downs, continue to reform supporting enterprises改革，对国有企业退休人员实施社会affiliated to SOEs, shift the management of retired SOE化管理，妥善解决国有企业历史遗留employees to the state, and resolve legacy issues of SOEs to创造条件。facilitate their participation in fair market competition.

(二十九) 形成鼓励改革创新29. Creating an environment of encouraging reforms and的氛围。坚持解放思想、实事求是，innovation. We should emancipate the mind, seek truth from鼓励探索、实践、创新。全面准确评facts, and encourage exploration, practice and innovation.价国有企业，大力宣传中央关于全面Efforts should be made to publicize the guidelines and深化国有企业改革的方针政策，宣传policies of the CPC Central Committee on comprehensively改革的典型案例和经验，营造有利于deepening SOE reforms, as well as the classical cases and国有企业改革的良好舆论环境。experience to create a good media environment favorable forSOE reforms.

(三十) 加强对国有企业改革30. Strengthening the leadership on SOE reforms. Party

的组织领导。各级党委和政府要统一思想，以高度的政治责任感和历史使命感，切实履行对深化国有企业改革的领导责任。要根据本指导意见，结合实际制定实施意见，加强统筹协调、明确责任分工、细化目标任务、强化督促落实，确保深化国有企业改革顺利推进，取得实效。

金融、文化等国有企业的改革，中央另有规定的依其规定执行。

committees and governments at all levels should fulfill their responsibilities of leading the deepened SOE reforms under their common philosophy with high sense of historic mission and political responsibility. Efforts should be made to formulate implementing opinions pursuant to these Guiding Opinions and in light of the actual situation, strengthen planning and coordination, clarify responsibilities and work division, break down objectives and tasks, and urge the implementation to ensure the smooth advance and actual results of deepened SOE reforms.

For SOEs in financial, cultural and other sectors, reforms should be carried out pursuant to separate provisions of the CPC Central Committee, if any.



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OECD Guidelines for Multinational Enterprises

2011 EDITION



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Foreword

The *OECD Guidelines for Multinational Enterprises* are recommendations addressed by governments to multinational enterprises operating in or from adhering countries. They provide non-binding principles and standards for responsible business conduct in a global context consistent with applicable laws and internationally recognised standards. The *Guidelines* are the only multilaterally agreed and comprehensive code of responsible business conduct that governments have committed to promoting.

The *Guidelines'* recommendations express the shared values of the governments of countries from which a large share of international direct investment originates and which are home to many of the largest multinational enterprises. The *Guidelines* aim to promote positive contributions by enterprises to economic, environmental and social progress worldwide.

The *Guidelines* are supported by a unique implementation mechanism of National Contact Points (NCPs), agencies established by adhering governments to promote and implement the *Guidelines*. The NCPs assist enterprises and their stakeholders to take appropriate measures to further the implementation of the *Guidelines*. They also provide a mediation and conciliation platform for resolving practical issues that may arise.

On 4 May 2010, the governments of the 42 OECD and non-OECD countries adhering to the OECD Declaration on International Investment and Multinational Enterprises and related Decision started work on updating the *Guidelines* to reflect changes in the landscape for international investment and multinational enterprises since the last review in 2000. The changes agreed aim to ensure the continued role of the *Guidelines* as a leading international instrument for the promotion of responsible business conduct.

The updated *Guidelines* and the related Decision were adopted by the 42 adhering governments on 25 May 2011 at the OECD's 50th Anniversary Ministerial Meeting.

Changes to the *Guidelines* include:

- A new human rights chapter, which is consistent with the Guiding Principles on Business and Human Rights: Implementing the United Nations "Protect, Respect and Remedy" Framework.

- A new and comprehensive approach to due diligence and responsible supply chain management representing significant progress relative to earlier approaches.
- Important changes in many specialised chapters, such as on Employment and Industrial Relations; Combating Bribery, Bribe Solicitation and Extortion, Environment, Consumer Interests, Disclosure and Taxation.
- Clearer and reinforced procedural guidance to strengthen the role of the NCPs, improve their performance and foster functional equivalence.
- A pro-active implementation agenda to assist enterprises in meeting their responsibilities as new challenges arise.

The Update of the *Guidelines* was conducted by the adhering governments and included intensive consultations with a wide range of stakeholders and partners. All non-adhering G20 countries were invited to participate on an equal footing; they made important contributions, as did participants in the regional consultations in Asia, Africa, Latin America and the Middle East and North Africa. The OECD Business and Industry Advisory Committee, the OECD Trade Union Advisory Committee and OECD Watch represented the views of business, workers' organisations and non-governmental organisations (NGOs) through regular consultation meetings and their active participation in the Advisory Group of the Chair of the Working Party responsible for the Update of the *Guidelines*. The UN Secretary-General's Special Representative on Business and Human Rights, Professor John Ruggie, the International Labour Organisation together with other international organisations, also provided extensive input on the Update.

OECD committees on Competition; Consumer Policy; Corporate Governance; Employment, Labour and Social Affairs; Environment Policy; Fiscal Affairs; and the Working Group on Bribery in International Business Transactions contributed to the revisions of the relevant specialised chapters of the *Guidelines*.

The work on the Update was supported by the Investment Division as Secretariat of the OECD Investment Committee, in close collaboration with the Legal Directorate; the Centre for Tax Policy and Administration; the Anti-Corruption Division; the Competition Division; the Corporate Affairs Division; the Division for Employment Analysis and Policy; the Environment and Economy Integration Division; and the Information, Communications and Consumer Policy Division.

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DECLARATION ON INTERNATIONAL INVESTMENT AND MULTINATIONAL ENTERPRISES

25 May 2011

ADHERING GOVERNMENTS¹

CONSIDERING:

- That international investment is of major importance to the world economy, and has considerably contributed to the development of their countries;
- That multinational enterprises play an important role in this investment process;
- That international co-operation can improve the foreign investment climate, encourage the positive contribution which multinational enterprises can make to economic, social and environmental progress, and minimise and resolve difficulties which may arise from their operations;
- That the benefits of international co-operation are enhanced by addressing issues relating to international investment and multinational enterprises through a balanced framework of inter-related instruments;

1. As at 25 May 2011 adhering governments are those of all OECD members, as well as Argentina, Brazil, Egypt, Latvia, Lithuania, Morocco, Peru and Romania. The European Community has been invited to associate itself with the section on National Treatment on matters falling within its competence.

DECLARE:

- | | | |
|--|-----|---|
| Guidelines for Multinational Enterprises | I. | That they jointly recommend to multinational enterprises operating in or from their territories the observance of the Guidelines, set forth in Annex 1 hereto ² , having regard to the considerations and understandings that are set out in the Preface and are an integral part of them;” |
| National Treatment | II. | <ol style="list-style-type: none">1. That adhering governments should, consistent with their needs to maintain public order, to protect their essential security interests and to fulfil commitments relating to international peace and security, accord to enterprises operating in their territories and owned or controlled directly or indirectly by nationals of another adhering government (hereinafter referred to as "Foreign-Controlled Enterprises") treatment under their laws, regulations and administrative practices, consistent with international law and no less favourable than that accorded in like situations to domestic enterprises (hereinafter referred to as "National Treatment");2. That adhering governments will consider applying "National Treatment" in respect of countries other than adhering governments;3. That adhering governments will endeavour to ensure that their territorial subdivisions apply "National Treatment";4. That this Declaration does not deal with the right of adhering governments to regulate the entry of foreign investment or the conditions of establishment of foreign enterprises; |

2. The text of the *Guidelines for Multinational Enterprises* is reproduced in Part I of this publication.

Conflicting Requirements	III.	That they will co-operate with a view to avoiding or minimising the imposition of conflicting requirements on multinational enterprises and that they will take into account the general considerations and practical approaches as set forth in Annex 2 hereto ³ .
International Investment Incentives and Disincentives	IV. 1.	That they recognise the need to strengthen their co-operation in the field of international direct investment;
	2.	That they thus recognise the need to give due weight to the interests of adhering governments affected by specific laws, regulations and administrative practices in this field (hereinafter called "measures") providing official incentives and disincentives to international direct investment;
	3.	That adhering governments will endeavour to make such measures as transparent as possible, so that their importance and purpose can be ascertained and that information on them can be readily available;
Consultation Procedures	V.	That they are prepared to consult one another on the above matters in conformity with the relevant Decisions of the Council;
Review	VI.	That they will review the above matters periodically with a view to improving the effectiveness of international economic co-operation among adhering governments on issues relating to international investment and multinational enterprises.

3. The text of General Considerations and Practical Approaches concerning Conflicting Requirements Imposed on Multinational Enterprises is available from the OECD Website www.oecd.org/daff/investment.

Part I

OECD Guidelines for Multinational Enterprises

**Recommendations for responsible business conduct
in a global context**

Text and Commentary

Note by the Secretariat: The commentaries on the *OECD Guidelines for Multinational Enterprises* have been adopted by the Investment Committee in enlarged session, including the eight non-Member adherents* to the *Declaration on International Investment and Multinational Enterprises*, to provide information on and explanation of the text of the *Guidelines for Multinational Enterprises* and of the Council Decision on the *OECD Guidelines for Multinational Enterprises*. They are not part of the *Declaration on International Investment and Multinational Enterprises* or of the Council Decision on the *OECD Guidelines for Multinational Enterprises*.

In this publication, the commentaries are placed after the chapter they refer to and are numbered consecutively from 1 to 106.

*

Argentina, Brazil, Egypt, Latvia, Lithuania, Morocco, Peru and Romania.

Preface

1. The *OECD Guidelines for Multinational Enterprises* (the *Guidelines*) are recommendations addressed by governments to multinational enterprises. The *Guidelines* aim to ensure that the operations of these enterprises are in harmony with government policies, to strengthen the basis of mutual confidence between enterprises and the societies in which they operate, to help improve the foreign investment climate and to enhance the contribution to sustainable development made by multinational enterprises. The *Guidelines* are part of the *OECD Declaration on International Investment and Multinational Enterprises* the other elements of which relate to national treatment, conflicting requirements on enterprises, and international investment incentives and disincentives. The *Guidelines* provide voluntary principles and standards for responsible business conduct consistent with applicable laws and internationally recognised standards. However, the countries adhering to the *Guidelines* make a binding commitment to implement them in accordance with the *Decision of the OECD Council on the OECD Guidelines for Multinational Enterprises*. Furthermore, matters covered by the *Guidelines* may also be the subject of national law and international commitments.
2. International business has experienced far-reaching structural change and the *Guidelines* themselves have evolved to reflect these changes. With the rise of service and knowledge-intensive industries and the expansion of the Internet economy, service and technology enterprises are playing an increasingly important role in the international marketplace. Large enterprises still account for a major share of international investment, and there is a trend toward large-scale international mergers. At the same time, foreign investment by small- and medium-sized enterprises has also increased and these enterprises now play a significant role on the international scene. Multinational enterprises, like their domestic counterparts, have evolved to encompass a broader range of business arrangements and organisational forms. Strategic alliances and closer relations with suppliers and contractors tend to blur the boundaries of the enterprise.

3. The rapid evolution in the structure of multinational enterprises is also reflected in their operations in the developing world, where foreign direct investment has grown rapidly. In developing countries, multinational enterprises have diversified beyond primary production and extractive industries into manufacturing, assembly, domestic market development and services. Another key development is the emergence of multinational enterprises based in developing countries as major international investors.
4. The activities of multinational enterprises, through international trade and investment, have strengthened and deepened the ties that join the countries and regions of the world. These activities bring substantial benefits to home and host countries. These benefits accrue when multinational enterprises supply the products and services that consumers want to buy at competitive prices and when they provide fair returns to suppliers of capital. Their trade and investment activities contribute to the efficient use of capital, technology and human and natural resources. They facilitate the transfer of technology among the regions of the world and the development of technologies that reflect local conditions. Through both formal training and on-the-job learning enterprises also promote the development of human capital and creating employment opportunities in host countries.
5. The nature, scope and speed of economic changes have presented new strategic challenges for enterprises and their stakeholders. Multinational enterprises have the opportunity to implement best practice policies for sustainable development that seek to ensure coherence between economic, environmental and social objectives. The ability of multinational enterprises to promote sustainable development is greatly enhanced when trade and investment are conducted in a context of open, competitive and appropriately regulated markets.
6. Many multinational enterprises have demonstrated that respect for high standards of business conduct can enhance growth. Today's competitive forces are intense and multinational enterprises face a variety of legal, social and regulatory settings. In this context, some enterprises may be tempted to neglect appropriate principles and standards of conduct in an attempt to gain undue competitive advantage. Such practices by the few may call into question the reputation of the many and may give rise to public concerns.
7. Many enterprises have responded to these public concerns by developing internal programmes, guidance and management systems that underpin their commitment to good corporate citizenship, good practices and good business and employee conduct. Some of them have

called upon consulting, auditing and certification services, contributing to the accumulation of expertise in these areas. Enterprises have also promoted social dialogue on what constitutes responsible business conduct and have worked with stakeholders, including in the context of multi-stakeholder initiatives, to develop guidance for responsible business conduct. The *Guidelines* clarify the shared expectations for business conduct of the governments adhering to them and provide a point of reference for enterprises and for other stakeholders. Thus, the *Guidelines* both complement and reinforce private efforts to define and implement responsible business conduct.

8. Governments are co-operating with each other and with other actors to strengthen the international legal and policy framework in which business is conducted. The start of this process can be dated to the work of the International Labour Organisation in the early twentieth century. The adoption by the United Nations in 1948 of the Universal Declaration of Human Rights was another landmark event. It was followed by the ongoing development of standards relevant for many areas of responsible business conduct – a process that continues to this day. The OECD has contributed in important ways to this process through the development of standards covering such areas as the environment, the fight against corruption, consumer interests, corporate governance and taxation.
9. The common aim of the governments adhering to the *Guidelines* is to encourage the positive contributions that multinational enterprises can make to economic, environmental and social progress and to minimise the difficulties to which their various operations may give rise. In working towards this goal, governments find themselves in partnership with the many businesses, trade unions and other non-governmental organisations that are working in their own ways toward the same end. Governments can help by providing effective domestic policy frameworks that include stable macroeconomic policy, non-discriminatory treatment of enterprises, appropriate regulation and prudential supervision, an impartial system of courts and law enforcement and efficient and honest public administration. Governments can also help by maintaining and promoting appropriate standards and policies in support of sustainable development and by engaging in ongoing reforms to ensure that public sector activity is efficient and effective. Governments adhering to the *Guidelines* are committed to continuous improvement of both domestic and international policies with a view to improving the welfare and living standards of all people.

I. Concepts and Principles

1. The *Guidelines* are recommendations jointly addressed by governments to multinational enterprises. They provide principles and standards of good practice consistent with applicable laws and internationally recognised standards. Observance of the *Guidelines* by enterprises is voluntary and not legally enforceable. Nevertheless, some matters covered by the *Guidelines* may also be regulated by national law or international commitments.
2. Obeying domestic laws is the first obligation of enterprises. The *Guidelines* are not a substitute for nor should they be considered to override domestic law and regulation. While the *Guidelines* extend beyond the law in many cases, they should not and are not intended to place an enterprise in situations where it faces conflicting requirements. However, in countries where domestic laws and regulations conflict with the principles and standards of the *Guidelines*, enterprises should seek ways to honour such principles and standards to the fullest extent which does not place them in violation of domestic law.
3. Since the operations of multinational enterprises extend throughout the world, international co-operation in this field should extend to all countries. Governments adhering to the *Guidelines* encourage the enterprises operating on their territories to observe the *Guidelines* wherever they operate, while taking into account the particular circumstances of each host country.
4. A precise definition of multinational enterprises is not required for the purposes of the *Guidelines*. These enterprises operate in all sectors of the economy. They usually comprise companies or other entities established in more than one country and so linked that they may co-ordinate their operations in various ways. While one or more of these entities may be able to exercise a significant influence over the activities of others, their degree of autonomy within the enterprise may vary widely from one multinational enterprise to another. Ownership may be private, State or mixed. The *Guidelines* are addressed to all the entities within the multinational enterprise (parent companies and/or local entities). According to the actual distribution of responsibilities among

them, the different entities are expected to co-operate and to assist one another to facilitate observance of the *Guidelines*.

5. The *Guidelines* are not aimed at introducing differences of treatment between multinational and domestic enterprises; they reflect good practice for all. Accordingly, multinational and domestic enterprises are subject to the same expectations in respect of their conduct wherever the *Guidelines* are relevant to both.
6. Governments wish to encourage the widest possible observance of the *Guidelines*. While it is acknowledged that small- and medium-sized enterprises may not have the same capacities as larger enterprises, governments adhering to the *Guidelines* nevertheless encourage them to observe the *Guidelines*' recommendations to the fullest extent possible.
7. Governments adhering to the *Guidelines* should not use them for protectionist purposes nor use them in a way that calls into question the comparative advantage of any country where multinational enterprises invest.
8. Governments have the right to prescribe the conditions under which multinational enterprises operate within their jurisdictions, subject to international law. The entities of a multinational enterprise located in various countries are subject to the laws applicable in these countries. When multinational enterprises are subject to conflicting requirements by adhering countries or third countries, the governments concerned are encouraged to co-operate in good faith with a view to resolving problems that may arise.
9. Governments adhering to the *Guidelines* set them forth with the understanding that they will fulfil their responsibilities to treat enterprises equitably and in accordance with international law and with their contractual obligations.
10. The use of appropriate international dispute settlement mechanisms, including arbitration, is encouraged as a means of facilitating the resolution of legal problems arising between enterprises and host country governments.
11. Governments adhering to the *Guidelines* will implement them and encourage their use. They will establish National Contact Points that promote the *Guidelines* and act as a forum for discussion of all matters relating to the *Guidelines*. The adhering Governments will also participate in appropriate review and consultation procedures to address issues concerning interpretation of the *Guidelines* in a changing world.

II. General Policies

Enterprises should take fully into account established policies in the countries in which they operate, and consider the views of other stakeholders. In this regard:

A. Enterprises should:

1. Contribute to economic, environmental and social progress with a view to achieving sustainable development.
2. Respect the internationally recognised human rights of those affected by their activities.
3. Encourage local capacity building through close co-operation with the local community, including business interests, as well as developing the enterprise's activities in domestic and foreign markets, consistent with the need for sound commercial practice.
4. Encourage human capital formation, in particular by creating employment opportunities and facilitating training opportunities for employees.
5. Refrain from seeking or accepting exemptions not contemplated in the statutory or regulatory framework related to human rights, environmental, health, safety, labour, taxation, financial incentives, or other issues.
6. Support and uphold good corporate governance principles and develop and apply good corporate governance practices, including throughout enterprise groups.
7. Develop and apply effective self-regulatory practices and management systems that foster a relationship of confidence and mutual trust between enterprises and the societies in which they operate.
8. Promote awareness of and compliance by workers employed by multinational enterprises with respect to company policies through appropriate dissemination of these policies, including through training programmes.

9. Refrain from discriminatory or disciplinary action against workers who make *bona fide* reports to management or, as appropriate, to the competent public authorities, on practices that contravene the law, the *Guidelines* or the enterprise's policies.
10. Carry out risk-based due diligence, for example by incorporating it into their enterprise risk management systems, to identify, prevent and mitigate actual and potential adverse impacts as described in paragraphs 11 and 12, and account for how these impacts are addressed. The nature and extent of due diligence depend on the circumstances of a particular situation.
11. Avoid causing or contributing to adverse impacts on matters covered by the *Guidelines*, through their own activities, and address such impacts when they occur.
12. Seek to prevent or mitigate an adverse impact where they have not contributed to that impact, when the impact is nevertheless directly linked to their operations, products or services by a business relationship. This is not intended to shift responsibility from the entity causing an adverse impact to the enterprise with which it has a business relationship.
13. In addition to addressing adverse impacts in relation to matters covered by the *Guidelines*, encourage, where practicable, business partners, including suppliers and sub-contractors, to apply principles of responsible business conduct compatible with the *Guidelines*.
14. Engage with relevant stakeholders in order to provide meaningful opportunities for their views to be taken into account in relation to planning and decision making for projects or other activities that may significantly impact local communities.
15. Abstain from any improper involvement in local political activities.

B. Enterprises are encouraged to:

1. Support, as appropriate to their circumstances, cooperative efforts in the appropriate fora to promote Internet Freedom through respect of freedom of expression, assembly and association online.
2. Engage in or support, where appropriate, private or multi-stakeholder initiatives and social dialogue on responsible supply chain management while ensuring that these initiatives take due account of their social and economic effects on developing countries and of existing internationally recognised standards.

Commentary on General Policies

1. The General Policies chapter of the *Guidelines* is the first to contain specific recommendations to enterprises. As such it is important for setting the tone and establishing common fundamental principles for the specific recommendations in subsequent chapters.
2. Enterprises are encouraged to co-operate with governments in the development and implementation of policies and laws. Considering the views of other stakeholders in society, which includes the local community as well as business interests, can enrich this process. It is also recognised that governments should be transparent in their dealings with enterprises, and consult with business on these same issues. Enterprises should be viewed as partners with government in the development and use of both voluntary and regulatory approaches (of which the *Guidelines* are one element) to policies affecting them.
3. There should not be any contradiction between the activity of multinational enterprises (MNEs) and sustainable development, and the *Guidelines* are meant to foster complementarities in this regard. Indeed, links among economic, social, and environmental progress are a key means for furthering the goal of sustainable development.⁴
4. Chapter IV elaborates on the general human rights recommendation in paragraph A.2.
5. The *Guidelines* also acknowledge and encourage the contribution that MNEs can make to local capacity building as a result of their activities in local communities. Similarly, the recommendation on human capital formation is an explicit and forward-looking recognition of the contribution to individual human development that MNEs can offer their employees, and encompasses not only hiring practices, but training and other employee development as well. Human capital formation also incorporates the notion of non-discrimination in hiring practices as well as promotion practices, life-long learning and other on-the-job training.
6. The *Guidelines* recommend that, in general, enterprises avoid making efforts to secure exemptions not contemplated in the statutory or regulatory framework related to human rights, environmental, health, safety, labour, taxation and financial incentives among other issues, without infringing on an enterprise's right to seek changes in the

4. One of the most broadly accepted definitions of sustainable development is in the 1987 World Commission on Environment and Development (the Brundtland Commission): "Development that meets the needs of the present without compromising the ability of future generations to meet their own needs".

statutory or regulatory framework. The words “or accepting” also draw attention to the role of the State in offering these exemptions. While this sort of provision has been traditionally directed at governments, it is also of direct relevance to MNEs. Importantly, however, there are instances where specific exemptions from laws or other policies can be consistent with these laws for legitimate public policy reasons. The environment and competition policy chapters provide examples.

7. The *Guidelines* recommend that enterprises apply good corporate governance practices drawn from the OECD Principles of Corporate Governance. The Principles call for the protection and facilitation of the exercise of shareholder rights, including the equitable treatment of shareholders. Enterprise should recognise the rights of stakeholders established by law or through mutual agreements and encourage active co-operation with stakeholders in creating wealth, jobs, and the sustainability of financially sound enterprises.
8. The Principles call on the board of the parent entity to ensure the strategic guidance of the enterprise, the effective monitoring of management and to be accountable to the enterprise and to the shareholders, while taking into account the interests of stakeholders. In undertaking these responsibilities, the board needs to ensure the integrity of the enterprise’s accounting and financial reporting systems, including independent audit, appropriate control systems, in particular, risk management, and financial and operational control, and compliance with the law and relevant standards.
9. The Principles extend to enterprise groups, although boards of subsidiary enterprises might have obligations under the law of their jurisdiction of incorporation. Compliance and control systems should extend where possible to these subsidiaries. Furthermore, the board’s monitoring of governance includes continuous review of internal structures to ensure clear lines of management accountability throughout the group.
10. State-owned multinational enterprises are subject to the same recommendations as privately-owned enterprises, but public scrutiny is often magnified when a State is the final owner. The OECD *Guidelines on Corporate Governance of State-Owned Enterprises* are a useful and specifically tailored guide for these enterprises and the recommendations they offer could significantly improve governance.
11. Although primary responsibility for improving the legal and institutional regulatory framework lies with governments, there is a strong business case for enterprises to implement good corporate governance.

12. An increasing network of non-governmental self-regulatory instruments and actions address aspects of corporate behaviour and the relationships between business and society. Interesting developments in this regard are being undertaken in the financial sector. Enterprises recognise that their activities often have social and environmental implications. The institution of self-regulatory practices and management systems by enterprises sensitive to reaching these goals – thereby contributing to sustainable development – is an illustration of this. In turn, developing such practices can further constructive relationships between enterprises and the societies in which they operate.
13. Following from effective self-regulatory practices, as a matter of course, enterprises are expected to promote employee awareness of company policies. Safeguards to protect bona fide “whistle-blowing” activities are also recommended, including protection of employees who, in the absence of timely remedial action or in the face of reasonable risk of negative employment action, report practices that contravene the law to the competent public authorities. While of particular relevance to anti-bribery and environmental initiatives, such protection is also relevant to other recommendations in the *Guidelines*.
14. For the purposes of the *Guidelines*, due diligence is understood as the process through which enterprises can identify, prevent, mitigate and account for how they address their actual and potential adverse impacts as an integral part of business decision-making and risk management systems. Due diligence can be included within broader enterprise risk management systems, provided that it goes beyond simply identifying and managing material risks to the enterprise itself, to include the risks of adverse impacts related to matters covered by the *Guidelines*. Potential impacts are to be addressed through prevention or mitigation, while actual impacts are to be addressed through remediation. The *Guidelines* concern those adverse impacts that are either caused or contributed to by the enterprise, or are directly linked to their operations, products or services by a business relationship, as described in paragraphs A.11 and A.12. Due diligence can help enterprises avoid the risk of such adverse impacts. For the purposes of this recommendation, ‘contributing to’ an adverse impact should be interpreted as a substantial contribution, meaning an activity that causes, facilitates or incentivises another entity to cause an adverse impact and does not include minor or trivial contributions. The term ‘business relationship’ includes relationships with business partners, entities in the supply chain and any other non-State or State entities directly linked to its business operations, products or services. The recommendation in paragraph A.10 applies to those matters covered by the *Guidelines* that are related

to adverse impacts. It does not apply to the chapters on Science and Technology, Competition and Taxation.

15. The nature and extent of due diligence, such as the specific steps to be taken, appropriate to a particular situation will be affected by factors such as the size of the enterprise, context of its operations, the specific recommendations in the *Guidelines*, and the severity of its adverse impacts. Specific recommendations for human rights due diligence are provided in Chapter IV.
16. Where enterprises have large numbers of suppliers, they are encouraged to identify general areas where the risk of adverse impacts is most significant and, based on this risk assessment, prioritise suppliers for due diligence.
17. To avoid causing or contributing to adverse impacts on matters covered by the *Guidelines* through their own activities includes their activities in the supply chain. Relationships in the supply chain take a variety of forms including, for example, franchising, licensing or subcontracting. Entities in the supply chain are often multinational enterprises themselves and, by virtue of this fact, those operating in or from the countries adhering to the Declaration are covered by the *Guidelines*.
18. In the context of its supply chain, if the enterprise identifies a risk of causing an adverse impact, then it should take the necessary steps to cease or prevent that impact.
19. If the enterprise identifies a risk of contributing to an adverse impact, then it should take the necessary steps to cease or prevent its contribution and use its leverage to mitigate any remaining impacts to the greatest extent possible. Leverage is considered to exist where the enterprise has the ability to effect change in the wrongful practices of the entity that causes the harm.
20. Meeting the expectation in paragraph A.12 would entail an enterprise, acting alone or in co-operation with other entities, as appropriate, to use its leverage to influence the entity causing the adverse impact to prevent or mitigate that impact.
21. The *Guidelines* recognise that there are practical limitations on the ability of enterprises to effect change in the behaviour of their suppliers. These are related to product characteristics, the number of suppliers, the structure and complexity of the supply chain, the market position of the enterprise vis-à-vis its suppliers or other entities in the supply chain. However, enterprises can also influence suppliers through contractual arrangements such as management contracts, pre-qualification requirements for potential suppliers, voting trusts, and licence or

franchise agreements. Other factors relevant to determining the appropriate response to the identified risks include the severity and probability of adverse impacts and how crucial that supplier is to the enterprise.

22. Appropriate responses with regard to the business relationship may include continuation of the relationship with a supplier throughout the course of risk mitigation efforts; temporary suspension of the relationship while pursuing ongoing risk mitigation; or, as a last resort, disengagement with the supplier either after failed attempts at mitigation, or where the enterprise deems mitigation not feasible, or because of the severity of the adverse impact. The enterprise should also take into account potential social and economic adverse impacts related to the decision to disengage.
23. Enterprises may also engage with suppliers and other entities in the supply chain to improve their performance, in co-operation with other stakeholders, including through personnel training and other forms of capacity building, and to support the integration of principles of responsible business conduct compatible with the *Guidelines* into their business practices. Where suppliers have multiple customers and are potentially exposed to conflicting requirements imposed by different buyers, enterprises are encouraged, with due regard to anti-competitive concerns, to participate in industry-wide collaborative efforts with other enterprises with which they share common suppliers to coordinate supply chain policies and risk management strategies, including through information-sharing.
24. Enterprises are also encouraged to participate in private or multi-stakeholder initiatives and social dialogue on responsible supply chain management, such as those undertaken as part of the proactive agenda pursuant to the Decision of the OECD Council on the *OECD Guidelines for Multinational Enterprises* and the attached Procedural Guidance.
25. Stakeholder engagement involves interactive processes of engagement with relevant stakeholders, through, for example, meetings, hearings or consultation proceedings. Effective stakeholder engagement is characterised by two-way communication and depends on the good faith of the participants on both sides. This engagement can be particularly helpful in the planning and decision-making concerning projects or other activities involving, for example, the intensive use of land or water, which could significantly affect local communities.
26. Paragraph B.1 acknowledges an important emerging issue. It does not create new standards, nor does it presume the development of new standards. It recognises that enterprises have interests which will be

affected and that their participation along with other stakeholders in discussion of the issues involved can contribute to their ability and that of others to understand the issues and make a positive contribution. It recognises that the issues may have a number of dimensions and emphasises that co-operation should be pursued through appropriate fora. It is without prejudice to positions held by governments in the area of electronic commerce at the World Trade Organisation (WTO). It is not intended to disregard other important public policy interests which may relate to the use of the internet which would need to be taken into account.⁵ Finally, as is the case with the *Guidelines* in general, it is not intended to create conflicting requirements for enterprises consistent with paragraphs 2 and 8 of the Concepts and Principles Chapter of the *Guidelines*.

27. Finally, it is important to note that self-regulation and other initiatives in a similar vein, including the *Guidelines*, should not unlawfully restrict competition, nor should they be considered a substitute for effective law and regulation by governments. It is understood that MNEs should avoid potential trade or investment distorting effects of codes and self-regulatory practices when they are being developed.

5. Some countries have referred to the 2005 Tunis Agenda for the Information Society in this regard.

III. Disclosure

1. Enterprises should ensure that timely and accurate information is disclosed on all material matters regarding their activities, structure, financial situation, performance, ownership and governance. This information should be disclosed for the enterprise as a whole, and, where appropriate, along business lines or geographic areas. Disclosure policies of enterprises should be tailored to the nature, size and location of the enterprise, with due regard taken of costs, business confidentiality and other competitive concerns.
2. Disclosure policies of enterprises should include, but not be limited to, material information on:
 - a) the financial and operating results of the enterprise;
 - b) enterprise objectives;
 - c) major share ownership and voting rights, including the structure of a group of enterprises and intra-group relations, as well as control enhancing mechanisms;
 - d) remuneration policy for members of the board and key executives, and information about board members, including qualifications, the selection process, other enterprise directorships and whether each board member is regarded as independent by the board;
 - e) related party transactions;
 - f) foreseeable risk factors;
 - g) issues regarding workers and other stakeholders;
 - h) governance structures and policies, in particular, the content of any corporate governance code or policy and its implementation process.
3. Enterprises are encouraged to communicate additional information that could include:
 - a) value statements or statements of business conduct intended for public disclosure including, depending on its relevance for the

- enterprise's activities, information on the enterprise's policies relating to matters covered by the *Guidelines*;
- b) policies and other codes of conduct to which the enterprise subscribes, their date of adoption and the countries and entities to which such statements apply;
 - c) its performance in relation to these statements and codes;
 - d) information on internal audit, risk management and legal compliance systems;
 - e) information on relationships with workers and other stakeholders.
4. Enterprises should apply high quality standards for accounting, and financial as well as non-financial disclosure, including environmental and social reporting where they exist. The standards or policies under which information is compiled and published should be reported. An annual audit should be conducted by an independent, competent and qualified auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the enterprise in all material respects.

Commentary on Disclosure

28. The purpose of this chapter is to encourage improved understanding of the operations of multinational enterprises. Clear and complete information on enterprises is important to a variety of users ranging from shareholders and the financial community to other constituencies such as workers, local communities, special interest groups, governments and society at large. To improve public understanding of enterprises and their interaction with society and the environment, enterprises should be transparent in their operations and responsive to the public's increasingly sophisticated demands for information.
29. The information highlighted in this chapter addresses disclosure in two areas. The first set of disclosure recommendations is identical to disclosure items outlined in the OECD Principles of Corporate Governance. Their related annotations provide further guidance and the recommendations in the *Guidelines* should be construed in relation to them. The first set of disclosure recommendations may be supplemented by a second set of disclosure recommendations which enterprises are encouraged to follow. The disclosure recommendations focus mainly on publicly traded enterprises. To the extent that they are deemed applicable in light of the nature, size and location of enterprises, they

should also be a useful tool to improve corporate governance in non-traded enterprises; for example, privately held or State-owned enterprises.

30. Disclosure recommendations are not expected to place unreasonable administrative or cost burdens on enterprises. Nor are enterprises expected to disclose information that may endanger their competitive position unless disclosure is necessary to fully inform the investment decision and to avoid misleading the investor. In order to determine what information should be disclosed at a minimum, the *Guidelines* use the concept of materiality. Material information can be defined as information whose omission or misstatement could influence the economic decisions taken by users of information.
31. The *Guidelines* also generally note that information should be prepared and disclosed in accordance with high quality standards of accounting and financial and non-financial disclosure. This significantly improves the ability of investors to monitor the enterprise by providing increased reliability and comparability of reporting, and improved insight into its performance. The annual independent audit recommended by the *Guidelines* should contribute to an improved control and compliance by the enterprise.
32. Disclosure is addressed in two areas. The first set of disclosure recommendations calls for timely and accurate disclosure on all material matters regarding the corporation, including the financial situation, performance, ownership and governance of the company. Companies are also expected to disclose sufficient information on the remuneration of board members and key executives (either individually or in the aggregate) for investors to properly assess the costs and benefits of remuneration plans and the contribution of incentive schemes, such as stock option schemes, to performance. Related party transactions and material foreseeable risk factors are additional relevant information that should be disclosed, as well as material issues regarding workers and other stakeholders.
33. The *Guidelines* also encourage a second set of disclosure or communication practices in areas where reporting standards are still evolving such as, for example, social, environmental and risk reporting. This is particularly the case with greenhouse gas emissions, as the scope of their monitoring is expanding to cover direct and indirect, current and future, corporate and product emissions; biodiversity is another example. Many enterprises provide information on a broader set of topics than financial performance and consider disclosure of such information a method by which they can demonstrate a commitment to

socially acceptable practices. In some cases, this second type of disclosure – or communication with the public and with other parties directly affected by the enterprise’s activities – may pertain to entities that extend beyond those covered in the enterprise’s financial accounts. For example, it may also cover information on the activities of subcontractors and suppliers or of joint venture partners. This is particularly appropriate to monitor the transfer of environmentally harmful activities to partners.

34. Many enterprises have adopted measures designed to help them comply with the law and standards of business conduct, and to enhance the transparency of their operations. A growing number of firms have issued voluntary codes of corporate conduct, which are expressions of commitments to ethical values in such areas as environment, human rights, labour standards, consumer protection, or taxation. Specialised management systems have been or are being developed and continue to evolve with the aim of helping them respect these commitments – these involve information systems, operating procedures and training requirements. Enterprises are cooperating with NGOs and intergovernmental organisations in developing reporting standards that enhance enterprises’ ability to communicate how their activities influence sustainable development outcomes (for example, the Global Reporting Initiative).
35. Enterprises are encouraged to provide easy and economical access to published information and to consider making use of information technologies to meet this goal. Information that is made available to users in home markets should also be available to all interested users. Enterprises may take special steps to make information available to communities that do not have access to printed media (for example, poorer communities that are directly affected by the enterprise’s activities).

IV. Human Rights

States have the duty to protect human rights. Enterprises should, within the framework of internationally recognised human rights, the international human rights obligations of the countries in which they operate as well as relevant domestic laws and regulations:

1. Respect human rights, which means they should avoid infringing on the human rights of others and should address adverse human rights impacts with which they are involved.
2. Within the context of their own activities, avoid causing or contributing to adverse human rights impacts and address such impacts when they occur.
3. Seek ways to prevent or mitigate adverse human rights impacts that are directly linked to their business operations, products or services by a business relationship, even if they do not contribute to those impacts.
4. Have a policy commitment to respect human rights.
5. Carry out human rights due diligence as appropriate to their size, the nature and context of operations and the severity of the risks of adverse human rights impacts.
6. Provide for or co-operate through legitimate processes in the remediation of adverse human rights impacts where they identify that they have caused or contributed to these impacts.

Commentary on Human Rights

36. This chapter opens with a chapeau that sets out the framework for the specific recommendations concerning enterprises' respect for human rights. It draws upon the United Nations Framework for Business and Human Rights 'Protect, Respect and Remedy' and is in line with the Guiding Principles for its Implementation.
37. The chapeau and the first paragraph recognise that States have the duty to protect human rights, and that enterprises, regardless of their size,

sector, operational context, ownership and structure, should respect human rights wherever they operate. Respect for human rights is the global standard of expected conduct for enterprises independently of States' abilities and/or willingness to fulfil their human rights obligations, and does not diminish those obligations.

38. A State's failure either to enforce relevant domestic laws, or to implement international human rights obligations or the fact that it may act contrary to such laws or international obligations does not diminish the expectation that enterprises respect human rights. In countries where domestic laws and regulations conflict with internationally recognised human rights, enterprises should seek ways to honour them to the fullest extent which does not place them in violation of domestic law, consistent with paragraph 2 of the Chapter on Concepts and Principles.
39. In all cases and irrespective of the country or specific context of enterprises' operations, reference should be made at a minimum to the internationally recognised human rights expressed in the International Bill of Human Rights, consisting of the Universal Declaration of Human Rights and the main instruments through which it has been codified: the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights, and to the principles concerning fundamental rights set out in the 1998 International Labour Organisation Declaration on Fundamental Principles and Rights at Work.
40. Enterprises can have an impact on virtually the entire spectrum of internationally recognised human rights. In practice, some human rights may be at greater risk than others in particular industries or contexts, and therefore will be the focus of heightened attention. However, situations may change, so all rights should be the subject of periodic review. Depending on circumstances, enterprises may need to consider additional standards. For instance, enterprises should respect the human rights of individuals belonging to specific groups or populations that require particular attention, where they may have adverse human rights impacts on them. In this connection, United Nations instruments have elaborated further on the rights of indigenous peoples; persons belonging to national or ethnic, religious and linguistic minorities; women; children; persons with disabilities; and migrant workers and their families. Moreover, in situations of armed conflict enterprises should respect the standards of international humanitarian law, which can help enterprises avoid the risks of causing or contributing to adverse impacts when operating in such difficult environments.

41. In paragraph 1, addressing actual and potential adverse human rights impacts consists of taking adequate measures for their identification, prevention, where possible, and mitigation of potential human rights impacts, remediation of actual impacts, and accounting for how the adverse human rights impacts are addressed. The term ‘infringing’ refers to adverse impacts that an enterprise may have on the human rights of individuals.
42. Paragraph 2 recommends that enterprises avoid causing or contributing to adverse human rights impacts through their own activities and address such impacts when they occur. ‘Activities’ can include both actions and omissions. Where an enterprise causes or may cause an adverse human rights impact, it should take the necessary steps to cease or prevent the impact. Where an enterprise contributes or may contribute to such an impact, it should take the necessary steps to cease or prevent its contribution and use its leverage to mitigate any remaining impact to the greatest extent possible. Leverage is considered to exist where the enterprise has the ability to effect change in the practices of an entity that cause adverse human rights impacts.
43. Paragraph 3 addresses more complex situations where an enterprise has not contributed to an adverse human rights impact, but that impact is nevertheless directly linked to its operations, products or services by its business relationship with another entity. Paragraph 3 is not intended to shift responsibility from the entity causing an adverse human rights impact to the enterprise with which it has a business relationship. Meeting the expectation in paragraph 3 would entail an enterprise, acting alone or in co-operation with other entities, as appropriate, to use its leverage to influence the entity causing the adverse human rights impact to prevent or mitigate that impact. ‘Business relationships’ include relationships with business partners, entities in its supply chain, and any other non-State or State entity directly linked to its business operations, products or services. Among the factors that will enter into the determination of the appropriate action in such situations are the enterprise’s leverage over the entity concerned, how crucial the relationship is to the enterprise, the severity of the impact, and whether terminating the relationship with the entity itself would have adverse human rights impacts.
44. Paragraph 4 recommends that enterprises express their commitment to respect human rights through a statement of policy that: (i) is approved at the most senior level of the enterprise; (ii) is informed by relevant internal and/or external expertise; (iii) stipulates the enterprise’s human rights expectations of personnel, business partners and other parties directly linked to its operations, products or services; (iv) is publicly

available and communicated internally and externally to all personnel, business partners and other relevant parties; (v) is reflected in operational policies and procedures necessary to embed it throughout the enterprise.

45. Paragraph 5 recommends that enterprises carry out human rights due diligence. The process entails assessing actual and potential human rights impacts, integrating and acting upon the findings, tracking responses as well as communicating how impacts are addressed. Human rights due diligence can be included within broader enterprise risk management systems provided that it goes beyond simply identifying and managing material risks to the enterprise itself to include the risks to rights-holders. It is an on-going exercise, recognising that human rights risks may change over time as the enterprise's operations and operating context evolve. Complementary guidance on due diligence, including in relation to supply chains, and appropriate responses to risks arising in supply chains are provided under paragraphs A.10 to A.12 of the Chapter on General Policies and their Commentaries.
46. When enterprises identify through their human rights due diligence process or other means that they have caused or contributed to an adverse impact, the *Guidelines* recommend that enterprises have processes in place to enable remediation. Some situations require co-operation with judicial or State-based non-judicial mechanisms. In others, operational-level grievance mechanisms for those potentially impacted by enterprises' activities can be an effective means of providing for such processes when they meet the core criteria of: legitimacy, accessibility, predictability, equitability, compatibility with the *Guidelines* and transparency, and are based on dialogue and engagement with a view to seeking agreed solutions. Such mechanisms can be administered by an enterprise alone or in collaboration with other stakeholders and can be a source of continuous learning. Operational-level grievance mechanisms should not be used to undermine the role of trade unions in addressing labour-related disputes, nor should such mechanisms preclude access to judicial or non-judicial grievance mechanisms, including the National Contact Points under the *Guidelines*.

V. Employment and Industrial Relations

Enterprises should, within the framework of applicable law, regulations and prevailing labour relations and employment practices and applicable international labour standards:

1. a) Respect the right of workers employed by the multinational enterprise to establish or join trade unions and representative organisations of their own choosing.
 - b) Respect the right of workers employed by the multinational enterprise to have trade unions and representative organisations of their own choosing recognised for the purpose of collective bargaining, and engage in constructive negotiations, either individually or through employers' associations, with such representatives with a view to reaching agreements on terms and conditions of employment.
 - c) Contribute to the effective abolition of child labour, and take immediate and effective measures to secure the prohibition and elimination of the worst forms of child labour as a matter of urgency.
 - d) Contribute to the elimination of all forms of forced or compulsory labour and take adequate steps to ensure that forced or compulsory labour does not exist in their operations.
 - e) Be guided throughout their operations by the principle of equality of opportunity and treatment in employment and not discriminate against their workers with respect to employment or occupation on such grounds as race, colour, sex, religion, political opinion, national extraction or social origin, or other status, unless selectivity concerning worker characteristics furthers established governmental policies which specifically promote greater equality of employment opportunity or relates to the inherent requirements of a job.
2. a) Provide such facilities to workers' representatives as may be necessary to assist in the development of effective collective agreements.

- b) Provide information to workers' representatives which is needed for meaningful negotiations on conditions of employment.
 - c) Provide information to workers and their representatives which enables them to obtain a true and fair view of the performance of the entity or, where appropriate, the enterprise as a whole.
3. Promote consultation and co-operation between employers and workers and their representatives on matters of mutual concern.
4. a) Observe standards of employment and industrial relations not less favourable than those observed by comparable employers in the host country.
- b) When multinational enterprises operate in developing countries, where comparable employers may not exist, provide the best possible wages, benefits and conditions of work, within the framework of government policies. These should be related to the economic position of the enterprise, but should be at least adequate to satisfy the basic needs of the workers and their families.
- c) Take adequate steps to ensure occupational health and safety in their operations.
5. In their operations, to the greatest extent practicable, employ local workers and provide training with a view to improving skill levels, in co-operation with worker representatives and, where appropriate, relevant governmental authorities.
6. In considering changes in their operations which would have major employment effects, in particular in the case of the closure of an entity involving collective lay-offs or dismissals, provide reasonable notice of such changes to representatives of the workers in their employment and their organisations, and, where appropriate, to the relevant governmental authorities, and co-operate with the worker representatives and appropriate governmental authorities so as to mitigate to the maximum extent practicable adverse effects. In light of the specific circumstances of each case, it would be appropriate if management were able to give such notice prior to the final decision being taken. Other means may also be employed to provide meaningful co-operation to mitigate the effects of such decisions.
7. In the context of bona fide negotiations with workers' representatives on conditions of employment, or while workers are exercising a right to organise, not threaten to transfer the whole or part of an operating unit from the country concerned nor transfer workers from the enterprises'

component entities in other countries in order to influence unfairly those negotiations or to hinder the exercise of a right to organise.

8. Enable authorised representatives of the workers in their employment to negotiate on collective bargaining or labour-management relations issues and allow the parties to consult on matters of mutual concern with representatives of management who are authorised to take decisions on these matters.

Commentary on Employment and Industrial Relations

47. This chapter opens with a chapeau that includes a reference to “applicable” law and regulations, which is meant to acknowledge the fact that multinational enterprises, while operating within the jurisdiction of particular countries, may be subject to national and international levels of regulation of employment and industrial relations matters. The terms “prevailing labour relations” and “employment practices” are sufficiently broad to permit a variety of interpretations in light of different national circumstances – for example, different bargaining options provided for workers under national laws and regulations.
48. The International Labour Organisation (ILO) is the competent body to set and deal with international labour standards, and to promote fundamental rights at work as recognised in its 1998 Declaration on Fundamental Principles and Rights at Work. The *Guidelines*, as a non-binding instrument, have a role to play in promoting observance of these standards and principles among multinational enterprises. The provisions of the *Guidelines* chapter echo relevant provisions of the 1998 Declaration, as well as the 1977 ILO Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy, last revised in 2006 (the ILO MNE Declaration). The ILO MNE Declaration sets out principles in the fields of employment, training, working conditions, and industrial relations, while the OECD *Guidelines* cover all major aspects of corporate behaviour. The OECD *Guidelines* and the ILO MNE Declaration refer to the behaviour expected from enterprises and are intended to parallel and not conflict with each other. The ILO MNE Declaration can therefore be of use in understanding the *Guidelines* to the extent that it is of a greater degree of elaboration. However, the responsibilities for the follow-up procedures under the ILO MNE Declaration and the *Guidelines* are institutionally separate.
49. The terminology used in Chapter V is consistent with that used in the ILO MNE Declaration. The use of the terms “workers employed by the

multinational enterprise” and “workers in their employment” is intended to have the same meaning as in the ILO MNE Declaration. These terms refer to workers who are “in an employment relationship with the multinational enterprise”. Enterprises wishing to understand the scope of their responsibility under Chapter V will find useful guidance for determining the existence of an employment relationship in the context of the *Guidelines* in the non-exhaustive list of indicators set forth in ILO Recommendation 198 of 2006, paragraphs 13 (a) and (b). In addition, it is recognised that working arrangements change and develop over time and that enterprises are expected to structure their relationships with workers so as to avoid supporting, encouraging or participating in disguised employment practices. A disguised employment relationship occurs when an employer treats an individual as other than an employee in a manner that hides his or her true legal status.

50. These recommendations do not interfere with true civil and commercial relationships, but rather seek to ensure that individuals in an employment relationship have the protection that is due to them in the context of the *Guidelines*. It is recognised that in the absence of an employment relationship, enterprises are nevertheless expected to act in accordance with the risk-based due diligence and supply chain recommendations in paragraphs A.10 to A.13 of Chapter II on General Policies.
51. Paragraph 1 of this chapter is designed to echo all four fundamental principles and rights at work which are contained in the ILO’s 1998 Declaration, namely the freedom of association and right to collective bargaining, the effective abolition of child labour, the elimination of all forms of forced or compulsory labour, and non-discrimination in employment and occupation. These principles and rights have been developed in the form of specific rights and obligations in ILO Conventions recognised as fundamental.
52. Paragraph 1c) recommends that multinational enterprises contribute to the effective abolition of child labour in the sense of the ILO 1998 Declaration and ILO Convention 182 concerning the worst forms of child labour. Long-standing ILO instruments on child labour are Convention 138 and Recommendation 146 (both adopted in 1973) concerning minimum ages for employment. Through their labour management practices, their creation of high-quality, well-paid jobs and their contribution to economic growth, multinational enterprises can play a positive role in helping to address the root causes of poverty in general and of child labour in particular. It is important to acknowledge and encourage the role of multinational enterprises in contributing to the search for a lasting solution to the problem of child labour. In this

regard, raising the standards of education of children living in host countries is especially noteworthy.

53. Paragraph 1d) recommends that enterprises contribute to the elimination of all forms of forced and compulsory labour, another principle derived from the 1998 ILO Declaration. The reference to this core labour right is based on the ILO Conventions 29 of 1930 and 105 of 1957. Convention 29 requests that governments “suppress the use of forced or compulsory labour in all its forms within the shortest possible period”, while Convention 105 requests of them to “suppress and not to make use of any form of forced or compulsory labour” for certain enumerated purposes (for example, as a means of political coercion or labour discipline), and “to take effective measures to secure [its] immediate and complete abolition”. At the same time, it is understood that the ILO is the competent body to deal with the difficult issue of prison labour, in particular when it comes to the hiring-out of prisoners to (or their placing at the disposal of) private individuals, companies or associations.
54. The reference to the principle of non-discrimination with respect to employment and occupation in paragraph 1e is considered to apply to such terms and conditions as hiring, job assignment, discharge, pay and benefits, promotion, transfer or relocation, termination, training and retirement. The list of non-permissible grounds for discrimination which is taken from ILO Convention 111 of 1958, the Maternity Protection Convention 183 of 2000, Employment (Disabled Persons) Convention 159 of 1983, the Older Workers Recommendation 162 of 1980 and the HIV and AIDS at Work Recommendation 200 of 2010, considers that any distinction, exclusion or preference on these grounds is in violation of the Conventions, Recommendations and Codes. The term “other status” for the purposes of the *Guidelines* refers to trade union activity and personal characteristics such as age, disability, pregnancy, marital status, sexual orientation, or HIV status. Consistent with the provisions in paragraph 1e, enterprises are expected to promote equal opportunities for women and men with special emphasis on equal criteria for selection, remuneration, and promotion, and equal application of those criteria, and prevent discrimination or dismissals on the grounds of marriage, pregnancy or parenthood.
55. In paragraph 2c) of this chapter, information provided by companies to their workers and their representatives is expected to provide a “true and fair view” of performance. It relates to the following: the structure of the enterprise, its economic and financial situation and prospects, employment trends, and expected substantial changes in operations, taking into account legitimate requirements of business confidentiality.

Considerations of business confidentiality may mean that information on certain points may not be provided, or may not be provided without safeguards.

56. The reference to consultative forms of worker participation in paragraph 3 of the Chapter is taken from ILO Recommendation 94 of 1952 concerning Consultation and Co-operation between Employers and Workers at the Level of the Undertaking. It also conforms to a provision contained in the ILO MNE Declaration. Such consultative arrangements should not substitute for workers' right to bargain over terms and conditions of employment. A recommendation on consultative arrangements with respect to working arrangements is also part of paragraph 8.
57. In paragraph 4, employment and industrial relations standards are understood to include compensation and working-time arrangements. The reference to occupational health and safety implies that multinational enterprises are expected to follow prevailing regulatory standards and industry norms to minimise the risk of accidents and injury to health arising out of, linked with, or occurring in, the course of employment. This encourages enterprises to work to raise the level of performance with respect to occupational health and safety in all parts of their operation even where this may not be formally required by existing regulations in countries in which they operate. It also encourages enterprises to respect workers' ability to remove themselves from a work situation when there is reasonable justification to believe that it presents an imminent and serious risk to health or safety. Reflecting their importance and complementarities among related recommendations, health and safety concerns are echoed elsewhere in the *Guidelines*, most notably in chapters on Consumer Interests and the Environment. The ILO Recommendation No. 194 of 2002 provides an indicative list of occupational diseases as well as codes of practice and guides which can be taken into account by enterprises for implementing this recommendation of the *Guidelines*.
58. The recommendation in paragraph 5 of the chapter encourages MNEs to recruit an adequate workforce share locally, including managerial personnel, and to provide training to them. Language in this paragraph on training and skill levels complements the text in paragraph A.4 of the General Policies chapter on encouraging human capital formation. The reference to local workers complements the text encouraging local capacity building in paragraph A.3 of the General Policies chapter. In accordance with the ILO Human Resources Development Recommendation 195 of 2004, enterprises are also encouraged to invest, to the greatest extent practicable, in training and lifelong learning while

ensuring equal opportunities to training for women and other vulnerable groups, such as youth, low-skilled people, people with disabilities, migrants, older workers, and indigenous peoples.

59. Paragraph 6 recommends that enterprises provide reasonable notice to the representatives of workers and relevant government authorities, of changes in their operations which would have major effects upon the livelihood of their workers, in particular the closure of an entity involving collective layoffs or dismissals. As stated therein, the purpose of this provision is to afford an opportunity for co-operation to mitigate the effects of such changes. This is an important principle that is widely reflected in the industrial relations laws and practices of adhering countries, although the approaches taken to ensuring an opportunity for meaningful co-operation are not identical in all adhering countries. The paragraph also notes that it would be appropriate if, in light of specific circumstances, management were able to give such notice prior to the final decision. Indeed, notice prior to the final decision is a feature of industrial relations laws and practices in a number of adhering countries. However, it is not the only means to ensure an opportunity for meaningful co-operation to mitigate the effects of such decisions, and the laws and practices of other adhering countries provide for other means such as defined periods during which consultations must be undertaken before decisions may be implemented.

VI. Environment

Enterprises should, within the framework of laws, regulations and administrative practices in the countries in which they operate, and in consideration of relevant international agreements, principles, objectives, and standards, take due account of the need to protect the environment, public health and safety, and generally to conduct their activities in a manner contributing to the wider goal of sustainable development. In particular, enterprises should:

1. Establish and maintain a system of environmental management appropriate to the enterprise, including:
 - a) collection and evaluation of adequate and timely information regarding the environmental, health, and safety impacts of their activities;
 - b) establishment of measurable objectives and, where appropriate, targets for improved environmental performance and resource utilisation, including periodically reviewing the continuing relevance of these objectives; where appropriate, targets should be consistent with relevant national policies and international environmental commitments; and
 - c) regular monitoring and verification of progress toward environmental, health, and safety objectives or targets.
2. Taking into account concerns about cost, business confidentiality, and the protection of intellectual property rights:
 - a) provide the public and workers with adequate, measureable and verifiable (where applicable) and timely information on the potential environment, health and safety impacts of the activities of the enterprise, which could include reporting on progress in improving environmental performance; and
 - b) engage in adequate and timely communication and consultation with the communities directly affected by the environmental, health and safety policies of the enterprise and by their implementation.

3. Assess, and address in decision-making, the foreseeable environmental, health, and safety-related impacts associated with the processes, goods and services of the enterprise over their full life cycle with a view to avoiding or, when unavoidable, mitigating them. Where these proposed activities may have significant environmental, health, or safety impacts, and where they are subject to a decision of a competent authority, prepare an appropriate environmental impact assessment.
4. Consistent with the scientific and technical understanding of the risks, where there are threats of serious damage to the environment, taking also into account human health and safety, not use the lack of full scientific certainty as a reason for postponing cost-effective measures to prevent or minimise such damage.
5. Maintain contingency plans for preventing, mitigating, and controlling serious environmental and health damage from their operations, including accidents and emergencies; and mechanisms for immediate reporting to the competent authorities.
6. Continually seek to improve corporate environmental performance, at the level of the enterprise and, where appropriate, of its supply chain, by encouraging such activities as:
 - a) adoption of technologies and operating procedures in all parts of the enterprise that reflect standards concerning environmental performance in the best performing part of the enterprise;
 - b) development and provision of products or services that have no undue environmental impacts; are safe in their intended use; reduce greenhouse gas emissions; are efficient in their consumption of energy and natural resources; can be reused, recycled, or disposed of safely;
 - c) promoting higher levels of awareness among customers of the environmental implications of using the products and services of the enterprise, including, by providing accurate information on their products (for example, on greenhouse gas emissions, biodiversity, resource efficiency, or other environmental issues); and
 - d) exploring and assessing ways of improving the environmental performance of the enterprise over the longer term, for instance by developing strategies for emission reduction, efficient resource utilisation and recycling, substitution or reduction of use of toxic substances, or strategies on biodiversity.

7. Provide adequate education and training to workers in environmental health and safety matters, including the handling of hazardous materials and the prevention of environmental accidents, as well as more general environmental management areas, such as environmental impact assessment procedures, public relations, and environmental technologies.
8. Contribute to the development of environmentally meaningful and economically efficient public policy, for example, by means of partnerships or initiatives that will enhance environmental awareness and protection.

Commentary on the Environment

60. The text of the Environment Chapter broadly reflects the principles and objectives contained in the Rio Declaration on Environment and Development, in Agenda 21 (within the Rio Declaration). It also takes into account the (Aarhus) Convention on Access to Information, Public Participation in Decision-making, and Access to Justice in Environmental Matters and reflects standards contained in such instruments as the ISO Standard on Environmental Management Systems.
61. Sound environmental management is an important part of sustainable development, and is increasingly being seen as both a business responsibility and a business opportunity. Multinational enterprises have a role to play in both respects. Managers of these enterprises should therefore give appropriate attention to environmental issues within their business strategies. Improving environmental performance requires a commitment to a systematic approach and to continual improvement of the system. An environmental management system provides the internal framework necessary to control an enterprise's environmental impacts and to integrate environmental considerations into business operations. Having such a system in place should help to assure shareholders, employees and the community that the enterprise is actively working to protect the environment from the impacts of its activities.
62. In addition to improving environmental performance, instituting an environmental management system can provide economic benefits to companies through reduced operating and insurance costs, improved energy and resource conservation, reduced compliance and liability charges, improved access to capital and skills, improved customer satisfaction, and improved community and public relations.

63. In the context of these *Guidelines*, “sound environmental management” should be interpreted in its broadest sense, embodying activities aimed at controlling both direct and indirect environmental impacts of enterprise activities over the long-term, and involving both pollution control and resource management elements.
64. In most enterprises, an internal control system is needed to manage the enterprise’s activities. The environmental part of this system may include such elements as targets for improved performance and regular monitoring of progress towards these targets.
65. Information about the activities of enterprises and about their relationships with sub-contractors and their suppliers, and associated environmental impacts is an important vehicle for building confidence with the public. This vehicle is most effective when information is provided in a transparent manner and when it encourages active consultation with stakeholders such as employees, customers, suppliers, contractors, local communities and with the public-at-large so as to promote a climate of long-term trust and understanding on environmental issues of mutual interest. Reporting and communication are particularly appropriate where scarce or at risk environmental assets are at stake either in a regional, national or international context; reporting standards such as the Global Reporting Initiative provide useful references.
66. In providing accurate information on their products, enterprises have several options such as voluntary labelling or certification schemes. In using these instruments enterprises should take due account of their social and economic effects on developing countries and of existing internationally recognised standards.
67. Normal business activity can involve the *ex ante* assessment of the potential environmental impacts associated with the enterprise’s activities. Enterprises often carry out appropriate environmental impact assessments, even if they are not required by law. Environmental assessments made by the enterprise may contain a broad and forward-looking view of the potential impacts of an enterprise’s activities and of activities of sub-contractors and suppliers, addressing relevant impacts and examining alternatives and mitigation measures to avoid or redress adverse impacts. The *Guidelines* also recognise that multinational enterprises have certain responsibilities in other parts of the product life cycle.
68. Several instruments already adopted by countries adhering to the *Guidelines*, including Principle 15 of the Rio Declaration on Environment and Development, enunciate a “precautionary approach”.

None of these instruments is explicitly addressed to enterprises, although enterprise contributions are implicit in all of them.

69. The basic premise of the *Guidelines* is that enterprises should act as soon as possible, and in a proactive way, to avoid, for instance, serious or irreversible environmental damages resulting from their activities. However, the fact that the *Guidelines* are addressed to enterprises means that no existing instrument is completely adequate for expressing this recommendation. The *Guidelines* therefore draw upon, but do not completely mirror, any existing instrument.
70. The *Guidelines* are not intended to reinterpret any existing instruments or to create new commitments or precedents on the part of governments – they are intended only to recommend how the precautionary approach should be implemented at the level of enterprises. Given the early stage of this process, it is recognised that some flexibility is needed in its application, based on the specific context in which it is carried out. It is also recognised that governments determine the basic framework in this field, and have the responsibility to consult periodically with stakeholders on the most appropriate ways forward.
71. The *Guidelines* also encourage enterprises to work to raise the level of environmental performance in all parts of their operations, even where this may not be formally required by existing practice in the countries in which they operate. In this regard, enterprises should take due account of their social and economic effects on developing countries.
72. For example, multinational enterprises often have access to existing and innovative technologies or operating procedures which could, if applied, help raise environmental performance overall. Multinational enterprises are frequently regarded as leaders in their respective fields, so the potential for a “demonstration effect” on other enterprises should not be overlooked. Ensuring that the environment of the countries in which multinational enterprises operate also benefit from available and innovative technologies and practices, is an important way of building support for international investment activities more generally.
73. Enterprises have an important role to play in the training and education of their employees with regard to environmental matters. They are encouraged to discharge this responsibility in as broad a manner as possible, especially in areas directly related to human health and safety.

VII. Combating Bribery, Bribe Solicitation and Extortion

Enterprises should not, directly or indirectly, offer, promise, give, or demand a bribe or other undue advantage to obtain or retain business or other improper advantage. Enterprises should also resist the solicitation of bribes and extortion. In particular, enterprises should:

1. Not offer, promise or give undue pecuniary or other advantage to public officials or the employees of business partners. Likewise, enterprises should not request, agree to or accept undue pecuniary or other advantage from public officials or the employees of business partners. Enterprises should not use third parties such as agents and other intermediaries, consultants, representatives, distributors, consortia, contractors and suppliers and joint venture partners for channelling undue pecuniary or other advantages to public officials, or to employees of their business partners or to their relatives or business associates.
2. Develop and adopt adequate internal controls, ethics and compliance programmes or measures for preventing and detecting bribery, developed on the basis of a risk assessment addressing the individual circumstances of an enterprise, in particular the bribery risks facing the enterprise (such as its geographical and industrial sector of operation). These internal controls, ethics and compliance programmes or measures should include a system of financial and accounting procedures, including a system of internal controls, reasonably designed to ensure the maintenance of fair and accurate books, records, and accounts, to ensure that they cannot be used for the purpose of bribing or hiding bribery. Such individual circumstances and bribery risks should be regularly monitored and re-assessed as necessary to ensure the enterprise's internal controls, ethics and compliance programme or measures are adapted and continue to be effective, and to mitigate the risk of enterprises becoming complicit in bribery, bribe solicitation and extortion.
3. Prohibit or discourage, in internal company controls, ethics and compliance programmes or measures, the use of small facilitation

payments, which are generally illegal in the countries where they are made, and, when such payments are made, accurately record these in books and financial records.

4. Ensure, taking into account the particular bribery risks facing the enterprise, properly documented due diligence pertaining to the hiring, as well as the appropriate and regular oversight of agents, and that remuneration of agents is appropriate and for legitimate services only. Where relevant, a list of agents engaged in connection with transactions with public bodies and State-owned enterprises should be kept and made available to competent authorities, in accordance with applicable public disclosure requirements.
5. Enhance the transparency of their activities in the fight against bribery, bribe solicitation and extortion. Measures could include making public commitments against bribery, bribe solicitation and extortion, and disclosing the management systems and the internal controls, ethics and compliance programmes or measures adopted by enterprises in order to honour these commitments. Enterprises should also foster openness and dialogue with the public so as to promote its awareness of and co-operation with the fight against bribery, bribe solicitation and extortion.
6. Promote employee awareness of and compliance with company policies and internal controls, ethics and compliance programmes or measures against bribery, bribe solicitation and extortion through appropriate dissemination of such policies, programmes or measures and through training programmes and disciplinary procedures.
7. Not make illegal contributions to candidates for public office or to political parties or to other political organisations. Political contributions should fully comply with public disclosure requirements and should be reported to senior management.

Commentary on Combating Bribery, Bribe Solicitation and Extortion

74. Bribery and corruption are damaging to democratic institutions and the governance of corporations. They discourage investment and distort international competitive conditions. In particular, the diversion of funds through corrupt practices undermines attempts by citizens to achieve higher levels of economic, social and environmental welfare, and it impedes efforts to reduce poverty. Enterprises have an important role to play in combating these practices.

75. Propriety, integrity and transparency in both the public and private domains are key concepts in the fight against bribery, bribe solicitation and extortion. The business community, non-governmental organisations, governments and inter-governmental organisations have all co-operated to strengthen public support for anticorruption measures and to enhance transparency and public awareness of the problems of corruption and bribery. The adoption of appropriate corporate governance practices is also an essential element in fostering a culture of ethics within enterprises.
76. The *Convention on Combating Bribery of Foreign Public Officials in International Business Transactions* (the *Anti-Bribery Convention*) entered into force on 15 February 1999. The *Anti-Bribery Convention*, along with the *2009 Recommendation for Further Combating Bribery of Foreign Public Officials in International Business Transactions* (the *2009 Anti-Bribery Recommendation*), the *2009 Recommendation on Tax Measures for Further Combating Bribery of Foreign Public Officials in International Business Transactions*, and the *2006 Recommendation on Bribery and Officially Supported Export Credits*, are the core OECD instruments which target the offering side of the bribery transaction. They aim to eliminate the “supply” of bribes to foreign public officials, with each country taking responsibility for the activities of its enterprises and what happens within its own jurisdiction.⁶ A programme of rigorous and systematic monitoring of countries’ implementation of the *Anti-Bribery Convention* has been established to promote the full implementation of these instruments.
77. The *2009 Anti-Bribery Recommendation* recommends in particular that governments encourage their enterprises to develop and adopt adequate internal controls, ethics and compliance programmes or measures for the purpose of preventing and detecting foreign bribery, taking into account the *Good Practice Guidance on Internal Controls, Ethics and*

6. For the purposes of the Convention, a “bribe” is defined as an “...offer, promise, or giv(ing) of any undue pecuniary or other advantage, whether directly or through intermediaries, to a foreign public official, for that official or for a third party, in order that the official act or refrain from acting in relation to the performance of official duties, in order to obtain or retain business or other improper advantage in the conduct of international business”. The Commentaries to the Convention (paragraph 9) clarify that “small ‘facilitation’ payments do not constitute payments made ‘to obtain or retain business or other improper advantage’ within the meaning of paragraph 1 and, accordingly, are also not an offence. Such payments, which, in some countries, are made to induce public officials to perform their functions, such as issuing licenses or permits, are generally illegal in the foreign country concerned. Other countries can and should address this corrosive phenomenon by such means as support for programmes of good governance. ...”.

Compliance, included as Annex II to the 2009 *Anti-Bribery Recommendation*. This *Good Practice Guidance* is addressed to enterprises as well as business organisations and professional associations, and highlights good practices for ensuring the effectiveness of their internal controls, ethics and compliance programmes or measures to prevent and detect foreign bribery.

78. Private sector and civil society initiatives also help enterprises to design and implement effective anti-bribery policies.
79. The *United Nations Convention against Corruption (UNCAC)*, which entered into force on 14 December 2005, sets out a broad range of standards, measures and rules to fight corruption. Under the *UNCAC*, States Parties are required to prohibit their officials from receiving bribes and their enterprises from bribing domestic public officials, as well as foreign public officials and officials of public international organisations, and to consider disallowing private to private bribery. The *UNCAC* and the *Anti-Bribery Convention* are mutually supporting and complementary.
80. To address the demand side of bribery, good governance practices are important elements to prevent enterprises from being asked to pay bribes. Enterprises can support collective action initiatives on resisting bribe solicitation and extortion. Both home and host governments should assist enterprises confronted with solicitation of bribes and with extortion. The *Good Practice Guidance on Specific Articles of the Convention* in Annex I of the 2009 *Anti-Bribery Recommendation* states that the *Anti-Bribery Convention* should be implemented in such a way that it does not provide a defence or exception where the foreign public official solicits a bribe. Furthermore, the *UNCAC* requires the criminalisation of bribe solicitation by domestic public officials.

VIII. Consumer Interests

When dealing with consumers, enterprises should act in accordance with fair business, marketing and advertising practices and should take all reasonable steps to ensure the quality and reliability of the goods and services that they provide. In particular, they should:

1. Ensure that the goods and services they provide meet all agreed or legally required standards for consumer health and safety, including those pertaining to health warnings and safety information.
2. Provide accurate, verifiable and clear information that is sufficient to enable consumers to make informed decisions, including information on the prices and, where appropriate, content, safe use, environmental attributes, maintenance, storage and disposal of goods and services. Where feasible this information should be provided in a manner that facilitates consumers' ability to compare products.
3. Provide consumers with access to fair, easy to use, timely and effective non-judicial dispute resolution and redress mechanisms, without unnecessary cost or burden.
4. Not make representations or omissions, nor engage in any other practices, that are deceptive, misleading, fraudulent or unfair.
5. Support efforts to promote consumer education in areas that relate to their business activities, with the aim of, *inter alia*, improving the ability of consumers to: *i*) make informed decisions involving complex goods, services and markets, *ii*) better understand the economic, environmental and social impact of their decisions and *iii*) support sustainable consumption.
6. Respect consumer privacy and take reasonable measures to ensure the security of personal data that they collect, store, process or disseminate.
7. Co-operate fully with public authorities to prevent and combat deceptive marketing practices (including misleading advertising and commercial fraud) and to diminish or prevent serious threats to public health and safety or to the environment deriving from the consumption, use or disposal of their goods and services.

8. Take into consideration, in applying the above principles, *i)* the needs of vulnerable and disadvantaged consumers and *ii)* the specific challenges that e-commerce may pose for consumers.

Commentary on Consumer Interests

81. The chapter on consumer interests of the OECD *Guidelines* for Multinational Enterprises draws on the work of the OECD Committee on Consumer Policy and the Committee on Financial Markets, as well as the work of other international organisations, including the International Chamber of Commerce, the International Organization for Standardization and the United Nations (*i.e.*, the *UN Guidelines on Consumer Policy*, as expanded in 1999).
82. The chapter recognises that consumer satisfaction and related interests constitute a fundamental basis for the successful operation of enterprises. It also recognises that consumer markets for goods and services have undergone major transformation over time. Regulatory reform, more open global markets, the development of new technologies and the growth in consumer services have been key agents of change, providing consumers with greater choice and the other benefits which derive from more open competition. At the same time, the pace of change and increased complexity of many markets have generally made it more difficult for consumers to compare and assess goods and services. Moreover, consumer demographics have also changed over time. Children are becoming increasingly significant forces in the market, as are the growing number of older adults. While consumers are better educated overall, many still lack the arithmetic and literacy skills that are required in today's more complex, information-intensive marketplace. Further, many consumers are increasingly interested in knowing the position and activities of enterprises on a broad range of economic, social and environmental issues, and in taking these into account when choosing goods and services.
83. The chapeau calls on enterprises to apply fair business, marketing and advertising practices and to ensure the quality and reliability of the products that they provide. These principles, it is noted, apply to both goods and services.
84. Paragraph 1 underscores the importance for enterprises to adhere to required health and safety standards and the importance for them to provide consumers with adequate health and safety information on their products.

85. Paragraph 2 concerns information disclosure. It calls for enterprises to provide information which is sufficient for consumers to make informed decisions. This would include information on the financial risks associated with products, where relevant. Furthermore, in some instances enterprises are legally required to provide information in a manner that enables consumers to make direct comparisons of goods and services (for example, unit pricing). In the absence of direct legislation, enterprises are encouraged to present information, when dealing with consumers, in a way that facilitates comparisons of goods and services and enables consumers to easily determine what the total cost of a product will be. It should be noted that what is considered to be “sufficient” can change over time and enterprises should be responsive to these changes. Any product and environmental claims that enterprises make should be based on adequate evidence and, as applicable, proper tests. Given consumers’ growing interest in environmental issues and sustainable consumption, information should be provided, as appropriate, on the environmental attributes of products. This could include information on the energy efficiency and the degree of recyclability of products and, in the case of food products, information on agricultural practices.
86. Business conduct is increasingly considered by consumers when making their purchasing decisions. Enterprises are therefore encouraged to make information available on initiatives they have taken to integrate social and environmental concerns into their business operations and to otherwise support sustainable consumption. Chapter III of the *Guidelines* on Disclosure is relevant in this regard. Enterprises are there encouraged to communicate value statements or statements of business conduct to the public, including information on the social, ethical and environmental policies of the enterprise and other codes of conduct to which the company subscribes. Enterprises are encouraged to make this information available in plain language and in a format that is appealing to consumers. Growth in the number of enterprises reporting in these areas and targeting information to consumers would be welcome.
87. Paragraph 3 reflects language that is used in the 2007 Council *Recommendation on Consumer Dispute Resolution and Redress*. The Recommendation establishes a framework for developing effective approaches to address consumer complaints, including a series of actions that industry can take in this respect. It is noted that the mechanisms that many enterprises have established to resolve consumer disputes have helped increase consumer confidence and consumer satisfaction. These mechanisms can provide more practicable solutions to complaints than legal actions, which can be expensive, difficult and time consuming for all the parties involved. For these non-judicial

mechanisms to be effective, however, consumers need to be made aware of their existence and would benefit from guidance on how to file complaints, especially when claims involve cross-border or multi-dimensional transactions.

88. Paragraph 4 concerns deceptive, misleading, fraudulent and other unfair commercial practices. Such practices can distort markets, at the expense of both consumers and responsible enterprises and should be avoided.
89. Paragraph 5 concerns consumer education, which has taken on greater importance with the growing complexity of many markets and products. Governments, consumer organisations and many enterprises have recognised that this is a shared responsibility and that they can play important roles in this regard. The difficulties that consumers have experienced in evaluating complex products in financial and other areas have underscored the importance for stakeholders to work together to promote education aimed at improving consumer decision-making.
90. Paragraph 6 concerns personal data. The increasing collection and use of personal data by enterprises, fuelled in part by the Internet and technological advances, has highlighted the importance of protecting personal data against consumer privacy violations, including security breaches.
91. Paragraph 7 underscores the importance of enterprises to work with public authorities to help prevent and combat deceptive marketing practices more effectively. Co-operation is also called for to diminish or prevent threats to public health and safety and to the environment. This includes threats associated with the disposal of goods, as well as their consumption and use. This reflects recognition of the importance of considering the entire life-cycle of products.
92. Paragraph 8 calls on enterprises to take the situations of vulnerable and disadvantaged consumers into account when they market goods and services. Disadvantaged or vulnerable consumers refer to particular consumers or categories of consumers, who because of personal characteristics or circumstances (like age, mental or physical capacity, education, income, language or remote location) may meet particular difficulties in operating in today's information-intensive, globalised markets. The paragraph also highlights the growing importance of mobile and other forms of e-commerce in global markets. The benefits that such commerce provides are significant and growing. Governments have spent considerable time examining ways to ensure that consumers are afforded transparent and effective protection that is not less in the case of e-commerce than the level of protection afforded in more traditional forms of commerce.

IX. Science and Technology

Enterprises should:

1. Endeavour to ensure that their activities are compatible with the science and technology (S&T) policies and plans of the countries in which they operate and as appropriate contribute to the development of local and national innovative capacity.
2. Adopt, where practicable in the course of their business activities, practices that permit the transfer and rapid diffusion of technologies and know-how, with due regard to the protection of intellectual property rights.
3. When appropriate, perform science and technology development work in host countries to address local market needs, as well as employ host country personnel in an S&T capacity and encourage their training, taking into account commercial needs.
4. When granting licenses for the use of intellectual property rights or when otherwise transferring technology, do so on reasonable terms and conditions and in a manner that contributes to the long term sustainable development prospects of the host country.
5. Where relevant to commercial objectives, develop ties with local universities, public research institutions, and participate in co-operative research projects with local industry or industry associations.

Commentary on Science and Technology

93. In a knowledge-based and globalised economy where national borders matter less, even for small or domestically oriented enterprises, the ability to access and utilise technology and know-how is essential for improving enterprise performance. Such access is also important for the realisation of the economy-wide effects of technological progress, including productivity growth and job creation, within the context of sustainable development. Multinational enterprises are the main conduit of technology transfer across borders. They contribute to the national

innovative capacity of their host countries by generating, diffusing, and even enabling the use of new technologies by domestic enterprises and institutions. The R&D activities of MNEs, when well connected to the national innovation system, can help enhance the economic and social progress in their host countries. In turn, the development of a dynamic innovation system in the host country expands commercial opportunities for MNEs.

94. The chapter thus aims to promote, within the limits of economic feasibility, competitiveness concerns and other considerations, the diffusion by multinational enterprises of the fruits of research and development activities among the countries where they operate, contributing thereby to the innovative capacities of host countries. In this regard, fostering technology diffusion can include the commercialisation of products which imbed new technologies, licensing of process innovations, hiring and training of S&T personnel and development of R&D co-operative ventures. When selling or licensing technologies, not only should the terms and conditions negotiated be reasonable, but MNEs may want to consider the long-term developmental, environmental and other impacts of technologies for the home and host country. In their activities, multinational enterprises can establish and improve the innovative capacity of their international subsidiaries and subcontractors. In addition, MNEs can call attention to the importance of local scientific and technological infrastructure, both physical and institutional. In this regard, MNEs can usefully contribute to the formulation by host country governments of policy frameworks conducive to the development of dynamic innovation systems.

X. Competition

Enterprises should:

1. Carry out their activities in a manner consistent with all applicable competition laws and regulations, taking into account the competition laws of all jurisdictions in which the activities may have anti-competitive effects.
2. Refrain from entering into or carrying out anti-competitive agreements among competitors, including agreements to:
 - a) fix prices;
 - b) make rigged bids (collusive tenders);
 - c) establish output restrictions or quotas; or
 - d) share or divide markets by allocating customers, suppliers, territories or lines of commerce.
3. Co-operate with investigating competition authorities by, among other things and subject to applicable law and appropriate safeguards, providing responses as promptly and completely as practicable to requests for information, and considering the use of available instruments, such as waivers of confidentiality where appropriate, to promote effective and efficient co-operation among investigating authorities.
4. Regularly promote employee awareness of the importance of compliance with all applicable competition laws and regulations, and, in particular, train senior management of the enterprise in relation to competition issues.

Commentary on Competition

95. These recommendations emphasise the importance of competition laws and regulations to the efficient operation of both domestic and international markets and reaffirm the importance of compliance with

those laws and regulations by domestic and multinational enterprises. They also seek to ensure that all enterprises are aware of developments concerning the scope, remedies and sanctions of competition laws and the extent of co-operation among competition authorities. The term “competition” law is used to refer to laws, including both “antitrust” and “antimonopoly” laws, that variously prohibit: a) anti-competitive agreements; b) the abuse of market power or of dominance; c) the acquisition of market power or dominance by means other than efficient performance; or d) the substantial lessening of competition or the significant impeding of effective competition through mergers or acquisitions.

96. In general, competition laws and policies prohibit: a) hard core cartels; b) other anti-competitive agreements; c) anti-competitive conduct that exploits or extends market dominance or market power; and d) anti-competitive mergers and acquisitions. Under the 1998 Recommendation of the OECD Council Concerning Effective Action Against Hard Core Cartels, C(98)35/FINAL, the anticompetitive agreements referred to in sub a) constitute hard core cartels, but the Recommendation incorporates differences in member countries’ laws, including differences in the laws’ exemptions or provisions allowing for an exception or authorisation for activity that might otherwise be prohibited. The recommendations in these *Guidelines* do not suggest that enterprises should forego availing themselves of such legally available exemptions or provisions. The categories sub b) and c) are more general because the effects of other kinds of agreements and of unilateral conduct are more ambiguous, and there is less consensus on what should be considered anti-competitive.
97. The goal of competition policy is to contribute to overall welfare and economic growth by promoting market conditions in which the nature, quality, and price of goods and services are determined by competitive market forces. In addition to benefiting consumers and a jurisdiction’s economy as a whole, such a competitive environment rewards enterprises that respond efficiently to consumer demand. Enterprises can contribute to this process by providing information and advice when governments are considering laws and policies that might reduce efficiency or otherwise reduce the competitiveness of markets.
98. Enterprises should be aware that competition laws continue to be enacted, and that it is increasingly common for those laws to prohibit anti-competitive activities that occur abroad if they have a harmful impact on domestic consumers. Moreover, cross-border trade and investment makes it more likely that anti-competitive conduct taking place in one jurisdiction will have harmful effects in other jurisdictions.

Enterprises should therefore take into account both the law of the country in which they are operating and the laws of all countries in which the effects of their conduct are likely to be felt.

99. Finally, enterprises should recognise that competition authorities are engaging in more and deeper co-operation in investigating and challenging anti-competitive activity. See generally: Recommendation of the Council Concerning Co-operation between Member Countries on Anticompetitive Practices Affecting International Trade, C(95)130/FINAL; Recommendation of the Council on Merger Review, C(2005)34. When the competition authorities of various jurisdictions are reviewing the same conduct, enterprises' facilitation of co-operation among the authorities promotes consistent and sound decision-making and competitive remedies while also permitting cost savings for governments and enterprises.

XI. Taxation

1. It is important that enterprises contribute to the public finances of host countries by making timely payment of their tax liabilities. In particular, enterprises should comply with both the letter and spirit of the tax laws and regulations of the countries in which they operate. Complying with the spirit of the law means discerning and following the intention of the legislature. It does not require an enterprise to make payment in excess of the amount legally required pursuant to such an interpretation. Tax compliance includes such measures as providing to the relevant authorities timely information that is relevant or required by law for purposes of the correct determination of taxes to be assessed in connection with their operations and conforming transfer pricing practices to the arm's length principle.
2. Enterprises should treat tax governance and tax compliance as important elements of their oversight and broader risk management systems. In particular, corporate boards should adopt tax risk management strategies to ensure that the financial, regulatory and reputational risks associated with taxation are fully identified and evaluated.

Commentary on Taxation

100. Corporate citizenship in the area of taxation implies that enterprises should comply with both the letter and the spirit of the tax laws and regulations in all countries in which they operate, co-operate with authorities and make information that is relevant or required by law available to them. An enterprise complies with the spirit of the tax laws and regulations if it takes reasonable steps to determine the intention of the legislature and interprets those tax rules consistent with that intention in light of the statutory language and relevant, contemporaneous legislative history. Transactions should not be structured in a way that will have tax results that are inconsistent with the underlying economic consequences of the transaction unless there exists specific legislation designed to give that result. In this case, the enterprise should reasonably believe that the transaction is structured in

a way that gives a tax result for the enterprise which is not contrary to the intentions of the legislature.

101. Tax compliance also entails co-operation with tax authorities and provision of the information they require to ensure an effective and equitable application of the tax laws. Such co-operation should include responding in a timely and complete manner to requests for information made by a competent authority pursuant to the provisions of a tax treaty or exchange of information agreement. However, this commitment to provide information is not without limitation. In particular, the *Guidelines* make a link between the information that should be provided and its relevance to the enforcement of applicable tax laws. This recognises the need to balance the burden on business in complying with applicable tax laws and the need for tax authorities to have the complete, timely and accurate information to enable them to enforce their tax laws.
102. Enterprises' commitments to co-operation, transparency and tax compliance should be reflected in risk management systems, structures and policies. In the case of enterprises having a corporate legal form, corporate boards are in a position to oversee tax risk in a number of ways. For example, corporate boards should proactively develop appropriate tax policy principles, as well as establish internal tax control systems so that the actions of management are consistent with the views of the board with regard to tax risk. The board should be informed about all potentially material tax risks and responsibility should be assigned for performing internal tax control functions and reporting to the board. A comprehensive risk management strategy that includes tax will allow the enterprise to not only act as a good corporate citizen but also to effectively manage tax risk, which can serve to avoid major financial, regulatory and reputation risk for an enterprise.
103. A member of a multinational enterprise group in one country may have extensive economic relationships with members of the same multinational enterprise group in other countries. Such relationships may affect the tax liability of each of the parties. Accordingly, tax authorities may need information from outside their jurisdiction in order to be able to evaluate those relationships and determine the tax liability of the member of the MNE group in their jurisdiction. Again, the information to be provided is limited to that which is relevant to or required by law for the proposed evaluation of those economic relationships for the purpose of determining the correct tax liability of the member of the MNE group. MNEs should co-operate in providing that information.

104. Transfer pricing is a particularly important issue for corporate citizenship and taxation. The dramatic increase in global trade and cross-border direct investment (and the important role played in such trade and investment by multinational enterprises) means that transfer pricing is a significant determinant of the tax liabilities of members of a multinational enterprise group because it materially influences the division of the tax base between countries in which the multinational enterprise operates. The arm's length principle which is included in both the OECD Model Tax Convention and the UN Model Double Taxation Convention between Developed and Developing Countries, is the internationally accepted standard for adjusting the profits between associated enterprises. Application of the arm's length principle avoids inappropriate shifting of profits or losses and minimises risks of double taxation. Its proper application requires multinational enterprises to co-operate with tax authorities and to furnish all information that is relevant or required by law regarding the selection of the transfer pricing method adopted for the international transactions undertaken by them and their related party. It is recognised that determining whether transfer pricing adequately reflects the arm's length standard (or principle) is often difficult both for multinational enterprises and for tax administrations and that its application is not an exact science.
105. The Committee on Fiscal Affairs of the OECD undertakes ongoing work to develop recommendations for ensuring that transfer pricing reflects the arm's length principle. Its work resulted in the publication in 1995 of the *OECD Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations* (*OECD Transfer Pricing Guidelines*) which was the subject of the Recommendation of the OECD Council on the Determination of Transfer Pricing between Associated Enterprises (members of an MNE group would normally fall within the definition of Associated Enterprises). The *OECD Transfer Pricing Guidelines* and that Council Recommendation are updated on an ongoing basis to reflect changes in the global economy and experiences of tax administrations and taxpayers dealing with transfer pricing. The arm's length principle as it applies to the attribution of profits of permanent establishments for the purposes of the determination of a host State's taxing rights under a tax treaty was the subject of an OECD Council Recommendation adopted in 2008.
106. The *OECD Transfer Pricing Guidelines* focus on the application of the arm's length principle to evaluate the transfer pricing of associated enterprises. The *OECD Transfer Pricing Guidelines* aim to help tax administrations (of both OECD member countries and non-member countries) and multinational enterprises by indicating mutually

satisfactory solutions to transfer pricing cases, thereby minimising conflict among tax administrations and between tax administrations and multinational enterprises and avoiding costly litigation. Multinational enterprises are encouraged to follow the guidance in the *OECD Transfer Pricing Guidelines*, as amended and supplemented⁷, in order to ensure that their transfer prices reflect the arm's length principle.

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7. One non-OECD adhering country, Brazil, does not apply the *OECD Transfer Pricing Guidelines* in its jurisdiction and accordingly the use of the guidance in those *Guidelines* by multinational enterprises for purposes of determining taxable income from their operations in this country does not apply in the light of the tax obligations set out in the legislation of this country. One other non-OECD adhering country, Argentina, points out that the *OECD Transfer Pricing Guidelines* are not compulsory in its jurisdiction.

Part II

**Implementation Procedures of the OECD Guidelines
for Multinational Enterprises**

Amendment of the Decision of the Council on the OECD Guidelines for Multinational Enterprises

THE COUNCIL,

Having regard to the Convention on the Organisation for Economic Co-operation and Development of 14th December 1960;

Having regard to the OECD Declaration on International Investment and Multinational Enterprises (the “Declaration”), in which the Governments of adhering countries (“adhering countries”) jointly recommend to multinational enterprises operating in or from their territories the observance of Guidelines for Multinational Enterprises (the “Guidelines”);

Recognising that, since operations of multinational enterprises extend throughout the world, international co-operation on issues relating to the Declaration should extend to all countries;

Having regard to the Terms of Reference of the Investment Committee, in particular with respect to its responsibilities for the Declaration [C(84)171(Final), renewed in C/M(95)21];

Considering the Report on the First Review of the 1976 Declaration [C(79)102(Final)], the Report on the Second Review of the Declaration [C/MIN(84)5(Final)], the Report on the 1991 Review of the Declaration [DAFFE/IME(91)23], and the Report on the 2000 Review of the Guidelines [C(2000)96];

Having regard to the Second Revised Decision of the Council of June 1984 [C(84)90], amended June 1991 [C/MIN(91)7/ANN1] and repealed on 27 June 2000 [C(2000)96/FINAL];

Considering it desirable to enhance procedures by which consultations may take place on matters covered by these Guidelines and to promote the effectiveness of the Guidelines;

On the proposal of the Investment Committee:

DECIDES:

I. National Contact Points

1. Adhering countries shall set up National Contact Points to further the effectiveness of the *Guidelines* by undertaking promotional activities, handling enquiries and contributing to the resolution of issues that arise relating to the implementation of the *Guidelines* in specific instances, taking account of the attached procedural guidance. The business community, worker organisations, other non-governmental organisations and other interested parties shall be informed of the availability of such facilities.
2. National Contact Points in different countries shall co-operate if such need arises, on any matter related to the *Guidelines* relevant to their activities. As a general procedure, discussions at the national level should be initiated before contacts with other National Contact Points are undertaken.
3. National Contact Points shall meet regularly to share experiences and report to the Investment Committee.
4. Adhering countries shall make available human and financial resources to their National Contact Points so that they can effectively fulfil their responsibilities, taking into account internal budget priorities and practices.

II. The Investment Committee

1. The Investment Committee (“the Committee”) shall periodically or at the request of an adhering country hold exchanges of views on matters covered by the *Guidelines* and the experience gained in their application.
2. The Committee shall periodically invite the Business and Industry Advisory Committee to the OECD (BIAC), and the Trade Union Advisory Committee to the OECD (TUAC) (the “advisory bodies”), OECD Watch, as well as other international partners to express their views on matters covered by the *Guidelines*. In addition, exchanges of views with them on these matters may be held at their request.
3. The Committee shall engage with non-adhering countries on matters covered by the *Guidelines* in order to promote responsible business conduct worldwide in accordance with the *Guidelines* and to create a level playing field. It shall also strive to co-operate with non-adhering countries that have a special interest in the *Guidelines* and in promoting their principles and standards.

4. The Committee shall be responsible for clarification of the *Guidelines*. Parties involved in a specific instance that gave rise to a request for clarification will be given the opportunity to express their views either orally or in writing. The Committee shall not reach conclusions on the conduct of individual enterprises.
5. The Committee shall hold exchanges of views on the activities of National Contact Points with a view to enhancing the effectiveness of the *Guidelines* and fostering functional equivalence of National Contact Points.
6. In fulfilling its responsibilities for the effective functioning of the *Guidelines*, the Committee shall take due account of the attached procedural guidance.
7. The Committee shall periodically report to the Council on matters covered by the *Guidelines*. In its reports, the Committee shall take account of reports by National Contact Points and the views expressed by the advisory bodies, OECD Watch, other international partners and non-adhering countries as appropriate.
8. The Committee shall, in co-operation with National Contact Points, pursue a proactive agenda that promotes the effective observance by enterprises of the principles and standards contained in the *Guidelines*. It shall, in particular, seek opportunities to collaborate with the advisory bodies, OECD Watch, other international partners and other stakeholders in order to encourage the positive contributions that multinational enterprises can make, in the context of the *Guidelines*, to economic, environmental and social progress with a view to achieving sustainable development, and to help them identify and respond to risks of adverse impacts associated with particular products, regions, sectors or industries.

III. Review of the Decision

This Decision shall be periodically reviewed. The Committee shall make proposals for this purpose.

Procedural Guidance

I. National Contact Points

The role of National Contact Points (NCPs) is to further the effectiveness of the *Guidelines*. NCPs will operate in accordance with core criteria of visibility, accessibility, transparency and accountability to further the objective of functional equivalence.

A. Institutional Arrangements

Consistent with the objective of functional equivalence and furthering the effectiveness of the *Guidelines*, adhering countries have flexibility in organising their NCPs, seeking the active support of social partners, including the business community, worker organisations, other non-governmental organisations, and other interested parties.

Accordingly, the National Contact Points:

1. Will be composed and organised such that they provide an effective basis for dealing with the broad range of issues covered by the *Guidelines* and enable the NCP to operate in an impartial manner while maintaining an adequate level of accountability to the adhering government.
2. Can use different forms of organisation to meet this objective. An NCP can consist of senior representatives from one or more Ministries, may be a senior government official or a government office headed by a senior official, be an interagency group, or one that contains independent experts. Representatives of the business community, worker organisations and other non-governmental organisations may also be included.
3. Will develop and maintain relations with representatives of the business community, worker organisations and other interested parties that are able to contribute to the effective functioning of the *Guidelines*.

B. Information and Promotion

The National Contact Point will:

1. Make the *Guidelines* known and available by appropriate means, including through on-line information, and in national languages. Prospective investors (inward and outward) should be informed about the *Guidelines*, as appropriate.
2. Raise awareness of the *Guidelines* and their implementation procedures, including through co-operation, as appropriate, with the business community, worker organisations, other non-governmental organisations, and the interested public.
3. Respond to enquiries about the *Guidelines* from:
 - a) other National Contact Points;
 - b) the business community, worker organisations, other non-governmental organisations and the public; and
 - c) governments of non-adhering countries.

C. Implementation in Specific Instances

The National Contact Point will contribute to the resolution of issues that arise relating to implementation of the *Guidelines* in specific instances in a manner that is impartial, predictable, equitable and compatible with the principles and standards of the *Guidelines*. The NCP will offer a forum for discussion and assist the business community, worker organisations, other non-governmental organisations, and other interested parties concerned to deal with the issues raised in an efficient and timely manner and in accordance with applicable law. In providing this assistance, the NCP will:

1. Make an initial assessment of whether the issues raised merit further examination and respond to the parties involved.
2. Where the issues raised merit further examination, offer good offices to help the parties involved to resolve the issues. For this purpose, the NCP will consult with these parties and where relevant:
 - a) seek advice from relevant authorities, and/or representatives of the business community, worker organisations, other non-governmental organisations, and relevant experts;
 - b) consult the NCP in the other country or countries concerned;
 - c) seek the guidance of the Committee if it has doubt about the interpretation of the *Guidelines* in particular circumstances;

- d) offer, and with the agreement of the parties involved, facilitate access to consensual and non-adversarial means, such as conciliation or mediation, to assist the parties in dealing with the issues.
3. At the conclusion of the procedures and after consultation with the parties involved, make the results of the procedures publicly available, taking into account the need to protect sensitive business and other stakeholder information, by issuing:
- a) a statement when the NCP decides that the issues raised do not merit further consideration. The statement should at a minimum describe the issues raised and the reasons for the NCP's decision;
 - b) a report when the parties have reached agreement on the issues raised. The report should at a minimum describe the issues raised, the procedures the NCP initiated in assisting the parties and when agreement was reached. Information on the content of the agreement will only be included insofar as the parties involved agree thereto;
 - c) a statement when no agreement is reached or when a party is unwilling to participate in the procedures. This statement should at a minimum describe the issues raised, the reasons why the NCP decided that the issues raised merit further examination and the procedures the NCP initiated in assisting the parties. The NCP will make recommendations on the implementation of the *Guidelines* as appropriate, which should be included in the statement. Where appropriate, the statement could also include the reasons that agreement could not be reached.

The NCP will notify the results of its specific instance procedures to the Committee in a timely manner.

4. In order to facilitate resolution of the issues raised, take appropriate steps to protect sensitive business and other information and the interests of other stakeholders involved in the specific instance. While the procedures under paragraph 2 are underway, confidentiality of the proceedings will be maintained. At the conclusion of the procedures, if the parties involved have not agreed on a resolution of the issues raised, they are free to communicate about and discuss these issues. However, information and views provided during the proceedings by another party involved will remain confidential, unless that other party agrees to their disclosure or this would be contrary to the provisions of national law.

5. If issues arise in non-adhering countries, take steps to develop an understanding of the issues involved, and follow these procedures where relevant and practicable.

D. Reporting

1. Each NCP will report annually to the Committee.
2. Reports should contain information on the nature and results of the activities of the NCP, including implementation activities in specific instances.

II. Investment Committee

1. The Committee will consider requests from NCPs for assistance in carrying out their activities, including in the event of doubt about the interpretation of the *Guidelines* in particular circumstances.
2. The Committee will, with a view to enhancing the effectiveness of the *Guidelines* and to fostering the functional equivalence of NCPs:
 - a) consider the reports of NCPs;
 - b) consider a substantiated submission by an adhering country, an advisory body or OECD Watch on whether an NCP is fulfilling its responsibilities with regard to its handling of specific instances;
 - c) consider issuing a clarification where an adhering country, an advisory body or OECD Watch makes a substantiated submission on whether an NCP has correctly interpreted the *Guidelines* in specific instances;
 - d) make recommendations, as necessary, to improve the functioning of NCPs and the effective implementation of the *Guidelines*;
 - e) co-operate with international partners;
 - f) engage with interested non-adhering countries on matters covered by the *Guidelines* and their implementation.
3. The Committee may seek and consider advice from experts on any matters covered by the *Guidelines*. For this purpose, the Committee will decide on suitable procedures.
4. The Committee will discharge its responsibilities in an efficient and timely manner.

5. In discharging its responsibilities, the Committee will be assisted by the OECD Secretariat, which, under the overall guidance of the Investment Committee, and subject to the Organisation's Programme of Work and Budget, will:
- a) serve as a central point of information for NCPs that have questions on the promotion and implementation of the *Guidelines*;
 - b) collect and make publicly available relevant information on recent trends and emerging practices with regard to the promotional activities of NCPs and the implementation of the *Guidelines* in specific instances. The Secretariat will develop unified reporting formats to support the establishment and maintenance of an up-to-date database on specific instances and conduct regular analysis of these specific instances;
 - c) facilitate peer learning activities, including voluntary peer evaluations, as well as capacity building and training, in particular for NCPs of new adhering countries, on the implementation procedures of the *Guidelines* such as promotion and the facilitation of conciliation and mediation;
 - d) facilitate co-operation between NCPs where appropriate; and
 - e) promote the *Guidelines* in relevant international forums and meetings and provide support to NCPs and the Committee in their efforts to raise awareness of the *Guidelines* among non-adhering countries.

Commentary on the Implementation Procedures of the OECD Guidelines for Multinational Enterprises

1. The Council Decision represents the commitment of adhering countries to further the implementation of the recommendations contained in the text of the *Guidelines*. Procedural guidance for both NCPs and the Investment Committee is attached to the Council Decision.
2. The Council Decision sets out key adhering country responsibilities for the *Guidelines* with respect to NCPs, summarised as follows:
 - Setting up NCPs (which will take account of the procedural guidance attached to the Decision), and informing interested parties of the availability of *Guidelines*-related facilities.
 - Making available necessary human and financial resources.
 - Enabling NCPs in different countries to co-operate with each other as necessary.
 - Enabling NCPs to meet regularly and report to the Committee.
3. The Council Decision also establishes the Committee's responsibilities for the *Guidelines*, including:
 - Organising exchanges of views on matters relating to the *Guidelines*.
 - Issuing clarifications as necessary.
 - Holding exchanges of views on the activities of NCPs.
 - Reporting to the OECD Council on the *Guidelines*.
4. The Investment Committee is the OECD body responsible for overseeing the functioning of the *Guidelines*. This responsibility applies not only to the *Guidelines*, but to all elements of the Declaration (National Treatment Instrument, and the instruments on International Investment Incentives and Disincentives, and Conflicting Requirements). The Committee seeks to ensure that each element in the Declaration is respected and understood, and that they all complement and operate in harmony with each other.

5. Reflecting the increasing relevance of responsible business conduct to countries outside the OECD, the Decision provides for engagement and co-operation with non-adhering countries on matters covered by the *Guidelines*. This provision allows the Committee to arrange special meetings with interested non-adhering countries to promote understanding of the standards and principles contained in the *Guidelines* and of their implementation procedures. Subject to relevant OECD procedures, the Committee may also associate them with special activities or projects on responsible business conduct, including by inviting them to its meetings and to the Corporate Responsibility Roundtables.
6. In its pursuit of a proactive agenda, the Committee will co-operate with NCPs and seek opportunities to collaborate with the advisory bodies, OECD Watch, and other international partners. Further guidance for NCPs in this respect is provided in paragraph 18.

I. Commentary on the Procedural Guidance for NCPs

7. National Contact Points have an important role in enhancing the profile and effectiveness of the *Guidelines*. While it is enterprises that are responsible for observing the *Guidelines* in their day-to-day behaviour, governments can contribute to improving the effectiveness of the implementation procedures. To this end, they have agreed that better guidance for the conduct and activities of NCPs is warranted, including through regular meetings and Committee oversight.
8. Many of the functions in the Procedural Guidance of the Decision are not new, but reflect experience and recommendations developed over the years. By making them explicit the expected functioning of the implementation mechanisms of the *Guidelines* is made more transparent. All functions are now outlined in four parts of the Procedural Guidance pertaining to NCPs: institutional arrangements, information and promotion, implementation in specific instances, and reporting.
9. These four parts are preceded by an introductory paragraph that sets out the basic purpose of NCPs, together with core criteria to promote the concept of “functional equivalence”. Since governments are accorded flexibility in the way they organise NCPs, NCPs should function in a visible, accessible, transparent, and accountable manner. These criteria will guide NCPs in carrying out their activities and will also assist the Committee in discussing the conduct of NCPs.

Core Criteria for Functional Equivalence in the Activities of NCPs

Visibility. In conformity with the Decision, adhering governments agree to nominate NCPs, and also to inform the business community, worker organisations and other interested parties, including NGOs, about the availability of facilities associated with NCPs in the implementation of the *Guidelines*. Governments are expected to publish information about their NCPs and to take an active role in promoting the *Guidelines*, which could include hosting seminars and meetings on the instrument. These events could be arranged in co-operation with business, labour, NGOs, and other interested parties, though not necessarily with all groups on each occasion.

Accessibility. Easy access to NCPs is important to their effective functioning. This includes facilitating access by business, labour, NGOs, and other members of the public. Electronic communications can also assist in this regard. NCPs would respond to all legitimate requests for information, and also undertake to deal with specific issues raised by parties concerned in an efficient and timely manner.

Transparency. Transparency is an important criterion with respect to its contribution to the accountability of the NCP and in gaining the confidence of the general public. Thus, as a general principle, the activities of the NCP will be transparent. Nonetheless when the NCP offers its “good offices” in implementing the *Guidelines* in specific instances, it will be in the interests of their effectiveness to take appropriate steps to establish confidentiality of the proceedings. Outcomes will be transparent unless preserving confidentiality is in the best interests of effective implementation of the *Guidelines*.

Accountability. A more active role with respect to enhancing the profile of the *Guidelines* – and their potential to aid in the management of difficult issues between enterprises and the societies in which they operate – will also put the activities of NCPs in the public eye. Nationally, parliaments could have a role to play. Annual reports and regular meetings of NCPs will provide an opportunity to share experiences and encourage “best practices” with respect to NCPs. The Committee will also hold exchanges of views, where experiences would be exchanged and the effectiveness of the activities of NCPs could be assessed.

Institutional Arrangements

10. NCP leadership should be such that it retains the confidence of social partners and other stakeholders, and fosters the public profile of the *Guidelines*.
11. Regardless of the structure Governments have chosen for their NCP, they can also establish multi-stakeholder advisory or oversight bodies to assist NCPs in their tasks.
12. NCPs, whatever their composition, are expected to develop and maintain relations with representatives of the business community, worker organisations, other non-governmental organisations, and other interested parties.

Information and Promotion

13. The NCP functions associated with information and promotion are fundamentally important to enhancing the profile of the *Guidelines*.
14. NCPs are required to make the *Guidelines* better known and available online and by other appropriate means, including in national languages. English and French language versions will be available from the OECD, and website links to the *Guidelines* website are encouraged. As appropriate, NCPs will also provide prospective investors, both inward and outward, with information about the *Guidelines*.
15. NCPs should provide information on the procedures that parties should follow when raising or responding to a specific instance. It should include advice on the information that is necessary to raise a specific instance, the requirements for parties participating in specific instances, including confidentiality, and the processes and indicative timeframes that will be followed by the NCP.
16. In their efforts to raise awareness of the *Guidelines*, NCPs will co-operate with a wide variety of organisations and individuals, including, as appropriate, the business community, worker organisations, other non-governmental organisations, and other interested parties. Such organisations have a strong stake in the promotion of the *Guidelines* and their institutional networks provide opportunities for promotion that, if used for this purpose, will greatly enhance the efforts of NCPs in this regard.
17. Another basic activity expected of NCPs is responding to legitimate enquiries. Three groups have been singled out for attention in this regard: *i*) other NCPs (reflecting a provision in the Decision); *ii*) the business community, worker organisations, other non-governmental organisations and the public; and *iii*) governments of non-adhering countries.

Proactive Agenda

18. In accordance with the Investment Committee's proactive agenda, NCPs should maintain regular contact, including meetings, with social partners and other stakeholders in order to:
 - a) consider new developments and emerging practices concerning responsible business conduct;
 - b) support the positive contributions enterprises can make to economic, social and environmental progress;
 - c) participate where appropriate in collaborative initiatives to identify and respond to risks of adverse impacts associated with particular products, regions, sectors or industries.

Peer Learning

19. In addition to contributing to the Committee's work to enhance the effectiveness of the *Guidelines*, NCPs will engage in joint peer learning activities. In particular, they are encouraged to engage in horizontal, thematic peer reviews and voluntary NCP peer evaluations. Such peer learning can be carried out through meetings at the OECD or through direct co-operation between NCPs.

Implementation in Specific Instances

20. When issues arise relating to implementation of the *Guidelines* in specific instances, the NCP is expected to help resolve them. This section of the Procedural Guidance provides guidance to NCPs on how to handle specific instances.
21. The effectiveness of the specific instances procedure depends on good faith behaviour of all parties involved in the procedures. Good faith behaviour in this context means responding in a timely fashion, maintaining confidentiality where appropriate, refraining from misrepresenting the process and from threatening or taking reprisals against parties involved in the procedure, and genuinely engaging in the procedures with a view to finding a solution to the issues raised in accordance with the *Guidelines*.

Guiding Principles for Specific Instances

22. Consistent with the core criteria for functional equivalence in their activities NCPs should deal with specific instances in a manner that is:

Impartial. NCPs should ensure impartiality in the resolution of specific instances.

Predictable. NCPs should ensure predictability by providing clear and publicly available information on their role in the resolution of specific instances, including the provision of good offices, the stages of the specific instance process including indicative timeframes, and the potential role they can play in monitoring the implementation of agreements reached between the parties.

Equitable. NCPs should ensure that the parties can engage in the process on fair and equitable terms, for example by providing reasonable access to sources of information relevant to the procedure.

Compatible with the Guidelines. NCPs should operate in accordance with the principles and standards contained in the *Guidelines*.

Coordination between NCPs in Specific Instances

23. Generally, issues will be dealt with by the NCP of the country in which the issues have arisen. Among adhering countries, such issues will first be discussed on the national level and, where appropriate, pursued at the bilateral level. The NCP of the host country should consult with the NCP of the home country in its efforts to assist the parties in resolving the issues. The NCP of the home country should strive to provide appropriate assistance in a timely manner when requested by the NCP of the host country.
24. When issues arise from an enterprise's activity that takes place in several adhering countries or from the activity of a group of enterprises organised as consortium, joint venture or other similar form, based in different adhering countries, the NCPs involved should consult with a view to agreeing on which NCP will take the lead in assisting the parties. The NCPs can seek assistance from the Chair of the Investment Committee in arriving at such agreement. The lead NCP should consult with the other NCPs, which should provide appropriate assistance when requested by the lead NCP. If the parties fail to reach an agreement, the lead NCP should make a final decision in consultation with the other NCPs.

Initial Assessment

25. In making an initial assessment of whether the issue raised merits further examination, the NCP will need to determine whether the issue is

bona fide and relevant to the implementation of the *Guidelines*. In this context, the NCP will take into account:

- the identity of the party concerned and its interest in the matter.
 - whether the issue is material and substantiated.
 - whether there seems to be a link between the enterprise's activities and the issue raised in the specific instance.
 - the relevance of applicable law and procedures, including court rulings.
 - how similar issues have been, or are being, treated in other domestic or international proceedings.
 - whether the consideration of the specific issue would contribute to the purposes and effectiveness of the *Guidelines*.
26. When assessing the significance for the specific instance procedure of other domestic or international proceedings addressing similar issues in parallel, NCPs should not decide that issues do not merit further consideration solely because parallel proceedings have been conducted, are under way or are available to the parties concerned. NCPs should evaluate whether an offer of good offices could make a positive contribution to the resolution of the issues raised and would not create serious prejudice for either of the parties involved in these other proceedings or cause a contempt of court situation. In making such an evaluation, NCPs could take into account practice among other NCPs and, where appropriate, consult with the institutions in which the parallel proceeding is being or could be conducted. Parties should also assist NCPs in their consideration of these matters by providing relevant information on the parallel proceedings.
27. Following its initial assessment, the NCP will respond to the parties concerned. If the NCP decides that the issue does not merit further consideration, it will inform the parties of the reasons for its decision.

Providing Assistance to the Parties

28. Where the issues raised merit further consideration, the NCP would discuss the issue further with parties involved and offer "good offices" in an effort to contribute informally to the resolution of issues. Where relevant, NCPs will follow the procedures set out in paragraph C-2a) through C-2d). This could include seeking the advice of relevant authorities, as well as representatives of the business community, labour organisations, other non-governmental organisations, and experts.

Consultations with NCPs in other countries, or seeking guidance on issues related to the interpretation of the *Guidelines* may also help to resolve the issue.

29. As part of making available good offices, and where relevant to the issues at hand, NCPs will offer, or facilitate access to, consensual and non-adversarial procedures, such as conciliation or mediation, to assist in dealing with the issues at hand. In common with accepted practices on conciliation and mediation procedures, these procedures would be used only upon agreement of the parties concerned and their commitment to participate in good faith during the procedure.
30. When offering their good offices, NCPs may take steps to protect the identity of the parties involved where there are strong reasons to believe that the disclosure of this information would be detrimental to one or more of the parties. This could include circumstances where there may be a need to withhold the identity of a party or parties from the enterprise involved.

Conclusion of the Procedures

31. NCPs are expected to always make the results of a specific instance publicly available in accordance with paragraphs C-3 and C-4 of the Procedural Guidance.
32. When the NCP, after having carried out its initial assessment, decides that the issues raised in the specific instance do not merit further consideration, it will make a statement publicly available after consultations with the parties involved and taking into account the need to preserve the confidentiality of sensitive business and other information. If the NCP believes that, based on the results of its initial assessment, it would be unfair to publicly identify a party in a statement on its decision, it may draft the statement so as to protect the identity of the party.
33. The NCP may also make publicly available its decision that the issues raised merit further examination and its offer of good offices to the parties involved.
34. If the parties involved reach agreement on the issues raised, the parties should address in their agreement how and to what extent the content of the agreement is to be made publicly available. The NCP, in consultation with the parties, will make publicly available a report with the results of the proceedings. The parties may also agree to seek the assistance of the NCP in following-up on the implementation of the

agreement and the NCP may do so on terms agreed between the parties and the NCP.

35. If the parties involved fail to reach agreement on the issues raised or if the NCP finds that one or more of the parties to the specific instance is unwilling to engage or to participate in good faith, the NCP will issue a statement, and make recommendations as appropriate, on the implementation of the *Guidelines*. This procedure makes it clear that an NCP will issue a statement, even when it feels that a specific recommendation is not called for. The statement should identify the parties concerned, the issues involved, the date on which the issues were raised with the NCP, any recommendations by the NCP, and any observations the NCP deems appropriate to include on the reasons why the proceedings did not produce an agreement.
36. The NCP should provide an opportunity for the parties to comment on a draft statement. However, the statement is that of the NCP and it is within the NCP's discretion to decide whether to change the draft statement in response to comments from the parties. If the NCP makes recommendations to the parties, it may be appropriate under specific circumstances for the NCP to follow-up with the parties on their response to these recommendations. If the NCP deems it appropriate to follow-up on its recommendations, the timeframe for doing so should be addressed in the statement of the NCP.
37. Statements and reports on the results of the proceedings made publicly available by the NCPs could be relevant to the administration of government programmes and policies. In order to foster policy coherence, NCPs are encouraged to inform these government agencies of their statements and reports when they are known by the NCP to be relevant to a specific agency's policies and programmes. This provision does not change the voluntary nature of the *Guidelines*.

Transparency and Confidentiality

38. Transparency is recognised as a general principle for the conduct of NCPs in their dealings with the public (see paragraph 9 in "Core Criteria" section, above). However, paragraph C-4 of the Procedural Guidance recognises that there are specific circumstances where confidentiality is important. The NCP will take appropriate steps to protect sensitive business information. Equally, other information, such as the identity of individuals involved in the procedures, should be kept confidential in the interests of the effective implementation of the *Guidelines*. It is understood that proceedings include the facts and arguments brought forward by the parties. Nonetheless, it remains

important to strike a balance between transparency and confidentiality in order to build confidence in the *Guidelines* procedures and to promote their effective implementation. Thus, while paragraph C-4 broadly outlines that the proceedings associated with implementation will normally be confidential, the results will normally be transparent.

Issues Arising in Non-Adhering Countries

39. As noted in paragraph 2 of the Concepts and Principles chapter, enterprises are encouraged to observe the *Guidelines* wherever they operate, taking into account the particular circumstances of each host country.
- In the event that *Guidelines*-related issues arise in a non-adhering country, home NCPs will take steps to develop an understanding of the issues involved. While it may not always be practicable to obtain access to all pertinent information, or to bring all the parties involved together, the NCP may still be in a position to pursue enquiries and engage in other fact finding activities. Examples of such steps could include contacting the management of the enterprise in the home country, and, as appropriate, embassies and government officials in the non-adhering country.
 - Conflicts with host country laws, regulations, rules and policies may make effective implementation of the *Guidelines* in specific instances more difficult than in adhering countries. As noted in the commentary to the General Policies chapter, while the *Guidelines* extend beyond the law in many cases, they should not and are not intended to place an enterprise in a situation where it faces conflicting requirements.
 - The parties involved will have to be advised of the limitations inherent in implementing the *Guidelines* in non-adhering countries.
 - Issues relating to the *Guidelines* in non-adhering countries could also be discussed at NCP meetings with a view to building expertise in handling issues arising in non-adhering countries.

Indicative Timeframe

40. The specific instance procedure comprises three different stages:
1. *Initial assessment and decision whether to offer good offices to assist the parties:* NCPs should seek to conclude an initial assessment

within three months, although additional time might be needed in order to collect information necessary for an informed decision.

2. *Assistance to the parties in their efforts to resolve the issues raised:* If an NCP decides to offer its good offices, it should strive to facilitate the resolution of the issues in a timely manner. Recognising that progress through good offices, including mediation and conciliation, ultimately depends upon the parties involved, the NCP should, after consultation with the parties, establish a reasonable timeframe for the discussion between the parties to resolve the issues raised. If they fail to reach an agreement within this timeframe, the NCP should consult with the parties on the value of continuing its assistance to the parties; if the NCP comes to the conclusion that the continuation of the procedure is not likely to be productive, it should conclude the process and proceed to prepare a statement.
3. *Conclusion of the procedures:* The NCP should issue its statement or report within three months after the conclusion of the procedure.
41. As a general principle, NCPs should strive to conclude the procedure within 12 months from receipt of the specific instance. It is recognised that this timeframe may need to be extended if circumstances warrant it, such as when the issues arise in a non-adhering country.

Reporting to the Investment Committee

42. Reporting would be an important responsibility of NCPs that would also help to build up a knowledge base and core competencies in furthering the effectiveness of the *Guidelines*. In this light, NCPs will report to the Investment Committee in order to include in the Annual Report on the OECD *Guidelines* information on all specific instances that have been initiated by parties, including those that are in the process of an initial assessment, those for which offers of good offices have been extended and discussions are in progress, and those in which the NCP has decided not to extend an offer of good offices after an initial assessment. In reporting on implementation activities in specific instances, NCPs will comply with transparency and confidentiality considerations as set out in paragraph C-4.

II. Commentary on the Procedural Guidance for the Investment Committee

43. The Procedural Guidance to the Council Decision provides additional guidance to the Committee in carrying out its responsibilities, including:
- Discharging its responsibilities in an efficient and timely manner.
 - Considering requests from NCPs for assistance.
 - Holding exchanges of views on the activities of NCPs.
 - Providing for the possibility of seeking advice from international partners and experts.
44. The non-binding nature of the *Guidelines* precludes the Committee from acting as a judicial or quasi-judicial body. Nor should the findings and statements made by the NCP (other than interpretations of the *Guidelines*) be questioned by a referral to the Committee. The provision that the Committee shall not reach conclusions on the conduct of individual enterprises has been maintained in the Decision itself.
45. The Committee will consider requests from NCPs for assistance, including in the event of doubt about the interpretation of the *Guidelines* in particular circumstances. This paragraph reflects paragraph C-2c) of the Procedural Guidance to the Council Decision pertaining to NCPs, where NCPs are invited to seek the guidance of the Committee if they have doubt about the interpretation of the *Guidelines* in these circumstances.
46. When discussing NCP activities, the Committee may make recommendations, as necessary, to improve their functioning, including with respect to the effective implementation of the *Guidelines*.
47. A substantiated submission by an adhering country, an advisory body or OECD Watch that an NCP was not fulfilling its procedural responsibilities in the implementation of the *Guidelines* in specific instances will also be considered by the Committee. This complements provisions in the section of the Procedural Guidance pertaining to NCPs reporting on their activities.
48. Clarifications of the meaning of the *Guidelines* at the multilateral level would remain a key responsibility of the Committee to ensure that the meaning of the *Guidelines* would not vary from country to country. A substantiated submission by an adhering country, an advisory body or OECD Watch with respect to whether an NCP interpretation of the

Guidelines is consistent with Committee interpretations will also be considered.

49. In order to engage with non-adhering countries on matters covered by the *Guidelines*, the Committee may invite interested non-adhering countries to its meetings, annual Roundtables on Corporate Responsibility, and meetings relating to specific projects on responsible business conduct.
50. Finally, the Committee may wish to call on experts to address and report on broader issues (for example, child labour or human rights) or individual issues, or to improve the effectiveness of procedures. For this purpose, the Committee could call on OECD in-house expertise, international organisations, the advisory bodies, non-governmental organisations, academics and others. It is understood that this will not become a panel to settle individual issues.

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OECD Guidelines for Multinational Enterprises

2011 EDITION

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Catalogue for Guiding Industry Restructuring (2019 Version) [Effective]

产业结构调整指导目录(2019 年本) [现行有效]

<p>【法宝引证码】CLI.4.337110(EN)</p> <p>Issuing authority: Instrumentalities of the State Council, All Commissions, State Development & Reform Commission (incl. former State Development Planning Commission)</p> <p>Document Number: Order No. 29 of the National Development and Reform Commission of the People's Republic of China</p> <p>Date issued: 10-30-2019</p> <p>Effective date: 01-01-2020</p> <p>Level of Authority: Departmental Rules</p> <p>Area of Law: Pricing</p>	
Order of the National Development and Reform Commission of the People's Republic of China	中华人民共和国国家发展和改革委员会令
(No. 29)	(第 29 号)
The Catalogue for Guiding Industry Restructuring (2019 Version), as deliberated and approved at the 2nd executive meeting on August 27, 2019, is hereby issued and shall come into force on January 1, 2020, upon which the Catalogue for Guiding Industry Restructuring (2011 Version) (Amendment) is repealed.	《产业结构调整指导目录(2019 年本)》已经 2019 年 8 月 27 日第 2 次委务会议审议通过, 现予公布, 自 2020 年 1 月 1 日起施行。《产业结构调整指导目录(2011 年本)(修正)》同时废止。
Annex: Catalogue for Guiding Industry Restructuring (2019 Version)	附件: 产业结构调整指导目录(2019 年本)
Chairman: He Lifeng	主任: 何立峰
October 30, 2019	2019 年 10 月 30 日
Catalogue for Guiding Industry Restructuring	产业结构调整指导目录
(2019 Version)	(2019 年本)
Category I Encouragement	第一类 鼓励类
I. Agriculture and Forestry	一、农林业
1. Farmland construction and protection projects (including well-facilitated farmland construction, farmland irrigation and drainage construction, efficient water-saving irrigation and farmland consolidation and rehabilitation) and comprehensive land consolidation and rehabilitation	1、农田建设与保护工程(含高标准农田建设、农田水利建设、高效节水灌溉、农田整治等), 土地综合整治
2. Construction of agricultural product and crop seed bases	2、农产品及农作物种子基地建设
3. Development and application of advanced protected cultivation technologies for vegetables, melons, fruits, and flowers (including soilless cultivation) and development and application of high-quality, high-yield, efficient, and standardized cultivation technologies	3、蔬菜、瓜果、花卉设施栽培(含无土栽培)先进技术开发与应用, 优质、高产、高效标准化栽培技术开发与应用

4. Development and application of technologies for the standardized breeding of livestock and poultry on a certain scale	4、畜禽标准化规模养殖技术开发与应用
5. Prevention and control of serious plant diseases, insect pests, and animal diseases	5、重大病虫害及动物疫病防治
6. Selection, breeding, breed conservation, and development of the fine varieties of animals and plants (including wild animals and plants); biological breeding; and development and application of seed (seedling) production, processing, packaging, inspection and authentication technology as well as storage and transportation equipment	6、动植物(含野生)优良品种选育、繁育、保种和开发,生物育种,种子(种苗)生产、加工、包装、检验、鉴定技术和仓储、运输设备的开发与应用
7. Development and application of technologies for dry land water-saving agriculture, protective cultivation, ecological agricultural construction, arable land quality construction, rapid fertilization of new arable land, and water and fertilizer integration	7、旱作节水农业、保护性耕作、生态农业建设、耕地质量建设、新开耕地快速培肥、水肥一体化技术开发与应用
8. Development and application of ecological planting (or breeding)	8、生态种(养)技术开发与应用
9. Demonstration and application of fully biodegradable plastic mulches on farmland and risk management and remediation of contaminated farmland	9、全生物降解地膜农田示范与应用及受污染耕地风险管控与修复
10. Development of feed, feed additives, fertilizers, pesticides, veterinary drugs, and other high-quality, safe and environment-friendly agricultural inputs permitted to bear marks of production materials for green food and food additives permitted to be used for green food production	10、获得绿色食品生产资料标志的饲料、饲料添加剂、肥料、农药、兽药等优质安全环保农业投入品及绿色食品生产允许使用的食品添加剂开发
11. Resource multiplication and protection projects of large inland lake basins	11、内陆流域性大湖资源增殖保护工程
12. Distant fishery, artificial reefs and projects of fishery administration and fishing ports	12、远洋渔业、人工鱼礁、渔政渔港工程
13. Industrialized production of embryo (in vivo) and semen of cattle and sheep	13、牛羊胚胎(体内)及精液工厂化生产
14. Development and application of agricultural biotechnology	14、农业生物技术开发与应用
15. Arable land maintenance management and development and application of fast testing technologies for soil, fertilizer and water	15、耕地保养管理与土、肥、水速测技术开发与应用
16. Construction of conservation lands and conservation zones of germ plasm resources of agricultural, forestry, poultry, livestock and fishery species; collection, conservation, appraisal, development, and application of germ plasm resources of animals and plants	16、农、林作物、畜禽和渔业种质资源保护地、保护区建设;动植物种质资源收集、保存、鉴定、开发与应用
17. Comprehensive utilization of crop straw (utilization of straw as fertilizer, feed, energy, substrate and raw materials, among others)	17、农作物秸秆综合利用(秸秆肥料化利用,秸秆饲料化利用,秸秆能源化利用,秸秆基料化利用,秸秆原料化利用等)
18. Projects of comprehensive utilization and development of rural renewable resources (including biogas projects, bio-natural gas project, comprehensive utilization of "biogas, biogas slurry, and biogas residue," biogas-fired power generation, clean biomass heating,	18、农村可再生资源综合利用开发工程(沼气工程、生物天然气工程、“三沼”综合利用、沼气发电,生物质能清洁供热,秸秆气化和清洁能源利用工程,废弃菌棒利

straw gasification and clean energy utilization projects, utilization of waste mushroom substrate bags, and solar energy utilization)	用, 太阳能利用)
19. Comprehensive harnessing projects for grassland and forest disasters	19、草原、森林灾害综合治理工程
20. Restoration of farmland to forest and grassland, restoration of pasture to grassland and natural grassland vegetation restoration projects and growing and processing of high-quality and high-yield hay	20、退耕还林还草、退牧还草及天然草原植被恢复工程, 优质高产牧草人工种植与加工
21. Development and application of new techniques and technologies for new diagnosis reagents and vaccines for animal epidemics and veterinary drugs with low toxin and low residue (including biological products for animals)	21、动物疫病新型诊断试剂、疫苗及低毒低残留兽药(含兽用生物制品)新工艺、新技术开发与应用
22. Planting and production of natural rubber and eucommia	22、天然橡胶及杜仲种植生产
23. Pollution-free agricultural products and development and application of technologies for monitoring harmful elements in the environment of producing areas	23、无公害农产品及其产地环境的有害元素监测技术开发与应用
24. Development and application of technologies for the innocuous disposal of organic waste and the industrialization of organic fertilizer	24、有机废弃物无害化处理及有机肥料产业化技术开发与应用
25. Development and application of production technologies for pollution-free and green agricultural, husbandry, and fishery products	25、农牧渔产品无公害、绿色生产技术开发与应用
26. Storage, transportation, freshness maintenance, processing, and comprehensive utilization of agricultural, forestry, husbandry, and fishery products	26、农林牧渔产品储运、保鲜、加工与综合利用
27. Protection forest projects, protection projects of natural forest and other natural resources, and forest tending and low-quality and low-efficiency forest improvement projects	27、防护林工程, 天然林等自然资源保护工程, 森林抚育、低质低效林改造工程
28. Construction of national reserve forests, construction of characteristic economic forests, construction of carbon sequestration forests, tree and grass planting projects and forest and grass seedling projects, construction of camellia oleifera, oil palm and other woody grain and oil bases, and targeted cultivation and industrialization of biomass forests	28、国家储备林建设、特色经济林建设, 碳汇林建设、植树种草工程及林草种苗工程, 油茶、油棕等木本粮油基地建设, 生物质能源林定向培育与产业化
29. Projects of comprehensive management of soil erosion and desertification and rocky desertification prevention and control and sand prevention and control projects	29、水土流失综合治理工程, 荒漠化、石漠化防治及防沙治沙工程
30. Construction of natural reserves including but not limited to ocean, forest, wildlife, wetland, desert and grassland and eco-demonstration projects	30、海洋、森林、野生动植物、湿地、荒漠、草原等自然保护区建设及生态示范工程
31. Production of new materials for sand stabilization, water conservation, and soil improvement	31、固沙、保水、改土新材料生产
32. Cultivation of salt-tolerance and drought-enduring plants	32、抗盐与耐旱植物培植
33. Construction of bamboo, rattan and flower bases, product development and intensive and	33、竹藤、花卉基地建设、产品开发及精深加工

deep processing

34. Forest and grassland genetic resource protection projects and protection, improvement, development, and utilization of wild economic forest species

34、林木、草原基因资源保护工程，野生经济林树种保护、改良及开发利用

35. Conservation projects of rare and endangered species of wild animals and plants as well as ancient trees and famous trees

35、珍稀濒危野生动植物和古树名木保护工程

36. Deep processing and product development of inferior and small firewood, shrubs grown in sand, and “three residues” (felling residue, forest planting residue, and processing residue)

36、次小薪材、沙生灌木及三剩物深加工与产品开发

37. Construction of cultivation, taming and breeding bases of wild animals and plants and development of a monitoring and early warning system of epidemic sources and diseases

37、野生动植物培植、驯养繁育基地及疫源疫病监测预警体系建设

38. Planting (breeding) of fine traditional Chinese medicine and high-quality, high-yield, endangered, or rare animal and plant medicinal materials and artificial cultivation and development of underwood species including but not limited to spices and wild flowers

38、道地中药材及优质、丰产、濒危或紧缺动植物药材的种植（养殖），香料、野生花卉等林下资源人工培育与开发

39. Development and application of engineered wood made from wood, bamboo, and grass (including straw) and its composite materials technology

39、木、竹、草（包括秸秆）人造板及其复合材料技术开发及应用

40. Construction of turpentine orchards and deep processing of forest chemicals

40、松脂林建设、林产化学品深加工

41. Development and application of artificial rainfall and hail suppression and other weather modification technologies

41、人工增雨防雹等人工影响天气技术开发与应用

42. Development and application of digital (information-based) agricultural, forest and grass technologies

42、数字（信息）农业、林草技术开发与应用

43. Development and application of agricultural and rural environment and improvement technologies

43、农业农村环境保护与治理技术开发与应用

44. Healthy freshwater and marine aquaculture and deep processing of products, multiplication and protection of marine fishery resources, and marine ranching

44、淡水与海水健康养殖及产品深加工，淡水与海水渔业资源增殖与保护，海洋牧场

45. Construction of ecologically-clean small watersheds and prevention and control of non-point source pollution

45、生态清洁型小流域建设及面源污染防治

46. Popularization and application of energy-saving grain and oil drying equipment, green grain storage technologies for farmers, deratization technologies, new barns for farmers (including but not limited to color plate mixing barns, rectangle barns with a steel skeleton, steel mesh drying barns, and hot-dip zinc-coated steel barns)

46、粮油干燥节能设备、农户绿色储粮生物技术、驱鼠技术、农户新型储粮仓（彩钢板组合仓、钢骨架矩形仓、钢网式干燥仓、热浸镀锌钢板仓等）推广应用

47. Development and application of automatic pest density monitoring technologies for crops and forests

47、农作物、林木害虫密度自动监测技术开发与应用

48. Meteorological satellite projects (including but not limited to satellite research, development and manufacturing, supporting software systems, ground receiving and processing equipment and satellite remote sensing application technology) and meteorological information services

48、气象卫星工程（卫星研制、生产及配套软件系统、地面接收处理设备、卫星遥感应用技术）和气象信息服务

49. Digital transformation of agricultural production and smart agriculture projects

49、农业生产数字化改造和智慧农业工程

50. Collection and treatment of rural toilet solid waste and wastewater and kitchen solid waste and wastewater and ecological agriculture joint ventures

50、乡村厕所废物废水以及餐厨废物废水的收集处理与生态农业联合经营

51. Resource-oriented coordinated comprehensive management of rural domestic wastewater, domestic waste, livestock and poultry manure, agricultural waste and non-point source pollution on farmland

51、面向资源化的乡村生活废水、生活废物、畜禽粪便、农业废弃物与农田面源污染协同综合治理

52. Premium leisure agriculture and rural tourism projects

52、休闲农业和乡村旅游精品工程

53. Treatment and resource-oriented utilization of livestock and poultry farming waste (utilization of livestock and poultry manure as fertilizer, energy, substrate and bedding and harmless treatment of sick and dead animals)

53、畜禽养殖废弃物处理和资源化利用（畜禽粪污肥料化、能源化、基料化和垫料化利用，病死畜禽无害化处理）

54. Digital rural area construction and accessibility of information to villages and rural households projects

54、数字农村建设和信息进村入户工程

55. Projects of the "Internet plus" movement of agricultural products from rural areas to urban areas

55、“互联网+”农产品出村进城工程

56. Development and utilization of technologies for the energy-saving, material-saving and environmental protection processing of timber and wood (bamboo) materials

56、木材及木（竹）质材料节能、节材、环保加工技术开发与利用

57. Application of wet distillers grains with solubles ("WDGS") and application of biomass liquid organic fertilizer

57、湿态酒精糟（WDGS）的应用、生物质液体有机肥的应用

II. Water Conservancy

二、水利

1. River, lake and sea dyke construction and river course harnessing projects

1、江河湖海堤防建设及河道治理工程

2. Cross-basin water diversion projects

2、跨流域调水工程

3. Water supply source projects for urban and rural areas

3、城乡供水水源工程

4. Rural drinking water safety projects

4、农村饮水安全工程

5. Construction of flood storage and retention areas

5、蓄滞洪区建设

6. Projects of silt clean-up in rivers, lakes, and reservoirs

6、江河湖库清淤疏浚工程

7. Risk elimination and reinforcement projects for defective and dangerous reservoirs and

7. 病险水库 水闸除险加固工程

water gates

8. Development and application of technologies for the monitoring and elimination of hidden risks in dykes and dams

9. Urban water logging early warning and flood prevention projects

10. Improvement projects of outlets to sea

11. Key water harnessing projects for comprehensive utilization

12. Warp land dam projects

13. Development and manufacturing of geosynthetic materials and new materials for water conservancy projects

14. Construction and improvement of irrigation areas and supporting facilities

15. Popularization and application of efficient water delivery and distribution and water-saving irrigation technologies

16. Projects of renovation and improvement of irrigation and drainage pump stations

17. Water conservancy projects for bilharziasis prevention and control

18. Projects of prevention and control of geological disasters from mountain torrents (construction of the monitoring, forecasting, and early warning system for mountain torrent geological disaster prevention and control areas and control of mountain torrent ditches, debris flow gullies, and landslide)

19. Protection and restoration projects of the aquatic ecosystem and underground water

20. Water source conservation projects (zoning of water source conservation areas, isolated protection, conservation of water and soil, protection of water resources, water ecological restoration, and development and popularization of relevant technologies)

21. Development and application of automated system for monitoring and forecasting soil erosion

22. Development of automated systems for flood control scheduling and flood risk mapping technologies and their application (thematic maps of flood information in specific areas such as middle and lower reaches of great rivers, major flood control areas, and protected areas of flood control)

23. Construction of water resources management information system

24. Building of hydrological station and network infrastructure and capacity for monitoring

8、堤坝隐患监测与修复技术开发与应用

9、城市积涝预警和防洪工程

10、出海口门整治工程

11、综合利用水利枢纽工程

12、淤地坝工程

13、水利工程用土工合成材料及新型材料开发制造

14、灌区及配套设施建设、改造

15、高效输配水、节水灌溉技术推广应用

16、灌溉排水泵站更新改造工程

17、水利血吸虫病防治工程

18、山洪地质灾害防治工程（山洪地质灾害防治区监测预报预警体系建设及山洪沟、泥石流沟和滑坡治理等）

19、水生态系统及地下水保护与修复工程

20、水源地保护工程（水源地保护区划分、隔离防护、水土保持、水资源保护、水生态环境修复及有关技术开发推广）

21、水土流失监测预报自动化系统开发与应用

22、防洪调度自动化系统开发、洪水风险图编制技术及应用（大江大河中下游及重点防洪区、防洪保护区等特定地区洪涝灾害信息专题地图）

23、水资源管理信息系统建设

24 水文站网基础设施以及水文水资源监测能力建设

hydrological and water resources

25. Development and utilization of unconventional water sources

25、非常规水源开发利用

III. Coal

三、煤炭

1. Coalfield geological and geophysical exploration

1、煤田地质及地球物理勘探

2. Prevention and control of mine disasters (including but not limited to gas, coal dust, mine water, fire, wall rock, earth temperature, and rock burst)

2、矿井灾害（瓦斯、煤尘、矿井水、火、围岩、地温、冲击地压等）防治

3. Development and application of briquette coal and coal water slurry technologies

3、型煤及水煤浆技术开发与应用

4. Processing and comprehensive utilization of resources co-existing and associated with coal

4、煤炭共生资源加工与综合利用

5. Exploration, development and utilization of coal-bed methane and extraction and utilization of coal mine gas

5、煤层气勘探、开发、利用和煤矿瓦斯抽采、利用

6. Comprehensive utilization of fuels with low heat value, such as coal gangue, coal slurry, and middling

6、煤矸石、煤泥、洗中煤等低热值燃料综合利用

7. Coal conveyance through pipelines

7、管道输煤

8. Development and application of clean and efficient coal washing technology

8、煤炭清洁高效洗选技术开发与应用

9. Control of land subsidence areas and protection and utilization of water resources in mine

9、地面沉陷区治理、矿井水资源保护与利用

10. Coal and electricity integration construction

10、煤电一体化建设

11. Development and application of coal mining methods and techniques for improving resources recovery rate

11、提高资源回收率的采煤方法、工艺开发与应用

12. Development and application of technologies for coal mining with coal gangue and other materials as backfill in mine void areas and under buildings, railways and other infrastructure, and water bodies

12、矿井采空区、建筑物下、铁路等基础设施下、水体下采用煤矸石等物质填充采煤技术开发与应用

13. Development and application of underground rescue technologies and special equipment

13、井下救援技术及特种装备开发与应用

14. Development and application of comprehensive monitoring technologies and equipment for the process of coal mine production

14、煤矿生产过程综合监控技术、装备开发与应用

15. Construction of large-scale coal storage and transportation centers and coal trading markets and environmental protection transformation of coal storage sites

15、大型煤炭储运中心、煤炭交易市场建设及储煤场地环保改造

16. Development and application of new equipment for risk avoidance and self-rescue of miners

16、新型矿工避险自救器材开发与应用

17. Intelligent mining technologies for coal mines and research, development and application of coal mine robots

17、煤矿智能化开采技术及煤矿机器人研发应用

18. Technologies for clean and efficient coal utilization

18、煤炭清洁高效利用技术

IV. Electric Power

四、电力

1. Medium and large-sized hydroelectric power generation and pumped storage plants

1、大中型水力发电及抽水蓄能电站

2. Construction of ultra-supercritical power plants with a unit generating capacity of not less than 600,000 kW

2、单机 60 万千瓦及以上超超临界机组电站建设

3. A backpressure (extraction back-pressure) heat and electricity cogeneration unit, a heat, electricity and cooling multi-generation unit, and a (ultra-)supercritical heat and electricity cogeneration unit with a generating capacity of not less than 300,000 kW

3、采用背压（抽背）型热电联产、热电冷多联产、30 万千瓦及以上超（超）临界热电联产机组

4. Construction of a large-scale air-cool power plant with a unit capacity of not less than 600,000 kW in a water-shortage area

4、缺水地区单机 60 万千瓦及以上大型空冷机组电站建设

5. Natural gas peak-shaving power generation projects in key power load centers in areas with sufficient natural gas

5、重要用电负荷中心且天然气充足地区天然气调峰发电项目

6. Clean coal power generation, such as power generation by circulating fluidized bed, pressurized fluidized bed, or integrated gasification combined cycle, with a generating capacity of not less than 300,000 kW

6、30 万千瓦及以上循环流化床、增压流化床、整体煤气化联合循环发电等洁净煤发电

7. Power generation with a unit generating capacity of not less than 300,000 kW by using fluidized bed boilers and utilizing gangue, middling and coal slurry, among others.

7、单机 30 万千瓦及以上采用流化床锅炉并利用煤矸石、中煤、煤泥等发电

8. Direct or alternate current transmission and transformation with a capacity of not less than 500 kV

8、500 千伏及以上交、直流输变电

9. Ultra-low emission technologies for coal-fired generating units

9、燃煤发电机组超低排放技术

10. Improvement and construction of grids and construction of incremental power distribution networks

10、电网改造与建设，增量配电网建设

11. Development and application of relay protection technologies and grid operation safety monitoring information technologies

11、继电保护技术、电网运行安全监控信息技术开发与 应用

12. Intensive design of large-scale power plants and large grid transformers and development and application of automation technologies

12、大型电站及大电网变电站集约化设计和自动化技术 开发与应用

13. Development and application of inter-regional grid interconnection engineering technologies

13、跨区电网互联工程技术开发与应用

14. Popularization and application of energy-saving and environmental protection technologies for power transmission and transformation

14、输变电节能、环保技术推广应用

15. Development and application of technologies for the reduction of electric loss in the

15、降低输、变、配电损耗技术开发与应用

process of power transmission, transformation and distribution

16. Popularization and application of distributed power supply and grid (including micro-grid) connection technologies

16、分布式供电及并网（含微电网）技术推广应用

17. Coordinated management of multiple pollutants for coal-fired power generating units

17、燃煤发电机组多污染物协同治理

18. Regeneration of catalysts for waste flue gas denitration in thermal power generation and development and production of low-temperature catalysts

18、火力发电废烟气脱硝催化剂再生及低温催化剂开发生产

19. Development and application of engineering technologies for low and medium temperature water recovery measures and fish passage measures in hydropower generation

19、水力发电中低温水恢复措施工程、过鱼措施工程技术开发与应用

20. Development and application of large-capacity electricity storage technologies

20、大容量电能储存技术开发与应用

21. Charging facilities for electric automobiles

21、电动汽车充电设施

22. Power generation technologies utilizing ventilation air methane (VAM) and development and utilization

22、乏风瓦斯发电技术及开发利用

23. Complete equipment for power generation through waste incineration

23、垃圾焚烧发电成套设备

24. Distributed energy

24、分布式能源

25. High-efficiency electricity substitution technology and equipment

25、高效电能替代技术及设备

26. Coal and biomass co-firing power generation

26、燃煤耦合生物质发电

27. Flexibility improvement of thermal power generating units

27、火力发电机组灵活性改造

28. Smart energy systems

28、智慧能源系统

V. New Energy

五、新能源

1. Development and application of integrated technologies for solar thermal heating power generation systems and solar photovoltaic power generation systems and development and manufacturing of inverting control systems

1、太阳能热发电集热系统、太阳能光伏发电系统集成技术开发应用、逆变控制系统开发制造

2. Development and application of technologies for hydrogen energy, wind and photovoltaic hybrid power generation systems

2、氢能、风电与光伏发电互补系统技术开发与应用

3. Design and manufacturing of components for integration of solar energy and buildings

3、太阳能建筑一体化组件设计与制造

4. Efficient solar water heaters and solar hot water projects, development of medium and high temperature utilization technologies for solar energy, and equipment manufacturing

4、高效太阳能热水器及热水工程，太阳能中高温利用技术开发与设备制造

5. Development and application of production technologies of non-cereal biomass fuels, such as biomass cellulose ethanol and biofuel (diesel, gasoline and aviation kerosene)

5、生物质纤维素乙醇、生物燃油（柴油、汽油、航空煤油）等非粮生物质燃料生产技术开发与应用

6. Development of power generation technologies by direct combustion or gasification of biomass and equipment manufacturing	6、生物质直燃、气化发电技术开发与设备制造
7. Development of collection, transportation and storage technologies for agricultural and forestry biomass resources and equipment manufacturing; and manufacturing of processing equipment of agricultural and forestry biomass briquette fuels, boilers, and furnaces	7、农林生物质资源收集、运输、储存技术开发与设备制造; 农林生物质成型燃料加工设备、锅炉和炉具制造
8. Large biogas and bio-natural gas production equipment in complete sets using crop straw, livestock and poultry manure, domestic waste, industrial organic waste, organic sewage and sludge and other urban and rural organic waste as raw materials	8、以农作物秸秆、畜禽粪便、生活垃圾、工业有机废弃物、有机污水污泥等各类城乡有机废弃物为原料的大型沼气和生物天然气生产成套设备
9. Manufacturing of biogas power generating sets, biogas purification equipment, and complete equipment for biogas supply in pipelines and biogas filling in cylinders	9、沼气发电机组、沼气净化设备、沼气管道供气、装罐成套设备制造
10. Development of marine energy and geothermal energy utilization technologies and equipment manufacturing	10、海洋能、地热能利用技术开发与设备制造
11. Development of technologies for offshore wind turbines of 5MW and above and equipment manufacturing	11、5MW 及以上海上风电机组技术开发与设备制造
12. Construction and equipment of offshore wind farms and manufacturing of submarine cables	12、海上风电场建设与设备及海底电缆制造
13. Energy routing, energy trading and other energy Internet technologies and equipment	13、能源路由、能源交易等能源互联网技术与设备
14. Development and application of high-efficiency hydrogen production, hydrogen transportation and high-density hydrogen storage technologies and equipment manufacturing; and hydrogen fueling stations and clean alternative fueling stations for vehicles	14、高效制氢、运氢及高密度储氢技术开发应用及设备制造, 加氢站及车用清洁替代燃料加注站
15. Development and application of mobile new energy technologies	15、移动新能源技术开发及应用
16. Development and application of technologies for hybrid power generation combining traditional energy and new energy	16、传统能源与新能源发电互补技术开发及应用

VI. Nuclear Energy

六、核能

1. Geological exploration of uranium mine, uranium mining and metallurgy, uranium purification, and uranium conversion	1、铀矿地质勘查和铀矿采冶、铀精制、铀转化
2. Construction of advanced nuclear reactors and multi-purpose small modular reactors and technology development	2、先进核反应堆及多用途模块化小型堆建造与技术开发
3. Construction of nuclear power plants	3、核电站建设
4. Manufacturing of high-performance nuclear fuel components, MOX components and metal components	4、高性能核燃料元件、MOX 元件、金属元件制造
5. Post-processing of spent fuels	5、乏燃料后处理

6. Development of applied technologies of isotope, accelerator and irradiation	6、同位素、加速器及辐照应用技术开发
7. Development of advanced uranium isotope separation technologies and equipment manufacturing	7、先进的铀同位素分离技术开发与设备制造
8. Development of radiation protection technologies and manufacturing of monitoring equipment	8、辐射防护技术开发与监测设备制造
9. Nuclear security key system development and equipment manufacturing	9、核安保关键系统开发与设备制造
10. Decommissioning of nuclear facilities and control of radioactive waste	10、核设施退役及放射性废物治理
11. Technologies and equipment for life extension and decommissioning of nuclear power plants	11、核电站延寿及退役技术和设备
12. Technologies and equipment for emergency response and rescue of nuclear power plants	12、核电站应急抢险技术和设备
13. Comprehensive utilization of nuclear energy (heating, steam supply and seawater desalination, among others)	13、核能综合利用（供暖、供汽、海水淡化等）

VII. Oil and Natural Gas

七、石油、天然气

1. Exploration and exploitation of conventional oil and natural gas	1、常规石油、天然气勘探与开采
2. Exploration and development of unconventional resources, such as shale gas, shale oil, tight oil, oil sand, and natural gas hydrate	2、页岩气、页岩油、致密油、油砂、天然气水合物等非 常规资源勘探开发
3. Storage and transportation of crude oil, natural gas, liquefied natural gas, and product oil and construction of pipeline transportation facilities, networks and liquefied natural gas fueling facilities	3、原油、天然气、液化天然气、成品油的储运和管道输 送设施、网络和液化天然气加注设施建设
4. Comprehensive utilization of resources associated with oil and gas	4、油气伴生资源综合利用
5. Development and application of technologies for improving the recovery ratio of oil-gas fields, technologies for guaranteeing work safety, and technologies for restoring ecological environment and preventing and controlling pollution	5、油气田提高采收率技术、安全生产保障技术、生态环 境恢复与污染防治工程技术开发利用
6. Recycling of dumped natural gas and device manufacturing	6、放空天然气回收利用与装置制造
7. Development and application of natural gas distributed energy technologies	7、天然气分布式能源技术开发与应用
8. Development and application of volatile oil and gas recovery technologies for oil storage and transportation facilities	8、石油储运设施挥发油气回收技术开发与应用
9. Development and application of liquefied natural gas technology and equipment	9、液化天然气技术、装备开发与应用
10. Automated monitoring equipment for oil and gas recovery	10、油气回收自动监控设备

VIII. Iron and Steel

八、钢铁

1. Exploration of substitute resources for ferrous metal mines and development of key exploration technologies, technologies for comprehensive selection and utilization of low-grade refractory ores, and technologies and equipment for green, efficient and intelligent production of high-quality iron concentrate.

2. Research, development and application of precision control of coke oven heating, utilization of coke oven flue gas desulfurization and denitrification byproducts as resources, utilization of desulfurization waste liquid as resources, advanced treatment and reuse of coking wastewater, coal tar carbon-based materials, needle coke made from coal-tar pitch, high value-added utilization of coke oven gas, recovery of waste heat from waste gas and circulating ammonia, among others, integration of drying, forming and destructive distillation of low-rank pulverized coal and other advanced technologies and research, development and application of comprehensive advanced treatment and reuse of sewage, advanced treatment and reuse of cold rolling wastewater, treatment and reuse of sintering flue gas desulfurization wastewater and other technologies

3. Non-blast furnace ironmaking technologies

4. High-performance bearing steel, high-performance gear steel, high-performance cold heading steel, high-performance alloy spring steel, steel for advanced rail transport equipment, steel for energy-saving and new energy vehicles, low-iron loss high-magnetic strength oriented electrical steel, high-performance tool steel, high-strength earthquake-resistant steel bar, steel plate and section steel for building structure, ultra-high-strength bridge cable steel, high-performance pipeline steel, high-performance wear-resistant steel, high-performance corrosion-resistant steel, high-strength high-toughness steel for construction machinery, steel for marine engineering equipment and high-tech ships, special steel for power equipment, high-quality special steel for drilling, exploitation, gathering and transportation of oil and gas, high-performance stainless steel, high-temperature alloy, high-ductility cold-rolled ribbed steel bar, non-quenched and tempered steel, high-strength steel for vehicle and other machinery industries, high-purity and high-quality alloy powder, composite steel, and high-purity high-performance steel for semiconductors

5. Application of new-generation thermal machinery control processing (TMCP) technologies with online heat treatment, online performance control, and online forced cooling, direct rolling of casting billets, endless rolling, ultra-rapid cooling, energy-saving and efficient rolling, subsequent processing and other technologies

6. Development and production of ultra-high power electrode with a diameter of not less than 600 mm, micropore and ultra-micropore carbon bricks for blast furnaces, special graphite (with high strength, high density, high purity, and high modulus), graphitized (graphitiferous) cathode, lengthwise graphitization furnaces and development and production and application of environment-friendly homogenization cooling equipment

7. Production techniques of long-life, energy-saving, environment-friendly, and fireproof materials for coke furnaces, blast furnaces, and hot blast furnaces; and production techniques

1、黑色金属矿山接替资源勘探及关键勘探技术开发, 低品位难选矿综合选别和利用技术, 高品质铁精矿绿色高效智能化生产技术与装备

2、焦炉加热精准控制、焦炉烟气脱硫脱硝副产物资源化利用、脱硫废液资源化利用、焦化废水深度处理回用、煤焦油炭基材料、煤沥青制针状焦、焦炉煤气高附加值利用、荒煤气和循环氨水等余热回收、低阶粉煤干燥成型-干馏一体化等先进技术的研发和应用、综合污水深度处理回用、冷轧废水深度处理回用、烧结烟气脱硫废水处理回用等技术研发和应用

3、非高炉炼铁技术

4、高性能轴承钢, 高性能齿轮用钢, 高性能冷镦钢, 高性能合金弹簧钢, 先进轨道交通装备用钢, 节能与新能源汽车用钢, 低铁损高磁感取向电工钢, 高性能工模具钢, 建筑结构用高强度抗震钢筋、钢板及型钢, 超高强度桥梁索套用钢, 高性能管线钢, 高性能耐磨钢, 高性能耐蚀钢, 高强度高韧性工程机械用钢, 海洋工程装备及高技术船舶用钢, 电力装备用特殊钢, 油气钻采集输用高品质特殊钢, 高性能不锈钢, 高温合金, 高延性冷轧带肋钢筋, 非调质钢, 汽车等机械行业用高强钢, 高纯度、高品质合金粉末, 复合钢材, 半导体用高纯高性能钢

5、在线热处理、在线性能控制、在线强制冷却的新一代热机械控制加工 (TMCP) 工艺、铸坯直接轧制、无头轧制、超快速冷却、节能高效轧制及后续处理等技术应用

6、直径 600 毫米及以上超高功率电极、高炉用微孔和超微孔碳砖、特种石墨 (高强、高密、高纯、高模量)、石墨 (质) 化阴极、内串石墨化炉开发与生产, 环保均质化凉料设备开发与生产应用

7、焦炉、高炉、热风炉用长寿节能环保耐火材料生产工艺, 精炼钢用低碳、无碳耐火材料、保温材料 and 高效连

of low-carbon or carbon-free fireproof materials and thermal insulation materials for refined steel and functional, environment-friendly, and fireproof materials for efficient continuous casting

8. Quality control technology for steel products throughout the process

9. Disposal of waste discharged to the public by utilizing iron and steel production facilities (excluding hazardous waste)

10. Ultra-low emission technology in the iron and steel industry and by-product recycling and reutilization technologies

11. Advanced techniques and technologies for the comprehensive utilization of metallurgical solid waste (including but not limited to waste rocks and tailings in metallurgical mining and various dust, mud, residues, and iron sheets generated by steelworks); and techniques, technologies and equipment for recycling metallurgical effluent (including wastewater, waste acid and waste oil)

12. Development and application of recycling processes, techniques and technology between steel and related industries

13. Straight grate and other high-efficiency pelletization techniques and technology and techniques and technology for blast-furnace smelting with a high proportion of pellets

IX. Nonferrous Metals

1. Exploration and development of substitute resources for existing nonferrous mines and exploitation of deep and difficult-to-mine deposits of scarce resources

2. Development of efficient, low-consumption, low-pollution, and new smelting technologies

3. Recovery and comprehensive utilization on a certain scale of efficient, energy-saving, and low-pollution renewable resources. (1) Recovery and utilization of waste nonferrous metals. (2) Comprehensive utilization of valuable elements. (3) Comprehensive utilization of red mud and other smelting waste residues. (4) Extraction of alumina from high-alumina fly ash. (5) Reduction-based, resource-oriented and harmless utilization and disposal of tungsten smelting slag

4. Production of new nonferrous materials for information and new energy. (1) Information: silicon single crystal and polished section with a diameter of 200 mm or more, compound semiconductor with a diameter of 125 mm or more in LEC method or a diameter of 50 mm or more than in horizontal growth method, large-sized and high-purity targets of rare-earth aluminum, copper, silicon, tungsten, and molybdenum, ultra-high-purity rare metals and targets, high-end electronic grade polysilicon, Cu-Ni-Si and Cu-Cr-Zr lead frame materials and electronic solders, among others, for ultra-large-scale integrated circuits. (2) New energy: nuclear-grade sponge zirconium and zirconium materials and high-capacity long-life and

铸用功能环保性耐火材料生产工艺

8、钢铁产品全流程质量管控技术

9、利用钢铁生产设备处理社会废弃物（不含危险废物）

10、钢铁行业超低排放技术，以及副产物资源化、再利用化技术

11、冶金固体废物（含冶金矿山废石、尾矿，钢铁厂产生的各类尘、泥、渣、铁皮等）综合利用先进工艺技术；冶金废液（含废水、废酸、废油等）循环利用工艺技术与设备

12、钢铁与相关产业间可循环流程工艺技术开发与应用

13、带式焙烧等高效球团矿生产工艺技术，高炉高比例球团冶炼工艺技术

九、有色金属

1、有色金属现有矿山接替资源勘探开发，紧缺资源的深部及难采矿床开采

2、高效、低耗、低污染、新型冶炼技术开发

3、高效、节能、低污染、规模化再生资源回收与综合利用。(1) 废杂有色金属回收利用。(2) 有价元素的综合利用。(3) 赤泥及其它冶炼废渣综合利用。(4) 高铝粉煤灰提取氧化铝。(5) 钨冶炼废渣的减量化、资源化和无害化利用处置

4、信息、新能源有色金属新材料生产。(1) 信息：直径 200mm 以上的硅单晶及抛光片、直径 125mm 以上直拉或直径 50mm 以上水平生长化合物半导体材料、铜铝硅钨钼稀土等大规格高纯靶材、超高纯稀有金属及靶材、高端电子级多晶硅、超大规模集成电路铜镍硅和铜铬锆引线框架材料、电子焊料等。(2) 新能源：核级海绵锆及锆材、高容量长寿命二次电池电极材料、前驱体材料

secondary cell electrode materials and precursor materials

5. New nonferrous materials for transportation, high-end manufacturing, and other fields.

(1) Transportation: high-strength and high-conductivity copper alloys, such as copper alloy precision strip and ultra-long wire products with compressive strength not less than 500 MPa and electric conductivity not less than 80% IACS, new high-strength, high-tenacity, corrosion-resistance alloy materials and large-sized products for key bearing structures of means of transportation (the compressive strength of aluminum alloy is not less than 650 MPa for aviation and not less than 500 MPa for high-speed trains) and high-performance magnesium alloy and its products. (2) High-end manufacturing and other fields: high-performance tungsten materials and tungsten-based composite materials for aerospace, nuclear industry, medical care and other fields, high-performance ultra-thin, ultra-thick, composite structure cemented carbide materials and deep-processed products, honeycomb-ceramic supports and rare-earth catalytic materials, biomedical materials including low-modulus titanium alloy materials and memory alloys, copper alloy and titanium alloy materials for corrosion-resistant heat exchangers, high-end metal powder materials for 3D printing, and high-quality rare-earth magnetic materials, hydrogen storage materials, optical function materials, alloy materials, special ceramic materials, additives and high-end applications

6. Continuous metal coils, vacuum coating materials and high-performance copper foil materials for new energy, semiconductor lighting, and electronics fields

X. Gold

1. Deep exploration and exploitation of gold (1,000 meters or deeper)

2. Recovery of gold from tailings and waste rocks

3. Efficient and comprehensive utilization of useful elements in gold smelting (dressing and smelting recovery rate of refractory ore is $\geq 75\%$; dressing and smelting recovery rate of low-grade ore is $\geq 65\%$ (excluding heap leaching); when gold coexists with other minerals, comprehensive utilization rate is $\geq 70\%$; and when gold is associated with other minerals, comprehensive utilization rate is $\geq 50\%$)

XI. Petrochemistry

1. Development and application of production technologies for high-standard oil products; and coal to p-Xylene

2. Exploration, development, and comprehensive utilization of scarce chemical mineral resources such as sulfur, kalium, boron, lithium and bromine; development and application of technology for comprehensive utilization of phosphate ore dressing tailings; selection and utilization of low- and medium-grade phosphorite and fluorite ore; and comprehensive utilization of resources associated with phosphorite and fluorite ore

3. Energy-saving technologies for zero-electrode-distance oxygen-cathode and other ion

5. 交通运输、高端制造及其他领域有色金属新材料。(1)

交通运输: 抗压强度不低于 500MPa、导电率不低于 80%IACS 的铜合金精密带材和超长线材制品等高强高导铜合金、交通运输工具主承力结构用的新型高强、高韧、耐蚀铝合金材料及大尺寸制品 (航空用铝合金抗压强度不低于 650MPa, 高速列车用铝合金抗压强度不低于 500MPa)、高性能镁合金及其制品。(2) 高端制造及其他领域: 用于航空航天、核工业、医疗等领域高性能钨材料及钨基复合材料, 高性能超细、超粗、复合结构硬质合金材料及深加工产品, 蜂窝陶瓷载体及稀土催化材料, 低模量钛合金材料及记忆合金等生物医用材料, 耐腐蚀热交换器用铜合金及钛合金材料, 3D 打印用高端金属材料、合金材料、特种陶瓷材料、助剂及高端应用

6. 新能源、半导体照明、电子领域用连续性金属卷材、真空镀膜材料、高性能铜箔材料

十、黄金

1、黄金深部 (1000 米及以下) 探矿与开采

2、从尾矿及废石中回收黄金

3、黄金冶炼有价元素高效综合利用 (难处理矿石选冶回收率 $\geq 75\%$; 低品位矿石选冶回收率 $\geq 65\%$ (不含堆浸); 当黄金与其他矿物共生时, 综合利用率 $\geq 70\%$; 当黄金与其他矿物伴生时, 综合利用率 $\geq 50\%$)

十一、石化化工

1、高标准油品生产技术开发与应用, 煤经甲醇制对二甲苯

2、硫、钾、硼、锂、溴等短缺化工矿产资源勘探开发及综合利用, 磷矿选矿尾矿综合利用技术开发与应用, 中低品位磷矿、萤石矿采选与利用, 磷矿、萤石矿伴生资源综合利用

3 零极距 氧阴极靠离子膜渗碱由氢燃料电池技术 废盐

membrane caustic soda electrolytic cells; comprehensive utilization technologies such as production of chlorine by utilizing waste hydrochloric acid; development and application of new techniques for clean production of chromium salt; yellow phosphorus production process with fully enclosed high-pressure quenched slag and treatment of phosphorus sludge not creating secondary pollution; production of potassium permanganate by utilizing pneumatic fluidization tower; production of phosphoric acid in total heat recovery method; and large-scale production device of defluorinated calcium phosphate

4. Production devices for bisphenol A of not less than 100,000 ton per year in ion exchange method, propylene oxide of not less than 150,000 ton per year in direct oxidation method, propylene oxide of not less than 200,000 ton per year in common oxidation method, and adiponitrile of not less than 10,000 ton per year in butadiene method; and development and application of production technologies for ten-thousand-ton aliphatic isocyanate

5. Production of high-quality potassium fertilizer and various special fertilizer, water soluble fertilizer, liquid fertilizer, medium and trace element fertilizer, nitro fertilizer and slow and controlled release fertilizers and development and application of comprehensive utilization technologies for phosphogypsum

6. Development and production of efficient, safe, and environment-friendly pesticides of new types and formulations, special-purpose intermediates and assistants, production of chirality and three-dimensional-structure pesticides in directional synthesis method; and development of new biological pesticide products and technologies and production

7. Production of water-based wood, industrial and marine paint, high-solids, solvent-free and radiation curable paint, environment-friendly and resource-saving low-VOC paint, and high-performance decay-resistant paint for large aircrafts, high-speed rail and other key fields; and production of titanium white chloridization with a single capacity of not less than 30,000 ton per year

8. Reactive dyes with high fixation rate, high color fastness, high upgrading, high dyeing levelness, high reproducibility, low pollution, low salt, low temperature, dyeing with small bath ratio and dyeing with a wet short steaming pad; disperse dyes with high and superfine denier polyester fiber, high fastness to chemical washing, high dyeing, high fastness and low staining (nylon and spandex), high alkali resistance, low toxicity, minor harm, environmental protection, and dyeing with small bath ratio; acid dyes of great wash fastness, fastness to chlorine bleaching, high dyeing levelness and high covering power for polyamide fiber, wool and leather; functional vat dyes of great color fastness; organic pigments of great color fastness, functional, low in aromatic amines, without heavy metals, easy to disperse, for dope dyeing; and aqueous liquid colorants made from the above dyes and pigments

9. Development and application of new technologies for clean production of dyes, organic pigments and their intermediates and intrinsic safety (including continuous sulfonation of fuming sulfuric acid, continuous nitrification, continuous acylation, continuous extraction, continuous hydrogenation reduction, continuous diazo coupling, and other continuous

酸制氯气等综合利用技术、铬盐清洁生产新工艺的开发和应用,全封闭高压水淬渣及无二次污染磷泥处理黄磷生产工艺,气动流化塔生产高锰酸钾,全热能回收热法磷酸生产,大型脱氟磷酸钙生产装置

4、10万吨/年及以上离子交换法双酚A、15万吨/年及以上直接氧化法环氧丙烷、20万吨/年及以上共氧化法环氧丙烷、万吨级己二腈生产装置,万吨级脂肪族异氰酸酯生产技术开发与应用

5、优质钾肥及各种专用肥、水溶肥、液体肥、中微量元素肥、硝基肥、缓控释肥的生产,磷石膏综合利用技术开发与应用

6、高效、安全、环境友好的农药新品种、新剂型、专用中间体、助剂的开发与生产,定向合成法手性和立体结构农药生产,生物农药新产品、新技术的开发与生产

7、水性木器、工业、船舶用涂料,高固体分、无溶剂、辐射固化涂料,低VOCs含量的环境友好、资源节约型涂料,用于大飞机、高铁等重点领域的高性能防腐涂料生产;单线产能3万吨/年及以上氯化法钛白粉生产

8、高固着率、高色牢度、高提升性、高匀染性、高重现性、低沾污性以及低盐、低温、小浴比染色用和湿短蒸轧染用的活性染料,高超细旦聚酯纤维染色性、高洗涤牢度、高染着率、高光牢度和低沾污性(尼龙、氨纶)、高耐碱性、低毒低害环保型、小浴比染色用的分散染料,聚酰胺纤维、羊毛和皮革染色用高耐洗、高氯漂、高匀染、高遮盖力的酸性染料,高色牢度、功能性还原染料,高色牢度、功能性、低芳胺、无重金属、易分散、原浆着色的有机颜料,采用上述染料、颜料生产的水性液态着色剂

9、染料、有机颜料及其中间体清洁生产、本质安全的新技术(包括发烟硫酸连续磺化、连续硝化、连续酰化、连续萃取、连续加氢还原、连续重氮偶合等连续化工艺,催化、二氧化硫磺化、绝热硝化、定向氯化、组合增效、

processes; catalysis, trioxide sulfonation, adiabatic nitration, directional chloride, synergistic combination, solvent reaction, hydrogen peroxide oxidation, cyclic utilization and other technologies; appropriate technologies in which such highly-toxic raw materials as phosgene are replaced; and technologies of membrane filtration and primary pulp drying)

10. Development and production of ethylene-vinyl alcohol copolymer resin, polyvinylidene chloride and other high-performance barrier resins, polyisobutylene, ethylene-octene copolymer, metallocene polyethylene and other special polyolefins, and high-carbon alpha olefins and other key materials; production and development and application of technologies for blending modification and alloying of engineering plastics such as liquid crystal polymer, polyphenylene sulfide, polyphenylene ether, aromatic ketone polymer and polyaryl ether ether nitrile; development and production of water-absorbent resin, conductive epoxy and degradable polymer; and development and production of new polyamides such as long carbon chain nylon and high temperature-resistant nylon

11. Development and production of bromobutyl rubber, polystyrene butadiene rubber and rare earth cis-butadiene rubber of 50,000 tons per year and above, acrylate rubber, and styrene-butadiene latex and isoprene latex with solid content greater than 60%; development and application of chemical modification technologies of synthetic rubber; and development and production of polypropylene thermoplastic elastomer ("PTPE"), thermoplastic polyester elastomer ("TPEE"), hydrogenated styrene-ethylene-propylene-styrene thermoplastic elastomer ("SEPS"), thermoplastic vulcanizates ("TPV"), silicone modified thermoplastic polyurethane elastomer and other thermoplastic elastomer materials

12. Development and production of modified or water-based adhesives and new hot melt glue, environment-friendly water absorbents and water treatment chemicals, efficient and environment-friendly new catalysts and assistants such as molecular sieve solid mercury and mercury-free catalysts and assistants, nanometer materials, functional membrane materials, and new and fine chemicals such as ultra-clean and high-purity reagents, photoresist, electron gas, and high-performance liquid crystal materials

13. New organosilicone monomers such as phenyl chlorosilane and vinyl chlorosilane; phenyl silicone oil, amino silicon oil, polyether modified silicone oil, and others; high-performance silicone rubbers and hybrid materials such as phenyl siloxane rubber and phenylene silicone rubber; high-performance resins such as methylphenyl silicone resin; and efficient coupling reagents such as triethoxysilane

14. Development and application of special fluoride monomers such as perfluorinated ene ether; high-quality fluororesins such as FEP, PVDF, PTFCE, and ETFE; high-performance fluoruous rubbers such as fluoroether rubber, fluorinated silicone rubber, AFLAS FEPM, and 246 high fluoride fluorine rubber; fluoride lubricating grease; substitutes of Ozone Depleting Substances (ODS) with zero Ozone-depleting Potentials (ODP) and low Global Warming Potentials (GWP); PFOS and PFOA and their salt substitutes and substitution technologies; fine chemicals containing fluorine and high-quality inorganic salt containing fluorine

溶剂反应、双氧水氧化、循环利用等技术，以及取代光气等剧毒原料的适用技术，膜过滤和原浆干燥技术）的开发和应用

10、乙烯-乙醇共聚树脂、聚偏氯乙烯等高性能阻隔树脂，聚异丁烯、乙烯-辛烯共聚物、茂金属聚乙烯等特种聚烯烃，高碳 α 烯烃等关键原料的开发与生产，液晶聚合物、聚苯硫醚、聚苯醚、芳族酮聚合物、聚芳醚醚腈等工程塑料生产以及共混改性、合金化技术开发和应用，高吸水性树脂、导电性树脂和可降解聚合物的开发与生产，长碳链尼龙、耐高温尼龙等新型聚酰胺开发与生产

11、5 万吨/年及以上溴化丁基橡胶、溶聚丁苯橡胶、稀土顺丁橡胶，丙烯酸酯橡胶，固含量大于 60% 的丁苯胶乳、异戊二烯胶乳开发与生产；合成橡胶化学改性技术开发与应用；聚丙烯热塑性弹性体（PTPE）、热塑性聚酯弹性体（TPEE）、氢化苯乙烯-异戊二烯热塑性弹性体（SEPS）、动态全硫化热塑性弹性体（TPV）、有机硅改性热塑性聚氨酯弹性体等热塑性弹性体材料开发与生产

12、改性型、水基型胶粘剂和新型热熔胶，环保型吸水剂、水处理剂，分子筛固汞、无汞等新型高效、环保催化剂和助剂，纳米材料，功能性膜材料，超净高纯试剂、光刻胶、电子气、高性能液晶材料等新型精细化学品的开发与生产

13、苯基氯硅烷、乙烯基氯硅烷等新型有机硅单体，苯基硅油、氨基硅油、聚醚改性硅油等，苯基硅橡胶、苯撑硅橡胶等高性能硅橡胶及杂化材料，甲基苯基硅树脂等高性能树脂，三乙氧基硅烷等高效偶联剂

14、全氟醚等特种含氟单体，聚全氟乙丙烯、聚偏氟乙烯、聚三氟氯乙烯、乙烯-四氟乙烯共聚物等高品质氟树脂，氟醚橡胶、氟硅橡胶、四丙氟橡胶、高含氟量 246 氟橡胶等高性能氟橡胶，含氟润滑油脂，消耗臭氧潜能值（ODP）为零、全球变暖潜能值（GWP）低的消耗臭氧层物质（ODS）替代品，全氟辛基磺酰化合物（PFOS）和全氟辛醇（PFOA）及其盐类的替代品和替代技术开发和

15. High-performance radial tires (including tubeless radial tires and giant engineering radial tires (49 inches or more), low profile and aspect ratio (lower than 55)) and intelligent manufacturing technology and equipment; production of aviation tires, agricultural radial tires, ancillary special materials and equipment; and development and application of new natural rubber

16. Development and production of biopolymer materials, padding, reagents, chips, interferon, sensors and cellulose biochemical products

17. Comprehensive utilization of by-products such as carbon tetrachloride, silicon tetrachloride, methyltrichlorosilane and trimethylchlorosilane; and capture and application of carbon dioxide

XII. Building Materials

1. Use of a new dry process cement kiln having capacity of not less than 2000 tons per day (inclusive) or a new sintered brick and tile production line having capacity of not less than 60 million pieces per year (inclusive) for coordinated disposal of waste and desalination pretreatment by water washing process of incineration fly ash from the coordinated disposal of waste by cement kilns; research, development and application of processes, technologies and products for production of sulfur (iron) aluminate cement, aluminate cement, white portland cement and other special cement in new dry process cement kilns; research, development and application of new static cement clinker calcination processes and technologies; research, development and application of alternative fuel technologies for new dry process cement kilns and capture and purification technologies for flue gas carbon dioxide; development and application of cement admixture; energy-saving improvement of grinding systems (cement vertical mills and final grinders of roller press for raw materials, among others); and development and application of automated bag-inserting machine for cement packaging, packaging machine and loading machine

2. Production lines with a capacity not exceeding 150 tons per day for ultra-thin substrate glass, touch glass, high-aluminum cover glass, carrier glass, and light guide glass for the electronic information industry, technical equipment and products; high borosilicate glass and glass-ceramics; aluminosilicate glass for means of transportation and solar equipment; glass for back electrode of large-size (1 square meter or larger) copper indium gallium selenide, cadmium telluride and other thin film photovoltaic cells; energy saving, safety, display, intelligent control and other functional glass products and technical equipment; continuous automated vacuum glass production lines; full oxygen/oxygen-enriched combustion technology for glass melting furnaces; technologies and equipment for multiple plate glass production lines in one furnace; and low-conductivity fused cast zirconium corundum and long-life (12 years or above) chromium-free alkaline high-grade refractories for glass melting furnaces

应用, 含氟精细化学品和高品质含氟无机盐

15、高性能子午线轮胎(包括无内胎载重子午胎、巨型工程子午胎(49 吋以上), 低断面和扁平化(低于 55 系列))及智能制造技术与装备, 航空轮胎、农用车轮胎及配套专用材料和设备生产, 新型天然橡胶开发与应用

16、生物高分子材料、填料、试剂、芯片、干扰素、传感器、纤维素生化产品开发与生产

17、四氯化碳、四氯化硅、甲基三氯硅烷、三甲氯硅烷等副产物的综合利用, 二氧化碳的捕获与应用

十二、建材

1、利用不低于 2000 吨/日(含)新型干法水泥窑或不低于 6000 万块/年(含)新型烧结砖瓦生产线协同处置废弃物, 水泥窑协同处置垃圾焚烧飞灰使用水洗工艺脱盐预处理; 新型干法水泥窑生产硫(铁)铝酸盐水泥、铝酸盐水泥、白色硅酸盐水泥等特种水泥工艺技术及产品的研发与应用; 新型静态水泥熟料煅烧工艺技术的研发与应用; 新型干法水泥窑替代燃料技术、烟气二氧化碳捕集纯化技术的研发与应用; 水泥外加剂的开发与应用; 粉磨系统节能改造(水泥立磨、生料辊压机终粉磨等); 水泥包装自动插袋机、包装机、装车机开发与应用

2、规模不超过 150 吨/日(含)的电子信息产业用超薄基板玻璃、触控玻璃、高铝盖板玻璃、载板玻璃、导光板玻璃生产线、技术装备和产品; 高硼硅玻璃, 微晶玻璃; 交通工具和太阳能装备用铝硅酸盐玻璃; 大尺寸(1 平方米及以上)铜铟镓硒和碲化镉等薄膜光伏电池背电极玻璃; 节能、安全、显示、智能调控等功能玻璃产品及技术装备; 连续自动化真空玻璃生产线; 玻璃熔窑用全氧/富氧燃烧技术; 一窑多线平板玻璃生产技术与装备; 玻璃熔窑用低导热熔铸锆刚玉、长寿命(12 年及以上)无铬碱性高档耐火材料

3. Parts construction material products suitable for prefabricated buildings; low-cost phase-change energy storage wall materials and wall parts; parts and units of buildings integrated photovoltaic; rock-wool composite material products/parts; energy-saving aerogel materials; Class-A flame-retardant insulation materials, vacuum insulation composite materials for construction, composite boards with integrated thermal insulation, decoration and other functions, long-life, waterproofing, decay-resistant and flame-retardant composite materials for bridges and tunnels, underground pipe corridors, island and reef facilities, marine engineering facilities, and other fields, and new waterproofing materials for buildings such as modified asphalt waterproofing membranes, polymeric waterproofing membranes, and water-based or high-solid content waterproofing paint; and functional decorative and remodeling materials and products and development and application in production of technologies for green formaldehyde-free engineered wood and pavement bricks (board), permeable pavement bricks (board), permeable bricks (board) for squares, decorative bricks (block), period bricks, ecological revetment bricks (blocks), ecological grass bricks (blocks) and other green construction material products

4. Development and application of production technology for centralized ceramic powdering and clean coal gasification in ceramic parks; development and application of production lines, processes, equipment and technology for ceramic board a single piece of which is 1.62 square meters or larger in extent; and development and application of production lines, processes, equipment and technology for lightweight foam ceramic partition wall board and insulation board made from tailings and waste, among others

5. Development and production of sitting and squatting toilet pans using 6 liters or less of water per flush, water-saving household water appliances and water saving equipment, intelligent sitting toilet pans and bath ware integration systems, and integrated bath ware parts which meet the requirements for prefabrication

6. Pool kiln drawing technology for thick alkali-free glass fiber (monofilament diameter > 9 microns) with a capacity of 80,000 tons per year or more, pool kiln drawing technology for thin alkali-free glass fiber (monofilament diameter ≤ 9 microns) with a capacity of 50,000 tons per year or more, and development of technology for and production of ultra-thin, high-strength and high-modulus, alkali-resistant, low-κ dielectric, high-silica, degradable, odd-shaped-profile and other high-performance glass fiber and glass fiber products; pool kiln drawing technology for basalt fiber; silicon carbide fiber and composite fiber; thermoplastic and thermosetting composite material products for aerospace, environmental protection, marine engineering, electrical engineering and electronics, transportation, energy, construction, Internet of Things, animal husbandry and other fields and their efficient molding preparation processes and equipment; recycling technologies and equipment for waste resin-based composite materials; and mineral raw material powder processing production lines with a capacity of 200,000 tons per year or more

7. Development and production of new technologies and new products of asbestos-free friction and sealing materials using synthetic mineral fiber or aramid fiber as reinforcing material

3、适用于装配式建筑的部品化建材产品；低成本相变储能墙体材料及墙体部件；光伏建筑一体化部品部件；岩棉复合材料制品/部品；气凝胶节能材料；A级阻燃保温材料制品，建筑用复合真空绝热保温材料，保温、装饰等功能一体化复合板材，桥梁隧道、地下管廊、岛礁设施、海工设施等领域用长寿命防水防腐阻燃复合材料，改性沥青防水卷材、高分子防水卷材、水性或高固含量防水涂料等新型建筑防水材料；功能型装饰装修材料及制品，绿色无醛人造板以及路面砖（板）、路面透水砖（板）、广场透水砖（板）、装饰砖（砌块）、仿古砖、护坡生态砖（砌块）、水工生态砖（砌块）等绿色建材产品技术开发与生产应用

4、陶瓷集中制粉、陶瓷园区清洁煤制气生产技术开发与应用；单块面积大于1.62平方米（含）的陶瓷板生产线和工艺装备技术开发与应用；利用尾矿、废弃物等生产的轻质发泡陶瓷隔墙板及保温板材生产线和工艺装备技术开发与应用

5、一次冲洗用水量6升及以下的坐便器、蹲便器，节水型生活用水器具及节水控制设备，智能坐便器、卫浴集成系统，满足装配式要求的整体卫浴部品开发与生产

6、8万吨/年及以上无碱玻璃纤维粗纱（单丝直径>9微米）池窑拉丝技术，5万吨/年及以上无碱玻璃纤维细纱（单丝直径≤9微米）池窑拉丝技术，超细、高强高模、耐碱、低介电、高硅氧、可降解、异形截面等高性能玻璃纤维及玻纤制品技术开发与生产；玄武岩纤维池窑拉丝技术；碳化硅纤维、复合纤维；航空航天、环保、海工、电工电子、交通、能源、建筑、物联网、畜牧养殖等领域用热塑性、热固性复合材料产品及其高效成型制备工艺和装备；树脂基复合材料废弃物回收利用技术与装备；20万吨/年及以上矿物原料粉体加工生产线

7、使用合成矿物纤维、芳纶纤维等作为增强材料的无石棉摩擦、密封材料新工艺、新产品开发与生产

8. Production equipment technology development of high-quality artificial crystalline materials, products, and parts for fields such as information, new energy, national defense, and aerospace aviation and functional artificial diamond materials; development of manufacturing technology for and production of high-purity quartz raw materials (purity greater than or equal to 99.999%), high-end quartz crucibles for semiconductors, and chemical vapor synthesis quartz glass, among others; development of manufacturing technologies for and production of special glass required for aerospace and other fields; and production and application of high-purity nanometer-scale spherical silicon powder and high-purity industrial silicon and development and application of their technical equipment

9. Production, application and development of graphene materials; production of non-metallic functional mineral materials for environmental governance, energy conservation and storage, electronic information, thermal insulation, and agriculture and development and application of their technical equipment; online testing and production lines under intelligent control for superfine mineral material processing; and development of technology for and construction of non-metallic ore exploitation, processing, trade, application, investment and other industry big data platforms

10. Production of ultra-thin composite stone with an annual yield of 300,000 square meters or more; mining of mechanized stone mines; mechanized quarrying; and production for the comprehensive utilization of ore and sheet scraps and stone powder and development of technical equipment; and production of inorganic artificial stone and production of resin-based artificial stone using non-toxic or low-toxic resins

11. Production of construction materials by utilizing mine tailings, construction waste, industrial waste, river, lake, (canal) and sea silt, agricultural and forestry residues and other secondary resources and development of their techniques and technical equipment

12. Fine ceramic powder as well as ceramic precursors suitable and chopped ceramic fiber for additive manufacturing; ceramic balls, ceramic valves, ceramic screws and other precision-molded ceramic parts; ceramic membranes, honeycomb ceramics, and foam ceramics; ceramic substrates, ceramic insulating parts, and electronic ceramic materials and parts; continuous ceramic fiber and fiber-reinforced ceramic matrix composite materials; medical fine ceramic materials and parts; ceramic ink materials; development and application in production of technology for ceramic materials and other industrial ceramics for precision grinding and polishing; and development of manufacturing technologies for and production of high-performance ceramics for information, new energy, defense, aerospace and other fields

13. Achieving the full enclosure of main production areas such as storage area, host mixing building and material conveying system, assigning active dust collection and reduction equipment, using informatized integrated management system for operation and management, and having an intelligent ready-mixed concrete production line capable of consuming urban solid waste; and development and application of concrete for marine projects, lightweight and high-strength concrete, ultra-high performance concrete and self-healing concrete materials

8、信息、新能源、国防、航空航天等领域用高品质人工晶体材料、制品和器件，功能性人造金刚石材料生产装备技术开发；高纯石英原料（纯度大于等于99.999%）、半导体用高端石英坩埚、化学气相合成石英玻璃等制造技术开发与生产；航空航天等领域所需的特种玻璃制造技术开发与生产；高纯纳米级球形硅微粉与高纯工业硅的生产、应用及其技术装备开发与应用

9、石墨烯材料生产及应用开发；环境治理、节能储能、电子信息、保温隔热、农业用等非金属矿物功能材料生产及其技术装备开发应用；矿物超细材料加工在线检测与控制智能化生产线；非金属矿开采、加工、贸易、应用、投资等产业大数据平台技术开发和建设

10、30万平方米/年及以上超薄复合石材生产；机械化石材矿山开采；矿石碎料和板材边角料、石粉综合利用生产及工艺装备开发；无人造石的生产，采用无毒或低毒树脂的树脂基人造石的生产

11、利用矿山尾矿、建筑废弃物、工业废弃物、江河湖（渠）海淤泥以及农林剩余物等二次资源生产建材及其工艺技术装备开发

12、精细陶瓷粉体、适用于增材制造的陶瓷前驱体及陶瓷短切纤维；陶瓷球、陶瓷阀门、陶瓷螺杆等精密成型的陶瓷部件；陶瓷膜、蜂窝陶瓷、泡沫陶瓷；陶瓷基板、陶瓷绝缘部件、电子陶瓷材料及部件；连续陶瓷纤维及纤维增强陶瓷基复合材料；医用精细陶瓷材料及部件；陶瓷墨水材料；精密研磨及抛光用陶瓷材料等工业陶瓷技术开发与生产应用；信息、新能源、国防、航空航天等领域用高性能陶瓷的制造技术开发与生产

13、储料区、主机搅拌楼、物料输送系统等主要生产区域实现全封闭，并配置主动式收尘、降尘设备，采用信息化集成管理系统进行运营管理，具备消纳城市固废能力的智能化预拌混凝土生产线；海洋工程用混凝土、轻质高强混凝土、超高性能混凝土、混凝土自修复材料的开发和应用

14. Development and application of product quality traceability system for construction materials for projects or equipment

XIII. Medicine

1. Development and production of new medicine with independent intellectual property right, development and production of natural medicine, initial development and production of generic medicine that meets China's demand for prevention and control of grave and frequent diseases, development and production of new formulations, new inactive ingredients, drugs for children and drugs in short supply, development and application of technologies in the process of medicine production such as membrane separation, supercritical extraction, new crystallization, chiral synthesis, enzymatic synthesis, continuous reaction and system control, improvement of basic drug quality and production technology and cost reduction, and development and application of energy-saving and consumption-reduction technologies in the production of Active Pharmaceutical Ingredients (APIs) and new pharmaceutical preparation technologies

2. Critical disease prevention vaccines, antibody drugs, gene therapy drugs, cellular therapy drugs, recombinant protein drugs, and nucleic acid drugs; development and application of large-scale cell culture and purification technologies as well as large-scale therapeutic peptide and nucleic acid synthesis, antibody coupling, and serum-free and protein-free media culture, fermentation, purification technologies; cellulase, alkaline protease, diagnostic enzymes, and other enzyme preparations; and using modern biotechnology to improve traditional production techniques

3. Development and production of new pharmaceutical packaging materials and technologies (neutral borosilicate glass for pharmaceutical use, functional materials with good chemical stability, degradability, and high barrier properties, and aerosol, powder aerosol, self-administration, prefillable, automatic drug mixing and other new drug containment and delivery systems and drug delivery devices)

4. Development of artificial breeding technology for endangered and scarce medicinal animals and plants, standardized breeding of laboratory animals and animal experiment services, application of advanced agricultural technologies in the standardized planting and breeding of Chinese medicinal materials, development and application of new technology for quality control of Chinese medicine, modern formulation techniques and technologies of Chinese medicine, inheritance of and innovation in processing technology for Chinese medicinal herb slices, development and production of classical and famous Chinese medicine prescriptions, research and development and production of innovative Chinese medicine, secondary development and production of Chinese patent medicine, and development and production of ethnic drugs

5. New medical diagnostic equipment and reagents and digital medical imaging equipment; artificial intelligence-assisted medical equipment; high-end radiotherapy equipment; electronic endoscopes, surgical robots, and other high-end surgical equipment; development and application of new stents, prostheses, and other high-end implanted intervention equipment

14、用于工程或装备的建材产品质量追溯体系开发与應用

十三、医药

1、拥有自主知识产权的新药开发和生产，天然药物开发和生产，满足我国重大、多发性疾病防治需求的通用名药物首次开发和生产，药物新剂型、新辅料、儿童药、短缺药的开发和生产，药物生产过程中的膜分离、超临界萃取、新型结晶、手性合成、酶促合成、连续反应、系统控制等技术开发与应用，基本药物质量和生产技术水平提升及降低成本，原料药生产节能降耗减排技术、新型药物制剂技术开发与应用

2、重大疾病防治疫苗、抗体药物、基因治疗药物、细胞治疗药物、重组蛋白质药物、核酸药物，大规模细胞培养和纯化技术、大规模药用多肽和核酸合成、抗体偶联、无血清无蛋白培养基培养、发酵、纯化技术开发和应用，纤维素酶、碱性蛋白酶、诊断用酶等酶制剂，采用现代生物技术改造传统生产工艺

3、新型药用包装材料与技术的开发和生产（中性硼硅药用玻璃，化学稳定性好、可降解、具有高阻隔性的功能性材料，气雾剂、粉雾剂、自我给药、预灌装、自动混药等新型包装给药系统及给药装置）

4、濒危稀缺药用动植物人工繁育技术开发，实验动物标准养殖及动物实验服务，先进农业技术在中药材规范化种植、养殖中的应用，中药质量控制新技术开发和应用，中药现代剂型的工艺技术，中药饮片炮制技术传承与创新，中药经典名方的开发与生产，中药创新药物的研发与生产，中成药二次开发和生产，民族药物开发和生产

5、新型医用诊断设备和试剂、数字化医学影像设备，人工智能辅助医疗设备，高端放射治疗设备，电子内窥镜、手术机器人等高端外科设备，新型支架、假体等高端植入介入设备与材料及增材制造技术开发与应用，危重病

and materials as well as additive manufacturing technology; life support equipment for critically ill patients; mobile and remote diagnostic equipment; and new gene, protein, and cell diagnostic equipment

6. Development and production of high-end pharmaceutical equipment, production equipment for transdermal absorption, powder aerosol, and other new preparations, large-scale bioreactors and auxiliary systems, high-efficiency protein separation and purification equipment, high-efficiency extraction equipment for Chinese medicine, and continuous drug production technology and equipment

XIV. Machinery

1. High-end CNC machine tools and supporting CNC systems: CNC machine tools operated on five or more axes, CNC systems, high-precision and high-performance cutting tools, measuring instruments, and abrasives

2. Distributed control systems (DCS), fieldbus control systems (FCS), and new energy power generation control systems used for major technical equipment, such as large generating sets, large petrochemical installations, and large complete metallurgical equipment

3. Programmable logic controllers (PLC) with the functionality of motion control and remote I/O, with more than 512 inputs and outputs, an independent software system, and an independent communication protocol, compatible with multiple common communication protocols, supporting real-time multitasking, with diverse programming languages and a customizable instruction set, among others.

4. Digital, intelligent, and networked industrial automated detection meters, in-situ online component analysis instruments, electromagnetic compatibility testing devices, intelligent ammeters used for intelligent grids (with functions of sending and receiving signals, self-diagnosis, and data processing), various low-power smart sensors with wireless communication function, encrypted sensors, and nuclear-level monitoring instruments and sensors

5. Instruments and meters used for the detection and analysis of radiation, toxicity, flammables, explosives, heavy metals, and dioxins, among others, testing instruments for water quality, flue gas and air; and high-end mass spectrometers for drug, food, and biochemical testing, chromatographs, spectrometers, X-ray instrument, nuclear magnetic resonance spectrometers, automatic biochemical detection systems, automatic sampling systems, and sample processing systems

6. Multi-dimensional geometric parameter measuring instruments used for scientific research, intelligent manufacturing, and testing qualifications with a measurement precision of micron or a more precise measurement, automated, intelligent and multi-functional material mechanics performance testing equipment, non-destructive testing equipment such as industrial CT and three-dimensional ultrasonic flaw detector, and electron microscopes used for nanometer

用生命支持设备, 移动与远程诊疗设备, 新型基因、蛋白和细胞诊断设备

6、高端制药设备开发与生产, 透皮吸收、粉雾剂等新型制剂生产设备, 大规模生物反应器及附属系统, 蛋白质高效分离和纯化设备, 中药高效提取设备, 药品连续化生产技术及装备

十四、机械

1、高档数控机床及配套数控系统: 五轴及以上联动数控机床, 数控系统, 高精密、高性能的切削刀具、量具量仪和磨料磨具

2、大型发电机组、大型石油化工装置、大型冶金成套设备等重大技术装备用分散型控制系统 (DCS), 现场总线控制系统 (FCS), 新能源发电控制系统

3、具备运动控制功能和远程 I/O 的可编程控制系统 (PLC), 输入输出点数 512 个以上, 拥有独立的软件系统、独立的通讯协议、兼容多种通用通讯协议、支持实时多任务、拥有多样化编程语言、拥有可定制化指令集等

4、数字化、智能化、网络化工业自动检测仪表, 原位在线成份分析仪器, 电磁兼容检测设备, 智能电网用智能电表 (具有发送和接收信号、自诊断、数据处理功能), 具有无线通信功能的低功耗各类智能传感器, 可加密传感器, 核级监测仪表和传感器

5、用于辐射、有毒、可燃、易爆、重金属、二噁英等检测分析的仪器仪表, 水质、烟气、空气检测仪器; 药品、食品、生化检验用高端质谱仪、色谱仪、光谱仪、X 射线仪、核磁共振波谱仪、自动化检测系统及自动取样系统和样品处理系统

6、科学研究、智能制造、测试认证用测量精度达到微米以上的多维几何尺寸测量仪器, 自动化、智能化、多功能材料力学性能测试仪器, 工业 CT、三维超声探伤仪等无损检测设备, 用于纳米观察测量的分辨率高于 3.0 纳米的电子显微镜

observation and measurement with a resolution higher than 3.0 nm

7. Technical equipment for urban intelligent visual surveillance, video analysis, and video-assisted criminal investigation

8. Monitoring instruments and meters and safety alarm systems for mine disasters (gas, coal dust, mine water, fire, and wall rock noise, vibration, among others)

9. Comprehensive meteorological observation instruments and equipment (ground, high altitude, and marine meteorological observation instruments and equipment, professional meteorological observation and atmospheric composition observation instruments and equipment, weather radars, and consumables, among others), mobile emergency meteorological observation systems, mobile emergency meteorological command systems, meteorological measurement checking equipment, and operation monitoring systems of meteorological observation instruments and equipment

10. Hydrological data collection instruments and equipment and hydrological instrument measurement checking equipment

11. Instruments and meters for the monitoring of earthquakes and geological disasters

12. Ocean observation, detection, and monitoring technical systems, instruments, and equipment

13. Digital multifunctional integrated office equipment (copying, printing, fax, and scanning), digital cameras, digital cinema projectors, and other modern cultural and office equipment

14. Bearings of China Railway High-Speed (CRH) trains with a speed of 200 kilometers per hour or higher, bearings of heavy haul railway wagons with an axle load of 30 tons or more, bearings for high-power electric/diesel locomotives, bearings of new urban rail transit with a service life of 2.4 million kilometers or more, light-weight and low-friction torque automotive bearings and units with a service life of 250,000 kilometers or more, high temperature-resistant (400°C or above) automobile turbines, supercharger bearings, numerically-controlled machine tool bearings of Classes P4 and P2, all kinds of precision bearings used for wind turbines of two megawatts (MW) or higher, bearings of large construction machinery such as shield machines with a service life of more than 5,000 hours, high-speed and precision metallurgical rolling mill bearings of Classes P5 and P4, aircraft engine bearings and other aircraft bearings, medical CT machine bearings, bearings for deep well and ultra-deep well oil rigs, marine engineering bearings, high-speed bearings for the electric motor systems of electric vehicles (speed $\geq 12,000$ rpm), bearings for the RV reducers and harmonic reducers of industrial robots, and parts of the above bearings

15. Francis hydroelectric equipment with a unit capacity of 800,000 kilowatts or above (water turbines, generators, governors, excitation, and other ancillary equipment), pumped-storage

7、城市智能视觉监控、视频分析、视频辅助刑事侦察技术设备

8、矿井灾害（瓦斯、煤尘、矿井水、火、围岩噪声、振动等）监测仪器仪表和安全报警系统

9、综合气象观测仪器装备（地面、高空、海洋气象观测仪器装备，专业气象观测、大气成分观测仪器装备，气象雷达及耗材等）、移动应急气象观测系统、移动应急气象指挥系统、气象计量检定设备、气象观测仪器装备运行监控系统

10、水文数据采集仪器及设备、水文仪器计量检定设备

11、地震、地质灾害监测仪器仪表

12、海洋观测、探测、监测技术系统及仪器设备

13、数字多功能一体化办公设备（复印、打印、传真、扫描）、数字照相机、数字电影放映机等现代文化办公设备

14、时速 200 公里以上动车组轴承，轴重 23 吨及以上大轴重重载铁路货车轴承，大功率电力/内燃机车轴承，使用寿命 240 万公里以上的新型城市轨道交通轴承，使用寿命 25 万公里以上轻量化、低摩擦扭矩汽车轴承及单元，耐高温（400℃以上）汽车涡轮、机械增压器轴承，P4、P2 级数控机床轴承，2 兆瓦（MW）及以上风电机组用各类精密轴承，使用寿命大于 5000 小时盾构机等大型施工机械轴承，P5 级、P4 级高速精密冶金轧机轴承，飞机发动机轴承及其他航空轴承，医疗 CT 机轴承，深井超深井石油钻机轴承，海洋工程轴承，电动汽车驱动电机系统高速轴承（转速 ≥ 1.2 万转/分钟），工业机器人 RV 减速机谐波减速机轴承，以及上述轴承的零件

15、单机容量 80 万千瓦及以上混流式水力发电设备（水轮机、发电机及调速器、励磁等附属设备）、单机容量

hydroelectric equipment with an unit capacity of 350,000 kilowatts or above, tubular hydroelectric equipment with a unit capacity of 50,000 kilowatts or above, pelton hydroelectric equipment with a unit capacity of 100,000 kilowatts or above, and their key supporting auxiliary engines

16. Generator circuit breakers, pumps, valves, and other key ancillary engines and parts used for supercritical and ultra-supercritical thermal power units of 600,000 kilowatts or above

17. Supercritical parameters circulating fluidized bed boilers of 600,000 kilowatts or above

18. Gas turbine high temperature components (rotor body forgings for heavy-duty gas turbines of more than 300MW, large high-temperature alloy discs, cylinders, and blades, among others) and control systems

19. Rotors (forging or welding), runners, blades, pumps, valves, spindle rings, and other key castings and forgings used for power generation equipment of 600,000 kilowatts or above

20. High-strength and high-plasticity ductile iron castings; high-performance vermicular graphite iron castings; high-precision, high-pressure, and large-flow castings for hydraulic use; nonferrous alloy castings made by special casting techniques; high-strength steel forgings; high temperature-resistant, low temperature-resistant, corrosion-resistant, wear-resistant, and other high-performance and lightweight new material castings and forgings; high-precision and low-stress castings and forgings for machine tools; and key castings and forgings for vehicles, energy equipment, rail transit equipment, aerospace, arms, and marine engineering equipment

21. Extra-high-voltage and ultra-high-voltage alternating current and direct current power transmission equipment of 500 kilovolt (kV) and above and key parts: transformer (outlet devices, casing, and pressure switches), switching devices (arc-control devices, hydraulic operating mechanism, and large basin insulators), high-intensity post insulators and hollow insulators, suspension composite insulators, molded insulation, ultra-high voltage arresters, direct current arresters, electric control and light control thyristors, converter valves (flat wave reactors and cooling equipment), control and protection equipment, and direct current field outfits, among others

22. High-voltage vacuum components and switchgears, intelligent medium-voltage switch components and outfits, insulated switch cabinets using environment-friendly medium-voltage gas, intelligent (communicable) low-voltage electrical appliances, and amorphous alloy, roll-core, and other energy-saving distribution transformers

23. The second-generation improved, third-generation, and fourth-generation nuclear power equipment and key parts; multi-purpose small modular reactor equipment and key parts; complete wind power machines of 2.5 megawatts or above, and control systems, converters and other key components and parts of wind power equipment of 2.0 megawatts or above; production equipment of various types of crystalline silicon and thin film solar photovoltaic cells; power

35万千瓦及以上抽水蓄能、5万千瓦及以上贯流式和10万千瓦及以上冲击式水力发电设备及其关键配套辅机

16、60万千瓦及以上超临界、超超临界火电机组用发电机保护断路器、泵、阀等关键配套辅机、部件

17、60万千瓦及以上超临界参数循环流化床锅炉

18、燃气轮机高温部件（300MW以上重型燃机用转子体锻件、大型高温合金轮盘、缸体、叶片等）及控制系统

19、60万千瓦及以上发电设备用转子（锻造、焊接）、转轮、叶片、泵、阀、主轴护环等关键铸件、锻件

20、高强度、高塑性球墨铸铁件；高性能蠕墨铸铁件；高精度、高压、大流量液压铸件；有色合金特种铸造工艺铸件；高强度锻件；耐高温、耐低温、耐腐蚀、耐磨损等高性能，轻量化新材料铸件、锻件；高精度、低应力机床铸件、锻件；汽车、能源装备、轨道交通装备、航空航天、军工、海洋工程装备关键铸件、锻件

21、500千伏（kV）及以上超高压、特高压交直流输电设备及关键部件：变压器（出线装置、套管、调压开关），开关设备（灭弧装置、液压操作机构、大型盆式绝缘子），高强度支柱绝缘子和空心绝缘子，悬式复合绝缘子，绝缘成型件，特高压避雷器、直流避雷器，电控、光控晶闸管，换流阀（平波电抗器、水冷设备），控制和保护设备，直流场成套设备等

22、高压真空元件及开关设备，智能化中压开关元件及成套设备，使用环保型中压气体的绝缘开关柜，智能型（可通信）低压电器，非晶合金、卷铁芯等节能配电变压器

23、二代改进型、三代、四代核设备及关键部件，多用途模块化小型堆设备及关键部件；2.5兆瓦以上风电设备整机及2.0兆瓦以上风电设备控制系统、变流器等关键零部件；各类晶体硅和薄膜太阳能电池生产设备；海洋能（潮汐、海浪、洋流）发电设备

generation equipment using ocean energy (tide, wave, and ocean current)

24. Short-process molten techniques and equipment directly using blast furnace melted iron to manufacture iron castings; central smelting and short-process casting techniques and equipment for aluminum alloy; production techniques and equipment for high-purity pig iron for casting and ultra-high-purity pig iron for casting; high-tightness clay modeling automatic production lines and supporting clay processing systems; high-efficiency complete equipment for self-hardening sand and supporting sand processing system; complete technology and equipment for lost foam/V-process/full mold casting; external heat blast water-cooled cupolas with a long service life and large tonnage (10 tons or more per hour); waste heat utilization technology and equipment for external heat blast cupolas; large die-casting machines (with clamping force of 3,500 tons or above); automatic intelligent core making centers; shell-mold casting, precision core package molding, silica sol investment casting, die casting, semi-solid metal casting, squeeze casting, counter-pressure casting, adjusted pressure casting, and other special casting technology and equipment; 3D printing and sand mold cutting and rapid prototyping technology and equipment applied in casting; automatic pouring machine; technology and equipment for online casting testing; complete automatic equipment for efficient casting cleaning; and manufacture and application of special robots used for casting

25. Application of technologies of reclamation and reuse of casting resin sand and clay sand, among others; and application of environmental protection resin, inorganic binder molding and core making technology

26. High-speed precision presses (180 to 2,500 kN, and 2,000 to 750 beats/min), ferrous metal hydraulic extruders (150 mm/sec or more), light alloy hydraulic extruders (10 mm/sec or less), high-speed precision shearing machines (2,000 kN or more, 70 to 80 beats/min, and with cross slope of less than 1.50), internal high-pressure molding machines (10,000 kN or more), large bending machines (60,000 kN or more), digital sheet metal processing centers (flexible manufacturing centers/flexible manufacturing systems), high-speed power spinning machines (radial rotation pressure per round: 1,000 kN, axial rotation pressure per round: 800 kN, spindle torque: 240 kN·m, maximum spindle speed: 95 rev/min), numerically-controlled multi-station punching machines (replaced by servo multi-station presses), large nominal pressure cold/warm forging presses (with effective nominal pressure stroke of 25 mm or more and nominal pressure of 10,000 kN or more), and automatically warm/hot forging presses with four or more stations (with nominal pressure of 16,000 kN or more); servo multi-station presses (12,000 to 30,000 kN), large servo presses (8,000 to 25,000kN), progressive die presses (6,000 to 16,000kN), compound driven hot forming presses (nominal pressure $\geq 12,000$ kN, symmetry linkage for force amplification, stroke number of 14 to 18 strokes per minute, slide stroke of 1,100 mm, slide adjustment of 500 mm, maximum downward speed of 1,000mm per second, maximum return speed of 1,000mm per second, and force amplification coefficient of the linkage ≥ 6), high-speed compound driven presses and intelligent press lines (nominal pressure $\geq 30,600$ kN, compound fuel cylinder driven symmetry linkage for force amplification, single machine continuous stroke number ≥ 12 times per minute, production line beats of 6-8 beats per minute), research and development and manufacturing of new-generation intelligent complete equipment

24、直接利用高炉铁液生产铸铁件的短流程熔化工艺与装备;铝合金集中熔炼短流程铸造工艺与装备;铸造用高纯生铁、铸造用超高纯生铁生产工艺与装备;粘土砂高紧实度造型自动生产线及配套砂处理系统;自硬砂高效成套设备及配套砂处理系统;消失模/V法/实型成套技术与装备;外热送风水冷长炉龄大吨位(10吨/小时以上)冲天炉;外热风冲天炉余热利用技术与装备;大型压铸机(合模力3500吨以上);自动化智能制芯中心;壳型、精密组芯造型、硅溶胶熔模、压铸、半固态、挤压、差压、调压等特种铸造技术与装备;应用于铸造生产的3D打印和砂型切削快速成型技术与装备;自动浇注机;铸件在线检测技术与装备;铸件高效自动化清理成套设备;铸造专用机器人的制造与应用

25、铸造用树脂砂、粘土砂等干(热)法再生回用技术应用;环保树脂、无机粘结剂造型和制芯技术的应用

26、高速精密压力机(180~2500kN,2000~750次/分钟)、黑色金属液压挤压机(150毫米/秒以上)、轻合金液压挤压机(10毫米/秒以下)、高速精密剪切机(2000kN以上,70~80次/分钟,断面斜度1.5°以下)、内高压成形机(10000kN以上)、大型折弯机(60000kN以上)、数字化钣金加工中心(柔性制造中心/柔性制造系统)、高速强力旋压机(径向旋压力/每轮:1000kN,轴向旋压力/每轮:800kN,主轴转矩:240kN·m,主轴最高转速:95转/分钟)、数控多工位冲压机构(替换为伺服多工位压力机)、大公称压力冷/温锻压力机(有效公称力行程25mm以上,公称力10000kN以上)、4工位以上自动温/热锻造压力机(公称力16000kN以上);伺服多工位压力机(12000~30000kN)、大型伺服压力机(8000~25000kN)、级进模压力机(6000~16000kN)、复合驱动热成型压力机(公称力 ≥ 12000 kN,对称连杆增压机构,行程次数14~18次/分钟,滑块行程1100mm,滑块调节量500mm,下行最大速度1000mm/s,回程最大速度1000mm/s,连杆增压系数 ≥ 6)、高速复合传动压力机智能化冲压线(公称力 ≥ 30600 kN,复合油缸驱动对称连杆增压机构,单机连续行程次数 ≥ 12 次/分钟,生产线节拍6~8件/分钟)、新一代飞机蒙皮综合拉形智能化成套装备研发与制造(普

for the comprehensive stretch-forming of aircraft skin (ultimate tensile strength ≥ 15 MN, sheet thickness ≤ 10 mm, jaw opening ≤ 80 mm, jaw limit load (ultimate tensile strength per unit width) ≥ 63 kN/mm, synchronous accuracy of main cylinder stretching position of ± 0.5 mm, and extension control accuracy $\leq 0.2\%$); perfusion forming techniques and equipment for large and super-large aerospace sheet metal parts (manufacturing technology for the integral intake lips of high-bypass-ratio engines): (nominal pressure of 200 MN, stretching tonnage of 16,000 tons, edge pressing tonnage of 4,000 tons, slide stroke of 3,000 mm, the size of the worktable of 5,000 mm \times 5,000 mm, the pressure of the liquid chamber of 10 MPa, the volume of the liquid chamber of 6,000 L, and displacement of 4,300L); radial forging machines (precision forging machine) and rotary forging machines (630 to 22,000 kN); and pulsating extruders (vibration extruders) (630 to 22,000 kN), and high-speed upsetters (100 pieces per minute, and weight of a forged part of 1.6 kg or more)

27. Cracked gas compressors, propylene compressors, and ethylene compressors, 400,000-ton (polypropylene, among others) extrusion granulation units, 500,000-ton synthesis gas, ammonia, and oxygen compressors, and other key equipment

28. Large wind power generation seals (with a service life of seven years or more and a working temperature from -45 to 100); nuclear main pump mechanical seals (applicable pressure ≥ 17 MPa and working temperature from 26.7 to 73.9); shield machine main bearing seals (with a service life of 5,000 hours); rotating seals for automobile power train systems and transmission systems; oil well drilling and logging equipment seals (applicable pressure ≥ 105 MPa); hydraulic support seals; high PV value rotary dynamic seals; mechanical seals with oversized diameter (≥ 2 m); seals for aerospace use (working temperature from -54 to 275 and line speed ≥ 150 m/s); high-pressure seals for hydraulic components (applicable pressure ≥ 31.5 MPa); high-precision hydraulic castings (runner size precision ≤ 0.25 mm and fatigue performance test ≥ 2 million times)

29. High-performance non-asbestos sealing materials (with a heat-resistant temperature of 500 and a tensile strength ≥ 20 MPa); high-performance carbon graphite sealing materials (with a heat-resistant temperature of 350 and a compressive strength ≥ 270 MPa); high-performance pressureless sintered silicon carbide materials (with a flexural strength ≥ 200 MPa and a thermal conductivity ≥ 130 W/mK)

30. Intelligent welding equipment; laser welding and cutting, electron beam welding, and other high-energy beam welding and cutting equipment; friction stir, composite heat sources, and other welding equipment; and digital and large capacity inverter welding power sources

31. Large dies (lower plate half cycle length of the stamping die $> 2,500$ mm, and lower plate half cycle length of the cavity die $> 1,400$ mm), precision dies (precision of stamping dies ≤ 0.02 mm and precision of cavity dies ≤ 0.05 mm), multi-station automatic deep stretching dies, and multi-station automatic fine blanking dies

32. Large (with a furnace capacity of one ton or more) multifunctional controlled atmosphere heat treatment equipment. program-controlled chemical heat treatment equipment.

大拉伸力 ≥ 15 MN, 板料厚度 ≤ 10 mm, 钳口最大开口度 ≤ 80 mm, 钳口极限负载系数(单位宽度最大拉伸力) ≥ 63 kN/mm, 主缸拉伸位置同步精度 ± 0.5 mm, 延伸量控制精度 $\leq 0.2\%$; 航空航天大型及超大型钣金零件充液成形工艺及装备(大涵道比发动机进气道整体唇口制造技术): (设备公称力 200 MN, 拉深吨位 16000T, 压边吨位 4000T, 滑块行程 3000 mm, 工作台面尺寸 5000 mm \times 5000 mm, 液室压力 10 MPa, 液室容积 6000 L, 排水量 4300 L); 径向锻造机(精锻机)和旋锻机(630~22000 kN); 脉动挤压机(振动挤压机)(630~22000 kN), 高速锻压机(100 件/分钟, 锻件重量 1.6 kg 以上)

27、乙烯裂解三机, 40 万吨级(聚丙烯等)挤压造粒机组, 50 万吨级合成气、氨、氧压缩机等关键设备

28、大型风力发电密封件(使用寿命 7 年以上, 工作温度 -45℃~100℃); 核电站主泵机械密封(适用压力 ≥ 17 兆帕, 工作温度 26.7℃~73.9℃); 盾构机主轴承密封(使用寿命 5000 小时); 轿车动力总成系统以及传动系统旋转密封; 石油钻井、测井设备密封(适用压力 ≥ 105 兆帕); 液压支架密封件; 高 PV 值旋转动密封件; 超大直径(≥ 2 米)机械密封; 航天用密封件(工作温度 -54℃~275℃, 线速度 ≥ 150 米/秒); 高压液压元件密封件(适用压力 ≥ 31.5 兆帕); 高精度液压铸件(流道尺寸精度 ≤ 0.25 毫米, 疲劳性能测试 ≥ 200 万次)

29、高性能无石棉密封材料(耐热温度 500℃, 抗拉强度 ≥ 20 兆帕); 高性能碳石墨密封材料(耐热温度 350℃, 抗压强度 ≥ 270 兆帕); 高性能无压烧结碳化硅材料(弯曲强度 ≥ 200 兆帕, 热导率 ≥ 130 瓦/米 \cdot 开尔文(W/m \cdot K))

30、智能焊接设备, 激光焊接和切割、电子束焊接等高能束流焊割设备, 搅拌摩擦、复合热源等焊接设备, 数字化、大容量逆变焊接电源

31、大型模具(下底板半周长度冲压模 > 2500 毫米, 下底板半周长度型腔模 > 1400 毫米)、精密模具(冲压模精度 ≤ 0.02 毫米, 型腔模精度 ≤ 0.05 毫米)、多工位自动深拉伸模具、多工位自动精冲模具

32、大型(装炉量 1 吨以上)多功能可控气氛热处理设备。程控化学热处理设备。程控多功能真空热处理设备

program-controlled multifunctional vacuum heat treatment equipment and vacuum heat treatment equipment with a furnace capacity of 500 kg or more, and heat treatment heating furnaces with full fiber lining

33. High-strength alloy steel, stainless steel, and weathering steel fasteners, titanium alloy and aluminum alloy fasteners, and precision fasteners; springs for aviation, aerospace, high-speed rail, and engines, among others; high-precision transmission junction pieces, and coupling shaft for heavy mills; new types of powder metallurgical parts: high-density (≥ 7.0 g/cc), high-precision, and complex-shaped structural parts; friction devices for high-speed trains and airplanes; oil bearings; speed-changing gearboxes for China Railway High-Speed (CRH) trains, gear transmission agents with adjustable blades used for vessels, gearboxes used for wind power of 2.0 megawatts and above, and gearboxes for metallurgical and mining machinery; automobile powertrain, engineering machinery, and chains used for large agricultural machinery; and basic supporting parts of major equipment and key projects

34. Sea water desalting equipment

35. Robots and integrated systems: special service robots, medical rehabilitation robots, public service robots, personal service robots, human-machine collaboration robots, dual-arm robots, arc welding robots, heavy-duty AGVs, and special testing and assembly robot integration systems, among others. Key parts for robots: high-precision speed reducers, high-performance servo motors and drives, fully autonomous programming and other high-performance controllers, sensors, and end effectors. Common robotic technology: inspection, testing and assessment certification, intelligent robot operating systems, and intelligent robot cloud service platforms

36. Integrated excavation equipment for a mine or a thin seam with an annual yield of five million tons or more and key equipment for a large-scale surface mine with an annual yield of 10 million tons or more

37. Integrated compressor units of 18MW or above, supporting compressors, gas turbines, valves, and other key equipment for natural gas transmission lines with a diameter of 1,200 mm or above; supporting compressors, driven machinery, and cryogenic equipment, among others, for liquefaction of natural gas with an annual yield of 2.6 million tons or more per line; supporting oil pumps of 3,000 cubic meters or more per hour and other key equipment for large-scale oil pipelines

38. Sheet-fed and multi-color offset presses (width ≥ 750 mm; printing speed: single-sided and multicolor $\geq 16,000$ sheets/hour, and two-sided and multicolor $\geq 13,000$ sheets/hour); commercial web offset presses (width ≥ 787 mm, printing speed ≥ 7 m/s, and overprinter precision ≤ 0.1 mm); newspaper web offset presses (printing speed: single-paper path and single-width machine $\geq 75,000$ sheets/hour, double-paper path and double-width machine $\geq 150,000$ sheets/hour, and overprinter precision ≤ 0.1 mm); multicolor wide flexographic presses (printing width $\geq 1,300$ mm and printing speed ≥ 400 m/min); unit flexographic presses (printing speed ≥ 250 m/min); environment-friendly multicolor web photogravure presses

及装炉量 500 公斤以上真空热处理设备、全纤维炉衬热处理加热炉

33、合金钢、不锈钢、耐候钢高强度紧固件、钛合金、铝合金紧固件和精密紧固件；航空、航天、高铁、发动机等用弹簧；高精度传动联结件，大型轧机联结轴；新型粉末冶金零件：高密度（ ≥ 7.0 克/立方厘米）、高精度、形状复杂结构件；高速列车、飞机摩擦装置；含油轴承；动车组用齿轮变速箱，船用可变桨齿轮传动系统、2.0 兆瓦以上风电用变速箱、冶金矿山机械用变速箱；汽车动力总成、工程机械、大型农机用链条；重大装备和重点工程配套基础零部件

34、海水淡化设备

35、机器人及集成系统：特种服务机器人、医疗康复机器人、公共服务机器人、个人服务机器人、人机协作机器人、双臂机器人、弧焊机器人、重载 AGV、专用检测与装配机器人集成系统等。机器人用关键零部件：高精度减速器、高性能伺服电机和驱动器、全自主编程等高性能控制器、传感器、末端执行器等。机器人共性技术：检验检测与评定认证、智能机器人操作系统、智能机器人云服务平台

36、500 万吨/年及以上矿井、薄煤层综合采掘设备，1000 万吨级/年及以上大型露天矿关键装备

37、18MW 及以上集成式压缩机组、直径 1200 毫米及以上的天然气输气管线配套压缩机、燃气轮机、阀门等关键设备；单线 260 万吨/年及以上天然气液化配套的压缩机及驱动机械、低温设备等；大型输油管线配套的 3000 立方米/小时及以上输油泵等关键设备

38、单张纸多色胶印机（幅宽 ≥ 750 毫米，印刷速度：单面多色 ≥ 16000 张/小时，双面多色 ≥ 13000 张/小时）；商业卷筒纸胶印机（幅宽 ≥ 787 毫米，印刷速度 ≥ 7 米/秒，套印精度 ≤ 0.1 毫米）；报纸卷筒纸胶印机（印刷速度：单纸路单幅机 ≥ 75000 张/小时，双纸路双幅机 ≥ 150000 张/小时，套印精度 ≤ 0.1 毫米）；多色宽幅柔性版印刷机（印刷宽度 ≥ 1300 毫米，印刷速度 ≥ 400 米/分钟）；机组式柔性版印刷机（印刷速度 ≥ 250 米/分钟）；

(printing speed ≥ 300 m/min and overprinter precision ≤ 0.1 mm); inkjet digital presses (used for publication: printing speed ≥ 150 m/min and resolution ≥ 600 dpi; used for packaging: printing speed ≥ 30 m/min and resolution $\geq 1,000$ dpi; used for variable data: printing speed ≥ 100 m/min and resolution ≥ 300 dpi); computer-to-plate (1000dpi) (imaging speed ≥ 35 sheets/hour, plate width ≥ 750 mm, repeatability of 0.01 mm, and resolution of 3,000 dpi); and shaftless numerically-controlled platen hot stamping machines (stamping speed $\geq 10,000$ sheets/hour and machining precision of 0.05 mm)

39. Two- or four-wheel drive wheeled tractors and crawler tractors of 100 horsepower or above and equipped with a power shift transmission or continuously variable transmission, a bus control system, a safety cab, a power output shaft with two or more rotate speed, and hydraulic output points of not less than three groups Intertillage tractors, tractors used for orchards, and high-clearance (minimum terrain clearance of 40 cm or more) tractors, with matched power of 50 horsepower or above

40. Supporting farm machinery of tractors of 100 horsepower or above: subsoilers, combined soil preparation machines, and combined machines for soil preparation and sowing, among others, required for conservation tillage and moldboard plows with a width of share ≥ 40 cm, round disc harrows, grain drills, precision planters for cultivated crops, cultivators, non-tillage planters, and large sprayers (dusters), among others, required for conventional agricultural operations

41. Key parts and components of tractors of 100 horsepower or above: power shift transmissions, hydraulic mechanical continuously variable transmissions, integrated pump motors, front drive axles with rim brakes and limited slip differential locks used for wheeled tractors, anti-lock braking systems, batteries, motors and control systems of electric tractors, clutches, hydraulic pumps, hydraulic cylinders, various valves and hydraulic delivery valves, and other closed hydraulic systems; closed-core and load-sensing electronically-controlled hydraulic lifters, rims, spokes, and hydraulic steering mechanism, among others

42. Crop transplanting machines: ride-on plate-soil motor high-speed rice transplanters (350 times or more per minute, 3 to 5 plants per hole, applicable line spacing of 20 to 30 cm, adjustable row spacing, and applicable row spacing of 12 to 22 cm); and plate-soil motor rice seedling transplanters (ride-on or walk-behind, applicable line spacing of 20 to 30 cm, adjustable row spacing, and applicable row spacing of 12 to 22 cm), among others

43. Agricultural harvesting machinery: self-propelled grain combine harvesters (feed rate of 6 kg/sec or more); self-propelled semi-feed rice combine harvesters (four lines or more and a supporting engine of 44 kilowatts or more); self-propelled corn combine harvesters (three to six lines, snapping type, and with a peeling device and a device of crushing stalks and returning them to field or a device of chopping and collecting stalks); ear, stalk and corn harvester (ear snapping and peeling as well as stalk shredding and recovery), self-propelled corn grain combine harvester (four lines or more, direct grain harvesting type);

环保多色卷筒料凹版印刷机 (印刷速度 ≥ 300 米/分钟, 套印精度 ≤ 0.1 毫米); 喷墨数字印刷机 (出版用: 印刷速度 ≥ 150 米/分钟, 分辨率 ≥ 600 dpi; 包装用: 印刷速度 ≥ 30 米/分, 分辨率 ≥ 1000 dpi; 可变数据用: 印刷速度 ≥ 100 米/分钟, 分辨率 ≥ 300 dpi); CTP 直接制版机 (成像速度 ≥ 35 张/小时, 版材幅宽 ≥ 750 毫米, 重复精度 0.01 毫米, 分辨率 ≥ 3000 dpi); 无轴数控平压平烫印机 (烫印速度 ≥ 10000 张/小时, 加工精度 0.05 毫米)

39、100 马以上、配备有动力换挡变速箱或无级变速箱、总线控制系统、安全驾驶室、动力输出轴有 2 个以上转速、液压输出点不少于 3 组的两轮或四轮驱动的轮式拖拉机、履带式拖拉机。配套动力 50 马力以上的中耕型拖拉机、果园用拖拉机、高地隙拖拉机 (最低离地高度 40 厘米以上)

40、100 马以上拖拉机配套农具: 保护性耕作所需要的深松机、联合整地机和整地播种联合作业机等, 常规农业作业所需要的单体幅宽 ≥ 40 厘米的铧式犁、圆盘耙、谷物条播机、中耕作物精密播种机、中耕机、免耕播种机、大型喷雾 (喷粉) 机等

41、100 马以上拖拉机关键零部件: 动力换挡变速箱, 液压机械无级变速箱、一体式泵马达、轮式拖拉机用带轮边制动和限滑式差速锁的前驱动桥, ABS 制动系统, 电动拖拉机电池、电机及其控制系统, 离合器, 液压泵、液压油缸、各种阀及液压输出阀等封闭式液压系统, 离心变量、负载传感的电控液压提升器, 电控系统, 液压转向机构等

42、农作物移栽机械: 乘坐式盘土机动高速水稻插秧机 (每分钟插次 350 次以上, 每穴 3~5 株, 适应行距 20~30 厘米, 株距可调, 适应株距 12~22 厘米); 盘土式机动水稻摆秧机 (乘坐式或手扶式, 适应行距为 20~30 厘米, 株距可调, 适应株距为 12~22 厘米) 等

43、农业收获机械: 自走式谷物联合收割机 (喂入量 6 千克/秒以上); 自走式半喂入水稻联合收割机 (4 行以上, 配套发动机 44 千瓦以上); 自走式玉米联合收割机 (3~6 行, 摘穗型, 带有剥皮装置, 以及茎秆粉碎还田装置或茎秆切碎收集装置); 穗茎兼收玉米收获机 (摘穗剥皮、茎秆切碎回收), 自走式玉米籽粒联合收获机 (4 行以上, 籽粒直收型); 自走式大麦、苜蓿苗、玉米、

self-propelled harvesters of silages such as barley, grass alfalfa, corn, and sorghum (with matched power of 147 kilowatts or more, a length of chopped stems of 10 to 60 mm, and a device to detect metal and stone and the functionality of grain grinding); cotton picking machines (three lines or more, self-propelled or tractor backpack, cotton picking device of a mechanical or pneumatic style, an applicable height of cotton plant from 35 to 160 cm, with seed cotton containers and an automatic cotton unloading device); potato harvesters (self-propelled or tractor-drawn, two lines or more, adjustable line spacing, with a soil-removing device and a collection device, and a maximum digging depth of 35 cm); sugarcane harvesters (self-propelled or tractor knapsack, with matched power of 58 kilowatts or more, a perennial root broken rate $\leq 18\%$, and a loss rate $\leq 7\%$); combined operation machine for residual film recovery and stalk crushing; hay harvesting machinery (self-propelled hay harvesters, pull-type mower-conditioners, wheel hay rakes, and hay balers, among others); self-propelled potato harvesters; hybrid paper mulberry combine harvesting machines

44. Water-saving irrigation equipment: all kinds of large and medium irrigation machines, and various types of micro-drip irrigation equipment, among others; flood control and drainage equipment (with displacement of 1,500 cubic meters/hour or more, lift of 5 to 20 meters, power of 1,500 kW or above, efficiency of 60% or above, and removable)

45. Biogas generation equipment: integration of biogas fermentation and storage (series of products with biogas storage capacity of 300 to 2,000 cubic meters) and equipment of pumping slag from biogas slurry (a pumping capacity of one cubic meter or more per minute), among others

46. Large construction machinery: hydraulic excavators of 30 tons or above, tunnel boring machines (TBM) of six meters or above, crawler dozers of 320 horsepower or above, loaders of six tons or above, bridging equipment of 600 tons or above (including bridge girder erection machines, girder transporting vehicles, and girder cranes), crawler cranes of 400 tons or above, all-terrain cranes of 100 tons or above, reach stackers of 25 tons or above, tower cranes of 1,000 tons/m or above, drill jumbos with a drill hole of 100 mm or above, planers one meter wide or above, mining vehicles of 75 tons or above, graders of 220 horsepower or above, vibratory hydraulic rollers of 18 tons or above, pavers of nine meters or above, planers of one meter or above, container handlers of 20 tons or above, diesel forklift trucks of eight tons or above, electric forklift trucks of three tons or above, concrete pumps of 40 meters or above, concrete mixer trucks of eight cubic meters or above, concrete mixing stations of 90 cubic meters/hour or above, concrete cold and hot recycling equipment of 400 kilowatts or above, rotary drilling rigs of 2,000 mm or above, slurry wall excavation equipment of 400 mm or above; and key components: power shift transmissions, wet drive axles, slewing bearings, torque converters, and supporting electric machines, electronic control, hydraulic motors with pressure of 25 MPa or more, pumps, and control valves for electric forklifts

47. Intelligent logistics and warehousing equipment, information systems, intelligent material handling equipment, intelligent port handling equipment, and intelligent logistics equipment for agricultural products among others

高粱等青贮饲料收获机（配套动力 147 千瓦以上，茎秆切碎长度 10~60 毫米，“具有金属探测、石块探测安全装置及籽粒破碎功能”）；棉花采摘机（3 行以上，自走式或拖拉机背负式，摘花装置为机械式或气力式，适应棉株高度 35~160 厘米，装有籽棉集装箱和自动卸棉装置）；马铃薯收获机（自走式或拖拉机牵引式，2 行以上，行距可调，带有去土装置和收集装置，最大挖掘深度 35 厘米），甘蔗收获机（自走式或拖拉机背负式，配套功率 58 千瓦以上，宿根破碎率 $\leq 18\%$ ，损失率 $\leq 7\%$ ）；残膜回收与茎秆粉碎联合作业机；牧草收获机械（自走式牧草收割机、悬挂式割草压扁机、指盘式牧草搂草机、牧草捡拾压捆机等）；自走式薯类收获机械；杂交构树联合收获机械

44、节水灌溉设备：各种大中型喷灌机、各种类型微滴灌设备等；抗洪排涝设备（排水量 1500 立方米/小时以上，扬程 5~20 米，功率 1500 千瓦以上，效率 60%以上，可移动）

45、沼气发生设备：沼气发酵及储气一体化（储气容积 300~2000 立方米系列产品）、沼液抽渣设备（抽吸量 1 立方米/分钟以上）等

46、大型施工机械：30 吨以上液压挖掘机、6 米及以上全断面掘进机、320 马力及以上履带推土机、6 吨及以上装载机、600 吨及以上架桥设备（含架桥机、运梁车、提梁机）、400 吨及以上履带起重机、100 吨及以上全地面起重机、25 吨及以上集装箱正面吊、1000 吨/米及以上塔式起重机、钻孔 100 毫米以上凿岩台车、1 米宽及以上铰刨机、75 吨及以上矿用卡、220 马力及以上平地机、18 吨及以上振动液压式压路机、9 米及以上摊铺机、1 米及以上铰刨机、20 吨及以上集装箱叉车、8 吨及以上内燃叉车、3 吨及以上电瓶叉车、40 米及以上砼泵车、8 立方米及以上砼搅拌车、90 立方米/时及以上砼搅拌站、400 千瓦及以上砼冷再生设备、2000 毫米及以上旋挖钻机、400 毫米及以上地下连续墙开挖设备；关键零部件：动力换挡变速箱、湿式驱动桥、回转支承、液力变矩器、为电动叉车配套的电机、电控、压力 25 兆帕以上液压马达、泵、控制阀

47、智能物流与仓储装备、信息系统，智能物料搬运装备，智能港口装卸设备，农产品智能物流装备等

48. Combustion engines with high reliability, low emissions and low power used for non-road mobile machinery: life indicators: 8,000 to 12,000 hours for heavy type, 5,000 to 7,000 hours for medium type, and 3,000 to 4,000 hours for light type, emission indicators: meeting the requirements of emission indicators in Euro IIIB, Euro IV, Euro V, China III, and China IV; and the fuel system, pressurization system, and exhaust aftertreatment system (all including electronic control system) affecting the power, economic, and environmental protection performances of combustion engines used for non-road mobile machinery

49. Refrigeration and air-conditioning equipment and key components: heat pumps, composite heat source (air source and solar) heat pump water heaters, refrigeration and air-conditioning compressors with energy efficiency of level 2 or above, micro-channel and falling film heat transfer technologies and equipment, electronic expansion valves, and two-phase flow ejectors and their key components; and refrigeration and air-conditioning compressors using environment-friendly refrigerants (ODP is 0 and GWP value is lower)

50. Complete drilling machines such as deep drilling rigs with a depth of 12,000 m or more, polar drilling rigs, high displacement deep-well and desert drilling rigs, drilling rigs used in swamp areas difficult to enter, offshore rigs, truck-mounted drilling rigs, and drilling rigs used for special drilling techniques

51. Centralized processing equipment for hazardous waste (including medical waste)

52. Large efficient two-plate injection molding machines (with a mold clamping force of 1,000 tons or more), all-electric plastic injection molding machines (with an injection volume of less than 1,000 g), energy-saving plastics and rubber injection molding machines (with energy consumption of less than 0.4 kwh/kg), high-speed energy-saving plastic extrusion units (production capacity: 30 to 3,000 kg/hour, and energy consumption: less than 0.35 kwh/kg), microcellular foam plastic injection molding machines (mold clamping force: 60 to 1,000 tons, injection volume: 30 to 5,000 g, and energy consumption of less than 0.4 kwh/kg), large twin-screw extrusion granulation units (production capacity: 300,000 to 600,000 tons/year), large para-aramid reactive extrusion units (production capacity of 14,000 tons/year or above), carbon fiber pre-impregnated units (a production capacity of 600,000 m/year or above; and a width of 1.2 m or more), and injection molding compounding equipment for fiber reinforced composites (clamping force of 200 to 6,800 tons, and shot weight of 600 to 85,000 grams)

53. Nanofiltration membrane and reverse osmosis membrane pure water equipment

54. Safe drinking water equipment: combined-type integrated water purifiers (with a processing capacity of 100 to 2,500 tons/hour)

55. Air pollution control equipment: desulfurization, denitrification, dust collection, and other ultra-low emission complete technical equipment such as coal-fired generating units; pre-charging bag dust collection technical equipment for fine particles in flue gas from steel furnaces and kilns; SDA desulfurization plus SCR denitration technical equipment for coke oven flue gas; alumina defluorination and dust collection technical equipment for electrolytic

48、非道路移动机械用高可靠性、低排放、低能耗的内燃机：寿命指标（重型 8000~12000 小时，中型 5000~7000 小时，轻型 3000~4000 小时）、排放指标（符合欧 IIIB、欧 IV、欧 V、国三、国四排放指标要求）；影响非道路移动机械用内燃机动力性、经济性、环保性的燃油系统、增压系统、排气后处理系统（均包括电子控制系统）

49、制冷空调设备及关键零部件：热泵、复合热源（空气源与太阳能）热泵热水机、二级能效及以上制冷空调压缩机、微通道和降膜换热技术与设备、电子膨胀阀和两相流喷射器及其关键零部件；使用环保制冷剂（ODP 为 0、GWP 值较低）的制冷空调压缩机

50、12000 米及以上深井钻机、极地钻机、高位移性深井沙漠钻机、沼泽难进入区域用钻机、海洋钻机、车装钻机、特种钻井工艺用钻机等钻机成套设备

51、危险废物（含医疗废物）集中处理设备

52、大型高效二板注塑机（合模力 1000 吨以上）、全电动塑料注射成型机（注射量 1000 克以下）、节能型塑料橡胶注射成型机（能耗 0.4 千瓦/千克以下）、高速节能塑料挤出机组（生产能力 30~3000 公斤/小时，能耗 0.35 千瓦/千克以下）、微孔发泡塑料注射成型机（合模力 60~1000 吨，注射量 30~5000 克，能耗 0.4 千瓦/千克以下）、大型双螺杆挤出造粒机组（生产能力 30~60 万吨/年）、大型对位芳纶反应挤出机组（生产能力 1.4 万吨/年以上）、碳纤维预浸胶机组（生产能力 60 万米/年以上；幅宽 1.2 米以上）、纤维增强复合材料在线混炼注塑成型设备（合模力 200~6800 吨，注射量 600~85000 克）

53、纳滤膜和反渗透膜纯水装备

54、安全饮水设备：组合式一体化净水器（处理量 100~2500 吨/小时）

55、大气污染治理装备：燃煤发电机组脱硫、脱硝、除尘等超低排放成套技术装备；钢铁炉窑烟气细颗粒物预荷电袋式除尘技术装备；焦炉烟气 SDA 脱硫+SCR 脱硝技术装备；电解铝烟气氧化铝铝脱氟除尘技术装备；钢铁烧结烟气干法脱硫除尘成套装备、袋式除尘器、布袋复合

aluminum flue gas; dry desulfurization and dust collection equipment for steel sintering flue gas; bag dust collectors; electric-bag composite dust collection technical equipment (particulate matter emission concentration<10 mg/m³); catalytic cracking regeneration flue gas dust collection and desulfurization technical equipment; VOCs adsorption and recovery devices; VOCs incineration devices; fugitive emission control technical equipment for furnaces, kilns, and stockyards; and cooking fume purification equipment for the catering industry

56. Sewage prevention and control technical equipment: urban sewage treatment outfits (phosphorus and nitrogen removal); sludge hydrolysis and anaerobic digestion technical equipment; sludge drying and incineration technical equipment (slag removal quantity of 90% or above); immersed membrane bioreactors (COD removal efficiency of 90 % or more); ceramic vacuum filters (vacuum degree: 0.09 to 0.098 MPa, and porosity: 0.2 microns to 20 microns); technical equipment for the treatment of high concentration organic wastewater by ultrasonic coupling and biofilm processes; and oily sewage and chemical tank cleaning water treatment technical equipment

57. Solid waste prevention and control technical equipment: domestic garbage clean incineration technical equipment (with the amount of combustion-supporting coal of less than 20%); technical equipment for concentrated decontamination of kitchen waste (with a utilization rate of 95%); technical equipment for landfill leachate and odor treatment (with a handling capacity of 50 tons/day or above); technical equipment for domestic garbage automated sorting (with a sorting rate of 80% or more); construction waste treatment and recycling technical equipment (with a handling capacity of 100 tons/hour or more); technical equipment for industrial hazardous waste disposal and treatment (with a treatment rate of 90% or more); technologies and outfits for oilfield drilling waste disposal and treatment (with a volume reduction of 50% or more and a treatment rate of 70% or more); and technical equipment for medical waste clean incineration and thermophilic digestion decontamination (with a handling capacity of 150 kg/hour or more and combustion efficiency of 70% or more) and microwave and chemical disinfection treatment technical equipment for medical wastes; and centralized treatment technical equipment for livestock and poultry manure (a processing capacity of more than 20 tons/day)

58. Soil remediation technical equipment: integrated crushing and screening machine, odor suppression equipment, direct thermal desorption equipment, indirect thermal desorption equipment, soil leaching equipment, soil improvement machine, and direct push drilling and sampling equipment

59. Underground scalers, raise boring rigs, multi-functional crushing and block-clearing machines, dual-system brake and hydrostatic four-wheel drive underground multi-functional service vehicles, mining portable gas detectors, technology for underground curtain grouting near ore body, underground mining electric locomotive remote control technology, paste and high-concentration tailings backfill technology and equipment, and boxhole boring machines

除尘技术装备（颗粒物排放浓度<10 毫克/立方米）；催化裂化再生烟气除尘脱硫技术装备；VOCs 吸附回收装置；VOCs 焚烧装置；炉窑、料场的无组织排放控制技术装备；饮食业油烟净化设备

56、污水防治技术设备：城镇污水处理成套装备（除磷脱氮）；污泥水解厌氧消化技术装备；污泥干燥焚烧技术装备（减渣量 90%以上）；浸没式膜生物反应器（COD 去除率 90%以上）；陶瓷真空过滤机（真空度：0.09~0.098 兆帕，孔隙：0.2 微米~20 微米）；超生耦合法和生物膜法处理高浓度有机废水技术装备；油污水、化学品洗舱水处置技术装备

57、固体废物防治技术设备：生活垃圾清洁焚烧技术装备（助燃煤量 20%以下）；厨余垃圾集中无害化处理技术装备（利用率 95%以上）；垃圾填埋渗滤液和臭气处理技术装备（处理量 50 吨/天以上）；生活垃圾自动化分选技术装备（分选率 80%以上）；建筑垃圾处理和再利用工艺技术装备（处理量 100 吨/小时以上）；工业危险废物处置处理技术装备（处理率 90%以上）；油田钻井废弃物处理处置技术与成套装备（减容 50%以上，处理率 70%以上）；医疗废物清洁焚烧、高温蒸煮无害化处理技术装备（处理量 150 千克/小时以上，燃烧效率 70%以上）以及医疗废物微波、化学消毒处理技术装备；畜禽粪污集中处理技术装备（处理量 20 吨/天以上）

58、土壤修复技术装备：破碎筛分一体机、气味抑制设备、直接热解吸设备、间接热解吸设备、土壤淋洗设备、土壤改良机、直推式钻探与采样设备

59、撬毛台车、天井钻机钻、多功能破碎清塞机、双系统制动静液压四驱地下矿用多功能服务车、矿用便携式气体检测仪、井下近矿体帷幕注浆技术、井下电机车远程操控技术、膏体及高浓度尾矿充填技术与装备、切割井钻机

60. Technology development and equipment manufacturing for (ground-source, water-source, air-source, and other) heat pumps

61. Development of technology for and production of power electronic transformers for core equipment for intelligent distribution networks

62. Noise and vibration pollution control equipment: acoustic barriers, mufflers, and spring vibration dampers

63. Equipment and special materials for additive manufacturing

XV. Urban Rail Transit Equipment

1. Application of urban rail transit damping and noise reduction technologies

2. Automatic fare collection systems (AFC) and systems of vehicle doors, platform screen doors, and vehicle couplers, windshield systems, and fire alarm and automatic fire extinguishing systems

3. Wireless communication-based signaling systems [including automatic train supervision system (ATS), automatic train protection (ATP) devices, and automatic train operation (ATO) devices]

4. Railway vehicle alternating current traction drive systems, brake systems, and core components (including IGCT, IGBT, and SiC components), network control systems, permanent-magnet traction motors, DC high-speed switches, gas-insulated switchgear (GIS), and new intelligent switchgear

5. Lightweight application of vehicle body, bogie, gearbox, and interior decoration materials

6. Urban rail train regenerative braking absorption devices, energy feedback, energy storage systems

7. Testing instruments and monitoring systems for rail transit

8. Fully automatic operation (FAO), train autonomous circumambulate system (TACS) based on train-to-train communication, and intelligent operation and maintenance systems

9. Traction power supply systems for urban rail transit (urban rail transit lines based on the 25kV AC traction power supply system)

10. Magnetic levitation trains and rubber wheel rail transit technical equipment

XVI. Automobiles

1. Key components of automobiles: gasoline engine turbochargers, eddy current retarders, hydraulic retarder, servo headlamp systems, LED headlamps, digital instrumentation, solenoid

60、热泵（地源、水源、空气源等）技术开发与装备制造

61、智能配电网核心设备电力电子变压器技术开发与生产

62、噪声与振动污染控制设备：声屏障、消声器、阻尼弹簧隔振器

63、增材制造装备和专用材料

十五、城市轨道交通装备

1、城市轨道交通减震、降噪技术应用

2、自动售检票系统（AFC），车门、站台屏蔽门、车钩系统、风挡系统，火灾报警和自动灭火系统

3、以无线通信为基础的信号系统[含自动列车监控系统（ATS）、列车自动保护装置（ATP）、自动列车运行装置（ATO）]

4、轨道车辆交流牵引传动系统、制动系统及核心元器件（含 IGCT、IGBT、SiC 元器件），网络控制系统，永磁牵引电机，直流高速开关、真空断路器（GIS）、新型智能开关器件

5、车体、转向架、齿轮箱及车内装饰材料轻量化应用

6、城轨列车再生制动吸收装置、能量回馈、能量储存系统

7、轨道交通用检测试验仪器和监控系统

8、全自动运行系统（FAO），基于车车通信的列车自主运行系统（TACS），智能运维系统

9、城市轨道交通牵引供电系统（基于 25kV 交流牵引供电制式的城轨线路）

10、磁悬浮列车，胶轮轨道交通技术装备

十六、汽车

1、汽车关键零部件：汽油机增压器、电涡流缓速器、液力缓速器、随动前照灯系统、LED 前照灯、数字化仪表、

valves used for electrical control system actuators, axles exclusively used for large low-floor buses, air suspension, energy-absorbing steering systems, inverter air conditioners for large and medium-sized passenger cars, high-strength steel wheels, disc brakes for commercial vehicles, emergency protection devices for tire punctures in commercial vehicles, column type electric power steering (C-EPS), rack assist type electric power steering (R-EPS), start-stop systems, high-efficiency and high-reliability electromechanical coupling systems; dual-clutch transmissions (DCT), automatic mechanical transmissions (AMT), automatic transmissions with seven speeds or more (AT with seven speeds or more), and continuously variable transmissions (CVT); efficient diesel particulate filters; electronically controlled high-pressure common rail injection systems and its fuel injectors; high-efficiency booster systems (maximum comprehensive efficiency $\geq 55\%$); exhaust gas recirculation systems; and electric braking, electric steering, and their key components

2. Application of lightweight materials: high-strength steels (in line with the GB/T 20564 Continuously Cold Rolled High Strength Steel Sheet and Strip for Automobile or the GB/T 34566 Hot Stamping Steel Sheet and Strip for Automobile), aluminum alloy, magnesium alloys, composite plastics, powder metallurgy, and high-strength composite fibers, among others; application of advanced forming technologies: 3D printing forming, expanded application of laser tailor-welded blanks, hydroforming, ultra-high strength steel hot forming (strength $\geq 980\text{MPa}$, and the product of tensile strength and elongation of 20 to 50GPa%), and flexible roll forming, among others; and application of environment-friendly materials: water-based paints and lead-free solders, among others

3. Key parts and components of new energy vehicles: high-security energy-type power battery cells (energy density $\geq 300\text{Wh/kg}$, and cycle life ≥ 1800 times); battery anode materials (specific capacity $\geq 180\text{mAh/g}$ and a cycle life of 2,000 times without lowering than 80% of the initial discharge capacity), battery cathode materials (specific capacity $\geq 500\text{mAh/g}$ and a cycle life of 2,000 times without lowering than 80% of the initial discharge capacity), battery separators (thickness $\leq 12\mu\text{m}$, porosity of 35% -60%, tensile strength MD $\geq 800\text{kgf/cm}^2$, and TD $\geq 800\text{kgf/cm}^2$); battery management systems, motor controllers, and electronic control integration of electric vehicles; driving motor systems of electric vehicles (high-efficiency area: 85% and efficiency in working area $\geq 80\%$), vehicle DC/DC (input voltage of 100V to 400V), high-power electronic devices (IGBT, voltage class $\geq 750\text{V}$, and current $\geq 300\text{A}$); and plug-in hybrid electromechanical coupling drive systems; fuel cell engines (power-to-mass ratio $\geq 350\text{W/kg}$), fuel cell stacks (power density $\geq 3\text{kW/L}$), membrane electrodes (platinum usage $\leq 0.3\text{g/kW}$), proton exchange membranes (proton conductivity $\geq 0.08\text{S/cm}$), bipolar plates (thickness of metal bipolar plates $\leq 1.2\text{mm}$ and thickness of other bipolar plates $\leq 1.6\text{mm}$), low-platinum catalysts, carbon paper (resistivity $\leq 3\text{M}\Omega \cdot \text{cm}$), air compressors, hydrogen circulation pumps, hydrogen ejectors, humidifiers, fuel cell control systems, boost DC/DC, 70 MPa hydrogen tanks, and on-board hydrogen concentration sensors; heat pump air conditioners for electric vehicles; chips 32-bit or above specially for motor drive control (with not less than two hardware cores, a main frequency of not less than 180 MHz, and hardware encryption, and other functions, whose design meets ASIL C or higher functional safety requirements); integrated electric drive systems (power density ≥ 2.5

电控系统执行机构用电磁阀、低地板大型客车专用车桥、空气悬架、吸能式转向系统、大中型客车变频空调、高强度钢车轮、商用车盘式制动器、商用车轮胎爆胎应急防护装置、转向轴式电动助力转向系统 (C-EPS)、转向齿条式电动助力转向系统 (R-EPS)、怠速启停系统、高效高可靠性机电耦合系统; 双离合变速器 (DCT)、电控机械变速器 (AMT)、7 挡及以上自动变速器 (7 挡及以上 AT)、无级自动变速器 (CVT); 高效柴油发动机颗粒捕捉器; 电控高压共轨喷射系统及其喷油器; 高效增压系统 (最高综合效率 $\geq 55\%$); 废气再循环系统; 电制动、电动转向及其关键零部件

2、轻量化材料应用: 高强度钢 (符合 GB/T 20564《汽车用高强度冷连轧钢板及钢带》标准或 GB/T 34566《汽车用热冲压钢板及钢带》标准)、铝合金、镁合金、复合材料、粉末冶金、高强度复合纤维等; 先进成形技术应用: 3D 打印成型、激光拼焊板的扩大应用、内高压成形、超高强度钢板 (强度 $\geq 980\text{MPa}$ 、强型积 20~50GPa%) 热成形、柔性滚压成形等; 环保材料应用: 水性涂料、无铅焊料等

3、新能源汽车关键零部件: 高安全性能量型动力电池单体 (能量密度 $\geq 300\text{Wh/kg}$, 循环寿命 ≥ 1800 次); 电池正极材料 (比容量 $\geq 180\text{mAh/g}$, 循环寿命 2000 次不低于初始放电容量的 80%), 电池负极材料 (比容量 $\geq 500\text{mAh/g}$, 循环寿命 2000 次不低于初始放电容量的 80%), 电池隔膜 (厚度 $\leq 12\mu\text{m}$, 孔隙率 35%~60%, 拉伸强度 MD $\geq 800\text{kgf/cm}^2$, TD $\geq 800\text{kgf/cm}^2$); 电池管理系统, 电机控制器, 电动汽车电控集成; 电动汽车驱动电机系统 (高效区: 85% 工作区效率 $\geq 80\%$), 车用 DC/DC (输入电压 100V~400V), 大功率电子器件 (IGBT, 电压等级 $\geq 750\text{V}$, 电流 $\geq 300\text{A}$); 插电式混合动力机电耦合驱动系统; 燃料电池发动机 (质量比功率 $\geq 350\text{W/kg}$)、燃料电池电堆 (体积比功率 $\geq 3\text{kW/L}$)、膜电极 (铂用量 $\leq 0.3\text{g/kW}$)、质子交换膜 (质子电导率 $\geq 0.08\text{S/cm}$)、双极板 (金属双极板厚度 $\leq 1.2\text{mm}$, 其他双极板厚度 $\leq 1.6\text{mm}$)、低铂催化剂、碳纸 (电阻率 $\leq 3\text{M}\Omega \cdot \text{cm}$)、空气压缩机、氢气循环泵、氢气引射器、增湿器、燃料电池控制系统、升压 DC/DC、70MPa 气瓶、车载氢气浓度传感器; 电动汽车用热泵空调; 电机驱动控制专用 32 位及以上芯片 (不少于 2 个硬件内核, 主频不低于 180MHz, 具备硬件加密等功能, 芯片设计符合功能安全 ASIL C 以

kW/kg); and high-speed reducers (maximum input speed $\geq 12,000$ rpm and noise < 75 dB)

4. On-board chargers (efficiency under full-load output conditions $\geq 95\%$), bidirectional on-board chargers, and non-on-board charging equipment (output voltage of 250V to 950V and efficiency within voltage range $\geq 88\%$); and high-power density, high-conversion efficiency, and high-applicability wireless charging and mobile charging technology and equipment as well as fast charging and battery swap facilities

5. Automotive electronic control systems: the engine control unit (ECU), transmission control unit (TCU), anti-lock braking system (ABS), acceleration slip regulation (ASR), electronic stability control (ESC), network bus control, on-board diagnostics (OBD), electronically-controlled intelligent suspensions, electronic parking system, electronic throttle, lane keeping assist systems (LKA), automatic emergency braking systems (AEBS), electric braking systems (EBS), and axle load automatic measurement systems for trucks, among others.

6. Capacity building for the research and development of intelligent vehicles, new energy vehicles and key components, and high-efficiency internal combustion engines

7. Key components and technologies for intelligent vehicles: sensors, on-board chips, central processors, on-board operating systems and information control systems, equipment for the vehicle network communication system, visual recognition systems, high-precision positioning devices, drive-by-wire chassis systems, and smart automotive safety glass; new intelligent terminal modules, multi-core heterogeneous intelligent computing platform technology, all-weather complex traffic scenario high-precision positioning and mapping technology, sensor fusion technology, key technology for wireless vehicle-to-everything communication, and basic cloud control platform technology; new security isolation architecture technology, software and hardware-coordinated attack recognition technology, terminal chip security encryption and application software security protection technology, wireless communication security encryption technology, secure communication, authentication and authorization technology, and data encryption technology; and research and development of the architecture of the test and assessment system, virtual reality, real vehicle road testing, and other technology and verification tools, vehicle-level and system-level testing and assessment methods, and establishment of basic databases for testing

XVII. Vessels

1. Optimization and upgrading of bulk carriers, oil tankers, and container ships to meet the requirements of environmental protection and safety; and development and construction of ships of types meeting the new international shipbuilding specifications and standards

2. Liquefied natural gas carriers with a capacity of 100,000 cubic meters or more, liquefied petroleum gas vessels with a capacity of 15,000 cubic meters or more, container ships with 10 000 containers or more, car carriers with 5 000 parking spaces or more, luxury re-re

上要求); 一体化电驱动总成 (功率密度 ≥ 2.5 kW/kg); 高速减速器 (最高输入转速 ≥ 12000 rpm, 噪声 < 75 dB)

4. 车载充电机 (满载输出工况下效率 $\geq 95\%$)、双向车载充电机、非车载充电设备 (输出电压 250V~950V, 电压范围内效率 $\geq 88\%$); 高功率密度、高转换效率、高适用性无线充电、移动充电技术及装备, 快速充电及换电设施

5. 汽车电子控制系统: 发动机控制系统 (ECU)、变速箱控制系统 (TCU)、制动防抱死系统 (ABS)、牵引力控制 (ASR)、电子稳定控制 (ESC)、网络总线控制、车载故障诊断仪 (OBD)、电控智能悬架、电子驻车系统、电子油门、车道保持辅助系统 (LKA)、自动紧急制动系统 (AEBS)、电控制动系统 (EBS)、载货汽车用轴荷自动测量系统等

6. 智能汽车、新能源汽车及关键零部件、高效车用内燃机研发能力建设

7. 智能汽车关键零部件及技术: 传感器、车载芯片、中央处理器、车载操作系统和信息控制系统、车网通信系统设备、视觉识别系统、高精度定位装置、线控底盘系统、智能车用安全玻璃; 新型智能终端模块、多核异构智能计算平台技术、全天候复杂交通场景高精度定位和地图技术、传感器融合感知技术、车用无线通信关键技术、基础云控平台技术; 新型安全隔离架构技术、软硬件协同攻击识别技术、终端芯片安全加密和应用软件安全防护技术、无线通信安全加密技术、安全通讯及认证授权技术、数据加密技术; 测试评价体系架构研发, 虚拟仿真、实车道路测试等技术和验证工具, 整车级和系统级测试评价方法, 测试基础数据库建设

十七、船舶

1. 散货船、油船、集装箱船适应绿色、环保、安全要求的优化升级, 以及满足国际造船新规范、新标准的船型开发建造

2. 10 万立方米以上液化天然气运输船、1.5 万立方米以上液化石油气船、万箱以上集装箱船、5000 车位以上汽车运输船、豪华豪华游船、IMO II 型以上化学品船、大

passenger ships, chemical tankers of IMO Tier II or above, medium and large luxury cruise ships, ro-ro cargo ships with more than 2,000 parking spaces, ro-ro cargo ships with more than 3,000 meters of lanes, LNG bunkering ships, livestock carriers, methanol (ethane) carriers, oil-electric hybrid ships, battery-powered ships and multi-purpose ships, polar cruise ships, polar transport ships, polar multi-purpose ships, polar seismic research vessels, and other high-tech and high value-added ships

3. Large distant fishing and processing vessels, trailing suction hopper dredgers with a capacity of 10,000 cubic meters or more, train ferries, scientific research ships, icebreakers, oceanographic research ships, marine supervision vessels, deck cargo ships, and other special ships as well as their dedicated equipment

4. Small waterplane area twin-hull ships, hydrofoils, ground effect ships, hovercrafts, wave-piercing ships, and other high-performance vessels

5. Self-elevating drilling platforms for a water depth of 120 meters or more, deep drilling ships for a water depth of 1,500 meters or more, semi-submersible drilling platforms for a water depth of 1,500 meters or more, and other mainstream mobile marine drilling platforms (vessels); floating production storage and offloading (FPSO) of 150,000 tons or above, 1,500-meter semi-submersible production platforms, spar platforms (SPAR), tension leg platforms (TLP), LNG-FPSO, marginal field floating production storage units, and other floating production systems; deep-water anchor handling towing supply vessels with horsepower of 10,000, 1,500-meter large lifting pipe-laying vessels, 1,500-meter surveying vessels, high-performance seismic vessels, semi-submersible transport ships of 50,000 tons or above, offshore wind turbine installation vessels, floating storage and regasification units (FSRU), deep-water dynamic positioning crude oil transportation devices, ultra-deep-water marine engineering workboats, large deep-sea breeding equipment, heavy project vessels with a lifting capacity of more than 10,000 tons, natural gas hydrate drilling and mining ship equipment, deep-sea metal minerals exploration and development equipment, island and reef heavy-load construction platforms, offshore oilfield facility dismantling devices and other marine engineering workboats and auxiliary vessels

6. Dynamic positioning systems, FPSO single-point mooring systems, large-scale offshore platform power plants integrated systems, active power and transmission systems, drilling platform lifting systems, underwater oil and gas production systems, and other general and special marine engineering support equipment

7. Development and manufacturing of yachts and supporting industries

8. Intelligent environment-friendly low- and medium-speed marine diesel engines and their key parts and components, large deck machinery, marine boilers, oil-water separators, desalination plants, ballast water treatment systems, shore power technologies and equipment used for vessels, liquefied natural gas marine dual fuel engines, pod propulsions, cycloidal rudder propellers, large efficient pump-jets, high-power medium- and high-voltage generators, marine communication, navigation and automation systems, integrated electric propulsion

中型豪华邮轮、2000 车位以上汽车滚装船、3000 米车道以上的货物滚装船、LNG 加注船、牲畜运输船、甲醇（乙醇）运输船、油电混合动力船、电池驱动船及多用途船、极地邮轮、极地运输船舶、极地多用途船、极地物探船等高新技术、高附加值船舶

3、大型远洋捕捞加工渔船、1 万立方米以上耙吸式挖泥船、火车渡轮、科学考察船、破冰船、海洋调查船、甲板运输船、海洋监管船等特种船舶及其专用设备

4、小水线面双体船、水翼船、地效应船、气垫船、穿浪船等高性能船舶

5、120 米及以上水深自升式钻井平台、1500 米及以上深钻井船、1500 米及以上水深半潜式钻井平台等主流海洋移动钻井平台（船舶）；15 万吨及以上浮式生产储卸装置（FPSO）、1500 米水深半潜式生产平台、立柱式生产平台（SPAR）、张力腿平台（TLP）、LNG-FPSO、边际油田型浮式生产储油装置等浮式生产系统；万马力水级深水三用工作船、1500 米水深大型起重铺管船、1500 米水深工程勘察船、高性能物探船、5 万吨及以上半潜运输船、海上风车安装船、浮式储存及再气化装置（FSRU）、深水动力定位原油输送装置、超深水海工作业船、深远海大型养殖装备、起重能力 10000 吨以上的重吊船、天然气水合物钻采船装备、海底金属矿产资源勘探开发装备、岛礁重载建设平台、海上油田设施拆解装置等海洋工程作业船和辅助船

6、动力定位系统、FPSO 单点系泊系统、大型海洋平台电站集成系统、主动力及传动系统、钻井平台升降系统、水下油气生产系统等通用和专用海洋工程配套设备

7、游艇开发制造及配套产业

8、智能环保型船用中低速柴油机及其关键零部件、大型甲板机械、船用锅炉、油水分离器、海水淡化装置、压载水处理系统、船舶使用岸电技术及设备、液化天然气船用双燃料发动机、吊舱推进器、直翼舵桨推进装置、大型高效喷水推进装置、大功率中高压发电机、船舶通讯导航及自动化系统、综合电力推进系统及关键设备。

systems and key equipment, ship exhaust gas treatment devices, waste heat recovery systems, bimetallic valves, large shipboard incinerators, domestic sewage treatment systems, cargo oil systems, and other key supporting marine equipment

9. Seabed mining robots, seabed trenchers and other seabed mineral resource development equipment and deep-sea mining systems, deep sea riser-related supporting systems and equipment, underwater vehicles, robots, and detection and observation equipment

10. Application of precision management control, digital shipbuilding, unit assembly, advanced outfitting and modularization, advanced coating, and efficient welding technologies, ultra-high pressure water descaling devices, laser welding robots, intelligent segmented assembly lines, ship sub-assembly welding production lines, ship unit-assembly welding stations, intelligent ship block coating robots, ship piping processing production lines, and small hull parts free edge grinding production lines

11. Repair and modification of high-tech and high value-added vessels and marine engineering equipment as well as the application of green and environment-friendly ship repair technologies such as wall climbing robots and intelligent high-pressure cleaning robots

12. Development of intelligent ships and unmanned ships, development of related intelligent systems and equipment, and development of technical equipment for the monitoring of the safe operation of ships throughout their useful life

13. Development and manufacturing of safe, energy saving, and environmental-friendly inland river, river-sea combined transportation, and coastal ships

14. Manufacturing of "cracked connecting rods"

15. Pure electric and natural gas ships; alternative fuel, hybrid, pure electric, fuel cell, and other motor vehicle and ship technologies; and hybrid and plug-in hybrid special engines and optimizing powertrain system matching

XVIII. Aviation and Aerospace

1. Development and manufacturing of aircrafts for trunk lines, regional aircrafts, and utility aircrafts and their parts and components

2. Development and manufacturing of aircraft engines

3. Development and manufacturing of airborne equipment, mission equipment, air traffic control equipment, and ground support equipment systems

4. Development and manufacturing of helicopters, rotor systems, and drive systems

5. Development and production of new materials for aviation and aerospace use

船舶尾气处理装置、余热回收系统、双金属气阀、大型船用垃圾焚烧炉、生活污水处理系统、货油系统等关键船用配套设备

9、海底采矿机器人、海底挖沟机等海底矿产资源开发装备及深海采矿系统、深海立管相关配套系统和设备，水下潜器、机器人及探测观测设备

10、精度管理控制、数字化造船、单元组装、预舾装和模块化、先进涂装、高效焊接技术应用、超高压水除锈装置、激光焊接机器人、智能化分段流水线、船舶小组立焊接生产线、船舶中组立焊接工作站、船舶分段智能涂装机器人、船舶管子加工生产线、船舶船体小构件自由边打磨生产线

11、高技术高附加值船舶、海洋工程装备的修理与改装以及爬壁机器人、高压智能清洗机器人等绿色环保修船技术应用

12、智能船舶、无人船舶开发和相关智能系统及设备开发，船舶全寿命安全运行监管技术装备开发

13、安全节能环保内河、江海联运及沿海船舶开发制造

14、“胀断连杆”生产制造

15、纯电动和天然气船舶；替代燃料、混合动力、纯电动、燃料电池等机动车船技术；混合动力、插电式混合动力专用发动机，优化动力总成系统匹配

十八、航空航天

1、干线、支线、通用飞机及零部件开发制造

2、航空发动机开发制造

3、机载设备、任务设备、空管设备和地面保障设备系统开发制造

4、直升机总体、旋翼系统、传动系统开发制造

5、航空航天用新型材料开发生产

6. Manufacturing of gas turbines for aviation and aerospace use

6、航空航天用燃气轮机制造

7. Manufacturing of satellites and launch vehicles and their parts and components

7、卫星、运载火箭及零部件制造

8. Application of aviation and aerospace technologies and development and production of system software and hardware products and terminal products

8、航空、航天技术应用及系统软硬件产品、终端产品开发生产

9. Development and manufacturing of aircraft ground-based simulation training systems and test systems

9、航空器地面模拟训练系统、试验系统开发制造

10. Development and manufacturing of aircraft ground repair, maintenance, and testing equipment

10、航空器地面维修、维护、检测设备开发制造

11. Satellite ground and application system construction and equipment manufacturing

11、卫星地面和应用系统建设及设备制造

12. Development and application of emergency rescue equipment exclusively used for aircrafts

12、航空器专用应急救援装备开发与应用

13. Repair of aircrafts, equipment, and parts

13、航空器、设备及零件维修

14. Development and production of advanced satellite payloads

14、先进卫星载荷研制及生产

15. Development and manufacturing of unmanned aerial vehicles, materials, communications, and control systems, among others.

15、无人机总体、材料、通信、控制系统等开发制造

16. Design of civil aircrafts and helicopters

16、民用飞机、直升机的设计

17. Development and production of solar cells for aerospace

17、航空航天用太阳能电池开发生产

XIX. Light Industry

十九、轻工

1. Construction of forest-paper integration production lines each with an annual production capacity of 300,000 tons or more of chemical wood pulp, an annual production capacity of 100,000 tons or more of chemi-mechanical wood pulp, or an annual production capacity of 100,000 tons or more of chemical bamboo pulp, and corresponding paper and paperboard production lines (excluding newsprint and art paper); construction of paper pulp production lines adopting cleaner production techniques and using non-wood fiber as raw materials each with an annual production capacity of 100,000 tons or more; development and manufacturing of advanced pulping and papermaking equipment; and development and application of elemental chlorine free (ECF) totally chlorine free (TCF) chemical pulp bleaching techniques

1、单条化学木浆 30 万吨/年及以上、化学机械木浆 10 万吨/年及以上、化学竹浆 10 万吨/年及以上的林纸一体化生产线及相应配套的纸及纸板生产线（新闻纸、铜版纸除外）建设；采用清洁生产工艺、以非木纤维为原料、单条 10 万吨/年及以上的纸浆生产线建设；先进制浆、造纸设备开发与制造；无元素氯（ECF）和全无氯（TCF）化学纸浆漂白工艺开发及应用

2. Design and manufacturing of precision molds for metalloid products

2、非金属制品精密模具设计、制造

3. Development, production, and application of biodegradable plastics and a series of products thereof as well as development and production of agricultural plastic water-saving equipment and functional agricultural films with a long life (three years or more)

3、生物可降解塑料及其系列产品开发、生产与应用，农用塑料节水器材和长寿命（三年及以上）功能性农用薄膜的开发、生产

4. Production of new plastic building materials (highly airtight and energy-saving plastic

4、新型塑料建材（高气密性节能塑料窗、大口径排水排

windows, large-diameter drainage and sewage pipes, impact-resistant modified PVC pipes, polyethylene pipes used for ground-source heat pump systems, trenchless plastic pipes, composite plastic pipes, and plastic inspection wells); impermeable geomembrane; wood plastic composites and ultra-high molecular weight polyethylene pipes and sheets with molecular weight $\geq 2,000,000$

5. Dynamic plasticizing and plastic extensional rheology plasticizing technology application and equipment manufacturing; and plastics processing equipment adopting electromagnetic induction heating and servo drive systems

6. Production of special ceramics used in industry, medical science, electronics, aviation and aerospace and other fields and the development of relevant technologies and equipment; and development of ceramics cleaner production and comprehensive utilization technologies

7. Development and manufacturing of energy efficient sewing machinery (adopting embedded digital control, oil-free or micro-oil lubrication, and other advanced technologies) and their key parts and components

8. Research, development, and manufacturing of multiple station modular machine tools used in industries such as manufacturing of writing instruments and clocks and watches

9. Development and application of high-tech digital, and intelligent printing technologies and high-definition platemaking systems

10. Manufacturing of supplies specially for ethnic minorities

11. Vacuum aluminizing, spraying silicon oxide, and polyvinyl alcohol (PVA) coating-type films, functional polyester (PET) film, oriented polystyrene (OPS) film, paper-based multi-layer co-extruded or composite packaging materials, and other new packaging materials

12. Manufacturing of equipment of metal plate printing in two or more colors, matching UV curing equipment, laminating equipment, and high-speed food and beverage cans processing equipment, as well as their ancillary equipment

13. Lithium iron disulfide, lithium thionyl chloride, and other new lithium primary batteries; lithium-ion batteries, nickel hydrogen batteries, new-structure (bipolar, plumbic acid horizon, coiled, tubular, and other) sealed lead-acid batteries, lead-carbon batteries, super batteries, fuel cells, lithium/carbon fluoride batteries, and other new batteries and super capacitors

14. Ternary and multiple lithium iron phosphate and other anode materials for lithium ion batteries, mesocarbon microbeads (MCMB), silicon carbide and other anode materials, single-layer and three-layer composite lithium-ion battery separators, fluorinated ethylene carbonate (FEC), and other electrolytes and additives; and waste battery recycling and green circular production techniques and equipment manufacturing

污管道、抗冲击改性聚氯乙烯管、地源热泵系统用聚乙烯管、非开挖用塑料管材、复合塑料管材、塑料检查井); 防渗土工膜; 塑木复合材料和分子量 ≥ 200 万的超高分子量聚乙烯管材及板材生产

5、动态塑化和塑料拉伸流变塑化的技术应用及装备制造; 应用电磁感应加热和伺服驱动系统的塑料加工装备制造;

6、应用于工业、医学、电子、航空航天等领域的特种陶瓷生产及技术、装备开发; 陶瓷清洁生产及综合利用技术开发

7、高效节能缝制机械(采用嵌入式数字控制、无油或微油润滑等先进技术)及关键零部件开发制造

8、用于制笔、钟表等行业的多工位组合机床研发与制造

9、高新、数字、智能印刷技术及高清晰度制版系统开发与应用

10、少数民族特需用品制造

11、真空镀铝、喷镀氧化硅、聚乙烯醇(PVA)涂布型薄膜、功能性聚酯(PET)薄膜、定向聚苯乙烯(OPS)薄膜及纸塑基多层共挤或复合等新型包装材料

12、二色及二色以上金属板印刷、配套光固化(UV)、薄板覆膜和高速食品饮料罐加工及配套设备制造

13、锂二硫化铁、锂亚硫酰氯等新型锂原电池; 锂离子电池、氢镍电池、新型结构(双极性、铅布水平、卷绕式、管式等)密封铅蓄电池、铅碳电池、超级电池、燃料电池、锂/氟化碳电池等新型电池和超级电容器

14、锂离子电池用三元和多元、磷酸铁锂等正极材料、中间相炭微球和硅碳等负极材料、单层与三层复合锂离子电池隔膜、氟代碳酸乙烯酯(FEC)等电解质与添加剂; 废旧电池资源化和绿色循环生产工艺及其装备制造

15. Automated and intelligent production lines for lead storage batteries; automated and intelligent complete manufacturing equipment for lithium ion batteries; and automated and intelligent complete manufacturing equipment with a production capacity of 600 alkaline zinc-manganese batteries/min or more	15、铅蓄电池自动化、智能化生产线；锂离子电池自动化、智能化生产成套制造装备；碱性锌锰电池 600 只/分钟以上自动化、智能化生产成套制造装备
16. Tanning and fur processing cleaner production, development of new technologies of leather post-finishing, manufacturing of key equipment, and comprehensive utilization of chrome-containing leather solid waste; recycling of leather and fur processing liquid waste and comprehensive utilization of trivalent chromium sludge; development, production, and application of functional chemical products such as ashless expansion (assistant) agents, ammonia-free deliming (assistant) agents, salt-free pickling (assistant) agents, high-exhaustion chrome tanning (assistant) agents, natural vegetable tanning agents, and water-based finishing (assistant) agents used for top grade leather	16、制革及毛皮加工清洁生产、皮革后整饰新技术开发及关键设备制造、含铬皮革固体废弃物综合利用；皮革及毛皮加工废液的循环利用，三价铬污泥综合利用；无灰膨胀（助）剂、无氨脱灰（助）剂、无盐浸酸（助）剂、高吸收铬鞣（助）剂、天然植物鞣剂、水性涂饰（助）剂等高档皮革用功能性化工产品开发、生产与应用
17. Development of technologies of energy-efficient electric light sources (high and low-pressure discharge lamps and solid state lighting products), production of relevant products, and application of solid mercury production techniques; and recycling and reusing of waste and used lamps	17、高效节能电光源（高、低气压放电灯和固态照明产品）技术开发、产品生产及固汞生产工艺应用；废旧灯管回收再利用
18. Development and production of household appliances of National Class-1 or -2 Energy Efficiency	18、符合国家 1 级能效或 2 级能效家用电器开发与生产
19. Development and production of multiple-effect, energy-saving, water-saving, and environment-friendly surfactants, additives and concentrated synthetic detergents	19、多效、节能、节水、环保型表面活性剂、助剂和洗涤剂的开发与生产
20. Development and manufacturing of air conditioners using new refrigerants to replace hydrochlorofluorocarbon-22 (HCFC-22 or R22), production of household appliances using new blowing agents to replace hydrochlorofluorocarbon-141b (HCFC-141b), and production and application of rigid polyurethane foam using new blowing agents to replace hydrochlorofluorocarbon-141b (HCFC-141b)	20、采用新型制冷剂替代氢氯氟烃-22 (HCFC-22 或 R22) 的空调器开发、制造，采用新型发泡剂替代氢氯氟烃-141b (HCFC-141b) 的家用电器生产，采用新型发泡剂替代氢氯氟烃-141b (HCFC-141b) 的硬质聚氨酯泡沫的生产与应用
21. Design and application of energy-saving and environment-friendly glass furnaces (including all-electric melting, electric boosting, and oxygen-fuel combustion technologies, and low-nitrogen combustion technology with NO _x production concentration ≤1200 mg/m ³); and DCS energy-saving automatic control technology for glass furnaces	21、节能环保型玻璃窑炉（含全电熔、电助熔、全氧燃烧技术、NO _x 产生浓度 ≤1200mg/m ³ 的低氮燃烧技术）的设计、应用；玻璃熔窑 DCS 节能自动控制技术
22. Development of techniques and technologies and production of lightweight glass containers (lightweight degree ≤ 1.0) and development and production of key equipment	22、轻量化玻璃瓶罐（轻量化度 ≤1.0）工艺技术和关键装备的开发与生产
23. Production of water-based inks, UV-curable inks, vegetable oil inks, and other energy-saving and environment-friendly inks	23、水性油墨、紫外光固化油墨、植物油油墨等节能环保型油墨生产
24. Development of new technologies and production of natural food additives and natural flavors	24、天然食品添加剂、天然香料新技术开发与生产
25. Research, development, and manufacturing of advanced food production equipment, and	25、先进的食品生产设备研发与制造，食品质量与安全

research, development, and production of food quality and safety monitoring (testing) instruments and equipment

26. Development and production of tropical fruit juice, berry juice, cereal beverages, herbal drinks, tea concentrates, tea powder, vegetable protein drinks, and other high value-added botanical beverages and construction of raw material processing bases; and comprehensive development and utilization of pomace and tea leaves, among others

27. Development and production of nutritional and healthy rice, wheat flour (tailored food rice, germinated brown rice, rice with remained germ, tailored food flour, whole wheat flour, and nutrient fortified products, among others) and their products; industrialized production of traditional staple food; development and production of special equipment for grain processing; and development and application of key technologies for the comprehensive utilization of by-products of grain and oil processing (rice husks, rice bran, wheat bran, germs, and dregs, among others)

28. Rapeseed oil production lines: adopting puffing, vacuum evaporation, thermal self-balancing utilization, low-consumption steam vacuum systems and other technologies, with a daily rapeseed processing capacity in the main rapeseed producing areas being 400 tons or more and with solvent consumption of less than 1.5 kg per ton (in particular, the daily rapeseed processing capacity in middle and western China is 200 tons or more, with solvent consumption of less than 2 kg per ton); peanut oil production lines: with a daily peanut processing capacity in the main peanut producing areas being 200 tons or more and with solvent consumption of less than 2 kg per ton; cottonseed oil production lines: with a daily cottonseed processing capacity in the cottonseed producing areas being 300 tons or more and with solvent consumption of less than 2 kg per ton; rice bran oil production lines: adopting decentralized rapid expansion and centralized oil making and refining technologies; corn germ oil production lines; and processing and production lines of camellia seed, walnut, and other woody oil plants and flax, sesame, sunflower seed, peony seed and other small species of oil plants and other small varieties and the use of supercritical carbon dioxide extraction techniques to produce vegetable oil

29. Production of small species of amino acids (excluding lysine, glutamic acid, and threonine), production of 8,000 tons or more of yeast products and yeast derived products by using molasses as raw materials, and the development, production, and application of new enzyme preparations and complex enzyme preparations, sugar alcohols and biochemical technique-produced chemical polyol, and functional fermented products (functional sugars, functional red yeast, antioxidant and composite functional ingredients produced by the fermentation process, active peptides, and probiotics), among others. Enzyme production techniques and technology development and industrialized and standardized production

30. Comprehensive utilization and decontamination of bones, blood, feathers and offal of livestock and poultry and other by-products

31. Technology development for and production of electrostatic enamel powder and pre-ground

监测（检测）仪器、设备的研发与生产

26、热带果汁、浆果果汁、谷物饮料、本草饮料、茶浓缩液、茶粉、植物蛋白饮料等高附加值植物饮料的开发生产与加工原料基地建设；果渣、茶渣等的综合开发与利用

27、营养健康型大米、小麦粉（食品专用米、发芽糙米、留胚米、食品专用粉、全麦粉及营养强化产品等）及制品的开发生产；传统主食工业化生产；杂粮加工专用设备开发与生产；粮油加工副产物（稻壳、米糠、麸皮、胚芽、饼粕等）综合利用关键技术开发应用

28、菜籽油生产线：采用膨化、负压蒸发、热能自平衡利用、低消耗蒸汽真空系统等技术，油菜籽主产区日处理油菜籽 400 吨及以上、吨料溶剂消耗 1.5 公斤以下（其中西部地区日处理油菜籽 200 吨及以上、吨料溶剂消耗 2 公斤以下）；花生油生产线：花生主产区日处理花生 200 吨及以上，吨料溶剂消耗 2 公斤以下；棉籽油生产线：棉籽产区日处理棉籽 300 吨及以上，吨料溶剂消耗 2 公斤以下；米糠油生产线：采用分散快速膨化，集中制油、精炼技术；玉米胚芽油生产线；油茶籽、核桃等木本油料和胡麻、芝麻、葵花籽、牡丹籽等小品种油料加工生产线以及利用超临界二氧化碳萃取工艺技术生产植物油

29、采用发酵法工艺生产小品种氨基酸（赖氨酸、谷氨酸、苏氨酸除外），以糖蜜为原料年产 8000 吨及以上酵母制品及酵母衍生制品，新型酶制剂和复合型酶制剂、多元糖醇及生物法化工多元醇、功能性发酵制品（功能性糖类、功能性红曲、发酵法抗氧化和复合功能配料、活性肽、微生态制剂）等开发、生产、应用。酵素生产工艺技术开发及工业化、规范化生产

30、畜禽骨、血、羽毛及内脏等副产物综合利用与无害化处理

31、搪瓷静电粉、搪瓷预磨粉的技术研发和生产

enamel powder

32. Development and manufacturing of condensing gas water heaters, gas cookers using energy-gathered combustion technologies, and other energy-efficient and environment-friendly gas equipment

XX. Textile

1. Continuous copolymerization modification of differentiated and functional polyester (PET) [cationic dyeable polyester (CDP, ECDP), alkali-soluble polyester (COPET), high-shrinkage polyester (HSPET), flame-retardant polyester, and low-melting-point polyester, among others]; production of differentiated and functional fibers (anti-static, anti-UV, and colored fiber); efficient and flexible preparation technologies for flame-retardant, anti-static, anti-ultraviolet, anti-bacterial, phase-change, photochromic, stock solution coloring, and other differentiated and functional chemical fibers; production of intelligent, ultra-simulation, and other functional chemical fibers; and the original development of green, efficient and environment-friendly oil for high-speed spinning processing

2. Development, production, and application of polyethylene terephthalate (PTT), polyethylene naphthalene (PEN), polybutylene terephthalate (PBT), poly butylenes succinate (PBS), polyethylene terephthalate cyclohexane (PCT), bio-based polyamide, bio-based furan ring, and other new-type polyester and fibers

3. With green and environment-friendly techniques and equipment, production of new solvent-spun cellulose (Lyocell) fiber, bacterial cellulose fiber, regenerated cellulose fibers using bamboo, hemp, and other new-type renewable resources as raw materials, polylactic acid (PLA) fiber, alginate fiber, chitosan fiber, polyhydroxyalkanoates (PHA) fiber, and animal and plant protein fibers

4. Development, production, and application of high-performance fibers and products (carbon fiber (CF) (tensile strength $\geq 4,200$ MPa, elasticity modulus ≥ 240 GPa), aramid (AF), polysulfonamide (PSA), ultra-high-molecular-weight polyethylene fiber (UHMWPE) (with single thread output capacity of spinning production equipment ≥ 300 tons/year, breaking strength ≥ 40 cN/dtex, initial modulus $\geq 1,800$ cN/dtex), polyphenylene sulfide (PPS) fiber, polyimide (PI) fiber, polytetrafluoroethylene (PTFE) fiber, polybenzobisoxazole (PBO) fibers, polyarylate oxadiazole (POD) fibers, basalt fibers (BF), silicon carbide fibers (SiCF), polyether ether ketone fiber (PEEK), and high-strength glass fiber (HT-AR), among others)

5. Processing technology and products of natural fibers that meet the environmental protection requirements: special animal fiber, hemp fiber, mulberry cocoon silk, colored cotton, and colored mulberry cocoon silk

32、冷凝式燃气热水器、使用聚能燃烧技术的燃气灶具等高效节能环保型燃气具的开发与制造

二十、纺织

1、差别化、功能性聚酯(PET)的连续共聚改性[阳离子染料可染聚酯(CDP、ECDP)、碱溶性聚酯(COPET)、高收缩聚酯(HSPET)、阻燃聚酯、低熔点聚酯、非结晶聚酯、生物可降解聚酯、采用绿色催化剂生产的聚酯等];阻燃、抗静电、抗紫外、抗菌、相变储能、光致变色、原液着色等差别化、功能性化学纤维的高效柔性化制备技术;智能化、超仿真等功能性化学纤维生产;原创性开发高速纺丝加工用绿色高效环保油剂

2、聚对苯二甲酸丙二醇酯(PTT)、聚萘二甲酸乙二醇酯(PEN)、聚对苯二甲酸丁二醇酯(PBT)、聚丁二酸丁二醇(PBS)、聚对苯二甲酸环己烷二甲醇酯(PCT)、生物基聚酰胺、生物基呋喃环等新型聚酯和纤维的开发、生产与应用

3、采用绿色、环保工艺与装备生产新溶剂法纤维素纤维(Lyocell)、细菌纤维素纤维、以竹、麻等新型可再生资源为原料的再生纤维素纤维、聚乳酸纤维(PLA)、海藻纤维、壳聚糖纤维、聚羟基脂肪酸酯纤维(PHA)、动植物蛋白纤维

4、高性能纤维及制品的开发、生产、应用[碳纤维(CF)(拉伸强度 ≥ 4200 MPa,弹性模量 ≥ 230 GPa)、芳纶(AF)、芳纶纶(PSA)、超高分子量聚乙烯纤维(UHMWPE)(纺丝生产装置单线能力 ≥ 300 吨/年,断裂强度 ≥ 40 cN/dtex,初始模量 ≥ 1800 cN/dtex)、聚苯硫醚纤维(PPS)、聚酰亚胺纤维(PI)、聚四氟乙烯纤维(PTFE)、聚苯并双噁唑纤维(PBO)、聚芳噁二唑纤维(POD)、玄武岩纤维(BF)、碳化硅纤维(SiCF)、聚醚醚酮纤维(PEEK)、高强度玻璃纤维(HT-AR)、聚2,5-二羟基-1,4-苯撑吡啶并二咪唑(PIPD)纤维等]

5、符合环保要求的特种动物纤维、麻纤维、桑柞茧丝、彩色棉花、彩色桑茧丝类天然纤维的加工技术与产品

6. Establishing intelligent spinning factories and using intelligent and continuous spinning complete equipment (cleaner-carding machine link, roving frame-ring spinning machine link, ring spinning machine-winding machine link, numerically-controlled stand-alone machines as well as murata vortex spinning, high-speed rotor spinning, and other short-process advanced spinning equipment) to produce high-quality yarn; and production of high-count, high-density, jacquard weave, and other top grade weaved and knitted textiles by using high-speed numerically-controlled shuttleless looms, automatic drawing-in machines, fully-formed computerized flat knitting machines, high-speed computerized flat knitting machines, high-speed warp knitting machine, and other new numerically-controlled equipment

7. Production of high-grade textile fabrics by using digital and intelligent printing and dyeing technical equipment and dyeing and finishing cleaner production technology (enzyme treatment, efficient short-process pretreatment, knitted fabric continuous open-width pre-treatment, low-temperature pre-treatment and dyeing, low-salt or salt-free dyeing, low-urea printing, small bath ratio airflow or gas-liquid dyeing, digital inkjet printing, foam finishing, among others), functional finishing technology, new dyeing processing technology, and composite fabric processing technology; and development and application of intelligent package dyeing technical equipment

8. Production of functional industrial textiles by using non-weaving, machine-weaving, knitting, weaving and other new techniques and new technologies such as compounding various techniques and long-term finishing

9. Development and manufacturing of intelligent, high-efficiency, and low-energy consumption textile machinery and key special basic components, measurement, testing instruments and test equipment

10. Production of top-grade carpets, drawnwork, and embroidery products

11. Development and application of digital, networked, and intelligent clothing production technology and equipment

12. Popularization and application of technologies in the textile industry for biological degumming, sizing of agent without polyvinyl alcohol (PVA), less-water or no-water and energy-saving dyeing and processing, and efficient control of "three wastes" (waste water, waste gas and waste residues) and resource recycling

13. Research and development and application of waste textile recycling technology and equipment and production of polyester industrial yarn, differentiated and functional polyester filament, non-woven materials, and other high value-added products by using recycled polyester materials

XXI. Architecture

1. Research, development, and popularization of building shock insulation and absorption

6. 建立智能化纺纱工厂,采用智能化、连续化纺纱成套装备(清梳联、粗细联、细络联及数控单机及喷气涡流纺、高速转杯纺等短流程先进纺纱设备),生产高品质纱线;采用高速数控无梭织机、自动穿经机、全成形电脑横机、高速电脑横机、高速经编机等新型数控装备,生产高支、高密、提花等高档机织、针织纺织品

7. 采用数字化智能化印染技术装备、染整清洁生产(酶处理、高效短流程前处理、针织物连续平幅前处理、低温前处理及染色、低盐或无盐染色、低尿素印花、小浴比气流或气液染色、数码喷墨印花、泡沫整理等)、功能性整理技术、新型染色加工技术、复合面料加工技术,生产高档纺织面料;智能化筒子纱染色技术装备开发与应用

8. 采用非织造、机织、针织、编织等工艺及多种工艺复合、长效整理等新技术,生产功能性产业用纺织品

9. 智能化、高效率、低能耗纺织机械,关键专用基础件、计量、检测仪器及试验装备开发与制造

10. 高档地毯、抽纱、刺绣产品生产

11. 数字化、网络化、智能化服装生产技术和装备开发、应用

12. 纺织行业生物脱胶、无聚乙烯醇(PVA)浆料上浆、少水无水节能印染加工、“三废”高效治理与资源回收再利用技术的推广与应用

13. 废旧纺织品回收再利用技术、设备的研发和应用,利用聚酯回收材料生产涤纶工业丝、差别化和功能性涤纶长丝、非织造材料等高附加值产品

二十一、建筑

1. 建筑隔震减震结构体系及产品研发与推广

structural systems and products

2. Production and manufacture of intelligent construction products and equipment and research of integration technologies

3. Research, development, and popularization of central heating system metering and control technologies and products

4. Application of high-strength and high-performance structural materials and systems

5. Buildings integrating solar thermal utilization and photovoltaic power generation applications

6. Research, development, and popularization of advanced and applicable packaged technologies, products and housing parts of buildings

7. Research, development, and popularization of steel housing integration systems and technologies

8. Research and development and promotion of energy-saving buildings, green buildings, prefabricated building technologies and products

9. Popularization of factory-like full decoration technologies

10. Development and application of mobile emergency domestic water supply systems

11. Development and application of technologies related to building information modeling (BIM)

12. Research and development and engineering application of seismic strengthening technology for existing buildings

13. Research and development and promotion of a prefabricated green steel building technology system

XXII. Urban Infrastructure

1. City high-precision navigation, high-precision remote sensing image, 3D data production, and key technology development

2. Urban three-dimensional management information systems based on the fundamental geographic information resources

3. Construction of urban public transport

4. Construction of urban road and intelligent transportation systems

5. Technological development and equipment manufacture of urban traffic control systems

2、智能建筑产品与设备的生产制造与集成技术研究

3、集中供热系统计量与调控技术、产品的研发与推广

4、高强、高性能结构材料与体系的应用

5、太阳能热利用及光伏发电应用一体化建筑

6、先进适用的建筑成套技术、产品和住宅部品研发与推广

7、钢结构住宅集成体系及技术研发与推广

8、节能建筑、绿色建筑、装配式建筑技术、产品的研发与推广

9、工厂化全装修技术推广

10、移动式应急生活供水系统开发与应用

11、建筑信息模型（BIM）相关技术开发与应用

12、既有房屋建筑抗震加固技术研发与工程应用

13、装配式钢结构绿色建筑技术体系的研发及推广

二十二、城镇基础设施

1、城市高精度导航、高精度遥感影像和三维数据生产及关键技术开发

2、依托基础地理信息资源的城市立体管理信息系统

3、城市公共交通建设

4、城市道路及智能交通体系建设

5、城市交通管制系统技术开发及设备制造

6. Construction of rail transit new lines in cities and city territories (including light rail transit and trams)	6、城市及城市轨道交通新线建设（含轻轨、有轨电车）
7. Urban safe drinking water projects and water supply source and water treatment plant projects in cities and towns	7、城镇安全饮水工程、供水水源及净水厂工程
8. Construction of common ditches of urban underground tunnels and geographic information systems for underground piping	8、城镇地下管道共同沟建设，地下管网地理信息系统
9. Urban water supply and discharge pipe network projects, piping inspection, detection, repair and improvement projects, trenchless construction and repair technology, ground microphone and leak detection equipment for water supply piping, and related technology development and equipment production	9、城镇供排水管网工程、管网排查、检测及修复与改造工程、非开挖施工与修复技术，供水管网听漏检漏设备、相关技术开发和设备生产
10. Urban gas engineering	10、城市燃气工程
11. Central heating supply construction and reconstruction projects in cities and towns	11、城镇集中供热建设和改造工程
12. Urban rainwater collection and utilization projects	12、城市雨水收集利用工程
13. Landscaping and ecological community construction in cities and towns	13、城镇园林绿化及生态小区建设
14. Improvement of existing parking facilities; construction of intensive parking facilities such as parking buildings, underground parking lots, and mechanical three-dimensional parking garages; and building ancillary electric vehicle charging facilities at parking lots	14、既有停车设施改造；停车楼、地下停车场、机械式立体停车库等集约化的停车设施建设；停车场配建电动汽车充电设施
15. Application of urban construction management information technologies	15、城市建设管理信息化技术应用
16. Application of key urban ecological system technologies	16、城市生态系统关键技术应用
17. Development and application of urban water-saving technologies	17、城市节水技术开发与应用
18. Development and application of technologies for urban intelligent and green illumination products and systems	18、城市照明智能化、绿色照明产品及系统技术开发与应用
19. Recycled water utilization technologies and projects	19、再生水利用技术与工程
20. Urban water supply, drainage, and gas plastic pipelines application projects	20、城市供水、排水、燃气塑料管道应用工程
21. Urban emergency and back-up water source construction projects	21、城市应急与后备水源建设工程
22. Seawater supply network and seawater desalination plant projects in coastal cities and towns	22、沿海城镇海水供水管网及海水淡化工程
23. Development and application of urban waterlogging monitoring and early warning technologies and urban drainage and waterlogging prevention projects	23、城市积涝监测预警技术开发与应用，城市排水防涝工程

24. Development and application of key technical products for sponge city construction

24、海绵城市建设关键技术产品开发与应用

25. Rapid purification equipment and decentralized purification facilities for combined sewer overflows pollution and first flush, among others.

25、合流制溢流污染、初期雨水等快速净化装备、分散净化设施

26. Development and application of city information modeling (CIM)-related technologies based on big data, the Internet of Things, and GIS, among others.

26、基于大数据、物联网、GIS 等为基础的城市信息模型 (CIM) 相关技术开发与应用

XXIII. Railway

二十三、铁路

1. Construction of new railway lines

1、铁路新线建设

2. Reconstruction or expansion of existing railways and construction of special railways

2、既有铁路改扩建及铁路专用线建设

3. Technological development and construction of passenger dedicated line (PDL) and high-speed railway systems

3、客运专线、高速铁路系统技术开发与建设

4. Technologies and equipment for railway operations and passenger and freight transportation safety protection systems and development and construction of railway train operation control and vehicle control systems

4、铁路行车及客运、货运安全保障系统技术与装备，铁路列车运行控制与车辆控制系统开发建设

5. Development and construction of railway transportation information systems

5、铁路运输信息系统开发与建设

6. AC drive electric locomotives with 7,200 kW or more, AC drive internal combustion locomotives with 6,000 kW or more, China Railway High-Speed (CRH) trains with a speed of 200 kilometers per hour or more, plateau locomotives three kilometers or more above sea level, highland high-speed trains, large dedicated trucks, and special rescue equipment for locomotives

6、7200 千瓦及以上交流传动电力机车、6000 马力及以上交流传动内燃机车、时速 200 公里以上动车组、海拔 3000 米以上高原机车、高原动车组、大型专用货车、机车车辆特种救援设备

7. AC traction drive systems, brake systems, and core components (including IGCT and IGBT components) of trunk railway vehicles

7、干线轨道车辆交流牵引传动系统、制动系统及核心元器件 (含 IGCT、IGBT 元器件)

8. Railway contact nets, turnouts and switches, fastenings and fittings, and traction power supply equipment for trains with a speed of 200 kilometers per hour or more

8、时速 200 公里及以上铁路接触网、道岔、扣配件、牵引供电设备

9. Application of power factor compensation technologies for electrified railway traction power supply

9、电气化铁路牵引供电功率因数补偿技术应用

10. Large road maintenance machinery, railway engineering construction machinery, and line, bridge, and tunnel inspection equipment

10、大型养路机械、铁路工程建设机械装备、线桥隧检测设备

11. Development of automated railway traffic control technologies

11、行车调度指挥自动化技术开发

12. Development of automated railway traffic control technologies

12、混凝土结构物修补和提高耐久性技术、材料开发

13. Railway passenger train toilet wastewater collectors and ground receiving and treatment projects

13、铁路旅客列车集便器及污物地面接收、处理工程

14. Railway GSM-R communication signal systems

14、铁路 GSM-R 通信信号系统

15. Development and construction of LTE-R and other railway broadband communication systems

15、LTE-R 等铁路宽带通信系统开发与建设

16. Development and construction of digital railway and intelligent transportation

16、数字铁路与智能运输开发与建设

17. Application of shock absorption and noise reduction technologies for high-speed railway or passenger dedicated lines (PDL) with a speed of 300 kilometers per hour or more

17、时速在 300 公里及以上高速铁路或客运专线减震降噪技术应用

18. Intercity and intracity (suburban) railways

18、城际、市域（郊）铁路

XXIV. Highway and Road Transport (including Urban Passenger Transport)

二十四、公路及道路运输（含城市客运）

1. Construction of national expressway network projects

1、国家高速公路网项目建设

2. Improvement and upgrading of national and provincial trunk highways

2、国省干线改造升级

3. Passenger and freight coach stations and urban bus stations

3、汽车客货运站、城市公交站

4. Development and application of technologies related to electronic toll collection systems for expressway

4、高速公路不停车收费系统相关技术开发与应用

5. Development and construction of highway intelligent transport, speedy passenger and freight transport, and highway drop and pull transport systems

5、公路智能运输、快速客货运输、公路甩挂运输系统开发与建设

6. Development and construction of highway management service and emergency security systems

6、公路管理服务、应急保障系统开发与建设

7. Development and production of new materials for highway engineering

7、公路工程新材料开发与生产

8. Highway container transport and van transport

8、公路集装箱和厢式运输

9. Application of extra-long-span bridge construction and maintenance technologies

9、特大跨径桥梁修筑和养护维修技术应用

10. Application of long and large tunnel construction and maintenance technologies

10、长大隧道修筑和维护技术应用

11. Development and construction of rural passenger and freight transport networks

11、农村客货运网络开发与建设

12. Rural highway construction

12、农村公路建设

13. Development and construction of inter-city speedy transit systems

13、城际快速系统开发与建设

14. Development and construction of taxi service scheduling information systems

14、出租汽车服务调度信息系统开发与建设

15. Construction of emergency evacuation passages for expressway vehicles

15、高速公路车辆应急疏散通道建设

16. Development of low noise road surface technologies

16、低噪音路面技术开发

17. Development and application of technologies and materials for the rapid construction and

17、高速公路快速修筑与维护技术和材料开发与应用

maintenance of expressway

18. Urban public transport

19. Development and application of safety monitoring and recording systems for operating vehicles

20. Development and application of arterial highway traffic safety and public security management and control equipment and technology

XXV. Water Transport

1. Construction of deep-water berths (ten thousand tons for coastal areas or a thousand tons for inland rivers and above)

2. Construction of coastal deep-water channels, inland river high-level waterways, and navigation structures and construction of inland waterways in western China and poverty-stricken regions

3. Construction of coastal mainland-island traffic wharfs

4. Large-scale port loading and unloading automation projects

5. Application of electronic data interchange (EDI) systems for ocean shipping

6. Construction of water traffic safety supervision and rescue systems

7. Inland ship type standardization

8. Old port area technical improvement projects

9. Construction of port reception and disposal facilities and equipment manufacturing for pollution from ships and construction of emergency facilities for hazardous chemicals and oil at ports and equipment manufacturing

10. Inland river self-discharging container ship transport systems

11. Waterway high-speed passenger transport

12. Port gantry crane oil-to-electricity conversion fuel-efficient reconstruction projects

13. Water roll-roll shipment multimodal transport

14. Construction of water transport information systems

15. International cruise transport and cruise home port construction

XXVI. Air Transport

18、城市公交

19、运营车辆安全监控记录系统开发与应用

20、公路主干线交通安全和治安管控装备及技术开发和应用

二十五、水运

1、深水泊位（沿海万吨级、内河千吨级及以上）建设

2、沿海深水航道和内河高等级航道及通航建筑物建设，西部地区、贫困地区内河航道建设

3、沿海陆岛交通运输码头建设

4、大型港口装卸自动化工程

5、海运电子数据交换系统应用

6、水上交通安全监管和救助系统建设

7、内河船型标准化

8、老港区技术改造工程

9、船舶污染物港口接收处置设施建设及设备制造，港口危险化学品、油品应急设施建设及设备制造

10、内河自卸式集装箱船运输系统

11、水上高速客运

12、港口龙门吊油改电节油改造工程

13、水上滚装多式联运

14、水运行业信息系统建设

15、国际邮轮运输及邮轮母港建设

二十六、航空运输

1. Construction and operation of airports and supporting facilities	1、机场及配套设施建设与运营
2. Public air transport	2、公共航空运输
3. General aviation	3、通用航空
4. Construction of air traffic control, communication, navigation, and monitoring systems	4、空中交通管制和通信导航监视系统建设
5. Development and construction of aviation computer management and network systems	5、航空计算机管理及其网络系统开发与建设
6. Aviation fuel refueling service and facility construction	6、航空油料加油服务及设施建设
7. Marine air supervision and patrol as well as salvage services and facility construction and construction of emergency take-off and landing sites for small aircrafts	7、海上空中监督巡逻和搜救服务及设施建设，小型航空器应急起降场地建设
XXVII. Integrated Transportation	二十七、综合交通运输
1. Construction and improvement of integrated transportation hubs	1、综合交通枢纽建设与改造
2. Construction of convenient passenger transfer and speedy baggage transport systems of integrated transportation hubs	2、综合交通枢纽便捷换乘及行李捷运系统建设
3. Construction and application of operation management information systems of integrated transportation hubs	3、综合交通枢纽运营管理信息系统建设与应用
4. Construction of guidance systems of integrated transportation hubs	4、综合交通枢纽诱导系统建设
5. Construction of integrated service facilities of integrated transportation hubs	5、综合交通枢纽一体化服务设施建设
6. Disaster prevention and relief and emergency evacuation systems of integrated transportation hubs	6、综合交通枢纽防灾救灾及应急疏散系统
7. Construction of convenient freight transshipment systems of integrated transportation hubs	7、综合交通枢纽便捷货运换装系统建设
8. Research and development, promotion, and application of passenger intermodal transportation facilities and equipment, ticketing integration, and intermodal products	8、旅客联程运输设施设备、票务一体化、联运产品的研发推广应用
XXVIII. Information Industry	二十八、信息产业
1. Construction of optical synchronized transmission systems with a speed of 2.5GB/S or more	1、2.5GB/s及以上光同步传输系统建设
2. Manufacture of digital microwave synchronized transmission equipment with a speed of 155MB/S or more and system construction	2、155MB/s及以上数字微波同步传输设备制造及系统建设
3. Equipment manufacture and construction of satellite communication systems and earth stations	3、卫星通信系统、地球站设备制造及建设
4. Construction of webmaster monitoring synchronous clock billing and other communication	4、网管监控 时钟同步 计费鉴通信支撑网建设

support networks

5. Equipment manufacture and construction of Narrowband Internet of Things (NB-IoT), enhanced machine-type communication, and other Internet of Things (sensor network), intelligent networks, and other new business networks.

6. Equipment manufacture and construction of Internet of Things (sensor network) and other new business networks

7. Equipment manufacture and construction of broadband networks

8. Construction of digital cellular mobile communication networks

9. IP service network construction

10. Research and development and services of next-generation Internet technology based on IPv6 and Research, development, and production of next-generation Internet network equipment, chips, systems, and relevant testing equipment

11. Construction of digital satellite TV broadcasting systems

12. Construction of value-added telecommunication service platforms

13. Equipment manufacture of wavelength division multiplexing (WDM) optical fiber transmission systems with a speed of 32 waves or more

14. Equipment manufacture of digital synchronization series optical fiber communication systems with a speed of 10GB/S or more

15. Router, switch, base station, and other equipment of communication support networks

16. Equipment manufacture of stratosphere communication systems

17. Equipment manufacture of digital mobile communication, mobile ad hoc networks, access network systems and digital cluster communication systems, as well as manufacture of network equipment such as router and gateway

18. Manufacture of large- and medium-sized electronic computers, high-performance computers with a computing capacity of 100 trillion calculations per second, portable microcomputers, high-class servers executing a trillion or more instructions per second, large-scale analog simulation systems, and large-scale industrial computers and controllers

19. Design of integrated circuits; manufacture of integrated circuits with a line width of 0.8 microns or less; and ball grid array (BGA) package, pin grid array (PGA) package, chip scale package (CSP), multi-chip package (MCM), land grid array (LGA), system-in-package (SIP), flip-chip packaging (FC), wafer-level packaging (WLP), micro-electro-mechanical systems (MEMS), and other advanced packaging and testing

5、窄带物联网（NB-IoT）、宽带物联网（eMTC）等物联网（传感网）、智能网等新业务网设备制造与建设

6、物联网（传感网）等新业务网设备制造与建设

7、宽带网络设备制造与建设

8、数字蜂窝移动通信网建设

9、IP 业务网络建设

10、基于 IPv6 的下一代互联网技术研发及服务，网络设备、芯片、系统以及相关测试设备的研发和生产

11、卫星数字电视广播系统建设

12、增值电信业务平台建设

13、32 波及以上光纤波分复用传输系统设备制造

14、10GB/s 及以上数字同步系列光纤通信系统设备制造

15、支撑通信网的路由器、交换机、基站等设备

16、同温层通信系统设备制造

17、数字移动通信、移动自组网、接入网系统、数字集群通信系统及路由器、网关等网络设备制造

18、大中型电子计算机、百万亿次高性能计算机、便携式微型计算机、每秒一万亿次及以上高档服务器、大型模拟仿真系统、大型工业控制机及控制器制造

19、集成电路设计，线宽 0.8 微米以下集成电路制造，及球栅阵列封装（BGA）、插针网格阵列封装（PGA）、芯片规模封装（CSP）、多芯片封装（MCM）、栅格阵列封装（LGA）、系统级封装（SIP）、倒装封装（FC）、晶圆级封装（WLP）、传感器封装（MEMS）等先进封装与

	测试
20. Manufacture of integrated circuit equipment	20、集成电路装备制造
21. Manufacture of new-type electronic components (including chip components, frequency components, hybrid integrated circuits, power electronic devices, optoelectronic devices, sensitive components and sensors, new-type electromechanical components, high-density printed circuit boards, and flexible circuit boards, among others)	21、新型电子元器件（片式元器件、频率元器件、混合集成电路、电力电子元器件、光电子器件、敏感元器件及传感器、新型机电元件、高密度印刷电路板和柔性电路板等）制造
22. Semiconductors, optoelectronic devices, new-type electronic components (SMT components, power electronic devices, optoelectronic components, sensitive components and sensors, new electromechanical components, high-frequency microwave printed circuit boards, high-speed communication circuit boards, flexible circuit boards, and high-performance copper clad laminate, among others), and other materials for electronic products	22、半导体、光电子器件、新型电子元器件（片式元器件、电力电子元器件、光电子器件、敏感元器件及传感器、新型机电元件、高频微波印制电路板、高速通信电路板、柔性电路板、高性能覆铜板等）等电子产品用材料
23. Software development and production (including research, popularization, and application of ethnic language information technology standards)	23、软件开发生产（含民族语言信息化标准研究与推广应用）
24. Development and application of digital systems (software): embedded software for intelligent equipment, distributed control systems (DCS), programmable logic controllers (PLC), supervisory control and data acquisition (SCADA), advanced process control (APC), and other industry control systems; manufacturing execution systems (MES), computer-aided design (CAD), computer-aided engineering (CAE), computer-aided process planning (CAPP), product life-cycle management (PLM), industrial cloud platforms, industrial apps, and other industrial software; and energy management systems (EMS), building information modeling (BIM) systems, and other special systems	24、数字化系统（软件）开发及应用：智能设备嵌入式软件、集散式控制系统（DCS）、可编程逻辑控制器（PLC）、数据采集与监控（SCADA）、先进控制系统（APC）等工业控制系统；制造执行系统（MES），计算机辅助设计（CAD）、辅助工程（CAE）、工艺规划（CAPP）、产品全生命周期管理（PLM）、工业云平台、工业APP等工业软件；能源管理系统（EMS）、建筑信息模型（BIM）系统等专用系统
25. Semiconductor lighting equipment, photovoltaic solar equipment, chip components equipment, new power battery devices, and surface mounted devices (including steel mesh printing presses, automatic chip mounters, lead-free reflow soldering, and automatic photoelectric inspection instruments), among others	25、半导体照明设备，光伏太阳能设备，片式元器件设备，新型动力电池设备，表面贴装设备（含钢网印刷机、自动贴片机、无铅回流焊、光电自动检测仪）等
26. Printers (including high-speed barcode printers), mass memories, and other computer peripheral equipment	26、打印机（含高速条码打印机）和海量存储器等计算机外部设备
27. Thin film transistor LCD (TFT-LCD), organic light-emitting diode (OLED), electronic paper display, laser display, 3D display, and other new-type panel display components, glass substrates for the liquid crystal panel industry, cover glass for the electronics and information industry, and other key components and materials	27、薄膜场效应晶体管LCD（TFT-LCD）、有机发光二极管（OLED）、电子纸显示、激光显示、3D显示等新型平板显示器件、液晶面板产业用玻璃基板、电子及信息产业用盖板玻璃等关键部件及关键材料
28. Manufacture of new (non-dispersive) single-mode fiber and optical fiber preforms	28、新型（非色散）单模光纤及光纤预制棒制造
29. Manufacture of high-density digital laser optical player discs	29、高密度数字激光视盘播放机光盘制造
30. Reproduction of CD-ROMs and recordable CDs	30、只读光盘和可记录光盘复制生产

31. Audio/video encoding and decoding equipment, audio/video broadcasting transmission equipment, digital TV studio equipment, digital TV system equipment, digital TV broadcast single frequency network equipment, digital TV receivers, digital camcorders, digital video recorders, and digital TV products	31、音视频编解码设备、音视频广播发射设备、数字电视演播室设备、数字电视系统设备、数字电视广播单频网设备、数字电视接收设备、数字摄录机、数字录放机、数字电视产品
32. Development and manufacture of cybersecurity products, data security products, and dedicated network monitoring equipment	32、网络安全产品、数据安全产品, 网络监察专用设备开发制造
33. Technology development and manufacturing of intelligent mobile terminal products and key components	33、智能移动终端产品及关键零部件的技术开发和制造
34. Doppler radar technology and its equipment manufacture	34、多普勒雷达技术及设备制造
35. Manufacture of medical electronic, health electronics, bioelectronic, automotive electronic, financial, electronic, aerospace and aviation instrument and meter electronic, image sensors, and sensor electronic products, among others	35、医疗电子、健康电子、生物电子、汽车电子、电力电子、金融电子、航空航天仪器仪表电子、图像传感器、传感器电子等产品制造
36. Technological development and equipment manufacture for wireless local area networks	36、无线局域网技术开发、设备制造
37. Development and application services for E-commerce and e-government systems	37、电子商务和电子政务系统开发与应用服务
38. Technological development and equipment manufacture for satellite navigation chip and systems	38、卫星导航芯片、系统技术开发与设备制造
39. Construction of emergency radio and television systems	39、应急广播电视系统建设
40. Quantum communication equipment	40、量子通信设备
41. Special equipment for the production of thin-film-transistor liquid-crystal displays (TFT-LCD), light-emitting diodes (LED), organic light-emitting diode displays (OLED), electronic paper displays, laser displays, 3D displays, and other new displays	41、薄膜晶体管液晶显示 (TFT-LCD)、发光二极管 (LED) 及有机发光二极管显示 (OLED)、电子纸显示、激光显示、3D 显示等新型显示器件生产专用设备
42. Semiconductor lighting substrate, epitaxy, chip, packaging, and materials (including high-efficiency heat dissipation copper clad laminates, thermally conductive adhesives, thermally conductive silicone sheets), among others	42、半导体照明衬底、外延、芯片、封装及材料 (含高效散热覆铜板、导热胶、导热硅胶片) 等
43. Development systems for digital music, mobile media, animations, games, and other digital content products	43、数字音乐、手机媒体、动漫游戏等数字内容产品的开发系统
44. Development and application of anti-counterfeiting technologies	44、防伪技术开发与运用
45. Core chips for nuclear power instrument control systems and related software	45、核电仪控系统核心芯片及相关软件
46. Big data, cloud computing, information technology services and blockchain information services allowed by the state	46、大数据、云计算、信息技术服务及国家允许范围内的区块链信息服务
47. Manufacturing of industrial Internet networks, platforms, security hardware equipment	47、工业互联网网络、平台、安全硬件设备制造与软件

and development and integrated and innovative application of software systems, research and development and application of technical products related to industrial Internet equipment security, control security, cybersecurity, platform security, and data security, construction and improvement of industrial Internet networks, construction and promotion of identifier resolution systems, and construction and application of industrial cloud service platforms

48. Broadband digital trunking equipment, 230-MHz band wireless broadband data transmission equipment of carrier aggregation by means of time-division duplex (TDD), and other next-generation private network communication equipment as well as communication equipment directly connected to the Internet of Vehicles based on the LTE-V2X wireless communication technology and other Internet of Vehicles wireless communication equipment

49. Research on and integrated application of air-ground integrated on-site disaster information acquisition technology

50. Research on and manufacturing of quantum, brain-inspired, and new-mechanism computer systems

51. Various advanced solar photovoltaic cells and high-purity crystalline silicon materials (the comprehensive power consumption of polycrystalline silicon is less than 65 kWh/kg, the energy conversion efficiency of monocrystalline silicon photovoltaic cells is greater than 22.5%, the energy conversion efficiency of polycrystalline silicon cells is greater than 21.5%, the energy conversion efficiency of cadmium telluride solar cells is greater than 17%, and the energy conversion efficiency of copper indium gallium selenide solar cells is greater than 18%)

XXIX. Modern Logistics Industry

1. Construction of modern logistic facilities for important commodities such as coal, grain, cotton, iron ore, fertilizer, and petroleum

2. Construction of agricultural product logistics and distribution facilities, cold chain logistics for agricultural products, food, and drug products, and quality safety control technical services for food and drug product logistics

3. Innovation in and application of modern supply chain

4. Construction of multimodal transport facilities and research and development, promotion, and application of rapid transit and transshipment equipment for multimodal transport and standardized loading units

5. Promotion and application of standard pallets and the 600 mm × 400 mm basic packaging module and the manufacturing and use of pallets made of environment-friendly and recyclable materials

6. Research and development and application of logistics information service technology, cargo

系统开发及集成创新应用,工业互联网设备安全、控制安全、网络安全、平台安全和数据安全相关技术产品研发及应用,工业互联网网络建设与改造,标识解析体系建设与推广,工业云服务平台建设及应用

48、宽带数字集群设备、采用时分双工(TDD)方式载波聚合的230MHz频段宽带无线数据传输设备等下一代专网通信设备,基于LTE-V2X无线通信技术的车联网直连通信设备等车联网无线通信设备

49、灾害现场信息空地一体化获取技术研究与集成应用

50、量子、类脑等新机理计算机系统的研究与制造

51、先进的各类太阳能光伏电池及高纯晶体硅材料(多晶硅的综合电耗低于65kWh/kg,单晶硅光伏电池的转换效率大于22.5%,多晶硅电池的转化效率大于21.5%,碲化镉电池的转化效率大于17%,铜铟镓硒电池转化效率大于18%)

二十九、现代物流业

1、煤炭、粮食、棉花、铁矿石、化肥、石油等重要商品现代化物流设施建设

2、农产品物流配送设施建设,农产品、食品、药品冷链物流,食品、药品物流质量安全控制技术服务

3、现代供应链创新与应用

4、多式联运转运设施建设,多式联运快速转运换装设备、标准化运载单元的研发推广应用

5、标准托盘和600mm×400mm包装基础模数推广应用,环保型、可循环利用型材质托盘的制造和使用

6 物流信息服务技术 货物跟踪识别定位技术 智能仓

tracking, identification, and positioning technology, intelligent warehousing, sorting, and distribution technology, and logistics information security technology	储分拣配送技术、物流信息安全技术的研发与应用
7. Construction and operation of emergency logistics, reverse logistics, and green logistics facilities	7、应急物流、逆向物流、绿色物流设施建设和运营
8. Development and construction of logistics public information platforms	8、物流公共信息平台开发及建设
9. Construction and operation of logistics hubs	9、物流枢纽建设与运营
10. Construction of public storage necessary for urban logistics and vehicle parking, loading and unloading, charging, and other supporting facilities	10、城市物流所需的公共仓储, 车辆停靠、装卸、充电等配套设施建设
XXX. Financial Service Industry	三十、金融服务业
1. Construction of rural financial service systems	1、农村金融服务体系建设
2. Construction of bond issuance and trading service systems	2、债券发行、交易服务体系建设
3. Agricultural insurance, liability insurance, and credit insurance, commercial health insurance, and property insurance	3、农业保险、责任保险、信用保险、商业健康保险、财产保险
4. Research, development, and application of inclusive financial products	4、普惠金融产品研发和应用
5. Development of loan business with pledge of intellectual property, right to receive income, and other intangible assets	5、知识产权、收益权等无形资产贷款质押业务开发
6. Credit card and network services	6、信用卡及网络服务
7. Construction of RMB cross-border settlement and clearing systems	7、人民币跨境结算、清算体系建设
8. Development and application of financial supervision technologies	8、金融监管技术开发与应用
9. Venture capital investment	9、创业投资
10. Research and development and application of financial technology products and service trade of financial institutions	10、金融机构的金融科技产品研发、应用和服务输出
11. Construction of a green financial service system	11、绿色金融服务体系建设
12. Security protection of the open banking system	12、开放银行体系安全防护
13. Financing guarantee services and finance leasing service	13、融资担保服务、融资租赁服务
14. Development and application of asset securitization, real estate investment trust funds (REITs), and financial instruments and financial products that revitalize stock assets	14、资产证券化、不动产投资信托基金 (REITs) 等盘活存量资产的金融工具和金融产品开发应用
XXXI. Science and Technology Service Industry	三十一、科技服务业

1. Professional science and technology services for industrial design, meteorology, biology, new materials, new energy, energy conservation, environmental protection, mapping, and ocean, standardization services, measurement and testing, quality certification and inspection and testing services, and popularization of science and technology

2. Online data and transaction processing, IT facilities management, and data center services; mobile Internet services; Internet video conference and image; and other telecommunications value-added services

3. Development of industry (enterprise) management and information technology solutions, web-based software service platforms, software development and testing services, information system integration, consulting, operation and maintenance, and data mining, and other services

4. Digital music, mobile media, web publishing, and other digital content services; and information resources development services in geography, international trade, and other fields

5. Development of digital technology, high-fidelity simulation technology, high-speed computing technology, and other emerging cultural and technological support technologies and services

6. Analysis, experiment, testing, and relevant technical consultation, research, and development services; and overall intelligent product plans, ergonomic design, system simulation, and other design services

7. Online data processing and data security services, data recovery and disaster recovery services, information security protection and network security emergency support services, cloud computing security services, big data security services, information security risk assessment and consultation services, information equipment and software security evaluation services, password technical product testing and certification services, and security solution design services for the classified protection of information systems

8. Science and technology information exchange, documental information retrieval, technical consultation, technology incubation, technology achievements assessment, scientific and technological achievements transfer and commercialization services, science and technology attestation, and other services

9. Intellectual property agency, transfer, registration, identification, retrieval, analysis, evaluation, operation, certification, consulting, and relevant investment and financing services

10. Construction of national engineering (technology) research centers, national industry innovation centers, national agricultural high-tech industry demonstration, national agricultural science and technology parks, enterprise technology centers determined by the state, national laboratories, national key laboratories, national major scientific and

1、工业设计、气象、生物、新材料、新能源、节能、环保、测绘、海洋等专业技术服务, 标准化服务、计量测试、质量认证和检验检测服务、科技普及

2、在线数据与交易处理、IT 设施管理和数据中心服务, 移动互联网服务, 因特网会议电视及图像等电信增值服务

3、行业(企业)管理和信息化解决方案开发、基于网络的软件服务平台、软件开发和测试服务、信息系统集成、咨询、运营维护和数据挖掘等服务业务

4、数字音乐、手机媒体、网络出版等数字内容服务, 地理、国际贸易等领域信息资源开发服务

5、数字化技术、高拟真技术、高速计算技术等新兴文化科技支撑技术建设及服务

6、分析、试验、测试以及相关技术咨询与研发服务, 智能产品整体方案、人机工程设计、系统仿真等设计服务

7、在线数据处理和数据安全服务, 数据恢复和灾备服务, 信息安全防护、网络安全应急支援服务, 云计算安全服务, 大数据安全服务, 信息安全风险评估、认证与咨询服务, 信息装备和软件安全评测服务, 密码技术产品测试认证服务, 信息系统等级保护安全方案设计服务

8、科技信息交流、文献信息检索、技术咨询、技术孵化、科技成果评估、科技成果转化服务和科技鉴证等服务

9、知识产权代理、转让、登记、鉴定、检索、分析、评估、运营、认证、咨询和相关投融资服务

10、国家级工程(技术)研究中心、国家产业创新中心、国家农业高新技术产业示范、国家农业科技园区、国家认定的企业技术中心、国家实验室、国家重点实验室、国家重大科技基础设施、高新技术企业创业服务中心、绿色

technological infrastructure, high-tech entrepreneurial service centers, green technology innovation base platforms, new product development and design centers, science education infrastructure, comprehensive public service platforms for industry clusters, pilot-scale experiment bases, and experiment bases

技术创新基地平台、新产品开发设计中心、科教基础设施、产业集群综合公共服务平台、中试基地、实验基地建设

11. Information technology outsourcing, business process outsourcing, knowledge process outsourcing, and other advanced technology services

11、信息技术外包、业务流程外包、知识流程外包等技术先进型服务

12. Experience and verification services for the integrated application of intelligent manufacturing systems

12、智能制造系统集成应用体验验证服务

13. Industrial services: maintenance and repair of modern high-end equipment, transformation and integration of digital production lines, industrial service network platforms, industrial e-commerce, remote operation, maintenance, and management systems of intelligent equipment, smart factory equipment monitoring and diagnosis platforms, predictive maintenance systems, professional maintenance services and supply chain services, industrial management services (including consulting about the operation, maintenance, and management of equipment, operation, maintenance, and management services or equipment, industrial apps, and software as a service (SaaS)), and data and digital services (PaaS, IaaS, data analysis services, and other innovative data services)

13、工业服务：现代高端装备的维护与维修、数字化生产线改造与集成、工业服务网络平台、工业电商、智能装备远程运维管理系统、智慧工厂设备监测诊断平台、预测性维护系统、专业维修服务和供应链服务、工业管理服务（包括设备运维管理咨询、设备运维与管理服务、工业APP和设备管理软件(SaaS)）、数据及数字化服务（PaaS、IaaS、数据分析服务和其它创新数据服务）

14. Cybersecurity integration, security maintenance, secure operation, risk assessment, education and training, consulting, emergency response, and other security services

14、网络安全集成、安全维护、安全运营、风险评估、教育培训、咨询、应急响应等安全服务

15. Construction, maintenance, and leasing, among others, of cloud computing data centers

15、云计算数据中心的建设、维护、租赁等

16. Information system integration and Internet of Things technical services, operation and maintenance services, information processing and storage support services, information technology consulting services, digital content services, and other information technology services

16、信息系统集成和物联网技术服务、运营维护服务、信息处理和存储支持服务、信息技术咨询服务、数字内容服务及其他信息技术服务

XXXII. Commercial Service Industry

三十二、商务服务业

1. Economy, management, information, accounting, taxation, audit, legal, energy conservation, environmental protection, and other consultation and services

1、经济、管理、信息、会计、税务、审计、法律、节能、环保等咨询与服务

2. Engineering consulting services (including planning consulting, project consulting, assessment consulting, and full-process engineering consulting)

2、工程咨询服务（包括规划咨询、项目咨询、评估咨询、全过程工程咨询）

3. Construction of credit investigation and rating and other credit service systems

3、资信调查与评级等信用服务体系建设

4. Asset appraisal, calibration, testing, inspection, and other services

4、资产评估、校准、检测、检验等服务

5. Property right transaction service platforms

5、产权交易服务平台

6. Advertising services such as advertisement creativity planning design production

6 广告创意 策划 设计 制作 代理 发布等广告服

agency, and publishing

7. Exhibition services (excluding construction of exhibition venues)

8. Supply chain management services (meaning services to design, plan, control, and optimize logistics, produce flow, information flow, and capital flow in the supply chain based on modern information technology and to integrate separate and decentralized order management, procurement execution, customs declaration and tax refund, logistics management, finance, data management, trade and business, and settlement, among others)

XXXIII. Commerce and Trade Service Industry

1. Construction of modern market circulation facilities for agricultural products and production materials

2. Chain operations of agricultural materials, such as seeds, seedlings, breeding livestock and poultry, fish fries (species), fertilizers, pesticides, farm machinery, and agricultural films and comprehensive services

3. Chain operations of rural-orientated daily supplies, such as daily necessities, medicines, and publications

4. Agricultural product auction services

5. Construction of uniform allocation and distribution networks for commercial and trade enterprises

6. Transformation and improvement of traditional commodity trading markets by using information technologies

7. Flea market construction

8. Construction of modern used car trading service systems

9. Construction of new rural modern circulation service network projects and construction of Internet of Things application and demonstration projects for agricultural materials

XXXIV. Tourism Industry

1. Development of and marketing services for tourist purchases, tourist souvenirs, tourist equipment, leisure, mountain climbing, skiing, scuba diving, expedition, and other outdoor activity supplies

2. Comprehensive development, infrastructure construction, information, and other services for cultural tourism, health tourism, rural tourism, eco-tourism, marine tourism, forest tourism, grassland tourism, industrial tourism, sports tourism, historic revolution site tourism, ethnic customs, and other tourism resources

务

7、会展服务（不含会展场馆建设）

8、供应链管理服务（指基于现代信息技术对供应链中的物流、商流、信息流和资金流进行设计、规划控制和优化，将单一、分散的订单管理、采购执行、报关退税、物流管理、资金融通、数据管理、贸易商务、结算等进行一体化整合的服务）

三十三、商贸服务业

1、现代化的农产品、生产资料市场流通设施建设

2、种子、种苗、种畜禽和鱼苗（种）、化肥、农药、农机具、农膜等农资连锁经营及综合服务

3、面向农村的日用品、药品、出版物等生活用品连锁经营

4、农产品拍卖服务

5、商贸企业的统一配送和分销网络建设

6、利用信息技术改造提升传统商品交易市场

7、旧货市场建设

8、现代化二手车交易服务体系建设

9、新农村现代流通服务网络工程建设，农资物联网应用与示范项目建设

三十四、旅游业

1、旅游商品、旅游纪念品、旅游装备设备，以及休闲、登山、滑雪、潜水、探险等各类户外活动用品开发与营销服务

2、文化旅游、健康旅游、乡村旅游、生态旅游、海洋旅游、森林旅游、草原旅游、工业旅游、体育旅游、红色旅游、民族风情游及其他旅游资源综合开发、基础设施建设及信息等服务

XXXV. Postal Industry

1. Postal savings network construction
2. Integrated postal service network construction
3. Mail processing automation engineering
4. Construction of postal public service information platforms including security supervision of delivery channels, ordinary and express mail time limit monitoring, consumer complaints, satisfaction survey and publicity, zip code and postage inquiry, and other public services and market regulatory functions
5. Construction of urban and rural express delivery service outlets and stores and other express service outlets as well as smart express mail (parcel) boxes and express delivery-end comprehensive service sites
6. Construction of express mail sorting centers, transfer centers, collecting and distributing centers, processing hubs, and other express mail processing facilities in cities, within regions, and between regions.
7. Development and application of express mail tracking and inquiry, automatic sorting, delivery scheduling, express delivery customer service call centers, and other express delivery information systems
8. Research and development and application of data collection, container, intelligent terminals, intelligent warehousing, automatic sorting, mechanized loading and unloading, cold chain express delivery, AGV, unmanned aerial vehicles, unmanned vehicles, green packaging, and other express delivery technical equipment
9. Development of technologies for integration of mail and express delivery transportation and transportation networks as well as multimodal transport and operation platforms, among others

XXXVI. Education

1. Preschool education
2. Special education
3. Vocational education
4. Internet plus education and distance education

XXXVII. Health

1. Construction of prevention and healthcare, health emergency response, and health

三十五、邮政业

- 1、邮政储蓄网络建设
- 2、邮政综合业务网建设
- 3、邮件处理自动化工程
- 4、寄递渠道安全监管、邮件快件时限监测、消费者申诉、满意度调查与公示、邮编及行业资费查询等公共服务和市场监管功能等邮政业公共服务信息平台建设
- 5、城乡快递营业网点、门店等快递服务网点 and 智能快件（信包）箱、快递末端综合服务场所建设
- 6、城市、区域内和区域间的快件分拣中心、转运中心、集散中心、处理枢纽等快递处理设施建设
- 7、快件跟踪查询、自动分拣、运递调度、快递客服呼叫中心等快递信息系统开发与应用
- 8、数据采集、集装容器、智能终端、智能化仓储、自动分拣、机械化装卸、冷链快递、AGV、无人机、无人车和绿色包装等快递技术装备的研发与应用
- 9、邮件快件运输与交通运输网络融合及多式联运、运营平台等技术开发与应用

三十六、教育

- 1、学前教育
- 2、特殊教育
- 3、职业教育
- 4、“互联网+教育”，远程教育

三十七、卫生健康

1. 预防保健、卫生应急、卫生监督服务设施建设

surveillance service facilities

2. Family planning, prenatal and postnatal care, and reproductive health consultation and services

3. Internet plus medical care and health services and application of medical big data

4. Health consultation, medical knowledge, and other medical information services and health management services

5. Construction of medical and health service facilities

6. Facility construction and services of specialized hospitals for infectious diseases, children, and mental health, rehabilitation hospitals (centers), nursing homes (centers and stations), hospice care centers, and general practice facilities

7. Psychological counseling services

8. Chinese medicine fitness and health maintenance services

XXVIII. Culture

1. Public culture, culture and art, press and publication, radio, television, and films, network audiovisual programs, cultural heritage protection and utilization, and facility construction

2. Cultural creative design services; digital cultural creativity (including digital cultural creativity technical equipment, digital cultural creativity software, digital cultural creative content production, new media services, digital cultural creative content application services); and creation, production, dissemination, and publishing of animations and development of derivatives

3. Production, distribution, trading, broadcasting, and publishing of radio programs, films, and television programs and development of derivatives; and technical services for and development of network audiovisual programs

4. Development and application of news and publication supervision technology, copyright protection technology, publication production technology, and publication distribution technology as well as technology development, application, and industrialization of electronic paper, readers, and other new vehicles for the press and publication

5. Development and application of film digitalization services and supervision technology

6. Protection and revitalization of intangible cultural heritage, protection and development of ethnic and folk arts as well as traditional arts and crafts, protection of famous national historical and cultural cities (towns, villages) and cultural blocks as well as the

2、计划生育、优生优育、生殖健康咨询与服务

3、“互联网+医疗健康服务”、医疗大数据应用

4、卫生咨询、医疗知识等医疗信息服务和健康管理服务

5、医疗卫生服务设施建设

6、传染病、儿童、精神卫生专科医院和康复医院(中心)、护理院(中心、站)、安宁疗护中心、全科医疗设施建设与服务

7、心理咨询服务

8、中医养生保健服务

三十八、文化

1、公共文化、文化艺术、新闻出版、广播电视电影、网络视听、文化遗产保护利用及设施建设

2、文化创意设计服务,数字文化创意(含数字文化创意技术装备、数字文化创意软件、数字文化创意内容制作、新型媒体服务、数字文化创意内容应用服务),动漫创作、制作、传播、出版、衍生产品开发

3、广播影视制作、发行、交易、播映、出版、衍生品开发,网络视听节目技术服务、开发

4、新闻出版内容监管技术、版权保护技术、出版物的生产技术、出版物发行技术开发与应用,电子纸、阅读器 等新闻出版新载体的技术开发、应用和产业化

5、电影数字化服务和监管技术开发及应用

6、非物质文化遗产保护与振兴,民族和民间艺术、传统工艺美术保护与发展,国家历史文化名城(镇、村)和文化街区、中国少数民族特色村寨保护、中华老字号的

characteristic villages and towns of Chinese ethnic minorities, protection and development of well-known time-honored Chinese brands, and international marketing and promotion of select ethnic art and culture

保护与发展, 民族文化艺术精品的国际营销与推广

7. Cultural information resource sharing projects, construction of smart museums, integrated development of traditional and emerging media, construction of smart radio and television, mobile multimedia radio and television, digitalization of radio and television, intelligent and coordinated coverage of cable and wireless satellite radio and television networks, intelligent construction of national cable television networks, and construction of interconnection platforms

7、文化信息资源共享工程, 智慧博物馆建设, 传统媒体和新兴媒体融合发展、智慧广电建设、移动多媒体广播电视、广播电视数字化、有线无线卫星广播电视网智能协同覆盖、全国有线电视网络智能化建设和互联互通平台建设

8. Development and application of spoken and written language technologies

8、语言文字技术开发与应用

9. Performing arts sector

9、演艺业

XXXIX. Sports

三十九、体育

1. Sports management activities

1、体育管理活动

2. Sports competition performance activities

2、体育竞赛表演活动

3. Sports, fitness, and leisure activities

3、体育健身休闲活动

4. Management of sports sites and facilities

4、体育场地和设施管理

5. Sports brokerage and agency, advertising and exhibition, and performance and design services

5、体育经纪与代理、广告与会展、表演与设计服务

6. Physical education and training

6、体育教育与培训

7. Sports media and information services

7、体育传媒与信息服务

8. Sports tourism, health and rehabilitation, finance, and asset management services

8、体育旅游、健康与康复、金融与资产管理服务

9. Research and development and manufacturing of sporting goods and related products

9、体育用品及相关产品研发及制造

10. Sale, leasing, and trade agency of sporting goods and related products

10、体育用品及相关产品销售、出租与贸易代理

11. Construction of sports sites and facilities

11、体育场地设施建设

XL. Elderly and child care services

四十、养老与托育服务

1. Long-term care service institutions (including residential care homes, elderly nursing homes, and rural elderly care facilities, among others)

1、长期照护服务机构(包括养老院、老年养护院、农村养老设施等)

2. Backbone networks of community elderly care services

2、社区养老服务骨干网

3. Financial product and service industry for elderly care

3、养老金融产品服务业

4. Meal and travel assistance	4、助餐助行
5. Senior education	5、老年教育
6. Health and elderly care tourism and accommodation	6、康养旅居
7. Elderly care service training and education	7、养老服务实训教育
8. Convalescent aids configuration service (leasing) institutions	8、康复辅助器具配置服务（租赁）机构
9. Elderly-friendly home construction and improvement projects	9、居家适老化建设及改造工程
10. Development of elderly human resources	10、老年人力资源开发
11. Health management, sports and fitness for the elderly	11、老年人健康管理和体育健身
12. Smart health and elderly care	12、智慧健康和养老
13. Early childhood development (intellectual development, dietary nutrition, and mental health)	13、儿童早期发展（智力开发、膳食营养、心理健康）
14. Infant and child care, education, and training	14、婴幼儿保育教育培训
15. Infant and child care service institutions (centers)	15、婴幼儿照护服务机构（中心）
16. Infant and child health management	16、婴幼儿健康管理
17. Family and parenting support and parenting guidance	17、家庭养育支援及育儿指导
XL1. Domestic services	四十一、家政
1. Community domestic services	1、社区家政服务
2. Staffing domestic services	2、员工制家政服务
3. Domestic service vocational education and skill training	3、家政职业教育和技能培训
4. Comprehensive domestic service information services	4、家政综合信息服务
5. Construction, operation, and management of domestic service facilities (domestic service establishments)	5、家政服务措施（家政服务网点）建设与运营管理
6. Standardization of domestic services	6、家政服务标准化建设
XLII. Other service industries	四十二、其他服务业
1. Construction and management of indemnificatory housing	1、保障性住房建设与管理
2. Property management services	2、物业服务

3. Activity places for the elderly and minors

3、老年人、未成年人活动场所

4. Construction of basic service facilities and integrated service networks for urban and rural communities

4、城乡社区基础服务设施及综合服务网点建设

5. Construction and services of supporting public service platforms for development zones and industry cluster districts

5、开发区、产业集聚区配套公共服务平台建设与服务

6. Community care services

6、社区照料服务

7. Construction of reclaimed resources recycling network systems

7、再生资源回收利用网络体系建设

8. Wedding celebration services

8、婚庆服务业

9. Construction of basic-level employment and social security service facilities

9、基层就业和社会保障服务设施建设

10. Construction of service facilities for unattended dependents of rural migrant workers

10、农民工留守家属服务设施建设

11. Social security “all-in-one-card” projects

11、社会保障一卡通工程

12. Construction of work-related injury rehabilitation centers

12、工伤康复中心建设

13. Construction, operation, and management of rental dwellings

13、租赁住房建设、运营和管理

14. Consumer rights and interests protection services

14、消费者权益保护服务

XLIII. Environmental Protection and Energy-Saving Comprehensive Utilization

四十三、环境保护与资源节约综合利用

1. Ecological restoration projects for mines

1、矿山生态环境恢复工程

2. Marine environmental protection and scientific development as well as marine ecological restoration

2、海洋环境保护及科学开发、海洋生态修复

3. Development and utilization of brackish water, alkaline water, inferior water, and seawater; and seawater desalination and comprehensive utilization projects

3、微咸水、苦咸水、劣质水、海水的开发利用及海水淡化综合利用工程

4. Development and utilization of substitutes for ozone depleting substances (ODS)

4、消耗臭氧层物质替代品开发与利用

5. Construction of regional resources recycling bases for scrapped and used cars, waste and used electrical and electronic products, scrapped vessels, scrapped steel, scrapped wood, and waste rubber, among others

5、区域性废旧汽车、废旧电器电子产品、废旧船舶、废钢铁、废旧木材、废旧橡胶等资源循环利用基地建设

6. Effluent radiation environment monitoring technology projects

6、流出物辐射环境监测技术工程

7. Environmental monitoring system projects

7、环境监测体系工程

8. Development and manufacturing of safe disposal technical equipment and construction and operation of disposal centers for hazardous waste (medical waste) and heavy metal-containing

8、危险废物（医疗废物）及含重金属废物安全处置技术设备开发制造及处置中心建设及运营，放射性废物 核

waste; and development and manufacturing of safe disposal technical equipment and construction and operation of disposal centers for radioactive waste and nuclear facility decommissioning projects

设施退役工程安全处置技术设备开发制造及处置中心建设

9. Mobile pollution source (locomotives, ships, and cars, among others) monitoring, prevention, and control technologies

9、流动污染源（机车、船舶、汽车等）监测与防治技术

10. Application of urban traffic noise and vibration control technologies

10、城市交通噪声与振动控制技术应用

11. Development and application of power grid and information system electromagnetic radiation control technologies

11、电网、信息系统电磁辐射控制技术开发与应用

12. Development and application of dioxin emission reduction and control technologies

12、削减和控制二噁英排放的技术开发与应用

13. Development and application of substitutes for persistent organic pollutant products

13、持久性有机污染物类产品的替代品开发与应用

14. Development and application of disposal technologies for abandoned persistent organic pollutant products

14、废弃持久性有机污染物类产品处置技术开发与应用

15. Comprehensive utilization, treatment technology, equipment, and projects for waste water, waste gas, and solid waste

15、“三废”综合利用与治理技术、装备和工程

16. Development and production of biological bacteria and additives for the treatment of “three wastes” (waste water, waste gas, and waste residues)

16、“三废”处理用生物菌种和添加剂开发与生产

17. Development and application of mercury recycling and treatment technologies for mercury-containing waste and of substitutes for mercury-containing products

17、含汞废物的汞回收处理技术、含汞产品的替代品开发与应用

18. Zero discharge of waste water and application of water recycling technologies

18、废水零排放，重复用水技术应用

19. Development of efficient and low-energy sewage treatment and recycling technologies

19、高效、低能耗污水处理与再生技术开发

20. Reduction, recycling, harmless treatment, and comprehensive utilization projects for urban garbage, rural consumer waste, rural domestic sewage, sludge, and other solid waste

20、城镇垃圾、农村生活垃圾、农村生活污水、污泥及其他固体废弃物减量化、资源化、无害化处理和综合利用工程

21. Anti-seepage technologies and materials for waste landfill

21、废物填埋防渗技术与材料

22. Development and application of energy-saving, water-saving, and material-saving technologies for environmental protection and comprehensive utilization of resources; and equipment manufacture; providing users with energy-saving, environmental protection, consultation about comprehensive utilization of resources, design, assessment, testing, audit, certification, diagnosis, financing, improvement, operation and management, and other services

22、节能、节水、节材环保及资源综合利用等技术开发、应用及设备制造；为用户提供节能、环保、资源综合利用咨询、设计、评估、检测、审计、认证、诊断、融资、改造、运行管理等服务

23. High-efficiency, energy-saving, and environment-friendly mining and beneficiation technology (reagents); and technology and equipment for the development and comprehensive

23、高效、节能、环保采矿、选矿技术（药剂）；低品位、复杂、难处理矿开发及综合利用技术与设备

utilization of low-grade, complicated, and intractable mines

24. Comprehensive utilization technology for intergrown and associated mineral resources and extraction of valuable elements

25. Comprehensive utilization of tailings, waste residues, and other resources and manufacturing of supporting equipment

26. Projects and industrialization of reclaimed resources and construction wastes recycling

27. Development and application of recycling technologies and equipment for waste wood, waste and used electrical and electronic products, waste printed circuit boards, used batteries, scrapped ships, scrapped agricultural machinery, waste plastics, waste textiles and textile waste and scrap, waste (broken) glass, waste rubber, waste oil and fat, and other waste materials

28. Recycling and remanufacture of scraped vehicles, engineering machinery, mining machinery, machine tool products, agricultural machinery, and ships and other waste and used mechanical and electrical products and their components and parts; remanufacture (refill) of ink cartridges and organic photoconductive drums; and disassembly, reuse, and remanufacture of retired large civil aircrafts, engines, and parts

29. Comprehensive utilization technologies and equipment: steel scrap crushing production lines with 4,000 Hp or more; waste plastic composite material recovery and processing outfits (with a recovery rate of 95% or more); technical equipment for the comprehensive utilization of light hydrocarbon petrochemical byproducts; biomass energy technical equipment (power generation, oil manufacture, and biogas); and sulfur recovery equipment (Cryogenic Claus process)

30. Research, development, and application of remediation technologies for soil containing persistent organic pollutants

31. Development and application of heavy metal emission reduction and control technologies

32. Industrial degradation-resistant organic wastewater treatment technologies

33. High-efficiency toxic and organic waste gas and foul odor treatment technologies

34. Development of kitchen waste resources utilization technologies and infrastructure construction

35. Carbon capture, utilization, and storage technical equipment

36. Ice storage technology and outfit manufacture

37. Recycling of waste traction batteries of electric vehicles: cascade utilization and

24、共生、伴生矿产资源综合利用技术及有价元素提取

25、尾矿、废渣等资源综合利用及配套装备制造

26、再生资源、建筑垃圾资源化回收利用工程和产业化

27、废旧木材、废旧电器电子产品、废印刷电路板、废旧电池、废旧船舶、废旧农机、废塑料、废旧纺织品及纺织废料和边角料、废（碎）玻璃、废橡胶、废弃油脂等废旧物资等资源循环再利用技术、设备开发及应用

28、废旧汽车、工程机械、矿山机械、机床产品、农业机械、船舶等废旧机电产品及零部件再利用、再制造，墨盒、有机光导鼓的再制造（再填充），退役民用大型飞机及发动机、零部件拆解、再利用、再制造

29、综合利用技术设备：4000 马力以上废钢破碎生产线；废塑料复合材料回收处理成套装备（回收率 95%以上）；轻烃类石化副产物综合利用技术装备；生物质能技术装备（发电、制油、沼气）；硫回收装备（低温克劳斯法）

30、含持久性有机污染物土壤修复技术的研发与应用

31、削减和控制重金属排放的技术开发与应用

32、工业难降解有机废水处理技术

33、有毒、有机废气、恶臭高效处理技术

34、餐厨废弃物资源化利用技术开发及设施建设

35、碳捕集、利用与封存技术装备

36、冰蓄冷技术及其成套设备制造

37. 电动汽车废旧动力电池蓄申油回收利用：梯级利用，再

reclamation, among others, and waste traction battery recycling technical equipment: automated disassembly technical equipment; automated rapid sorting and grouping technical equipment; battery remaining useful life and conformity assessment technical equipment; technical equipment for residual value assessment; technical equipment for cascade utilization; and technical equipment for efficient reclamation and harmless treatment of anodes, cathodes, separators, and electrolytes	生利用等, 废旧动力蓄电池回收利用技术装备; 自动化 拆解技术装备; 自动化快速分选成组技术装备; 电池剩 余寿命及一致性评估技术装备; 残余价值评估技术装备; 梯次利用技术装备; 正极、负极、隔膜、电解液高效再 生利用及无害化处理技术装备
38. Waste wooden material recovery projects	38、废弃木质材料回收工程
39. Waste sorting technology, equipment, and facilities	39、垃圾分类技术、设备、设施
40. Third-party remediation of environmental pollution	40、环境污染第三方治理
41. Volatile organic compound reduction, recycling, end treatment, and monitoring technology	41、挥发性有机物减量化、资源化和末端治理及监测技 术
42. Waste sulfuric acid pyrolysis and recovery technology	42、废硫酸裂解回收技术
43. Recycling of industrial by-product salt	43、工业副产盐资源化利用
44. Green high-efficiency leaching and extraction integration technology for raw ionic rare earth ore	44、离子型稀土原矿绿色高效浸萃一体化技术
45. Advanced techniques, technology, and equipment for recovery and utilization of waste heat	45、余热回收利用先进工艺技术与设备
XLIV. Public Safety and Emergency Response Products	四十四、公共安全与应急产品
1. Development and application of meteorological, earthquake, earthquake, geological, marine, flood and drought, and urban and forest fire disaster monitoring and early warning technologies	1、气象、地震、地质、海洋、水旱灾害、城市及森林火 灾灾害监测预警技术开发与应用
2. Development and application of biological disaster and animal epidemic monitoring and early warning technologies	2、生物灾害、动物疫情监测预警技术开发与应用
3. Development and application of automatic safety monitoring and alarm technologies for dams and tailing ponds	3、堤坝、尾矿库安全自动监测报警技术开发与应用
4. Development and application of coal, mine, and other work safety monitoring and alarm technologies	4、煤炭、矿山等安全生产监测报警技术开发与应用
5. Development and application of accident early warning technologies for means of public transport	5、公共交通工具事故预警技术开发与应用
6. Technologies and products for the rapid detection of water, soil, and air pollutants	6、水、土壤、空气污染物快速监测技术与产品
7. Development and application of rapid detection technology, instruments, and equipment for food and drug safety	7、食品药品安全快速检验技术、仪器设备开发及应用

8. Testing reagents and instruments for major epidemics and newly-discovered infectious diseases	8、重大流行病、新发传染病检测试剂和仪器
9. Rapid screening equipment for persons with abnormal body temperatures in public places	9、公共场所体温异常人员快速筛查设备
10. Development and application of surveillance, monitoring, and early warning systems, products, and technology for traffic safety, urban public security, security against terrorist attacks, cybersecurity and information system security, police safety, special equipment safety, engineering construction safety, fire, and major hazard source safety	10、交通安全、城市公共安全、恐怖袭击安全、网络与信息安全、警用安全、特种设备安全、工程施工安全、火灾、重大危险源安全监控监测预警系统、产品技术开发与应用
11. Technology and products for rapid detection and testing of radioactive substances, drugs, and other contraband as well as nuclear and biochemical terrorist sources and other dangerous items	11、放射性、毒品等违禁品、核生化恐怖源等危险物品快速探测检测技术与产品
12. Development and application of hazardous chemical safety monitoring technology	12、危险化学品安全监测技术开发与应用
13. Development and application of protective equipment for emergency relief and rescue personnel	13、应急抢险救援人员防护用品开发与应用
14. Household emergency protective products	14、家用应急防护产品
15. Development and application of new-type lightning disaster protection technologies	15、雷电灾害新型防护技术开发与应用
16. Shelter products and facilities for mines, projects, and safe production of hazardous chemicals	16、矿山、工程和危险化学品安全生产避险产品及设施
17. Technology and products for rapid surveying, mapping, storage, and transmission of the sites of emergencies	17、突发事件现场信息快速测绘、存储、传输等技术及产品
18. Life detection equipment	18、生命探测装备
19. Intelligent, large, special, unmanned, and high-performance fire protection, fire extinguishing, and rescue equipment	19、智能化、大型、特种、无人化、高性能消防灭火救援装备
20. All-terrain rescue equipment for building (structure) ruins	20、建（构）筑物全地形废墟救援设备
21. Emergency communications, emergency command, emergency power generation and power restoration, logistics support, and other all-terrain, high-mobility, and multi-functional emergency rescue special vehicles and equipment	21、应急通信、应急指挥、应急发电与电力恢复、后勤保障等全地形高机动性多功能应急救援特种车辆及设备
22. Detection, dismantling, life-saving, lighting, smoke exhaust, leakage-blocking, transmission, decontamination, lifting, delivery, and other efficient rescue products	22、侦检、破拆、救生、照明、排烟、堵漏、输转、洗消、提升、投送等高效救援产品
23. Emergency air rescue instruments and equipment	23、航空应急救援器材及设备
24. Emergency road clearing equipment and facilities	24、道路应急抢通装备及设施

25. Development and application of ice and snow removal machinery and environment-friendly snowmelt agents for public transport facilities	25、公共交通设施除冰雪机械及环保型除雪剂开发与应用
26. Water (underwater and deep sea) emergency rescue technology and equipment	26、水上（水下及深海）应急救援技术与装备
27. Construction of emergency facilities and equipment for hazardous chemicals and oil products on board and at ports, among others	27、车载、港口等危险化学品、油品应急设施建设及设备
28. Technology and equipment for emergency disposal of oil spill and toxic and hazardous substance leakage at sea	28、海上溢油及有毒有害物质泄漏应急处置技术和装备
29. Technical equipment for rapid absorption and treatment of toxic and hazardous liquid, mobile rapid treatment equipment for medical waste, special equipment for identifying characteristics of hazardous waste, and other technical equipment for emergency environmental protection against sudden environmental disasters	29、有毒有害液体快速吸纳处理技术装备、移动式医疗废物快速处理装置、危险废物特性鉴别专用仪器等突发环境灾难应急环保技术装备
30. Emergency air medical systems, mobile medical rescue systems, health emergency disinfection supply equipment, and first-aid and evacuation platforms integrating life support, treatment, and care	30、航空应急医疗系统，机动医疗救护系统，卫生应急消毒供应装备，生命支持、治疗、监护一体化急救与后送平台
31. Vaccines and medicines for the prevention and control of public health and biological emergencies	31、防控突发公共卫生和生物事件疫苗和药品
32. Technical equipment and investigation and control technology for anti-terrorism operations; and technology for comprehensive anti-terrorism combat platforms, anti-nuclear terrorism robots, emergency riot vehicles, medium-sized anti-terrorism explosive ordnance disposal robots, mobile blast containment vessels, and explosive destruction systems, among others	32、反恐行动技术装备与侦控技术；反恐综合作战平台技术，反核恐怖机器人，应急防爆车，中型反恐排爆机器人，防爆拖车，爆炸物销毁器等
33. Emergency medical care, traffic rescue, engineering rescue, safe production, air rescue, network and information security, and other socialized emergency rescue services	33、紧急医疗、交通救援、工程抢险、安全生产、航空救援、网络与信息安全等应急救援社会化服务
34. Emergency logistics facilities and services	34、应急物流设施及服务
35. Emergency consultation, assessment, training, leasing, and insurance services	35、应急咨询、评估、培训、租赁和保险服务
36. Emergency supplies reserve infrastructure construction	36、应急物资储备基础设施建设
37. Construction of emergency rescue bases and public emergency experience infrastructure	37、应急救援基地、公众应急体验基础设施建设
38. New fireproof paint, fireproof materials, flame arresting and explosion suppression devices, and fire-resistant building components	38、新型防火涂料、防火材料、阻火抑爆装置、建筑耐火构件
39. Development and application of automatic fire monitoring and alarming technologies for forests and grasslands	39、森林、草原火灾自动监测报警技术开发与应用
40. Safety monitoring systems based on Beidou navigation satellites	40、基于北斗导航卫星的安全监测系统

41. Development and application of digital mine technology, development and application of training simulation technology for safe production, and safety technology for establishment of fine tailings dams by using mold geobags	41、矿山数字化技术开发与应用, 安全生产模拟实训技术开发与应用, 细粒尾矿模袋法堆坝安全技术
42. Development and application of technology for rapid acquisition of earthquake disaster information and development and application of fault detection technology for seismic activity	42、地震灾害信息快速获取技术开发与应用, 地震活动断层探测技术开发及应用
43. Development and application of technology for rapidly identifying sources of coal mine water inrush	43、煤矿突水水源快速判别技术开发与应用
44. Rapid testing equipment for fire protection product quality	44、消防产品质量快速检测设备
45. Development and application of harmful element monitoring technology for agricultural products and the environment in their production places	45、农产品及其产地环境的有害元素监测技术开发与应用
46. Rapid and safe monitoring equipment for business and domestic water use	46、生产生活用水快速安全监测设备
47. Protection products for special jobs	47、特种工种保护产品
48. Development and application of important infrastructure safety, social and public security, agricultural and forestry meteorology, biological disaster prevention and protection technology	48、重要基础设施安全、社会公共安全、农林气象、生物灾害防范防护技术开发及应用
49. Complete technology and equipment for emergency rescue in coal mine gas, thermal power, water hazards, and other major disasters as well as risk monitoring, safety prevention and control, and emergency disposal of hazardous chemicals	49、煤矿瓦斯、热动力、水害等重大灾害应急救援及危险化学品风险监测、安全防控和应急处置成套技术与装备
50. Large and multi-functional engineering rescue equipment	50、大型、多功能型工程抢险装备
51. Special equipment for flood prevention and rescue	51、防汛抢险专用器材和装备
52. Weather modification operations systems	52、人工影响天气作业系统
53. Emergency disposal technology and equipment for nuclear accidents	53、核事故应急处置技术及装备
54. Quarantine and disposal technology and equipment for epidemics and diseases	54、疫情疫病检疫处置技术及装备
55. Rescue technology and equipment for special equipment accidents	55、特种设备事故救援技术与装备
56. Technical equipment for emergency monitoring of flood and drought disasters	56、水旱灾害应急监测技术装备
57. Technical equipment for intelligent identification of flood and drought disaster risks	57、洪水干旱灾害风险智能辨识技术装备
58. Technical equipment for ad hoc network trunked emergency communications for flood control and disaster relief	58、防汛抢险自组网集群应急通讯技术装备
59. Technical equipment for emergency water detection and well drilling for drought relief	59、抗旱应急找水打井技术装备

60. Technology for preparing typhoon risk zoning maps and its application

60、台风风险区划图编制技术及应用

61. Key technical equipment for base logistics support for emergency disaster relief in major disasters and accidents

61、重大灾害事故应急救援基地化后勤保障重点技术装备

62. Key technical equipment for intelligent unmanned emergency rescue in major accidents and disasters

62、重大事故灾害智能无人应急救援关键技术装备

63. Research on and application of key technologies for disaster relief shelter equipment in highland regions and high and cold regions and research on and application of such equipment

63、高原高寒地区灾害现场安置装备关键技术与装备研究应用

64. High-efficiency intelligent deicing and snow removal equipment for rain, snow, and cold weather disasters

64、雨雪冰冻灾害高效智能除冰除雪装备

65. Light modular rescue engineering equipment in complex environments

65、复杂环境轻型模块工程抢险装备

66. Research on and demonstration of application of key technologies for prevention and control of large-scale tailings dam failure

66、大型高尾矿库溃坝灾害防控关键技术研究及应用示范

67. Construction of emergency response facilities for preventing and controlling flood and drought

67、防洪抗旱应急设施建设

68. Development and application of new technologies and new products for flood control and drought relief

68、防汛抗旱新技术新产品开发与应用

69. Development and application of production of signs by using thermal transfer printers

69、热转印标识牌生产开发与应用

XLV. Industrial Explosive Products

四十五、民爆产品

1. Safe, environmental-friendly, and energy-saving industrial explosives and detonator-insensitive bulk industrial explosives; on-site mixing and production method; on-site mixing and production method by centralized preparation and remote delivery of emulsion matrix; application of on-site explosive blending technology by underground mines, large chambers, highway and railway tunnels, and other projects; model of integration of scientific research on industrial explosives, production, and blasting services; and application of decommissioned gunpowder (explosives) in industrial explosives and special-purpose explosives

1、安全环保节能型工业炸药及无雷管感度的散装工业炸药；现场混装生产方式；采用乳胶基质集中制备、远程配送的现场混装生产方式；地下矿山、大型硐室、公路铁路隧道等工程应用现场混装炸药技术；民爆科研、生产、爆破服务“一体化”模式；退役火（炸）药在工业炸药中的应用，特殊用途炸药

2. Intelligent production techniques, technology and equipment for industrial explosives and unmanned industrial explosives workshop; online monitoring of production lines and fault self-diagnosis technology; high-precision charge measurement technology and online parameter detection technology for on-site mixing and production method; whole-process intelligent management and control platforms for on-site mixing and production method; information-based and visualized intelligent network supervision platforms for production and sales (including warehousing); and techniques, technology, and equipment for the safety and environmental-friendly recycling of hazardous waste materials and nonconforming products,

2、工业炸药智能化生产工艺技术及装备，工业炸药无人化车间；生产线在线监测、故障自诊断技术；现场混装生产方式的高精度装药计量技术、在线参数检测技术；现场混装生产方式全流程智能化管控平台；生产、销售（包括仓储）的信息化、可视化智能网络监管平台；废危险物料及不合格品安全、环保回收再利用的工艺技术及装备

3. New detonating equipment; digital electronic detonators; safety technology for the prevention of sympathetic detonation of finished industrial detonator products and methods for intensive production of base detonators and safe packaging for remote delivery; model for the centralized production and remote delivery of electronic ignition element (including electronic control module and ignition element) of digital electronic detonators; and industrial detonating cord with serialized charge

4. Modular, automated, and continuous equipment for high-risk production processes and safe and environment-friendly waste product (material) destruction and treatment equipment; intelligent production techniques and equipment for pyrotechnic compositions and products and unmanned workshops for industrial detonator production lines; automatic collection, storage, and traceability analysis systems of data on technique parameters, man, machine, materials, and environment at production process quality control points; occupational hazards-free, safe and environmental-friendly, and highly-information-based product performance testing methods; and automated equipment for charging explosives, stowing line, coiling, sealing, and packaging during the production of industrial detonating cord

5. The automation of primer production techniques; stable and controllable seismic charge products of planned obsolescence and the application of water-containing explosives, among others, in seismic charges; serialized and generalized charge products; reliable, diverse, high-efficiency, and environmental-friendly explosive equipment for weather modification; and the application of decommissioned gunpowder (explosives) in industrial explosive products

6. The production techniques of industrial explosive products with visualized technique and process data, online collection of production data, and automatic detection of safety parameters; technique equipment for continuous and intelligent melting, mixing explosives, pouring, mold release, and other operations of high-level intrinsic safety during the manufacturing of primers; technique equipment for automatic charging and automatic assembly of seismic charge; and technique equipment for automatic charging and automatic extrusion of charges

7. Industrial explosive production lines with a total of not more than three dangerous workshop operators; production lines achieving intelligent primer production, with no permanent operators in the melting, mixing, and pouring workshops, with a total of not more than five operators in a single mold release inspection and packaging workshop; production lines with continuous, automated, information-based, and flexible intelligent manufacturing achieved in the production of seismic charges, with not more than five operators in a single Class 1.1 dangerous workshop; production lines achieving automated and intelligent charge production, with not more than six operators in a dangerous workshop; production lines achieving automated and intelligent production of explosive equipment for weather modification, with not more than five operators in a dangerous workshop; and production lines with the automation of composition preparation and charging operations, mechanization of assembly operations, and man-machine isolation achieved in the manufacturing of flares such as maritime distress flares, with not more than five operators in a dangerous workshop

3、新型起爆器材；数码电子雷管；工业雷管成品防殉爆安全技术和基础雷管集约化生产、远程配送安全包装方式；数码电子雷管的电子引火元件（含电子控制模块和点火元件）集中生产远程配送模式；装药量系列化的工业导爆索

4、高危生产工序的模块化、自动化、连续化设备，安全环保型的废品（料）销毁处理装备；火工药剂、产品的智能化生产工艺和装备，工业雷管生产线无人化车间；生产过程质量控制点工艺参数、人、机、料、环等数据的自动采集、存储和溯源分析系统；无职业危害、安全环保、信息化程度高的产品性能检测方法；工业导爆索生产过程炸药添加药、收线、盘卷、封尾、包装的自动化装备

5、起爆具生产工艺自动化；可定期失效的稳定可控的震源药柱产品，含水炸药等在震源药柱中的应用；系列化、通用化的射孔弹产品；可靠、多样、高效、环保的人工影响天气用燃爆器材；退役火（炸）药在工业炸药制品中的应用

6、工艺流程数据可视、生产数据在线采集、安全参数自动检测的工业炸药制品生产工艺；起爆具制造中，本质安全水平高，连续化、智能化的熔化、混药、浇注、退模等工序的工艺装备；震源药柱自动装药、自动装配的工艺装备；射孔弹自动装药、自动压制的工艺装备

7、危险工房操作人员总人数不大于3人的工业炸药生产线；起爆具生产实现智能化，熔混注工房无固定作业人员，单个退模检验包装工房操作人员总人数不大于5人（含）的生产线；震源药柱生产实现连续化、自动化、信息化、柔性化的智能制造，1.1级单个危险工房操作人员人数不大于5人的生产线；射孔弹生产实现自动化、智能化，危险工房操作人员人数不大于6人的生产线；人工影响天气用燃爆器材生产实现自动化、智能化，危险工房操作人员人数不大于5人的生产线；海上救生烟火信号等烟火信息弹制造实现药剂制备、装药工序的自动化，装配工序的机械化，人机隔离，危险工房操作人员人数不大于5人的生产线

XLVI. Human Resources and Human Capital Services

1. Informatization of human resources and human capital
2. Construction of industrial parks and platforms for human resources services and human capital services
3. Guidance on human resources recruitment, employment and entrepreneurship; human resources and social security matter agencies; and human resources training, staffing, human resources assessment, human resources management consulting, human resources service outsourcing, senior talent search, human resources information software services, and other human resources services
4. Valuation, assessment, and trading of human capital; survey, analysis and application of human capital value; and investment activities in the process of human capital generation
5. Construction of financial innovation platforms for human capital
6. Construction of human resources and human capital markets and supporting service facilities
7. Construction of movement and employment service platforms for rural labor forces

XLVII. Artificial Intelligence

1. Artificial intelligence chips
2. Technology for the integration of industrial Internet, public systems, digital software, and intelligent equipment systems and its application
3. Intelligent infrastructure such as network infrastructure, big data infrastructure, and high-performance computing infrastructure
4. Research and development and application of technologies such as virtual reality (VR), augmented reality (AR), speech, semantic, and image recognition, and multi-sensor information fusion
5. Typical industry application systems such as unmanned autonomous systems
6. Artificial intelligence standards testing and intellectual property rights service platforms
7. Key technical equipment for intelligent manufacturing and improvement of intelligent manufacturing factories and parks
8. Intelligent man-computer interaction systems
9. Wearable devices, intelligent robots, and smart homes

四十六、人力资源和人力资本服务业

- 1、人力资源与人力资本信息化建设
- 2、人力资源服务与人力资本服务产业园和平台建设
- 3、人力资源招聘、就业和创业指导，人力资源和社会保障事务代理，人力资源培训、劳务派遣、人力资源测评、人力资源管理咨询、人力资源服务外包、高级人才寻访、人力资源信息软件服务等人力资源服务业
- 4、人力资本价值评估、评测和交易，人力资本价值统计、分析和应用，人力资本形成过程中的投资活动
- 5、人力资本金融创新平台建设
- 6、人力资源与人力资本市场及配套服务设施建设
- 7、农村劳动力转移就业服务平台建设

四十七、人工智能

- 1、人工智能芯片
- 2、工业互联网、公共系统、数字化软件、智能装备系统集成化技术及应用
- 3、网络基础设施、大数据基础设施、高性能计算基础设施等智能化基础设施
- 4、虚拟现实（VR）、增强现实（AR）、语音语义图像识别、多传感器信息融合等技术的研发与应用
- 5、无人自主系统等典型行业应用系统
- 6、人工智能标准测试及知识产权服务平台
- 7、智能制造关键技术装备，智能制造工厂、园区改造
- 8、智能人机交互系统
- 9、可穿戴设备、智能机器人、智能家居

10. Intelligent medical care and medical image-assisted diagnosis systems	10、智能医疗，医疗影像辅助诊断系统
11. Intelligent security and video and image identification systems	11、智能安防，视频图像身份识别系统
12. Intelligent transport and intelligent conveyances	12、智能交通，智能运载工具
13. Smart education	13、智能教育
14. Smart cities	14、智慧城市
15. Smart agriculture	15、智能农业
Category II Restriction	第二类 限制类
I. Agriculture and Forestry	一、农林业
1. Overgrazing in natural grassland	1、天然草场超载放牧
2. Production equipment of ordinary particleboard and high- or medium-density fiberboard, with a single-line annual output of less than 50,000 cubic meters	2、单线5万立方米/年以下的普通刨花板、高中密度纤维板生产装置
3. Production equipment of wood particleboard with a single-line annual output of less than 30,000 cubic meters	3、单线3万立方米/年以下的木质刨花板生产装置
4. Rosin production projects with an annual output of less than 1,000 tons	4、1000吨/年以下的松香生产项目
5. Veterinary powder/pulvis/premix production line projects (excluding varieties with a new veterinary drug certificate and automated, closed and efficient mixture production techniques)	5、兽用粉剂/散剂/预混剂生产线项目（持有新兽药证书的品种和自动化密闭式高效率混合生产工艺除外）
6. Veterinary cell vaccine production line projects in the production mode of roller bottle (excluding varieties with a new veterinary drug certificate and projects using new technology)	6、转瓶培养生产方式的兽用细胞苗生产线项目（持有新兽药证书的品种和采用新技术的除外）
7. Preliminary processing projects of turpentine	7、松脂初加工项目
8. Production and use of disposable wood products and wood packaging with high-quality wood as raw materials, as well as wood and bamboo processing projects with a low comprehensive utilization rate in wood and bamboo processing	8、以优质林木为原料的一次性木制品与木制包装的生产和使用以及木竹加工综合利用率偏低的木竹加工项目
9. Plywood and block board production lines with an annual output of less than 10,000 cubic meters	9、1万立方米/年以下的胶合板和细木工板生产线
10. Root carving manufacture with rare plants and ancient trees	10、珍稀植物和古树的根雕制造业
11. Processing of rare and endangered wild animals and plants with wild resources as raw materials	11、以野外资源为原料的珍贵濒危野生动植物加工
12. Feeding cage culture in lakes or reservoirs that does not meet the requirements for	12、不符合生态养殖要求的湖泊、水库投饵网箱养殖

ecological farming

13. Agricultural development projects in wastelands adverse to ecological protection

13、不利于生态环境保护的开荒性农业开发项目

14. Construction of pulpwood forest bases in water-stressed areas or national ecologically-vulnerable areas

14、缺水地区、国家生态脆弱区纸浆原料林基地建设

15 Projects of conversion of grain into ethanol and edible vegetable oil into bio-fuel that do not conform to national plans or industry policies

15、不符合国家规划及产业政策的粮食转化乙醇、食用植物油料转化生物燃料项目

16. Development projects that destroy woodland, wetland, and grassland

16、破坏林地、湿地、草地的开发项目

II. Coal

二、煤炭

1. Coal mines with an output of less than 300,000 tons/year (or less than 1.2 million tons/year as in the case of Shanxi, Inner Mongolia and Shaanxi, or less than 600,000 tons/year as in the case of Ningxia) and coal and gas outburst mine shafts with an output of less than 900,000 tons/year

1、低于 30 万吨/年的煤矿（其中山西、内蒙古、陕西低于 120 万吨/年，宁夏低于 60 万吨/年），低于 90 万吨/年的煤与瓦斯突出矿井

2. Coal mine projects using non-mechanical mining techniques

2、采用非机械化开采工艺的煤矿项目

3. Coal mine projects with the recovery rate of coal resources failing to meet the requirements of the state

3、煤炭资源回收率达不到国家规定要求的煤矿项目

4. Coal mine projects failing to undergo the reporting procedure for approval of overall mining area plans as required by the state

4、未按国家规定程序报批矿区总体规划的煤矿项目

5. Coal mine projects with more than two underground stopes

5、井下回采工作面超过 2 个的煤矿项目

6. Coal mines with a mining depth greater than that specified in the Coal Mine Safety Rules, coal mines producing products of which the quality does not meet the requirements of the Interim Measures for the Administration of Commercial Coal Quality, and coal mines of which mining technology and equipment are included in restriction catalog of the Coal Production Technology and Equipment Policy Orientation (2014 Version), which are unable to perform technological improvement

6、开采深度超过《煤矿安全规程》规定的煤矿、产品质量达不到《商品煤质量管理暂行办法》要求的煤矿、开采技术和装备列入《煤炭生产技术与装备政策导向（2014 年版）》限制目录且无法实施技术改造的煤矿

III. Electric Power

三、电力

1. Water-cooled generating sets with coal consumption of over 300g standard coal per kWh, and air-cooled generating sets with coal consumption of over 305g standard coal per kWh, within the coverage of large power grids

1、大电网覆盖范围内，发电煤耗高于 300 克标准煤/千瓦时的湿冷发电机组，发电煤耗高于 305 克标准煤/千瓦时的空冷发电机组

2. Diversion-type hydropower generation without let-down ecological flow

2、无下泄生态流量的引水式水力发电

IV. Petrochemistry

四、石化化工

1. New construction of atmospheric and vacuum distillation units with an annual output of

1. 新建 1000 万吨/年以下常减压、150 万吨/年以下催化

less than 10 million tons, catalytic cracking units with an annual output of less than 1.5 million tons, continuous reforming units (including aromatics extraction) with an annual output of less than 1 million tons, and hydrocracking units with an annual output of 1.5 less than million tons

2. New construction of production units (excluding comprehensive utilization) of ethylene by naphtha cracking with an annual output of less than 800,000 tons, acrylonitrile with an annual output of less than 130,000 tons, purified terephthalic acid with an annual output of less than 1 million tons, ethylene with an annual output of less than 200,000 tons, styrene (excluding ethylbenzene by dry gas process) with an annual output of less than 200,000 tons, caprolactam or ethylene acetic acid with an annual output of less than 100,000 tons, acetic acid by oxo synthesis or methanol by natural gas (other than natural gas containing 20% carbon monoxide) with an annual output of less than 300,000 tons, and coal methanol with an annual output of less than 1 million tons; production units of methyl methacrylate by acetone cyanohydrin process, acetone/butanol by food process, epichlorohydrin by chlorohydrin process, and epichlorohydrin by saponification process; and production units of saponin (including hydrolysate) with an annual output of less than 300 tons

3. New construction of production units of polypropylene with an annual output of less than 70,000 tons, polyethylene or polyvinyl chloride by acetylene process with an annual output of less than 200,000 tons, polyvinyl chloride by ethylene oxychlorination process with an initial scale of less than 300,000 tons, polystyrene with an annual output of less than 100,000 tons, acrylonitrile/butadiene/styrenecopolymer (ABS) with an annual output of less than 200,000 tons, and ordinary synthetic latex-carboxy butadiene-styrene rubber (containing styrene-butadiene latex) with an annual output of less than 30,000 tons; and new construction, reconstruction or expansion of production units of neoprene rubber, styrene-butadiene thermoplastic rubber, polyurethane, and polyacrylate general-purpose solvent based adhesives

4. New construction of production units of soda ash (except underground circular production of soda ash and trona), caustic soda (except ion-exchange membrane caustic soda equipment for comprehensive utilization of waste salt), sulfuric acid (other than electronic grade sulfuric acid with a single metal ion ≤ 100 ppb) with an annual output of less than 300,000 tons, acid with an annual output of less than 200,000 tons made from iron pyrite, nitric acid by atmospheric process and comprehensive process, calcium carbide (except using large advanced process equipment for equivalent replacement), and potassium hydroxide with a single-line production capacity of less than 50,000 tons per year

5. New construction of production units of sodium tripolyphosphate, sodium hexametaphosphate, phosphorus trichloride, phosphorus pentasulfide, dicalcium phosphate, sodium chlorate, sodium dichromate with low calcium through roasting process, electrolytic manganese dioxide, calcium carbonate, anhydrous sodium sulfate (excluding salt co-production and by-products), barium carbonate, barium sulfate, barium hydroxide, barium chloride, barium nitrate, strontium carbonate, white carbon black (excluding fumed silica), and choline chloride

裂化、100万吨/年以下连续重整(含芳烃抽提)、150万吨/年以下加氢裂化生产装置

2、新建80万吨/年以下石脑油裂解制乙烯、13万吨/年以下丙烯腈、100万吨/年以下精对苯二甲酸、20万吨/年以下乙二醇、20万吨/年以下苯乙烯(干气制乙苯工艺除外)、10万吨/年以下己内酰胺、乙炔法醋酸、30万吨/年以下羰基合成法醋酸、天然气制甲醇(CO₂含量20%以上的天然气除外)、100万吨/年以下煤制甲醇生产装置,丙酮氰醇法甲基丙烯酸甲酯、粮食法丙酮/丁醇、氯醇法环氧丙烷和皂化法环氧氯丙烷生产装置,300吨/年以下皂素(含水解物)生产装置

3、新建7万吨/年以下聚丙烯、20万吨/年以下聚乙烯、乙炔法聚氯乙烯、起始规模小于30万吨/年的乙烯氧氯化法聚氯乙烯、10万吨/年以下聚苯乙烯、20万吨/年以下丙烯腈-丁二烯-苯乙烯共聚物(ABS)、3万吨/年以下普通合成胶乳-羧基丁苯胶(含丁苯胶乳)生产装置,新建、改扩建氯丁橡胶类、丁苯热塑性橡胶类、聚氨酯类和聚丙烯酸酯类中溶剂型通用胶粘剂生产装置

4、新建纯碱(井下循环制碱、天然碱除外)、烧碱(废盐综合利用的离子膜烧碱装置除外)、30万吨/年以下硫磺制酸(单项金属离子 ≤ 100 ppb的电子级硫酸除外)、20万吨/年以下硫铁矿制酸、常压法及综合法硝酸、电石(以大型先进工艺设备进行等量替换的除外)、单线产能5万吨/年以下氢氧化钾生产装置

5、新建三聚磷酸钠、六偏磷酸钠、三氯化磷、五硫化二磷、磷酸氢钙、氯酸钠、少钙焙烧工艺重铬酸钠、电解二氧化锰、碳酸钙、无水硫酸钠(盐业联产及副产除外)、碳酸钡、硫酸钡、氢氧化钡、氯化钡、硝酸钡、碳酸锶、白炭黑(气相法除外)、氯化胆碱生产装置

6. New construction of production units of yellow phosphorus, sodium cyanide (100%) with an initial scale of less than 30,000 tons per year and with a single-line capacity of less than 10,000 tons per year, lithium carbonate or lithium hydroxide with a single-line production capacity of less than 5,000 tons per year, aluminum fluoride by dry process, and anhydrous aluminum fluoride or cryolite at a medium or low molecular ratio with a single-line production capacity of less than 20,000 tons per year

7. New construction of production units of nitrogen fertilizer with petroleum or natural gas as raw material, ammonia synthesized by fixed layer intermittent gasification technology, and ammonium phosphate; and the purification process of feed gas from synthetic ammonia by copper washing process

8. New construction of production units of pesticides with high toxicity, high residues or a significant impact on environment (including but not limited to omethoate isocarbophos, isofenphos methyl, phorate, terbufos, methidathion, methyl bromide, methomyl, aldicarb, carbofuran, diphacinone sodium, diphacinone ketones, warfarin, coumatetralyl, bromadiolone, brodifacoum, botulinum toxin, bisultap, ethoprophos, endosulfan, phosphate aluminum, dicofol, organochlorine or organotin insecticides, thiram fungicides, compound sodium nitrophenolate (potassium), chlorsulfuron, ethametsulfuron-methyl, and metsulfuron-methyl)

9. New construction of production units of glyphosate, chlorpyrifos (except for aqueous phase method), triazophos, paraquat, chlorothalonil, avermectin, imidacloprid, acetochlor (except for the methylene method), and chloropicrin

10. New construction of production units of titanium dioxide by sulfuric acid process, lead chromate yellow, iron oxide pigments with an annual output of less than 10,000 tons, solvent coating (except coating varieties and production processes in the Encouragement Category), and powder coating containing triglycidyl isocyanurate (TGIC)

11. New construction of production units of dyes, dye intermediates, organic pigments, and printing and dyeing auxiliaries (except in the Encouragement Category or using technology in the Encouragement Category)

12. New construction of production units of hydrogen fluoride (HF, excluding those in support of downstream enterprises' processing products for their own use and those in support of phosphoric acid at the electronic grade or by wet process); and new construction of production units of methyl chlorosilane monomer with an initial scale of less than 200,000 tons per year and a single-set scale of less than 100,000 tons per year, production units of methane chloride with an annual output of less than 100,000 tons (excluding those in support of organosilicone) or with an annual output of 100,000 tons or more but without supporting disposal facilities for by-product carbon tetrachloride, production units of chlorodifluoromethane without supporting disposal facilities for by-product fluoroform, and production units of perfluorooctanesulfonic acid for an acceptable use and its salt as well as perfluoro-1-octanesulfonyl fluoride (that other than which is in the Elimination), perfluorooctanoic acid (PFOA), sulfur hexafluoride (SF6) (except for the high-purity grade).

6. 新建黄磷，起始规模小于3万吨/年、单线产能小于1万吨/年氰化钠（折100%），单线产能5千吨/年以下碳酸锂、氢氧化锂，干法氟化铝及单线产能2万吨/年以下无水氟化铝或中低分子比冰晶石生产装置

7. 新建以石油、天然气为原料的氮肥，采用固定层间歇气化技术合成氨，磷铵生产装置，铜洗法氨合成原料气净化工艺

8. 新建高毒、高残留以及对环境影响大的农药原药（包括氧乐果、水胺硫磷、甲基异柳磷、甲拌磷、特丁磷、杀扑磷、溴甲烷、灭多威、涕灭威、克百威、敌鼠钠、敌鼠酮、杀鼠灵、杀鼠醚、溴敌隆、溴鼠灵、肉毒素、杀虫双、灭线磷、磷化铝，有机氯类、有机锡类杀虫剂，福美类杀菌剂，复硝酚钠（钾）、氯磺隆、胺苯磺隆、甲磺隆等）生产装置

9. 新建草甘膦、毒死蜱（水相法工艺除外）、三唑磷、百草枯、百菌清、阿维菌素、吡虫啉、乙草胺（甲叉法工艺除外）、氯虫苯甲酰胺生产装置

10. 新建硫酸法钛白粉、铅铬黄、1万吨/年以下氧化铁系颜料、溶剂型涂料（鼓励类的涂料品种和生产工艺除外）、含异氰脲酸三缩水甘油酯（TGIC）的粉末涂料生产装置

11. 新建染料、染料中间体、有机颜料、印染助剂生产装置（鼓励类及采用鼓励类技术的除外）

12. 新建氟化氢（HF，企业下游深加工产品配套自用、电子级及湿法磷酸配套除外），新建初始规模小于20万吨/年、单套规模小于10万吨/年的甲基氯硅烷单体生产装置，10万吨/年以下（有机硅配套除外）和10万吨/年及以上、没有副产四氯化碳配套处置设施的甲烷氯化物生产装置，没有副产三氟甲烷配套处置设施的二氟一氯甲烷生产装置，可接受用途的全氟辛基磺酸及其盐类和全氟辛基磺酰氟（其余为淘汰类）、全氟辛酸（PFOA），六氟化硫（SF6，高纯级除外），特定豁免用途的六溴环十二烷（其余为淘汰类）生产装置

and hexabromocyclododecane for a specific exempted use (that other than which is in the Elimination)

13. New construction of production units of diagonal tires and hard cart tires (including barrow tires), nylon cord, steel cord with an annual output of less than 30,000 tons, reclaimed rubber (except ordinary-pressure continuous desulfurization process), pentachlorothiophenol in rubber peptizer, and tetramethylthiuram disulfide (TMTD) in rubber accelerator

V. Information industry

1. Laser disc player production lines (a series of VCD player assembled products)

VI. Iron and Steel

1. Coking projects without synchronized construction of supporting units for dry quenching coke, coaling, coke pushing, and dust collection by iron and steel associated enterprises; and coking projects without synchronized construction of supporting units for coaling, coke pushing, and dust collection by independent coking enterprises

2. Sintering machine (excluding ferroalloy sintering machine and cast iron sintering machine for casting) of less than 180 square meters

3. Pig iron blast furnaces for steel making with an effective volume of not less than 400 cubic meters nor more than 1,200 cubic meters; and pig iron blast furnaces for steel making with an effective volume of 1,200 cubic meters or more which fail to meet the mandatory standards for environmental protection, energy consumption, and safety, among others

4. Steelmaking converters with a nominal capacity of more than 30 tons but less than 100 tons; and steelmaking converters with a nominal capacity of 100 tons or more which fail to meet the mandatory standards for environmental protection, energy consumption, and safety, among others

5. Electric arc furnaces with a nominal capacity of 30 tons or more but less than 100 tons (50 tons for alloy steel); and electric arc furnaces with a nominal capacity of 100 tons (50 tons for alloy steel) or more which fail to meet the mandatory standards for environmental protection, energy consumption, and safety, among others

6. Hot rolling strip steel projects (excluding special steel) of less than 1,450 mm

7. Hot-galvanized coil projects with an annual output of 300,000 tons or less

8. Color coated coil projects with an annual output of 200,000 tons or less

9. Chromite-containing refractories

10. Tanning equipment and baking equipment of common-power and high-power graphite electrodes

13、新建斜交轮胎和力车胎（含手推车胎）、锦纶帘线、3万吨/年以下钢丝绳线、再生胶（常压连续脱硫工艺除外）、橡胶塑解剂五氯硫酚、橡胶促进剂二硫化四甲基秋兰姆（TMTD）生产装置

五、信息产业

1、激光视盘机生产线（VCD系列整机产品）

六、钢铁

1、钢铁联合企业未同步配套建设干熄焦、装煤、推焦除尘装置的炼焦项目；独立焦化企业未同步配套建设装煤、推焦除尘装置的炼焦项目

2、180平方米以下烧结机（铁合金烧结机、铸造用生铁烧结机除外）

3、有效容积400立方米以上1200立方米以下炼钢用生铁高炉；1200立方米及以上但达不到环保、能耗、安全等强制性标准的炼钢用生铁高炉

4、公称容量30吨以上100吨以下炼钢转炉；公称容量100吨及以上但达不到环保、能耗、安全等强制性标准的炼钢转炉

5、公称容量30吨以上100吨（合金钢50吨）以下电弧炉；公称容量100吨（合金钢50吨）及以上但达不到环保、能耗、安全等强制性标准的电弧炉

6、1450毫米以下热轧带钢（不含特殊钢）项目

7、30万吨/年及以下热镀锌板卷项目

8、20万吨/年及以下彩色涂层板卷项目

9、含铬质耐火材料

10、普通功率和高功率石墨电极压型设备、焙烧设备和

as well as production lines

11. Ultra-high-power graphite electrode production lines with a diameter of less than 600 mm or with an annual output of less than 20,000 tons

12. Production lines of prebaked anode (carbon blocks) with an annual output of less than 80,000 tons, ordinary cathode blocks with an annual output of less than 20,000 tons, and carbon electrodes with an annual output of less than 40,000 tons

13. Pelletizing equipment with an annual unit output of less than 1.2 million tons (excluding ferroalloy pellets and cast iron pellets for casting)

14. Coking projects with the height of a top-loading coke carbonization chamber lower than 6.0 meters, the height of tamping coke carbonization chamber lower than 5.5 meters, and an annual output of less than 1 million tons; coking projects with a heat recovery coke oven processing stamped briquette < 35 cubic meters in volume and an enterprise output < 1 million tons/year (casting coke < 600,000 tons/year); and coking projects with semi-coke ovens each having an output < 100,000 tons/year and an enterprise output < 1 million tons/year

15. Refining furnaces of medium- or low-carbon ferromanganese, electric manganese metal, and medium-, low- or micro-carbon ferrochrome of 3,000 kva or above not by hot charging and hot exchange processes

16. Ferromanganese blast furnaces of less than 300 cubic meters; ferromanganese blast furnaces of 300 cubic meters or more with a coke ratio higher than 1,320kg per ton; ferromanganese blast furnace enterprises with a scale of less than 100,000 tons per year

17. Ore-smelting electric furnaces of calcium alloys and calcium-barium-aluminum alloys of less than 12,500 kva; and ore-smelting electric furnaces of 12,500 kva or more with calcium-silicon alloy power consumption higher than 11,000 kWh per ton

18. Silumin smelting electric furnaces of less than 16,500 kva; and ore-smelting electric furnaces of 16,500 kva or more with silumin power consumption higher than 9,000 kWh per ton

19. Ordinary ferroalloy smelting electric furnaces of less than $2 \times 25,000$ kva (capacity of smelting electric furnaces; $2 \times 12,500$ kva in key poverty-stricken areas of central and western China as determined by the state, where small-scale hydropower stations operate independently and mineral resources are rich); and ordinary ferroalloy smelting electric furnaces of $2 \times 25,000$ kva or more but with transformers not using motor-driven, multi-stage regulating three-phase or three single-phase energy-saving equipment, without mechanized process operation and automated process control, or with ferrosilicon power consumption higher than 8,500 kWh per ton, industrial silicon power consumption higher than 12,000 kWh per ton, electric furnace ferromanganese power consumption higher than 2,600 kWh per ton, manganese alloy power consumption higher than 4,200 kWh per ton, high-carbon ferrochrome power

生产线

11、直径 600 毫米以下或 2 万吨/年以下的超高功率石墨电极生产线

12、8 万吨/年以下预焙阳极（炭块）、2 万吨/年以下普通阴极炭块、4 万吨/年以下炭电极生产线

13、单机 120 万吨/年以下的球团设备（铁合金、铸造用生铁球团除外）

14、顶装焦炉炭化室高度<6.0 米、捣固焦炉炭化室高度<5.5 米，100 万吨/年以下焦化项目；热回收焦炉捣固煤饼体积<35 立方米，企业生产能力<100 万吨/年（铸造焦<60 万吨/年）焦化项目；半焦炉单炉生产能力<10 万吨/年，企业生产能力<100 万吨/年焦化项目

15、3000 千伏安及以上，未采用热装热兑工艺的中低碳锰铁、电炉金属锰和中低碳铬铁精炼电炉

16、300 立方米以下锰铁高炉；300 立方米及以上，但焦比高于 1320 千克/吨的锰铁高炉；规模小于 10 万吨/年的锰铁高炉企业

17、1.25 万千瓦安以下的硅钙合金和硅钙钡合金矿热电炉；1.25 万千瓦安及以上，但硅钙合金电耗高于 11000 千瓦时/吨的矿热电炉

18、1.65 万千瓦安以下硅铝合金矿热电炉；1.65 万千瓦安及以上，但硅铝合金电耗高于 9000 千瓦时/吨的矿热电炉

19、 2×2.5 万千瓦安以下普通铁合金矿热电炉（中西部具有独立运行的小水电及矿产资源优势的国家确定的重点贫困地区，矿热电炉容量< 2×1.25 万千瓦安）； 2×2.5 万千瓦安及以上，但变压器未选用有载电动多级调压的三相或三个单相节能型设备，未实现工艺操作机械化和控制自动化，硅铁电耗高于 8500 千瓦时/吨，工业硅电耗高于 12000 千瓦时/吨，电炉锰铁电耗高于 2600 千瓦时/吨，硅锰合金电耗高于 4200 千瓦时/吨，高碳铬铁电耗高于 3200 千瓦时/吨，硅铬合金电耗高于 4800 千瓦时/吨的普通铁合金矿热电炉

consumption higher than 3,200 kWh per ton, or silicochromium power consumption higher than 4,800 kWh per ton

20. Electric manganese metal leaching process with intermittent leaching and intermittent liquid feeding; enterprises with a single-line (transformer) annual output of less than 10,000 tons and with the total annual electric manganese metal output of less than 30,000 tons

21. Independent hot rolling production lines without supporting steelmaking operations in the factory area

VII. Nonferrous Metals

1. New construction and expansion of tungsten mining projects with tungsten metal reserves of less than 10,000 tons and an annual mining scale of less than 300,000 tons of ore (except for expansion projects for the mining of deep and edge resources in existing tungsten mines), tungsten, molybdenum, tin, and antimony smelting projects (except those that meet the requirements of national laws and regulations on environmental protection and energy conservation, among others) and antimony oxide and lead-tin solder production projects, and rare earth mining, dressing, smelting, and separation projects (except rare earth enterprise group projects that meet the total quantity control requirements for rare earth mining, smelting, and separation)

2. Blister copper smelting projects with a single-series annual output of less than 100,000 tons (except reclaimed copper projects and oxidized ore direct leaching project)

3. Electrolytic aluminum projects (except capacity replacement projects)

4. Lead smelting projects with a single-series annual output of less than 50,000 tons (excluding technical improvement and environmental protection transformation projects without increase in production capacity)

5. Zinc smelting projects with a single-series annual output of less than 100,000 tons (excluding direct leaching)

6. Magnesium smelting projects (excluding comprehensive utilization projects and advanced energy-saving and environmental-friendly technique and technology improvement projects)

7. Independent aluminum carbon projects with an annual output of less than 100,000 tons

8. New construction of secondary lead projects with a single-series production capacity of less than 50,000 tons per year, reconstruction or expansion of secondary lead projects with a single-series production capacity of less than 20,000 tons per year, and secondary lead projects failing to meet the industry access conditions in indicators such as resource use, energy consumption, and environmental protection

9. New construction and expansion of primary mercury mining projects

20、间断浸出、间断送液的电解金属锰浸出工艺；10000吨/年以下电解金属锰单条生产线（一台变压器），电解金属锰生产总规模为30000吨/年以下的企业

21、厂区内无配套炼钢工序的独立热轧生产线

七、有色金属

1、新建、扩建钨金属储量小于1万吨、年开采规模小于30万吨矿石量的钨矿开采项目（现有钨矿山的深部和边部资源开采扩建项目除外），钨、钼、锡、锑冶炼项目（符合国家环保节能等法律法规要求的项目除外）以及氧化锑、铅锡焊料生产项目，稀土采选、冶炼分离项目（符合稀土开采、冶炼分离总量控制指标要求的稀土企业集团项目除外）

2、单系列10万吨/年规模以下粗铜冶炼项目（再生铜项目及氧化矿直接浸出项目除外）

3、电解铝项目（产能置换项目除外）

4、单系列5万吨/年规模以下铅冶炼项目（不新增产能的技改和环保改造项目除外）

5、单系列10万吨/年规模以下锌冶炼项目（直接浸出除外）

6、镁冶炼项目（综合利用项目和先进节能环保工艺技术改造项目除外）

7、10万吨/年以下的独立铝用炭素项目

8、新建单系列生产能力5万吨/年及以下、改扩建单系列生产能力2万吨/年及以下，以及资源利用、能源消耗、环境保护等指标达不到行业准入条件要求的再生铅项目

9、新建、扩建原生汞矿开采项目

VIII. Gold

1. Independent cyanidation projects with a daily gold concentrate processing capacity of less than 200 tons and a raw material self-supply ability of less than 50% (except for bio-gold cyanidation process)
2. Independent gold concentration plant projects with a daily ore processing capacity of less than 300 tons and without a supporting mining system
3. Pyrometallurgical process projects of independent gold smelters without a supporting mining system with a daily gold concentrate processing capacity of less than 200 tons
4. Independent heap leaching field projects without a supporting mining system with a processing capacity of less than 1500 tons/day
5. Surface mining and dressing projects with a daily rock gold ore processing capacity of less than 300 tons and underground mining and dressing projects with a daily rock gold ore processing capacity of less than 100 tons
6. Gulch gold mining projects with an annual gulch gold ore processing capacity of less than 300,000 cubic meters
7. Gulch gold mining projects in forests, basic farmland, and river courses

IX. Building Materials

1. New-type clinker cement production lines by dry process with a daily output of less than 2,000 tons (except special cement production lines) and cement grinding stations with an annual output of less than 600,000 tons
2. Architectural ceramics (excluding architectural glazed products) production lines with an annual output of 1.5 million square meters or less
3. Tunnel kiln sanitary ceramics production lines with an annual output of less than 600,000 pieces
4. Paper-faced gypsum board production lines with an annual output of less than 30 million square meters (except in Tibet)
5. Medium-alkali glass fiber drawing production lines by tank furnace process; alkali-free glass fiber roving tank furnace drawing production lines with a single tank furnace output of less than 80,000 tons/year; medium-alkali, alkali-free, and alkali-resistant glass ball furnace production lines; and medium-alkali and alkali-free glass fiber platinum-substitute crucible drawing production lines
6. Hollow clay brick production lines (excluding Shaanxi, Qinghai, Gansu, Xinjiang, Tibet,

八、黄金

- 1、日处理金精矿 200 吨（不含）以下的原料自供能力不足 50%（不含）的独立氰化项目（生物氰化提金工艺除外）
- 2、日处理矿石 300 吨（不含）以下的无配套采矿系统的独立黄金选矿厂项目
- 3、日处理金精矿 200 吨（不含）以下的无配套采矿系统的独立黄金冶炼厂火法冶炼项目
- 4、1500 吨/日（不含）以下的无配套采矿系统的独立堆浸场项目
- 5、日处理岩金矿石 300 吨（不含）以下的露天采选项目、100 吨（不含）以下的地下采选项目
- 6、年处理砂金矿砂 30 万（不含）立方米以下的砂金开采项目
- 7、在林区、基本农田、河道中开采砂金项目

九、建材

- 1、2000 吨/日（不含）以下新型干法水泥熟料生产线（特种水泥生产线除外），60 万吨/年（不含）以下水泥粉磨站
- 2、150 万平方米/年及以下的建筑陶瓷（不包括建筑琉璃制品）生产线
- 3、60 万件/年（不含）以下的隧道窑卫生陶瓷生产线
- 4、3000 万平方米/年（不含）以下的纸面石膏板生产线（西藏除外）
- 5、中碱玻璃纤维池窑拉丝生产线；单窑规模小于 8 万吨/年（不含）的无碱玻璃纤维粗纱池窑拉丝生产线；中碱、无碱、耐碱玻璃球密生产线；中碱、无碱玻璃纤维代铂坩埚拉丝生产线
- 6、粘土空心砖生产线（陕西、青海、甘肃、新疆、西藏、

and Ningxia)

7. Gypsum (hollow) building block production lines with an annual output of less than 150,000 square meters, fixed production lines of small concrete hollow bricks with a single-shift annual output of less than 50,000 cubic meters and concrete floor bricks with a single-shift annual output of less than 150,000 square meters, and artificial lightweight aggregate (ceramic aggregate) production lines with an annual output of less than 50,000 cubic meters

8. Aerated concrete production lines with an annual output of less than 150,000 cubic meters

9. Sintered brick and sintered hollow block production lines with an output of less than 60 million standard bricks/year

10. Rock (mineral) wool production lines with an annual output of less than 30000 tons and glass wool product production lines with an annual output of less than 8,000 tons

11. Production lines of prestressed high-strength concrete centrifugal piles with an annual output of 1 million meters or less

12. Production lines of prestressed concrete cylinder pipe (PCCP): PCCP-L type: annual designed production capacity ≤ 50 kilometers, PCCP-E-type: annual designed production capacity ≤ 30 kilometers

X. Medicine

1. New construction or expansion of production units of gulonic acid and vitamin C powder (for drug, food, feed, and cosmetic uses) and new construction of raw material production units of vitamin B1, vitamin B2, vitamin B12 and vitamin E for drug, food, feed, cosmetic and other uses

2. New construction of production units of penicillin industrial salt, 6-aminopenicillanic acid (6-APA), 7-aminocephalosporanic acid (7-ACA) produced by chemical method, 7-amino-3-desacetoxycephalos cephalosporin acid (7-ADCA) by chemical method, penicillin V, ampicillin, amoxicillin, cephalosporins C fermentation, oxytetracycline, tetracycline, chloramphenicol, dipyrone, paracetamol, lincomycin, gentamicin, dihydrostreptomycin, amikacin, midecamycin, leucomycin, ciprofloxacin, norfloxacin, ofloxacin, rifampin, caffeine, and theobromine

3. New construction of production units of paclitaxel (excluding ancillary taxus chinensis planting) and berberine by phytoextraction method (excluding ancillary berberine planting)

4. New construction, reconstruction, and expansion of production units of medicinal butyl rubber stoppers and plastic bottles for transfusion by two-step method

5. New construction, reconstruction, and expansion of production units of products containing

宁夏除外)

7、15 万平方米/年（不含）以下的石膏（空心）砌块生产线、单班 5 万立方米/年（不含）以下的混凝土小型空心砌块以及单班 15 万平方米/年（不含）以下的混凝土铺地砖固定式生产线、5 万立方米/年（不含）以下的人造轻集料（陶粒）生产线

8、15 万立方米/年（不含）以下的加气混凝土生产线

9、6000 万标砖/年（不含）以下的烧结砖及烧结空心砌块生产线

10、30000 吨/年以下岩（矿）棉制品生产线和 8000 吨/年以下玻璃棉制品生产线

11、100 万米/年及以下预应力高强混凝土离心桩生产线

12、预应力钢筒混凝土管（简称 PCCP 管）生产线（PCCP-L 型：年设计生产能力 ≤ 50 千米；PCCP-E 型：年设计生产能力 ≤ 30 千米）

十、医药

1、新建、扩建古龙酸和维生素 C 原粉（包括药用、食品用、饲料用、化妆品用）生产装置，新建药品、食品、饲料、化妆品等用途的维生素 B1、维生素 B2、维生素 B12、维生素 E 原料生产装置

2、新建青霉素工业盐、6-氨基青霉烷酸（6-APA）、化学法生产 7-氨基头孢烷酸（7-ACA）、化学法生产 7-氨基-3-去乙酰氨基头孢烷酸（7-ADCA）、青霉素 V、氨苄青霉素、羟氨苄青霉素、头孢菌素 c 发酵、土霉素、四环素、氯霉素、安乃近、扑热息痛、林可霉素、庆大霉素、双氢链霉素、丁胺卡那霉素、麦迪霉素、柱晶白霉素、环丙氟哌酸、氟哌酸、氟喹酸、利福平、咖啡因、柯柯豆碱生产装置

3、新建紫杉醇（配套红豆杉种植除外）、植物提取法黄连素（配套黄连种植除外）生产装置

4、新建、改扩建药用丁基橡胶塞、二步法生产输液用塑料瓶生产装置

5、新建及改扩建原料含有尚未规模化种植或养殖的濒危

endangered animals or plants as medicinal materials which have not been bred or planted on a large scale

动植物药材的产品生产装置

6. New construction, reconstruction, and expansion of production units of mercury-filled glass thermometers, sphygmomanometers and silver amalgam dental materials; and new construction of production units of disposable syringes, blood transfusion apparatus, or infusion apparatus with an annual output of less than 200 million pieces

6、新建、改扩建充汞式玻璃体温计、血压计生产装置、银汞齐齿科材料，新建2亿支/年以下一次性注射器、输液器、输液器生产装置

XI. Machinery

十一、机械

1. Manufacturing projects of drill jambos with two arms or less

1、2臂及以下凿岩台车制造项目

2. Manufacturing projects of rock loaders (excluding vertical claw rock loaders)

2、装岩机（立爪装岩机除外）制造项目

3. Manufacturing projects of small mining cars of 3 cubic meters or less

3、3立方米及以下小矿车制造项目

4. Winch manufacturing projects with a diameter of 2.5 meters or less

4、直径2.5米及以下绞车制造项目

5. Manufacturing projects of mine hoisters with a diameter of 3.5 meters or less

5、直径3.5米及以下矿井提升机制造项目

6. Manufacturing projects of screening machines of 40 square meters or less

6、40平方米及以下筛分机制造项目

7. Manufacturing projects of hydrocyclones with a diameter of 700 mm or less

7、直径700毫米及以下旋流器制造项目

8. Manufacturing projects of coal cutters of 800 kW or less

8、800千瓦及以下采煤机制造项目

9. Manufacturing projects of mining excavators with a bucket capacity of 3.5 cubic meters or less

9、斗容3.5立方米及以下矿用挖掘机制造项目

10. Manufacturing projects of mining agitation, concentration and filtration equipment (excluding pressurization type)

10、矿用搅拌、浓缩、过滤设备（加压式除外）制造项目

11. Enterprise projects for special vehicles for ordinary transport and trailers for ordinary transport such as stake vehicles, side-wall vehicles, dump vehicles, ordinary box vans; and three-wheeled vehicles and low-speed electric vehicles

11、仓栅车、栏板车、自卸车和普通厢式车等普通运输类专用汽车和普通运输类挂车企业项目；三轮汽车、低速电动车

12. Manufacturing projects of single cylinder diesels

12、单缸柴油机制造项目

13. Small belt-driven four-wheel tractors with single-cylinder diesels, walking tractors with single-cylinder diesels, and wheeled tractors of less than 50 hp with sliding gear transmission and failing to meet emission requirements

13、配套单缸柴油机的皮带传动小四轮拖拉机，配套单缸柴油机的手扶拖拉机，滑动齿轮换挡、排放达不到要求的50马力以下轮式拖拉机

14. Manufacturing projects of conventional coal-fired thermal power equipment of 300,000-kW grade or lower (except comprehensive utilization units)

14、30万千瓦级及以下常规燃煤火力发电设备制造项目（综合利用机组除外）

15. Manufacturing projects of crosslinking power cables by dry method of 6 kV or more (for land use)

15、6千伏及以上（陆上用）干法交联电力电缆制造项目

16. Manufacturing projects of non-CNC metal-cutting machine tools	16、非数控金属切削机床制造项目
17. Manufacturing projects of standard mechanical presses of 6,300 kn or less	17、6300 千牛及以下普通机械压力机制造项目
18. Manufacturing projects of non-CNC shearing machines, bending machines, and tube bending machines	18、非数控剪板机、折弯机、弯管机制造项目
19. Projects of ordinary high-speed steel drills, milling cutters, saw blades, screw taps, and screw dies	19、普通高速钢钻头、铣刀、锯片、丝锥、板牙项目
20. Manufacturing projects of brown corundum, green silicon carbide, black silicon carbide, and other agglomerate blocks	20、棕刚玉、绿碳化硅、黑碳化硅等烧结块项目
21. Various bonded grinding wheels with a diameter of less than 450 mm and a grinding speed of less than 40 m/s (excluding rail grinding wheels)	21、直径 450 毫米以下且磨削速度 40 米/秒以下的各种结合剂砂轮（钢轨打磨砂轮除外）
22. Manufacturing projects of synthetic diamond cutting blades with a diameter of 400 mm or less	22、直径 400 毫米及以下人造金刚石切割锯片制造项目
23. Manufacturing projects of ordinary microminiature bearings at the P0 level and with a diameter of less than 60 mm	23、P0 级、直径 60 毫米以下普通微小型轴承制造项目
24. Power transformers of 220 kV or less (excluding amorphous alloy, wound core, and other energy-saving distribution transformers)	24、220 千伏及以下电力变压器（非晶合金、卷铁芯等节能配电变压器除外）
25. Manufacturing projects of high-, medium- and low-voltage switchgears of 220 kV or less (excluding disconnect switchgears using environment-friendly medium voltage gas and explosion-proof switchgears for use in an explosive environment)	25、220 千伏及以下高、中、低压开关柜制造项目（使用环保型中压气体的绝缘开关柜以及用于爆炸性环境的防爆型开关柜除外）
26. Manufacturing projects of acidic carbon steel electrodes	26、酸性碳钢焊条制造项目
27. Manufacturing projects of civil ordinary watt hour meters	27、民用普通电度表制造项目
28. Manufacturing projects of ordinary low-grade standard fasteners lower than grade 8.8	28、8.8 级以下普通低档标准紧固件制造项目
29. Manufacturing projects of general-purpose fixed reciprocating piston air compressors with a drive motor power of 560 kW or less and a rated discharge pressure of 1.25 MPa or less)	29、一般用途固定往复活塞空气压缩机（驱动电动机功率 560 千瓦及以下、额定排气压力 1.25 兆帕及以下）制造项目
30. General transport dry container projects	30、普通运输集装箱项目
31. Manufacturing projects of single-stage axially split pumps of 56 inches or less	31、56 英寸及以下单级中开泵制造项目
32. Manufacturing projects of universal middle- and low-pressure carbon steel valves of 10 MPa or less	32、通用类 10 兆帕及以下中低压碳钢阀门制造项目
33. Cupolas of 5 tons per hour or less with a short furnace life	33、5 吨/小时及以下短炉龄冲天炉

34. Hexachloroethane refining of nonferrous alloys and SF6 protection of magnesium alloys	34、有色合金六氯乙烷精炼、镁合金 SF6 保护
35. Cupola melting using metallurgical coke	35、冲天炉熔炼采用冶金焦
36. Coremaking technology by used sand reclamation-free sodium silicate-bonded sand molding	36、无旧砂再生的水玻璃砂造型制芯工艺
37. Salt bath nitrocarburizing or sulphonitrocarburizing furnaces and salt	37、盐浴氮碳、硫氮碳共渗炉及盐
38. Electronic-tube high-frequency induction heating equipment	38、电子管高频感应加热设备
39. Nitrite corrosion inhibitors and preservatives	39、亚硝酸盐缓蚀、防腐剂
40. Oil-fired heating furnaces for casting/forging	40、铸/锻造用燃油加热炉
41. Coal-fired heating furnaces for forging	41、锻造用燃煤加热炉
42. Manual gas forging furnaces	42、手动燃气锻造炉
43. Steam hammers	43、蒸汽锤
44. Arc welding transformers	44、弧焊变压器
45. Brazing filler metal containing lead or cadmium	45、含铅和含镉钎料
46. Assembly projects of tunnel boring machines	46、全断面掘进机整机组装项目
47. Free forging hydraulic machine projects of 10,000 tons or more	47、万吨级以上自由锻造液压机项目
48. Castings and forgings produced using equipment and techniques in the Elimination Category and Restriction Category; and clay sand casting projects not adopting automatic molding equipment, sodium silicate investment precision casting projects, centrifugal ductile iron pipe projects with an output of less than 200,000 tons/year, and centrifugal gray cast iron pipe projects with an output of less than 30,000 tons/year	48、使用淘汰类和限制类设备及工艺生产的铸件、锻件；不采用自动化造型设备的粘土砂型铸造项目、水玻璃熔模精密铸造项目、规模小于 20 万吨/年的离心球墨铸铁管项目、规模小于 3 万吨/年的离心灰铸铁管项目
49. Moving-coil and tapped manual electrode welding machines	49、动圈式和抽头式手工焊条弧焊机
50. Y series (IP44) of three-phase asynchronous motors (frame size: 80 through 355) and its derivative series; and Y2 series (IP54) three-phase asynchronous motors (frame size 63 through 355)	50、Y 系列（IP44）三相异步电动机（机座号 80~355）及其派生系列，Y2 系列（IP54）三相异步电动机（机座号 63~355）
51. Backpack-type manual compression sprayers	51、背负式手动压缩式喷雾器
52. Backpack-type mobile sprayer-dusters	52、背负式机动喷雾喷粉机
53. Manual transplanters	53、手动插秧机
54. Tea processing machines made of bronze	54、青铜制品的茶叶加工机械

55. Double-disc friction screw presses

55、双盘摩擦压力机

56. Powder metallurgy components containing lead

56、含铅粉末冶金件

57. Segmented construction projects of exported ships

57、出口船舶分段建造项目

XII. Light Industry

十二、轻工

1. Production lines of PVC common artificial leather

1、聚氯乙烯普通人造革生产线

2. Production lines with an annual raw hide processing capacity of less than 200,000 standard cowhide pieces and production lines with an annual wet blue hide processing capacity of less than 100,000 standard cowhide pieces

2、年加工生皮能力 20 万标张牛皮以下的生产线，年加工蓝湿皮能力 10 万标张牛皮以下的生产线

3. polyurethane foam production lines with hydrochlorofluorocarbon (HCFCs) as refrigerants, foaming agents, fire extinguishing agents, solvents, cleaning agents, or processing aids, or for other controlled uses, extruded polystyrene foam (XPS) production lines, and production lines for refrigerators, freezers, automotive air conditioners, and industrial and commercial cold storage and refrigeration equipment

3、以含氢氯氟烃 (HCFCs) 为制冷剂、发泡剂、灭火剂、溶剂、清洗剂、加工助剂等受控用途的聚氨酯泡沫塑料生产线、连续挤出聚苯乙烯泡沫塑料 (XPS) 生产线以及冰箱、冰柜、汽车空调器、工业商业用冷藏、制冷设备生产线

4. Polyvinyl chloride (PVC) food packaging films

4、聚氯乙烯 (PVC) 食品保鲜包装膜

5. General lighting incandescent lamps

5、普通照明白炽灯

6. Sewing machines with a maximum speed of less than 4,000 stitches/min (excluding thick material sewing machine) and overlock machines with a maximum speed of less than 5,000 stitches/min

6、最高转速低于 4000 针/分钟的平缝机 (不含厚料平缝机) 和最高转速低于 5000 针/分钟的包缝机

7. Electronic price computing scales (with accuracy less than 1/3,000 of the maximum weight and with a weighing range not more than 15kg), electronic belt conveyor scales (with accuracy less than 5/1,000 of the maximum weight), electronic crane scales (with accuracy less than 1/1,000 of the maximum weight and with a weighing range not more than 50 tons), and spring scales (with accuracy less than 1/400 of the maximum weight and with a weighing range not more than 8kg)

7、电子计价秤 (准确度低于最大称量的 1/3000, 称量 ≤ 15 千克)、电子皮带秤 (准确度低于最大称量的 5/1000)、电子吊秤 (准确度低于最大称量的 1/1000, 称量 ≤ 50 吨)、弹簧度盘秤 (准确度低于最大称量的 1/400, 称量 ≤ 8 千克)

8. Electronic motor truck scales (with accuracy less than 1/3,000 of the maximum weight and with a weighing range not more than 300 tons), electronic static rail weighbridges (with accuracy less than 1/3,000 of the maximum weight and with a weighing range not more than 150 tons), and electronic dynamic rail weighbridges (with accuracy less than 1/500 of the maximum weight and with a weighing range not more than 150 tons)

8、电子汽车衡 (准确度低于最大称量的 1/3000, 称量 ≤ 300 吨)、电子静态轨道衡 (准确度低于最大称量的 1/3000, 称量 ≤ 150 吨)、电子动态轨道衡 (准确度低于最大称量的 1/500, 称量 ≤ 150 吨)

9. Glass vacuum flask production lines

9、玻璃保温瓶胆生产线

10. Glass container production lines with an annual output of 30,000 tons or less

10、3 万吨/年及以下的玻璃瓶罐生产线

11. Preparation and weighing of glass batch in manual mode

11、以人工操作方式制备玻璃配合料及称量

12. Glass furnaces failing the indicators set out in the cleaner production evaluation index system for daily use glass industry	12、未达到日用玻璃行业清洁生产评价指标体系规定指标的玻璃窑炉
13. Fatty alcohol products produced by oxo synthesis and Ziegler process	13、羰基合成法及齐格勒法生产的脂肪醇产品
14. Sodium tripolyphosphate production lines by hot method	14、热法生产三聚磷酸钠生产线
15. Production techniques and equipment of monolayer spray gun detergents and sulfonation units with a scale of less than 1.6 tons/hour	15、单层喷枪洗衣粉生产工艺及装备、1.6 吨/小时以下规模磺化装置
16. Northern seasalt projects with an annual output of less than 1 million tons; southern seasalt field projects; mine (well) salt projects with an annual output of less than 600,000 tons	16、100 万吨/年以下北方海盐项目；南方海盐盐场项目；60 万吨/年以下矿（井）盐项目
17. Monochrome metal plate offset presses	17、单色金属板胶印机
18. A production line of chemical wood pulp with an annual output of less than 300,000 tons, chemi-mechanical wood pulp with an annual output of less than 100,000 tons, or chemical bamboo pulp with an annual output of less than 100,000 tons	18、单条化学木浆 30 万吨/年以下、化学机械木浆 10 万吨/年以下、化学竹浆 10 万吨/年以下的生产线
19. Raw sugar processing projects and projects with a daily processing capacity of 5,000 tons of sugarcanes (3,000 tons in Yunnan) or a daily processing capacity of 3,000 tons of sugar beets	19、原糖加工项目及日处理甘蔗 5000 吨（云南地区 3000 吨）、日处理甜菜 3000 吨以下的项目
20. Alcohol production lines	20、酒精生产线
21. Production lines of saccharin and other synthetic sweeteners	21、糖精等化学合成甜味剂生产线
22. Soybean crushing and leaching projects (excluding main soybean producing areas of Heilongjiang, Jilin and Inner Mongolia); oil processing projects with a single-line daily processing capacity of less than 200 tons of rapeseed or cottonseed or less than 100 tons of peanuts in eastern and central China; and processing projects with a single-line daily processing capacity of less than 100 tons of rapeseed, cottonseed, peanuts, or any other oil plant in western regions	22、大豆压榨及浸出项目（黑龙江、吉林、内蒙古大豆主产区除外）；东、中部地区单线日处理油菜籽、棉籽 200 吨及以下，花生 100 吨及以下的油料加工项目；西部地区单线日处理油菜籽、棉籽、花生等油料 100 吨及以下的加工项目
23. Corn starch production lines with an annual processing capacity of less than 450,000 tons (or less than 10,000 tons, in the case of waxy corn, high-amylose corn or other special corn) and an absolute dry extraction rate of less than 98%	23、年加工玉米 45 万吨以下、绝干收率在 98%以下玉米淀粉（蜡质玉米、高直链玉米等特种玉米年加工规模 1 万吨以下）
24. Slaughter construction projects with an annual slaughtering capacity of 150,000 pigs or less, 10,000 beef cattle or less, 150,000 meat sheep or less, or 10 million poultry or less (excluding minority areas)	24、年屠宰生猪 15 万头及以下、肉牛 1 万头及以下、肉羊 15 万只及以下、活禽 1000 万只及以下的屠宰建设项目（少数民族地区除外）
25. Western-style meat processing projects with an annual output of 3,000 tons or less	25、3000 吨/年及以下的西式肉制品加工项目
26. An annual output of 2,000 tons (dry) or less of yeast products	26、年产 2000 吨（折干）及以下酵母制品

27. Production lines of frozen sea surimi

27、冷冻海水鱼糜生产线

28. Grid casting, powdering, powder feeding, powder filling, mixing, plate pasting, plate brushing, acid preparation and filling, tank formation, weighing plate, plate wrapping, and other manual operations in the production of lead-acid batteries

28、铅酸蓄电池生产中铸板、制粉、输粉、灌粉、和膏、涂板、刷板、配酸灌酸、外化成、称板、包板等人工作业工艺

29. Production of lead-acid batteries using the tank formation technique

29、采用外化成工艺生产铅酸蓄电池

30. Citric acid production lines with an annual output of less than 50,000 tons

30、年产5万吨以下柠檬酸生产线

31. Lysine and threonine production lines with an output of 100,000 tons/year or less; and glutamic acid production lines with an output of 200,000 tons/year or less

31、10万吨/年及以下赖氨酸、苏氨酸生产线；20万吨/年及以下谷氨酸生产线

XIII. Textile

十三、纺织

1. Continuous polymerization production units of conventional polyester (PET) with a single-line annual production capacity of less than 200,000 tons

1、单线产能小于20万吨/年的常规聚酯(PET)连续聚合生产装置

2. Manufacturing techniques of conventional polyester by dimethyl terephthalate (DMT) process

2、常规聚酯的对苯二甲酸二甲酯(DMT)法生产工艺

3. Production lines of semi-continuously spinning viscose filament yarns

3、半连续纺粘胶长丝生产线

4. Intermittent spandex polymer production units

4、间歇式氨纶聚合生产装置

5. Semi-automatic winding equipment for conventional chemical fiber filaments with a spindle axial length of 1,200 mm or less

5、常规化纤长丝用锭轴长1200毫米及以下的半自动卷绕设备

6. Viscose plate-and-frame filter separators

6、粘胶板框式过滤器

7. Production lines of conventional polypropylene spunbonded non-woven fabrics with a single-line annual production capacity of 1,000 tons or less and with a breadth of 2 meters or less

7、单线产能≤1000吨/年、幅宽≤2米的常规丙纶纺粘法非织造布生产线

8. Carding machines of less than 25 kg/hour

8、25公斤/小时以下梳棉机

9. Cotton combers of less than 200 nips/min

9、200钳次/分钟以下的棉精梳机

10. Automatic rotor spinning equipment of less than 50,000 rpm

10、5万转/分钟以下自排杂气流纺设备

11. FA502 and FA503 spinning frames

11、FA502、FA503细纱机

12. Rapier looms with a weft insertion rate of less than 600 meters/min, air-jet looms with a weft insertion rate of less than 700 meters/min, and water jet looms with a weft insertion rate of less than 900 meters/min

12、入纬率小于600米/分钟的剑杆织机,入纬率小于700米/分钟的喷气织机,入纬率小于900米/分钟的喷水织机

13. Sizing process and products using polyvinyl alcohol slurry (PVA) (excluding polyester cotton products and high-count and high-density pure cotton products)

13、采用聚乙烯醇浆料(PVA)上浆工艺及产品(涤棉产品,纯棉的高支高密产品除外)

14. Wool scouring techniques and equipment using more than 20 tons of raw wool scouring water

14、吨原毛洗毛用水超过 20 吨的洗毛工艺与设备

15. Vertical-type silk reeling techniques and equipment of dupioni silk and tussah silk

15、双宫丝和柞蚕丝的立式缫丝工艺与设备

16. Skein dyeing techniques

16、绞纱染色工艺

17. Sodium chlorite bleaching equipment

17、亚氯酸钠漂白设备

18. Carrier dyeing of ordinary polyester

18、普通涤纶载体染色

XIV. Tobacco

十四、烟草

1. Tobacco product processing projects

1、烟草制品加工项目

XV. Industrial Explosive Products

十五、民爆产品

1. Non-man-machine-separation and non-continuous and automated detonator assembly lines

1、非人机隔离的非连续化、自动化雷管装配生产线

2. Non-continuous and automated explosive production lines

2、非连续化、自动化炸药生产线

3. Initiating explosive production lines with high pollution

3、高污染的起爆药生产线

4. Industrial powder explosive production lines with high energy consumption, high pollution, and low performance

4、高能耗、高污染、低性能工业粉状炸药生产线

5. Explosive production lines with a total of more than five on-site operators at a Class 1.1 dangerous goods workshop

5、危险等级为 1.1 级的危险品生产厂房现场操作人员总人数大于 5 人的炸药生产线

6. Explosive product production lines with more than nine on-site operators at a Class 1.1 dangerous goods workshop

6、危险等级为 1.1 级的危险品生产厂房现场操作人员人数大于 9 人的炸药制品生产线

7. Basic detonator charging production lines with more than five operators in close contact with detonators (including operators handling raw materials and semi-finished products, excluding finished product delivery personnel)

7、与雷管近距离接触的作业人员数量（含原材料和半成品作业人员，不含成品运送人员）大于 5 人的基础雷管装填生产线

XVI. Miscellaneous

十六、其他

1. Urban trunk road projects with a red line width (including green belt) beyond the following standards: 40 meters for small cities and important towns, 55 meters for medium-sized cities, and 70 meters for large cities (where it is really necessary for a trunk road of a metropolis with a population of 2 million or more to exceed 70 meters, there shall be a special explanation in the overall urban zoning plan)

1、用地红线宽度（包括绿化带）超过下列标准的城市主干道路项目：小城市和重点镇 40 米，中等城市 55 米，大城市 70 米（200 万人口以上特大城市主干道路确需超过 70 米的，城市总体规划中应有专项说明）

2. Recreational and gathering square projects with land used exceeding the following standards: 1 hectare for small cities and important towns, 2 hectares for medium-sized cities, 3 hectares for large cities, and 5 hectares for a metropolis with a population of 2 million or more

2、用地面积超过下列标准的城市游憩集会广场项目：小城市和重点镇 1 公顷，中等城市 2 公顷，大城市 3 公顷，200 万人口以上特大城市 5 公顷

3. Villa-type real estate development projects

4. Golf course projects

5. Racecourse projects

6. Mechanical automatic transmission (AT) of 4-speed or less for vehicles

7. Motor vehicle engines meeting the national third class emission standard or below

8. Techniques, technologies, products, and equipment that do not conform with the Atmospheric Pollution Prevention and Control Law, the Water Pollution Prevention and Control Law, the Law on the Prevention and Control of Environment Pollution Caused by Solid Wastes, the Energy Conservation Law, the Work Safety Law, the Product Quality Law, the Land Administration Law, the Law on the Prevention and Control of Occupational Diseases, and other national laws and regulations, national mandatory standards in the aspects of safety, environmental protection, energy consumption, and quality, and the requirements of international environmental conventions

Category III Elimination

Note: The year in the bracket in an item means the elimination time limit. For example, the elimination time limit of December 31, 2020 means elimination before the end of December 31, 2020. If there is an elimination plan, elimination shall be made as planned. In the absence of an elimination time limit or an elimination plan, elimination has been explicitly ordered or shall be immediately made in accordance with the national industry policies

I. Outdated Production Techniques and Equipment

(I) Agriculture and Forestry

1. Wet-process fiberboard manufacturing techniques

2. Water-dripping method rosin manufacturing techniques

3. Rural traditional old-fashioned stove brick beds

4. Activated carbon production with wood and stumps as main raw materials by indigenous method

5. Tourist activities and collection of medicinal materials and other forest products beyond the ecological bearing capacity

6. Construction of irrigation-type paper raw material forest bases in areas greatly short of water resources

7. Pre-planting Methyl bromide soil fumigation techniques

3、别墅类房地产开发项目

4、高尔夫球场项目

5、赛马场项目

6、4 档及以下机械式车用自动变速箱 (AT)

7、排放标准国三及以下的机动车用发动机

8、不符合《大气污染防治法》《水污染防治法》《固体废物污染环境防治法》《节约能源法》《安全生产法》《产品质量法》《土地管理法》《职业病防治法》等国家法律法规，不符合国家安全、环保、能耗、质量方面强制性标准，不符合国际环境公约等要求的工艺、技术、产品、装备

第三类 淘汰类

注：条目后括号内年份为淘汰期限，淘汰期限为 2020 年 12 月 31 日是指应于 2020 年 12 月 31 日前淘汰，其余类推；有淘汰计划的条目，根据计划进行淘汰；未标淘汰期限或淘汰计划的条目为国家产业政策已明令淘汰或立即淘汰。

一、落后生产工艺装备

(一) 农林业

1、湿法纤维板生产工艺

2、滴水法松香生产工艺

3、农村传统老式炉灶炕

4、以木材、伐根为主要原料的土法活性炭生产

5、超过生态承载力的旅游活动和药材等林产品采集

6、严重缺水地区建设灌溉型造纸原料林基地

7、种植前溴甲烷土壤熏蒸工艺

(II) Coal

1. A small coal mine that overlaps with the plane of projection of a large coal mine
2. Coal mines with an output of less than 300,000 tons/year, if in Shanxi, Inner Mongolia, Shaanxi, or Ningxia, or of less than 150,000 tons/year, if in Hebei, Liaoning, Jilin, Heilongjiang, Jiangsu, Anhui, Shandong, Henan, Gansu, Qinghai, or Xinjiang, or of 90,000 tons/year or less, if in any other region; "zombie enterprise" coal mines with an output of less than 300,000 tons/year which have not engaged in production or construction for a long time; and coal mines with an output of less than 300,000 tons/year sustaining serious disasters such as rockburst and coal and gas outburst. A coal mine intended to meet the household coal demand of residents in any forest area or remote mountainous area, or which undertakes any special supply task and meets resources, environmental protection, safety, technology, energy consumption, and other standards, may, with the approval of the provincial people's government, be temporarily retained or postpone its withdrawal
3. High-sulfur production mines (with sulfur content higher than 3%) without taking sulfur reduction measures and meeting discharge standards, high-ash coal production mines (with ash content higher than 40%) without local use, and active high-arsenic coal (with an arsenic content exceeding 80 $\mu\text{g/g}$, in the case of thermal coal, or an arsenic content exceeding 35 $\mu\text{g/g}$, in the case of coking coal) mines.
4. 6AM, ϕ M-2.5, and PA-3 coal flotation machines
5. PB2, PB3, and PB4 mining flameproof high-voltage switchgears
6. PG-27 vacuum filters
7. X-1 recessed plate filter presses
8. ZYZ and ZY3 hydraulic supports
9. Coal preparation technique without a closed circuit of coal washing wastewater and dry coal preparation equipment without meeting dust emission standards
10. A coal mine of which the mining scope overlaps a nature reserve, scenic spot, or drinking water source protection zone (to be eliminated according to the laws and regulations and relevant national documents)

(III) Electric Power

1. Nonconforming conventional coal-fired electric generating units with a stand-alone capacity of 300,000-kilowatts class or below (except comprehensive utilization units) and oil-fired boilers mainly for power generation and generating sets

(IV) Petrochemistry

(二) 煤炭

- 1、与大型煤矿井田平面投影重叠的小煤矿
- 2、山西、内蒙古、陕西、宁夏 30 万吨/年以下（不含 30 万吨/年），河北、辽宁、吉林、黑龙江、江苏、安徽、山东、河南、甘肃、青海、新疆 15 万吨/年以下（不含 15 万吨/年），其他地区 9 万吨/年及以下（含 9 万吨/年）的煤矿；长期停产停建的 30 万吨/年以下（不含 30 万吨/年）“僵尸企业”煤矿；30 万吨/年以下（不含 30 万吨/年）冲击地压、煤与瓦斯突出等灾害严重煤矿。属于满足林区、边远山区居民生活用煤需要或承担特殊供应任务且符合资源、环保、安全、技术、能耗等标准的煤矿，经省级人民政府批准，可以暂时保留或推迟退出
- 3、既无降硫措施又无达标排放用户的高硫煤炭（含硫高于 3%）生产矿井，不能就地使用的高灰煤炭（灰分高于 40%）生产矿井以及高砷煤炭（动力用煤中砷含量超过 80 $\mu\text{g/g}$ ，炼焦用煤中砷含量超过 35 $\mu\text{g/g}$ ）生产煤矿
- 4、6AM、 ϕ M-2.5、PA-3 型煤用浮选机
- 5、PB2、PB3、PB4 型矿用隔爆高压开关
- 6、PG-27 型真空过滤机
- 7、X-1 型箱式压滤机
- 8、ZYZ、ZY3 型液压支架
- 9、不能实现洗煤废水闭路循环的选煤工艺、不能实现粉尘达标排放的干法选煤设备
- 10、开采范围与自然保护区、风景名胜区、饮用水水源保护区重叠的煤矿（根据法律法规及国家有关文件要求进行淘汰）

(三) 电力

- 1、不达标的单机容量 30 万千瓦级及以下的常规燃煤火电机组（综合利用机组除外）、以发电为主的燃油锅炉及发电机组

(四) 石化化工

1. Atmospheric and vacuum distillation units with an annual output of 200 tons or less (excluding those in Golmud, Qinghai, and Zep, Xinjiang), pot distillation devices for producing oil products using open flame for high-temperature heating, oil refining techniques by indigenous method from waste rubber and plastic, production of asphalt by tar batch process, single-set coarse (light) benzene refining unit with an annual output of 25,000 tons or less, and single-set coal tar processing unit with an annual output of 50,000 tons or less

2. Production units of sulfuric acid from iron pyrite or sulfur with an annual output of less than 100,000 tons (excluding remote areas), potassium permanganate by open-hearth furnace oxidation method, and caustic soda by diaphragm method (which may be retained, if for comprehensive utilization of waste salt); and sodium alkali production techniques by open-hearth method and cauldron evaporation method, production techniques of sodium silicate (sodium silicate) by glauher method, and carbon disulfide technique by intermittent coke method

3. Yellow phosphorus production units with an annual unit output of less than 5,000 tons or without meeting the access conditions, chromium compound production units with calcium roasting, production units of common-level barium sulfate, barium hydroxide, barium chloride, or barium nitrate with a single-line production capacity of less than 3,000 tons per year, sodium chlorate production units with an annual output of less than 10,000 tons, calcium carbide furnaces and open-type calcium carbide furnaces with a unit capacity of less than 12,500 kva, production units of high-mercury catalysts (with mercuric chloride content higher than 6.5%) and polyvinyl chloride by acetylene method using high-mercury catalysts, sodium methoxide, potassium methoxide, sodium ethoxide, potassium ethoxide, polyurethane, acetaldehyde, caustic soda, biological insecticide, and local antibacterial agent production devices using mercury or mercury compounds, and production techniques of sodium cyanide by ammonia sodium method or from cyanide fusant

4. Production units of sodium tripolyphosphate with a single-line production capacity of less than 10,000 tons per year, sodium hexametaphosphate with a single-line production capacity of less than 5,000 tons per year, phosphorus trichloride with a single-line production capacity of less than 5,000 tons per year, calcium hydrophosphate for feed use with a single-line production capacity of less than 30,000 tons per year, hydrofluoric acid with a single-line production capacity of less than 5,000 tons per year using outdated and high-pollution techniques and technologies, and wet-process aluminum fluoride and open-type crystalline fluoride salt with a single-line production capacity of less than 5,000 tons per year

5. Production units of sodium cyanide (100% sodium cyanide) with a single-line production capacity of less than 3,000 tons per year, potassium hydroxide with a single-line production capacity of less than 10,000 tons per year, common-level white carbon black with a single-line production capacity of less than 15,000 tons per year, common-level calcium carbonate with a single-line production capacity of less than 20,000 tons per year, common-level anhydrous sodium sulfate (excluding salt co-production and by-products) with a single-line production capacity of less than 100,000 tons per year, lithium carbonate and lithium hydroxide with

1、200万吨/年及以下常减压装置（青海格尔木、新疆泽普装置除外），采用明火高温加热方式生产油品的釜式蒸馏装置，废旧橡胶和塑料土法炼油工艺，焦油间歇法生产沥青，2.5万吨/年及以下的单套粗（轻）苯精制装置，5万吨/年及以下的单套煤焦油加工装置

2、10万吨/年以下的硫铁矿制酸和硫磺制酸（边远地区除外），平炉氧化法高锰酸钾，隔膜法烧碱生产装置（作为废盐综合利用的可以保留），平炉法和大锅蒸发法硫化碱生产工艺，芒硝法硅酸钠（泡花碱）生产工艺，间歇焦炭法二硫化碳工艺

3、单台产能5000吨/年以下和不符合准入条件的黄磷生产装置，有钙焙烧铬化合物生产装置，单线产能3000吨/年以下普通级硫酸钡、氢氧化钡、氯化钡、硝酸钡生产装置，产能1万吨/年以下氯酸钠生产装置，单台炉容量小于12500千伏安的电石炉及开放式电石炉，高汞催化剂（氯化汞含量6.5%以上）和使用高汞催化剂的乙炔法聚氯乙烯生产装置，使用汞或汞化合物的甲醇钠、甲醇钾、乙醇钠、乙醇钾、聚氨酯、乙醛、烧碱、生物杀虫剂和局部抗菌剂生产装置，氨钠法及氰熔体氰化钠生产工艺

4、单线产能1万吨/年以下三聚磷酸钠、0.5万吨/年以下六偏磷酸钠、0.5万吨/年以下三氯化磷、3万吨/年以下饲料磷酸氢钙、5000吨/年以下工艺技术落后和污染严重的氢氟酸、5000吨/年以下湿法氯化铝及敞开式结晶氟盐生产装置

5、单线产能0.3万吨/年以下氰化钠（100%氰化钠）、1万吨/年以下氢氧化钾、1.5万吨/年以下普通级白炭黑、2万吨/年以下普通级碳酸钙、10万吨/年以下普通级无水硫酸钠（盐业联产及副产除外）、0.3万吨/年以下碳酸锂和氢氧化锂、2万吨/年以下普通级碳酸钡、1.5万吨/年以下普通级碳酸锶生产装置

a single-line production capacity of less than 3,000 tons per year, common-level barium carbonate with a single-line production capacity of less than 20,000 tons per year, and common-level strontium carbonate with a single-line production capacity of less than 15,000 tons per year

6. Production techniques of synthetic ammonia by desulfurization of semi-water gas by liquid ammonia phase or natural gas atmospheric intermittent conversion process, techniques of carbon monoxide atmospheric change and whole middle temperature shift (high temperature shift), wet desulfurization techniques without supporting sulfur recovery devices, fixed-layer intermittent coal gasification units without construction of supporting devices of waste heat recovery of blown air and comprehensive utilization of gas-making slags, and urea production facilities without supporting process condensate hydrolysis units

7. Production techniques of paraquat by sodium process, production techniques of trichlorfon by alkali process, manual packaging (filling) techniques and equipment for small packages of pesticide products (1kg or below), production of pesticide powder by Ramon machine method, and production units of pentachlorophenol (Na) with hexachlorobenzene as raw material

8. Production techniques of chlorinated rubber using coating resins by direct fire heating or by carbon tetrachloride solvent method, production units of saponin (including hydrolysate) with an annual output of less than 100 tons, production techniques of saponin by hydrochloric acid solution process and saponin production units failing pollutant emission standards, iron power reduction techniques (elimination suspended for three products: 4, 4,4-diamino stilbene-disulfonic acid [DSD acid]; 2-amino-4-methyl-5-chloro sulfonic acid [CLT acid]; and 1-amino-8-naphthol-3, -3,6-disulfonic acid [H acid])

9. Production units of diagonal tires with an annual output of 500,000 or less and tires with natural cotton cord fabrics as skeleton, dry granulating carbon black (excluding special carbon black and semi-reinforcing carbon black) with an annual output of 15,000 tons or less, natural rubber latex condoms with an annual output of less than 300 million, rubber vulcanization accelerator N-oxydialkylene (1, 1,2 - Asia ethyl) -2-benzothiazole sulfenamide (NOBS), and rubber antioxidant D

10. Production units of chlorofluorocarbons (CFCs), hydro chlorofluorocarbons (HCFCs, except as raw materials for producers' own downstream chemical products and not for sale), 1,1,1-trichloroethane (methyl chloroform) used for cleaning, carbon tetrachloride (CTC) as main products, all products with carbon tetrachloride (CTC) as a process agent, fluoropolymer production techniques with PFOA as a process agent, DDT-containing paints, and dicofol using DDT as raw material for non-closed production (eliminated as required by the overall plan of the state to execute international conventions)

(V) Iron and Steel

1. Indigenous coking (including improved coke oven); production units of semicoke (ferroalloy coke) with an annual output of less than 75,000 tons per oven or without gas or tar recycling

6. 半水煤气氨水液相脱硫、天然气常压间歇转化工艺制合成氨、一氧化碳常压变化及全中温变换（高温变换）工艺、没有配套硫磺回收装置的湿法脱硫工艺，没有配套建设吹风气余热回收、造气炉渣综合利用装置的固定层间歇式煤气化装置，没有配套工艺冷凝液水解解析装置的尿素生产设施

7. 钠法百草枯生产工艺，敌百虫碱法敌敌畏生产工艺，小包装（1公斤及以下）农药产品手工包（灌）装工艺及设备，雷蒙机法生产农药粉剂，以六氯苯为原料生产五氯酚（钠）装置

8. 用火直接加热的涂料用树脂、四氯化碳溶剂法制取氯化橡胶生产工艺，100吨/年以下皂素（含水解物）生产装置，盐酸酸解法皂素生产工艺及污染物排放不能达标的皂素生产装置，铁粉还原法工艺（4,4-二氨基二苯乙烯-二磺酸[DSD酸]、2-氨基-4-甲基-5-氯苯磺酸[CLT酸]、1-氨基-8-萘酚-3,6-二磺酸[H酸]三种产品暂缓执行）

9. 50万条/年及以下的斜交轮胎和以天然棉帘子布为骨架的轮胎、1.5万吨/年及以下的干法造粒炭黑（特种炭黑和半补强炭黑除外）、3亿只/年以下的天然胶乳安全套，橡胶硫化促进剂N-氧联二（1,2-亚乙基）-2-苯并噻唑次磺酰胺（NOBS）和橡胶防老剂D生产装置

10. 氯氟烃（CFCs）、含氢氯氟烃（HCFCs，作为自身下游化工产品的原料且不对外销售的除外），用于清洗的1,1,1-三氯乙烷（甲基氯仿），主产四氯化碳（CTC）、以四氯化碳（CTC）为加工助剂的所有产品，以PFOA为加工助剂的含氟聚合物生产工艺，含滴滴涕的涂料、采用滴滴涕为原料非封闭生产三氯杀螨醇生产装置（根据国家履行国际公约总体计划要求进行淘汰）

（五）钢铁

1. 土法炼焦（含改良焦炉）；单炉产能7.5万吨/年以下或无煤气、焦油回收利用和污水处理不到[焦化行业](#)

and not meeting the access conditions for the coking industry in terms of sewage treatment

2. Coke ovens with the height of carbonization chamber lower than 4.3 meters (except tamping ovens at 3.8 meters or higher); and coke ovens of iron and steel enterprises without coke dry quenching units

3. Earth sinter

4. Heat sinter

5. Ring sintering machines for steel and iron production, sintering machines of less than 90 square meters, and pelletizing shaft furnaces of less than 8 square meters; and belt manganese ore or chrome ore sintering machine for production of ferroalloy of less than 24 square meters

6. Pig iron blast furnaces for steel making of 400 cubic meters or less (pig iron blast furnaces for steel making of 450 cubic meters or less shall be eliminated in Hebei before the end of 2020), blast furnaces for ferroalloy production of 200 cubic meters or less (ferromanganese blast furnaces of 100 cubic meters or less), and pig iron blast furnaces for casting of 200 cubic meters or less (or 100 cubic meters or less, if with the supporting "short process" casting technique)

7. Utility-frequency and intermediate-frequency induction furnaces for melting scrap steel (eliminated according to the laws, regulations, and the relevant requirements of the state to ban "bar steel")

8. Steelmaking converters of 30 tons or less (excluding ferroalloy converters) (steelmaking converters of 40 tons or less shall be eliminated in Hebei before the end of 2020, except converters producing alloy steel of special quality)

9. Steelmaking electric arc furnaces of 30 tons or less (excluding electric arc furnaces for mechanical casting, alloy steel of special quality, high-temperature alloys, precision alloys, and other special alloy materials)

10. Steelmaking through iron melting

11. Double duo wire mill

12. Open-train wire mill

13. Open-train bar and shape mills (excluding rolling mills for the production of high-temperature alloys)

14. Pack-rolled sheet mill

15. Common steel blooming mill and medium-sized rolling mill for cogging

准入条件的半焦（兰炭）生产装置

2、炭化室高度小于4.3米焦炉（3.8米及以上捣固焦炉除外）；未配套干熄焦装置的钢铁企业焦炉

3、土烧结矿

4、热烧结矿

5、钢铁生产用环形烧结机、90平方米以下烧结机、8平方米以下球团竖炉；铁合金生产用24平方米以下带式锰矿、铬矿烧结机

6、400立方米及以下炼钢用生铁高炉（河北2020年底前淘汰450立方米及以下炼钢用生铁高炉），200立方米及以下铁合金生产用高炉（其中锰铁高炉为100立方米及以下），200立方米及以下铸造用生铁高炉（其中配套“短流程”铸造工艺的铸造用生铁高炉为100立方米及以下）

7、用于熔化废钢的工频和中频感应炉（根据法律法规和国家取缔“地条钢”有关要求淘汰）

8、30吨及以下炼钢转炉（不含铁合金转炉）（河北2020年底前淘汰40吨及以下炼钢转炉，其中生产特殊质量合金钢的转炉除外）

9、30吨及以下炼钢电弧炉（不含机械铸造，特殊质量合金钢，高温合金、精密合金等特殊合金材料用电弧炉）

10、化铁炼钢

11、复二重线材轧机

12、横列式线材轧机

13、横列式棒材及型材轧机（不含生产高温合金的轧机）

14、叠轧薄板轧机

15、普钢初轧机及开坯用中型轧机

16. Hot rolled narrow strip steel mill	16、热轧窄带钢轧机
17. Three-roll medium plate Laut rolling mill	17、三辊劳特式中板轧机
18. Hot-rolled seamless tube unit with a diameter of less than 76 mm	18、直径 76 毫米以下热轧无缝管机组
19. Three-roll wire mill (except for production of special steel)	19、三辊式型线材轧机（不含特殊钢生产）
20. Metallurgical furnaces failing to meet environmental protection standards	20、环保不达标的冶金炉窑
21. Manual bitumen tar impregnation devices, naturally ventilated and manually operated vertical shaft earth kilns burning a mixture of ore materials and solid raw materials, and down-draft kilns directly consuming coal and failing to meet smoke purification standards	21、手工操作的土沥青焦油浸渍装置，矿石原料与固体原料混烧、自然通风、手工操作的土竖窑，以煤直接为燃料、烟尘净化不能达标的倒焰窑
22. Electric ferroalloy smelting furnace of 6,300 kva or less and semi-closed direct current electric ferroalloy furnace or electric ferroalloy refining furnace of less than 3,000 kva (except electric furnaces of ferrotungsten, ferrovanadium and other special varieties)	22、6300 千伏安及以下铁合金矿热电炉，3000 千伏安以下铁合金半封闭直流电炉、铁合金精炼电炉（钨铁、钒铁等特殊品种的电炉除外）
23. Steam heating mixing down-draft roasting furnace, Acheson AC graphitization furnace, three-phase bridge rectifier Acheson DC graphitization furnace of 10,000 kva or less, and parallel units	23、蒸汽加热混捏、倒焰式焙烧炉、艾奇逊交流石墨化炉、10000 千伏安及以下三相桥式整流艾奇逊直流石墨化炉及其并联机组
24. Cold-rolled ribbed steel bar production equipment with an output of 10,000 tons or less per machine (except high-ductility cold-rolled ribbed steel bar production equipment)	24、单机产能 1 万吨及以下的冷轧带肋钢筋生产装备（高延性冷轧带肋钢筋生产装备除外）
25. Single-tank wire drawing machine for production of prestressed steel wire	25、生产预应力钢丝的单罐拉丝机生产装备
26. Patenting technique to eliminate stress in production of prestressed steel	26、预应力钢材生产消除应力处理的铅淬火工艺
27. Calcined lime earth kilns	27、煅烧石灰土窑
28. Titanium iron smelting furnace with a unit output of less than 5 tons, ferro-molybdenum production lines using reverberatory furnace to roast molybdenum concrete, and chromium metal production lines using reverberatory furnace to reduce and calcine sodium dichromate and chromic anhydride	28、每炉单产 5 吨以下的钛铁熔炼炉、用反射炉焙烧钼精矿的钼铁生产线及用反射炉还原、煅烧红矾钠、铬酐生产金属铬的生产线
29. Production lines for refractories and raw material products for coal-fired down-draft kilns	29、燃煤倒焰窑耐火材料及原料制品生产线
30. Single-section fixed gas generator projects for the iron and steel industry (excluding pulverized coal gasification furnace)	30、钢铁行业用一段式固定煤气发生炉项目（不含粉煤气化炉）
31. Rectifier transformers of 6,000 kva or less for electrolytic manganese metal use and compound slots with effective volume of 170 cubic meters or less	31、电解金属锰用 6000 千伏安及以下的整流变压器、有效容积 170 立方米及以下的化合槽
32. Heat recovery coke ovens of enterprises with a production capacity of less than 400,000 tons/year: and coke ovens without the concurrent construction of supporting heat recovery	32、企业生产能力<40 万吨/年热回收焦炉；未同步配套建设热能回收装置的焦炉

devices

33. Reverberatory furnaces for reduction of manganese dioxide (including but not limited to reverberatory furnaces used in manganese sulphate plants and mineral powder factories)

33、还原二氧化锰用反射炉（包括硫酸锰厂用反射炉、矿粉厂用反射炉等）

34. Plate and frame filter presses or chamber filter presses for EMM single filter, except high-pressure diaphragm filter presses

34、电解金属锰一次压滤用除高压隔膜压滤机以外的板框、箱式压滤机

35. Light burning reverberatory kiln of 18 cubic meters or less in effective volume

35、有效容积 18 立方米及以下轻烧反射窑

36. Shaft kiln for dead burned magnesia of 30 cubic meters or less in effective volume

36、有效容积 30 立方米及以下重烧镁砂竖窑

(VI) Nonferrous Metals

（六）有色金属

1. Techniques and equipment for zinc smelting by outdated means such as baking with muffle furnaces, manger furnaces, horizontal tanks, or small vertical tanks and dust collection with simple condensation facilities and for zinc oxide production

1、采用马弗炉、马槽炉、横罐、小竖罐等进行焙烧、简易冷凝设施进行收尘等落后方式炼锌或生产氧化锌工艺装备

2. Mercury smelting by outdated means such as using iron pots, clay stoves, distillation retorts, crucible furnaces, and simple condensation dust collection facilities

2、采用铁锅和土灶、蒸馏罐、坩埚炉及简易冷凝收尘设施等落后方式炼汞

3. Arsenic trioxide or metallic arsenic refining techniques and equipment by outdated means such as using pit furnaces or crucible furnaces for baking and simple condensation facilities for dust collection

3、采用土坑炉或坩埚炉焙烧、简易冷凝设施收尘等落后方式炼制氧化砷或金属砷工艺装备

4. Aluminum Soderberg electrolytic cell; and prebake cell of less than 160kA

4、铝自焙电解槽及 160kA 以下预焙槽

5. Copper smelting techniques and equipment using blast furnace, electric furnace, or reverberatory furnace

5、鼓风炉、电炉、反射炉炼铜工艺及设备

6. Dry scrubbing technology for acid making with fume and hot concentrated acid washing technology

6、烟气制酸干法净化和热浓酸洗涤技术

7. Antimony smelting by outdated means such as using pit furnaces, crucible furnaces, or Hatch furnaces

7、采用地坑炉、坩埚炉、赫氏炉等落后方式炼锑

8. Lead smelting techniques and equipment by outdated means such as using sintering pots, sintering plates, or simple blast furnaces

8、采用烧结锅、烧结盘、简易高炉等落后方式炼铅工艺及设备

9. Recycled aluminum alloy and recycled lead smelting techniques and equipment using crucible furnaces

9、利用坩埚炉熔炼再生铝合金、再生铅的工艺及设备

10. Projects of wet fluoridated salt for aluminum

10、铝用湿法氟化盐项目

11. Projects of recycled aluminum or recycled lead with an annual output of less than 10,000 tons

11、1 万吨/年以下的再生铝、再生铅项目

12. Projects of directly coal-fired reverberatory furnaces used in the production of recycled nonferrous metals	12、再生有色金属生产中采用直接燃煤的反射炉项目
13. Production techniques of copper rods (black)	13、铜线杆（黑杆）生产工艺
14. Lead smelting techniques using sintering machines without supporting acid making and exhaust gas absorption systems	14、未配套制酸及尾气吸收系统的烧结机炼铅工艺
15. Lead smelting techniques with sintering-blast furnaces	15、烧结-鼓风炉炼铅工艺
16. Recycled copper incineration techniques and equipment without smoke control measures	16、无烟气治理措施的再生铜焚烧工艺及设备
17. Recycled copper production techniques and equipment with traditional fixed reverberatory furnaces of less than 50 tons	17、50 吨以下传统固定式反射炉再生铜生产工艺及设备
18. Recycled copper production techniques and equipment with reverberatory furnaces of less than 4 tons	18、4 吨以下反射炉再生铅生产工艺及设备
19. Heap leaching and pool leaching techniques for ionic rare earth mines	19、离子型稀土矿堆浸和池浸工艺
20. Monazite single-mineral development projects	20、独居石单一矿种开发项目
21. Projects of metal production techniques of rare earth chloride electrolysis	21、稀土氯化物电解制备金属工艺项目
22. Production techniques of wet rare earth fluoride for electrolysis	22、湿法生产电解用氟化稀土生产工艺
23. Development projects of mixed rare earth mines with an output of less than 20,000 tons/year (REO); development projects of bastnaesite rare earth mines with an output of less than 5,000 tons (REO)/year; and development projects of ionic rare earth mines with an output of less than 500 tons (REO)/year	23、20000 吨（REO）/年以下混合型稀土矿山开发项目； 5000 吨（REO）/年以下的氟碳铈矿稀土矿山开发项目； 500 吨（REO）/年以下的离子型稀土矿山开发项目
24. Rare earth separation project of less than 2,000 tons (REO) per year	24、2000 吨（REO）/年以下的稀土分离项目
25. Light rare earth metal smelting project with an annual output of less than 1,500 tons, current of electrolyzer below 5,000A, and current efficiency lower than 85%	25、1500 吨/年以下、电解槽电流小于 5000A、电流效率 低于 85%的轻稀土金属冶炼项目
26. Primary mercury mining (August 16, 2032)	26、原生汞矿开采（2032 年 8 月 16 日）
(VII) Gold	（七）黄金
1. Amalgamation gold extraction technique	1、混汞提金工艺
2. Small cyanide pool leaching technique and indigenous smelting technique	2、小氰化池浸工艺、土法冶炼工艺
3. Extraction of gold, silver, palladium, and other precious metals in circuit boards without environmental protection measures	3、无环保措施提取线路板中金、银、钯等贵金属
4. Mining and dressing project with a daily processing capacity of less than 50 tons	4、日处理能力 50 吨（不含）以下采选项目

5. Whole ore amalgamation; open burning of amalgam or processed amalgam; burning of amalgam in residential areas; cyanide leaching in sediment, ore or tailings to which mercury has been added without first removing the mercury.

(VIII) Building Materials

1. Dry hollow kiln (except for the production of aluminate cement and other special cement), cement mechanical vertical shaft kiln, Lepol kiln, and wet-process kiln

2. Cement powder grinding equipment of less than 3 meters in diameter (except for the production of special cement)

3. Production lines of plastic woven cement bags without lamination

4. Sheet glass production lines by Colburn process (including Glaverbel process)

5. Architectural ceramic tile production lines with an annual output of less than 1 million cubic meters and sanitary ceramic production lines with an annual output of less than 200,000 pieces

6. Earth kiln, down draft kiln, porous kiln, coal-fired open flame tunnel kiln, and muffle tunnel kiln for architectural sanitary ceramics (excluding architectural glazed products); and sagger-loading sanitary ceramic tunnel kiln

7. Friction brick press for molding of architectural ceramic bricks

8. Clay crucible glass fiber wire drawing production techniques and equipment

9. Thistle board production line with an annual output of less than 10 million cubic meters

10. Modified asphalt waterproof coil production line with an annual output of less than 5 million cubic meters; asphalt compound base flexible waterproof coil production line with an annual output of less than 5 million cubic meters; and asphalt paper base linoleum production line with an annual output less than 1 million rolls

11. Vertical shaft lime earth kiln

12. Brick and tile annular shaft kiln (December 31, 2020), vertical shaft kiln, roofless annular shaft kiln, horseshoe kiln, and other earth kilns

13. Common brick extruder machines

14. SJ1580-3000 double- or single-shaft brick mixer

15. SQP400500-700500 double-roll crusher

16. 1000 common splitter

5. 整体矿石汞齐化;露天焚烧汞合金或经过加工的汞合金;在居民区焚烧汞合金;在没有首先去除汞的情况下,对添加了汞的沉积物、矿石或尾矿进行氰化物浸出

(八) 建材

1、干法中空窑(生产铝酸盐水泥等特种水泥除外),水泥机立窑,立波尔窑、湿法窑

2、直径3米(不含)以下水泥粉磨设备(生产特种水泥除外)

3、无覆膜塑编水泥包装袋生产线

4、平拉工艺平板玻璃生产线(含格法)

5、100万平方米/年(不含)以下的建筑陶瓷砖、20万件/年(不含)以下卫生陶瓷生产线

6、建筑卫生陶瓷(不包括建筑琉璃制品)土窑、倒焰窑、多孔窑、煤烧明焰隧道窑、隔焰隧道窑、匣钵装卫生陶瓷隧道窑

7、建筑陶瓷砖成型用的摩擦压砖机

8、玻璃纤维陶土坩埚拉丝生产工艺与装备

9、1000万平方米/年(不含)以下的纸面石膏板生产线

10、500万平方米/年(不含)以下的改性沥青类防水卷材生产线;500万平方米/年(不含)以下沥青复合胎柔性防水卷材生产线;100万卷/年(不含)以下沥青纸胎油毡生产线

11、石灰土立窑

12、砖瓦轮窑(2020年12月31日)以及立窑、无顶轮窑、马蹄窑等土窑

13、普通挤砖机

14、SJ1580-3000双轴、单轴制砖搅拌机

15、SQP400500-700500双辊破碎机

16、1000型普通切条机

17. Rotary disc brick press machine of less than 100 tons

17、100 吨以下盘转式压砖机

18. Manual production lines of wallboards

18、手工制作墙板生产线

19. Simple mobile concrete block molding machines and attached vibration molding stations

19、简易移动式砌块成型机、附着式振动成型台

20. Fixed concrete block molding machine with an annual single-shift output of less than 10,000 cubic meters and concrete paving brick molding machine with an annual single-shift output of less than 100,000 square meters

20、单班 1 万立方米/年以下的混凝土砌块固定式成型机、单班 10 万平方米/年以下的混凝土铺地砖固定式成型机

21. Hand-pouring and non-machinery molding gypsum block (hollow) production techniques

21、人工浇筑、非机械成型的石膏（空心）砌块生产工艺

22. Quartz glass production techniques and equipment by vacuum compression method or one-step gas refining method

22、真空加压法和气炼一步法石英玻璃生产工艺装备

23. 6 × 6 million Newton small hexahedron press production of synthetic diamonds

23、生产人造金刚石用 6×6 兆牛顿六面顶小型压机

24. Hand cutting and aerating concrete production lines and non-steam autoclaving maintenance and aeration concrete production lines

24、手工切割加气混凝土生产线、非蒸汽养护加气混凝土生产线

25. Non-sintering and non-steam autoclaving fly ash brick production lines

25、非烧结、非蒸汽粉煤灰砖生产线

26. Chamber blast mining techniques for decorative stone mines; and sling-type marble drag saws, and small mobile circular saws

26、装饰石材矿山硐室爆破开采技术、吊索式大理石土拉锯、移动式小型圆盘锯

(IX) Medicine

(九) 医药

1. Manual capsule filling techniques

1、手工胶囊填充工艺

2. Drug packaging techniques using wax to seal corks

2、软木塞烫腊包装药品工艺

3. Ampoule wire-drawing filling and sealing machines failing to meet GMP requirements

3、不符合 GMP 要求的安瓿拉丝灌封机

4. Tower-type heavy water distilling equipment

4、塔式重蒸馏水器

5. Hot air drying ovens without purification facilities

5、无净化设施的热风干燥箱

6. Active pharmaceutical ingredient (API) manufacturing units failing to meet national environmental and occupational health and safety standards

6、环境、职业健康和安全不能达到国家标准的原料药生产装置

7. Acetaminophen (paracetamol) or caffeine units by direct-reduced iron method

7、铁粉还原法对乙酰氨基酚（扑热息痛）、咖啡因装置

8. Medical supplies production techniques using CFCs as aerosol, propellant, aerosol propellant, or dispersing agent (eliminated as required under the overall plan of the state to execute international conventions)

8、使用氯氟烃（CFCs）作为气雾剂、推进剂、抛射剂或分散剂的医药用品生产工艺（根据国家履行国际公约总体计划要求进行淘汰）

(X) Machinery

(十) 机械

1. Heat treatment lead bath furnaces (except for online heat treatment lead bath production lines with lead liquid covering agents and negative-pressure extraction and dust collection environmental protection facilities for metal wire rope and its products)	1、热处理铅浴炉（用于金属丝绳及其制品的有铅液覆盖剂和负压抽风除尘环保设施的在线热处理铅浴生产线除外）
2. Heat treatment bath furnace for chlorinated barium salt (elimination suspended for high temperature bath furnace for chlorinated barium salt)	2、热处理氯化钡盐浴炉（高温氯化钡盐浴炉暂缓淘汰）
3. TQ60 and TQ80 tower cranes	3、TQ60、TQ80 塔式起重机
4. QT16, QT20 and QT25 simple derrick tower cranes	4、QT16、QT20、QT25 井架简易塔式起重机
5. KJ1600/1220 single-cylinder lifting winch	5、KJ1600/1220 单筒提升绞机
6. Common corundum smelting furnace of less than 3,000 kva	6、3000 千伏安以下普通棕刚玉冶炼炉
7. Fixed corundum smelting furnace of less than 4,000 kva	7、4000 千伏安以下固定式棕刚玉冶炼炉
8. Silicon carbide smelting furnace of less than 3,000 kva	8、3000 千伏安以下碳化硅冶炼炉
8. Silicon carbide smelting furnace of less than 3,000 kva	9、强制驱动式简易电梯
10. Production lines of tobacco expansion equipment using CFCs as expansion agent	10、以氯氟烃（CFCs）作为膨胀剂的烟丝膨胀设备生产线
11. Sand mold and mold core for clay drying in sand casting	11、砂型铸造粘土烘干砂型及型芯
12. Coke furnace for melting nonferrous metals	12、焦炭炉熔化有色金属
13. Oil sand core for sand casting	13、砂型铸造油砂制芯
14. Trolley furnace with heavy brick lining	14、重质砖炉衬台车炉
15. Induction heating power supply for medium frequency power generators	15、中频发电机感应加热电源
16. Coal-fired flame reverberatory heating furnaces	16、燃煤火焰反射加热炉
17. Pickling process for castings/forgings	17、铸/锻件酸洗工艺
18. Bit AC contactor temperature control cabinets	18、位式交流接触器温度控制柜
19. Salt bath furnaces with electrodes inserted	19、插入电极式盐浴炉
20. Moving coil or tapped silicon rectifier arc welding machine	20、动圈式和抽头式硅整流弧焊机
21. Magnetic amplifier arc welding machine	21、磁放大器式弧焊机
22. Punches for which safety protection devices cannot be installed	22、无法安装安全保护装置的冲床

23. Aluminum shell medium frequency electric induction furnace without magnet yokes (≥ 0.25 ton)	23、无磁轭 (≥ 0.25 吨) 铝壳中频感应电炉
24. Coreless power frequency electric induction furnace	24、无芯工频感应电炉
(XI) Vessels	(十一) 船舶
1. Beach dismantling techniques for retired and used ships	1、废旧船舶滩涂拆解工艺
2. Integral ship building techniques for seagoing steel vessels more than 90 meters in length and river ships more than 120 meters in length	2、船长大于 90 米的海洋钢质船舶以及船长大于 120 米的内河钢质船舶的整体建造工艺
(XII) Light Industry	(十二) 轻工
1. Vacuum salt production units with an annual unit output of less than 100,000 tons, lake salt production facility with an annual unit output of less than 200,000 tons, and northern sea salt production facility with an annual unit output of less than 30,000 tons	1、单套 10 万吨/年以下的真空制盐装置、20 万吨/年以下的湖盐和 30 万吨/年以下的北方海盐生产设施
2. Open pan or solar salt production techniques and units using mineral salt brine or oil-field water	2、利用矿盐卤水、油气田水且采用平锅、滩晒制盐的生产工艺与装置
3. Southern sea salt production units with an annual output of 20,000 tons or less	3、2 万吨/年及以下的南方海盐生产装置
4. Production of extra-thin (less than 0.025 mm in thickness) shopping bags	4、超薄型 (厚度低于 0.025 毫米) 塑料购物袋生产
5. Tanning production line with an annual raw hide processing capacity of less than 50,000 standard cowhide pieces or with an annual wet blue hide processing capacity of less than 30,000 standard cowhide pieces	5、年加工生皮能力 5 万标张牛皮、年加工蓝湿皮能力 3 万标张牛皮以下的制革生产线
6. Printing ink total production units with an annual output of less than 300 tons (except those using high and new technology or without pollution)	6、300 吨/年以下的油墨生产总装置 (利用高新技术、无污染的除外)
7. Printing ink production using benzene-containing solvents	7、含苯类溶剂型油墨生产
8. Ground pool pulp manufacturing equipment using lime (except Chinese art paper)	8、石灰法地池制浆设备 (宣纸除外)
9. Chemical wood pulp production line with an annual output of less than 51,000 tons	9、5.1 万吨/年以下的化学木浆生产线
10. Non-wood pulp production lines with a single-line output of less than 34,000 tons per year	10、单条 3.4 万吨/年以下的非木浆生产线
11. Pulp production lines using waste paper with a single-line output of 10,000 tons or less per year	11、单条 1 万吨/年及以下、以废纸为原料的制浆生产线
12. Cultural paper production line with a fabric width of 1.76 meters or less and a speed of less than 120 meters per minute	12、幅宽在 1.76 米及以下并且车速为 120 米/分以下的文化纸生产线

13. Whiteboard, cardboard, or corrugated paper production line with a fabric width of 2 meters or less and a speed of less than 80 meters per minute	13、幅宽在 2 米及以下并且车速为 80 米/分以下的白板纸、箱板纸及瓦楞纸生产线
14. Production lines of refrigerators, freezers, automobile air conditioners, and cold storage and refrigeration equipment using CFCs as refrigerant and foaming agent	14、以氯氟烃（CFCs）为制冷剂 and 发泡剂的冰箱、冰柜、汽车空调器、工业商业用冷藏、制冷设备生产线
15. Polyurethane, polyethylene, or polystyrene foam plastic production using CFCs as foaming agent	15、以氯氟烃（CFCs）为发泡剂的聚氨酯、聚乙烯、聚苯乙烯泡沫塑料生产
16. Production techniques using CTC as detergent	16、以四氯化碳（CTC）为清洗剂的生产工艺
17. Production techniques using CFC-113 and TCA as detergent and solvent	17、以三氟三氯乙烷（CFC-113）和甲基氯仿（TCA）为清洗剂和溶剂的生产工艺
18. Tertiary amine manufacturing technique by fatty acid method, oleum sulfonation technique, and stirred tank ethoxylation technique	18、脂肪酸法制叔胺工艺，发烟硫酸磺化工艺，搅拌釜式乙氧基化工艺
19. Tin soldering technique in lithographed metal can-making industry	19、印铁制罐行业中的锡焊工艺
20. Coal-fired or producer gas-fired crucible glass furnace and annealing furnace with a direct vent but without hot air circulation	20、燃煤和燃发生炉煤气的坩埚玻璃窑，直火式、无热风循环的玻璃退火炉
21. Timed mechanical paratactic bottle making machines	21、机械定时行列式制瓶机
22. Carbonated drink production line with an output of less than 150 bottles per minute (bottle volume of 250 ml or less)	22、生产能力 150 瓶/分钟以下（瓶容在 250 毫升及以下）的碳酸饮料生产线
23. Condensation, spray drying, or other facility with a daily raw milk processing capacity of less than 20 tons (two shifts); manual or semi-automatic liquid milk filling equipment with an output of less than 200 kg per hour	23、日处理原料乳能力（两班）20 吨以下浓缩、喷雾干燥等设施；200 千克/小时以下的手动及半自动液体乳灌装设备
24. Ethyl alcohol (except ethyl alcohol made from waste molasses) production line with an annual output of 30,000 tons or less	24、3 万吨/年以下酒精生产线（废糖蜜制酒精除外）
25. Glutamic acid production lines using the ion exchange technique and monosodium glutamate production units with an annual output of less than 50,000 tons	25、等电离子交换工艺的谷氨酸生产线，5 万吨/年以下味精生产装置
26. Citric acid production units using traditional calcium salt methods	26、传统钙盐法柠檬酸生产装置
27. Corn starch wet-process production line with an annual processing capacity of less than 150,000 tons and a total absolute dry extraction rate of lower than 97% (except special corn starch production line)	27、年处理 15 万吨以下、总干物收率 97% 以下的湿法玉米淀粉生产线（特种玉米淀粉生产线除外）
28. Bridge-type splitting saw, non-sealed hog scalding machine, and other pig slaughtering equipment	28、桥式劈半锯、敞式生猪烫毛机等生猪屠宰设备
29. Manual slaughtering techniques for pigs, cattle, sheep, and poultry	29、猪、牛、羊、禽手工屠宰工艺

30. Techniques of adding whitening agents (benzoyl peroxide or calcium peroxide) to wheat flour

30、小麦粉增白剂（过氧化苯甲酰、过氧化钙）的添加工艺

31. Elemental chlorine bleaching pulping process

31、元素氯漂白制浆工艺

32. Open lead melting pots and open lead oxide mills for lead storage battery production

32、铅蓄电池生产用开放式熔铅锅、开口式铅粉机

33. Dry filling techniques for tubular lead storage batteries

33、管式铅蓄电池干式灌粉工艺

34. Glass batch with added white arsenic, antimony trioxide, or harmful raw and auxiliary materials containing lead, fluoride (except in all-electric melting furnaces), or chromium slag, among others

34、添加白砷、三氧化二锑、含铅、含氟（全电熔窑除外）、铬矿渣及其他有害原辅材料的玻璃配合料

(XIII) Textile

（十三）纺织

1. Cotton spinning, wool spinning, and linen spinning equipment and weaving equipment which have been in service for 30 years

1、使用时间达到 30 年的棉纺、毛纺、麻纺设备、机织设备

2. Roller cotton gin of less than 1,000 mm in length of rollers, saw tooth cotton gin with less than 80 saw blades, and lint bailing press with a pressure tonnage of less than 400 tons (excluding 160-ton and 200-ton short-staple cotton baling presses)

2、辊长 1000 毫米以下的皮辊轧花机，锯刀片数在 80 以下的锯齿轧花机，压力吨位在 400 吨以下的皮棉打包机（不含 160 吨、200 吨短绒棉花打包机）

3. ZD647 and ZD721 automatic silk reeling machines, D101A automatic silk reeling machine, ZD681 vertical reeling machine, DJ561 tough silk spinning machine, K251 and K251A silk looms, and other silk processing equipment

3、ZD647、ZD721 型自动缫丝机，D101A 型自动缫丝机，ZD681 型立缫机，DJ561 型绢精纺机，K251、K251A 型丝织机等丝绸加工设备

4. Z114 small jacquard

4、Z114 型小提花机

5. GE186 jacquard terry-looping machine

5、GE186 型提花毛圈机

6. Z261 artificial fur machine

6、Z261 型人造毛皮机

7. Non-improved 74 dyeing and finishing equipment

7、未经改造的 74 型染整设备

8. Steam heated open non-sealed dip-dye flat wash tank

8、蒸汽加热敞开无密闭的印染平洗槽

9. R531 acid viscose spinning machine

9、R531 型酸性粘胶纺丝机

10. Viscose conventional short fiber production line with an annual output of 40,000 tons or less

10、4 万吨/年及以下粘胶常规短纤维生产线

11. Wet-process spandex production technique

11、湿法氨纶生产工艺

12. Spandex and acrylic fiber production techniques using DMF solvent

12、二甲基甲酰胺（DMF）溶剂法氨纶及腈纶生产工艺

13. Common acrylic fiber production technique and device using nitric acid

13、硝酸法腈纶常规纤维生产工艺及装置

14. Conventional PET intermittent polymerization techniques and equipment

14、常规聚酯（PET）间歇法聚合生产工艺及设备

15. Semi-automatic winding equipment for conventional polyester filament with a spindle of 900 mm or less

16. Pre-treatment equipment for dip dyeing, tentering and setting equipment, round screen and flat screen printing machine, and continuous dyeing machine, in use for 15 years if made in China or in use for over 20 years if imported

17. Intermittent dyeing equipment for cotton and synthetic fiber with a bath ratio greater than 1:10 in use for over 15 years

18. Dip-dyeing production line powered by a DC motor

19. Cast iron steam box and washing equipment for dip dyeing, bottomless cast iron wallboard steamer, and L-shape belt steam box for scouring and bleaching with a short steaming preheating section

20. Regenerated polyester short fiber production units with a screw extruder of not more than 90 mm in diameter and an annual output of less than 2,000 tons

(XIV) Printing

1. All lead line and letterpress printing techniques

2. All letterpresses and relevant auxiliary machines

3. Photo engraving machine

4. ZD201 and ZD301 monotype casters

4. ZD201 and ZD301 monotype casters

6. ZDK101 matrix cutting machine

7. KMD101 matrix cutter grinder

8. AZP502 semi-automatic hand typesetting machine for Chinese characters, ZSY101 semi-automatic typesetting machine for Chinese characters, TZP101 linotype typesetting machine for foreign languages, and ZYP101 automatic typesetting machine for Chinese characters

9. QY401 and 2QY404 series electric letterpress printing proofers and QYSH401, 2QY401 and DY401 manual letterpress printing proofers

10. YX01, YX02, and YX03 series matrix molding machines and HX01, HX02, HX03, and HX04 series matrix dryer

11. PZB401 flat stereotype caster and YZB02, YZB03, YZB04, YZB05, YZB06, and YZB07 series stereotype casters

15、常规涤纶长丝锭轴长 900 毫米及以下的半自动卷绕设备

16、使用年限超过 15 年的国产和使用年限超过 20 年的进口印染前处理设备、拉幅和定形设备、圆网和平网印花机、连续染色机

17、使用年限超过 15 年的浴比大于 1: 10 的棉及化纤间歇式染色设备

18、使用直流电机驱动的印染生产线

19、印染用铸铁结构的蒸箱和水洗设备, 铸铁墙板无底蒸发机, 汽蒸预热区短的 L 型退煮漂履带汽蒸箱

20、螺杆挤出机直径小于或等于 90mm, 2000 吨/年以下的涤纶再生纺短纤维生产装置

(十四) 印刷

1、全部铅排、铅印工艺

2、全部铅印机及相关辅机

3、照相制版机

4、ZD201、ZD301 型系列单字铸字机

5、TH1 型自动铸条机、ZT102 型系列铸条机

6、ZDK101 型字模雕刻机

7、KMD101 型字模刻刀磨床

8、AZP502 型半自动汉文手选铸排机、ZSY101 型半自动汉文铸排机、TZP101 型外文条字铸排机、ZYP101 型汉文自动铸排机

9、QY401、2QY404 型系列电动铅印打样机, QYSH401、2QY401、DY401 型手动式铅印打样机

10、YX01、YX02、YX03 型系列压纸型机, HX01、HX02、HX03、HX04 型系列烘纸型机

11、PZB401 型平铅版铸版机, YZB02、YZB03、YZB04、YZB05、YZB06、YZB07 型系列铅版铸版机

12. JB01 flat plate stereotyping machine	12、JB01 型平铅版浇版机
13. RQ02, RQ03, and RQ04 series lead pump lead melting furnaces	13、RQ02、RQ03、RQ04 型系列铅泵熔铅炉
14. BB01 planer, YGB02, YGB03, YGB04, and YGB05 round stereotype scraping machines, YTB01 round stereotype boring machine, YJB02 round stereotype sawing machine, and YXB04, YXB05, and YXB302 round stereotype retouching machines	14、BB01 型刨版机, YGB02、YGB03、YGB04、YGB05 型圆铅版刮版机, YTB01 型圆铅版镗版机, YJB02 型圆铅版锯版机, YXB04、YXB05、YXB302 型系列圆铅版修版机
15. P401 and P402 series quarto platen presses and P801, P802, P803, and P804 series octavo platen presses	15、P401、P402 型系列四开平压印刷机, P801、P802、P803、P804 型系列八开平压印刷机
16. PE802 double hinge printing press	16、PE802 型双合页印刷机
17. TE102, TE105, and TE108 series automatic whole-sheet double rotary platform printing presses	17、TE102、TE105、TE108 型系列全张自动二回转平台印刷机
18. TY201 folio monochromatic single rotary platform printing press and TY401 quarto monochromatic single rotary platform printing press	18、TY201 型对开单色一回转平台印刷机, TY401 型四开单色一回转平台印刷机
19. TY4201 quarto double-color single rotary printing press	19、TY4201 型四开一回转双色印刷机
20. TT201, TZ201, and DT201 folio printing presses with rotary platform stopped by manually feeding paper	20、TT201、TZ201、DT201 型对开手动续纸停回转平台印刷机
21. TT202 folio printing press with rotary platform automatically stopped, TT402, TT403, TT405, and DT402 quarto printing presses with rotary platform automatically stopped, TZ202 folio printing press with rotary platform semi-automatically stopped, and TZ401, TZS401, and DT401 quarto printing presses with rotary platform semi-automatically stopped	21、TT202 型对开自动停回转平台印刷机, TT402、TT403、TT405、DT402 型四开自动停回转平台印刷机, TZ202 型对开半自动停回转平台印刷机, TZ401、TZS401、DT401 型四开半自动停回转平台印刷机
22. TR801 vertical platform printing press	22、TR801 型系列立式平台印刷机
23. LP1101 and LP1103 series whole-sheet one-sided flat paper rotary printing presses, LP1201 whole-sheet two-sided flat paper rotary printing press, and LP4201 quarto double-color flat paper rotary printing press	23、LP1101、LP1103 型系列平板纸全张单面轮转印刷机, LP1201 型平板纸全张双面轮转印刷机, LP4201 型平板纸四开双色轮转印刷机
24. LSB201 (880x1,230 mm) and LS201 and LS204 (787x1,092 mm) series web rotary printing presses for books and periodicals	24、LSB201(880×1230 毫米)及 LS201、LS204(787×1092 毫米)型系列卷筒纸书刊轮转印刷机
25. LB203, LB205, and LB403 web rotary printing presses for newspapers, LB2405 and LB4405 double-layer double-group web rotary printing presses for newspapers, and LBS201 dual-use rotary printing press for books and newspapers	25、LB203、LB205、LB403 型卷筒纸报纸轮转印刷机, LB2405、LB4405 型卷筒纸双层二组报纸轮转印刷机, LBS201 型卷筒纸书、报二用轮转印刷机
26. K. M. T automatic hot-metal typesetting machine and PH-5 typesetter for Chinese characters	26、K. M. T 型自动铸字排版机, PH-5 型汉字排字机
27. Cronapress proofing plate making machine (DIA PRESS cleaning machine)	27、球震打样制版机 (DIA PRESS 清刷机)
28. Manual phototypesetter made before 1985 and process camera made in China before 1985	28、1985 年前生产的手动照排机、国产制版照相机

29. Centrifugal coating machines

29、离心涂布机

30. J1101 series whole-sheet monochromatic offset press (printing rate of 5,000 pages per hour or less)

30、J1101 系列全张单色胶印机（印刷速度每小时 5000 张及以下）

31. J2101 and PZ1920 series folio monochromatic offset presses (printing rate of 4,000 pages per hour or less), PZ1615 series quarto monochromatic offset press (printing rate of 4,000 pages per hour or less), and YPS1920 series two-sided monochromatic offset press (printing rate of 4,000 pages per hour or less)

31、J2101、PZ1920 系列对开单色胶印机（印刷速度每小时 4000 张及以下），PZ1615 系列四开单色胶印机（印刷速度每小时 4000 张及以下），YPS1920 系列双面单色胶印机（印刷速度每小时 4000 张及以下）

32. W1101 whole-sheet automatic gravure printing machine and AJ401 one-sided four-color web gravure printing machine

32、W1101 型全张自动凹版印刷机、AJ401 型卷筒纸单面四色凹版印刷机

33. DJ01 paperback glue binding machine, PRD-01 and PRD-02 paperback glue binding machines, and DBT-01 paperback thread binding-packaging-ironing machine

33、DJ01 型平装胶订联动机，PRD-01、PRD-02 型平装胶订联动机，DBT-01 型平装有线订、包、烫联动机

34. Solvent-based coating and laminating machines and various laminating machines without substrate degradation or recycling

34、溶剂型即涂覆膜机、承印物无法降解和回收的各类覆膜机

35. QZ101, QZ201, QZ301, and QZ401 paper cutters

35、QZ101、QZ201、QZ301、QZ401 型切纸机

36. MD103A grinder

36、MD103A 型磨刀机

(XV) Industrial Explosive Products

（十五）民爆产品

1. Sealed packaged emulsion explosive substrate cooling machine

1、密闭式包装型乳化炸药基质冷却机

2. Sealed packaged emulsion explosive low-temperature sensitization machine

2、密闭式包装型乳化炸药低温敏化机

3. Small diameter manual single-head explosive loading machine

3、小直径手工单头炸药装药机

4. Mixing, transporting, and other explosive equipment with bearings buried in compositions

4、轴承包覆在药剂中的混药、输送等炸药设备

5. Steam chamber drying technique used in initiating explosive drying process

5、起爆药干燥工序采用蒸汽烘房干燥的工艺

6. Techniques using manual loading of explosives in the delay element manufacturing process

6、延期元件（体）制造工序采用手工装药的工艺

7. Techniques without reliable anti-sympathetic detonation measures for detonator loading process, detonator assembly process, or transmission between processes

7、雷管装填、装配工序及工序间的传输无可靠防殉爆措施

8. Production lines without reliable anti-explosion measures for explosive loading devices in the shock-conducting tube manufacturing process

8、导爆管制造工序加药装置无可靠防爆设施的生产线

9. Industrial explosive and industrial detonator production lines without remote video surveillance for hazardous workplaces

9、危险作业场所未实现远程视频监控的工业炸药和工业雷管生产线

10. Detonating cord production lines without remote video surveillance for hazardous

10、危险作业场所未实现远程视频监控的导爆索生产线

workplaces

11. Explosive production techniques by traditional wheel grinding method

11、采用传统轮碾方式的炸药制药工艺

12. Production techniques with discharge of wastewater from production of initiating explosives failing to meet requirements of the Discharge Standard for Water Pollutants from Ordnance Industry - Initiating Explosive Material and Relative Composition (GB14470.2)

12、起爆药生产废水达不到《兵器工业水污染排放标准 火工药剂》(GB14470.2)要求排放的生产工艺

13. Emulsion technique with an emulsifier temperature greater than 130℃

13、乳化器出药温度大于 130℃的乳化工艺

14. Explosive loading machines with a loading rate of less than 1,200 kg/h for small diameter aqueous explosives or less than 800 kg/h for small diameter powder explosives

14、小直径含水炸药装药效率低于 1200kg/h、小直径粉状炸药装药效率低于 800kg/h 的装药机

15. Explosive equipment with noise over 85 decibels in a facility with regular operators

15、有固定操作人员的场所，噪声超过 85 分贝以上的炸药设备

16. Production technologies of electric detonator (2 m in length of steel-reinforced skirting) with a total resistance greater than 1.5Ω

16、全电阻极差大于 1.5Ω 的电雷管(钢芯脚线长度 2m)生产技术

17. Production lines without online collection or timely transmission of production data for packaged products off lines

17、装箱产品下线未实现生产数据在线采集、及时传输的生产线

18. Production techniques of electric detonator (2 m in length of steel-reinforced skirting) with a total resistance greater than 1.0Ω

18、全电阻极差大于 1.0Ω 的电雷管(钢芯脚线长度 2m)生产工艺

19. Detonating cord production lines without reliable anti-train explosion transmission measures between different processes

19、工序间无可靠防爆措施的导爆索生产线

20. Detonating cord production lines without online testing of explosive amount or automatic interlock protection devices in the cord production process

20、制索工序无药量在线检测、自动联锁保护装置的导爆索生产线

21. Production techniques of regular electric detonators with maximum non-spark current of less than 0.25A

21、最大不发火电流小于 0.25A 的普通型电雷管生产工艺

22. Production techniques failing to achieve separation of men and machines in the detonator filling process

22、雷管装填工序未实现人机隔离的生产工艺

23. Production techniques relying on manual delivery of products in the detonator crimping and inspection processes

23、雷管卡口、检查工序需人工传送产品的生产工艺

24. Low-level industrial explosives production lines with an annual output of 10,000 tons or less

24、年产 10000 吨及以下的低水平工业炸药生产线

(XVI) Fire Protection

(十六) 消防

1. Manual plug welding production techniques of electronic components of fire detectors

1、火灾探测器手工插焊电子元器件生产工艺

(XVII) Mining

1. Manual loading and unloading of mineral rock during concentrated shovel loading
2. Dry rock drilling operations without a dust collector
3. Human-powered or animal-powered transport of ore rock in main trackless transport tunnels and surface mines
4. Use of non-flame-retardant cables, ventilation pipes, and conveyor belts in underground mines
5. Use of timber supports in the main shafts and tunnels of underground mines
6. Manual loading and unloading operations in underground mines by open stoping (unsupported methods).
7. Underground mines using stull stoping
8. Surface mines using springing blasting
9. Surface mines removing lower layers to cause a slide of upper layers, digging, and using "one-wall" mining without steps
10. Surface mines secondarily breaking large pieces of ore rock by means of blasting

(XVIII) Miscellaneous

1. Electroplating process containing toxic and harmful cyanide (except for bottom process with electroplating gold, silver- or copper-based alloys or pre-plated copper)
2. Cyanide zinc precipitation process
3. Tombolo technology for dams
4. Tourist activities and collection of medicinal materials and other forest products beyond the ecological bearing capacity
5. Small incinerators failing to meet current national pollution control standards, engineering standards, and equipment standards for burning urban domestic garbage, medical waste, and industrial waste.
6. Techniques, technologies, products, and equipment that do not conform with the Atmospheric Pollution Prevention and Control Law, the Water Pollution Prevention and Control Law, the Law on the Prevention and Control of Environment Pollution Caused by Solid Wastes, the Energy Conservation Law, the Work Safety Law, the Product Quality Law, the Land Administration Law, the Law on the Prevention and Control of Occupational Diseases and other national laws and

(十七) 采矿

- 1、集中铲装作业时人工装卸矿岩
- 2、未安装捕尘装置的干式凿岩作业
- 3、主要无轨运输巷道及露天采场采用人力或畜力运输矿岩
- 4、地下矿山使用非阻燃电缆、风筒和输送带
- 5、地下矿山主要井巷使用木支护
- 6、地下矿山采用空场法采矿（无底柱采矿法）采场内人工装运作业
- 7、地下矿山采用横撑支柱采矿法
- 8、露天矿山采用扩壶爆破
- 9、露天矿山采用掏底崩落、掏挖开采、不分层的“一面墙”开采
- 10、露天矿山使用爆破方式对大块矿岩进行二次破碎

(十八) 其他

- 1、含有毒有害氰化物电镀工艺（电镀金、银、铜基合金及予镀铜打底工艺除外）
- 2、含氰沉锌工艺
- 3、实体坝连岛技术
- 4、超过生态承载力的旅游活动和药材等林产品采集
- 5、不符合国家现行城市生活垃圾、医疗废物和工业废物焚烧相关污染控制标准、工程技术标准以及设备标准的小型焚烧炉
- 6、不符合《大气污染防治法》《水污染防治法》《固体废物污染环境防治法》《节约能源法》《安全生产法》《产品质量法》《土地管理法》《职业病防治法》等国家法律法规，不符合国家安全、环保、能耗、质量方面强制性标准，不符合国际环境公约等要求的工艺、技术

regulations, national mandatory standards in the aspects of safety, environmental protection, energy consumption, and quality, and the requirements of international environmental conventions

II. Outdated Products

(I) Petrochemistry

1. Modified starch paint, modified fiber paint, multi-color interior wall paint (O/W paint with nitrocellulose as the primary ingredient in resin and xylene as the primary ingredient in solvent), vinyl chloride-vinylidene chloride copolymer emulsion exterior wall paint, tar polyurethane waterproof paint, water-based PVC tar waterproof paint, PVC and acetal interior and exterior wall paint (106 paint and 107 paint, among others), and polyvinyl acetate emulsion (including ethylene/vinyl acetate copolymer emulsion) exterior wall paint

2. Paint for interior walls, solvent-based carpentry, toys, cars, and exterior walls with the level of toxic substance exceeding prescribed standards; and paint containing DDT, tributyltin, PFOA and its salts, PFOS, red lead, or other toxic substance

3. Azo dye producing 24 toxic aromatic amines from splitting decomposition during reduction (elimination suspended if not used for textiles) and 9 carcinogenic dyes (elimination suspended if not in direct contact with human body)

4. Paint remover containing benzene, phenol, benzaldehyde, dichloromethane or chloroform, lithopone, waterproof PVC caulking building material (tar type), 107 glue, clenbuterol, and PCBs (transformer oil)

5. Highly toxic pesticide products: hexachlorocyclohexane, ethylene dibromide, daminozide, bis-A-TDA, nitrofen, chlordimeform, tetramethylenedisulfotetramine, fluoroacetamide, sodium fluoroacetate, nemagon nematam, sulfotep, phosphamidon, glyftor, atrane, methamidophos, parathion, methyl parathion, monocrotophos, sulfur cyclophosphamide (ethylthiapentalene cyclophosphamide), asomate, urbacid and all arsenic preparations, mercury preparations, lead preparations, glyphosate aqueous solution (10%), posfolan-methyl, calcium phosphide, zinc phosphide, fenamiphos, fonofos, magnesium phosphide, cadusafos, coumaphos, sulfotep, terbufos, and dicofol

6. Products eliminated as required under the overall plan of the state to execute international conventions: chlordane, heptachlor, bromomethane, dichlorodiphenyltrichloroethane, hexachlorobenzene, mirex, lindane, toxaphene, aldrin, dieldrin, endrin, endosulfan, sulfluramid, chlordecone, α -HCH, β -HCH, polychlorinated biphenyl, pentachlorobenzene, hexabromobiphenyl, tetrabromodiphenyl ether and pentabromodiphenyl ether, hexabromodiphenyl ether and heptabromodiphenyl ether, hexabromocyclododecane (specific exempted uses are in the Restriction Category), perfluorooctanesulfonic acid and its salt and perfluoro-1-octanesulfonyl fluoride (acceptable uses are in the Restriction Category)

产品、装备

二、落后产品

(一) 石化化工

1. 改性淀粉、改性纤维、多彩内墙（树脂以硝化纤维素为主，溶剂以二甲苯为主的O/W型涂料）、氯乙烯-偏氯乙烯共聚乳液外墙、焦油型聚氨酯防水、水性聚氯乙烯焦油防水、聚乙烯醇及其缩醛类内外墙（106、107涂料等）、聚醋酸乙烯乳液类（含乙烯/醋酸乙烯酯共聚乳液）外墙涂料

2. 有害物质含量超标准的内墙、溶剂型木器、玩具、汽车、外墙涂料，含双对氯苯基三氯乙烷、三丁基锡、全氟辛酸及其盐类、全氟辛烷磺酸、红丹等有害物质的涂料

3. 在还原条件下会裂解产生24种有害芳香胺的偶氮染料（非纺织品用的领域暂缓）、九种致癌性染料（用于与人体不直接接触的领域暂缓）

4. 含苯类、苯酚、苯甲醛和二（三）氯甲烷的脱漆剂，立德粉，聚氯乙烯建筑防水接缝材料（焦油型），107胶，瘦肉精，多氯联苯（变压器油）

5. 高毒农药产品：六六六、二溴乙烷、丁酰肼、敌枯双、除草醚、杀虫脒、毒鼠强、氟乙酰胺、氟乙酸钠、二溴氯丙烷、治螟磷（苏化203）、磷胺、甘氟、毒鼠硅、甲胺磷、对硫磷、甲基对硫磷、久效磷、硫环磷（乙基硫环磷）、福美磷、福美甲腈及所有砷制剂、汞制剂、铅制剂、10%草甘膦水剂，甲基硫环磷、磷化钙、磷化锌、苯线磷、地虫硫磷、磷化镁、硫线磷、蝇毒磷、治螟磷、特丁硫磷、三氯杀螨醇

6. 根据国家履行国际公约总体计划要求进行淘汰的产品：氯丹、七氯、溴甲烷、滴滴涕、六氯苯、灭蚁灵、林丹、毒杀芬、艾氏剂、狄氏剂、异狄氏剂、硫丹、氟虫胺、十氯酮、 α -六氯环己烷、 β -六氯环己烷、多氯联苯、五氯苯、六溴联苯、四溴二苯醚和五溴二苯醚、六溴二苯醚和七溴二苯醚、六溴环十二烷（特定豁免用途为限制类）、全氟辛基磺酸及其盐类和全氟辛基磺酰氟（可接受用途为限制类）

7. Soft-edge bicycle tire, ordinary conveyor with cotton cords as framework material, ordinary V-belt with nylon cords as framework material, and hand carved vulcanization molds for tires, bicycle tires, and motorcycle tires

(II) Railway

1. G60 and G17 tank cars

2. P62 boxcar

3. K13 ore car

4. U60 cement car

5. N16 and N17 flatcars

6. L17 grain car

7. C62A and C62B open freight cars

8. Rail flatcar (40 tons or less in carrying capacity)

(III) Iron and Steel

1. Hot-rolled silicon steel sheet

2. Steel wire and steel strand with a general relaxation level

3. Hot-rolled reinforcing steel bar: grade HRB335 and HPB235

4. Steel billets (ingots) produced with scrap steel melted by utility-frequency and intermediate-frequency induction furnaces and steel products produced using the foregoing as raw materials (eliminated in accordance with the national laws and regulations and the relevant requirements of the state to ban "bar steel")

(IV) Nonferrous Metals

1. Copper rod (black)

(V) Building Materials

1. GRC hollow slats made from non-alkali-resistance fiberglass and non-low-alkali cement

2. Clay crucible wire-drawing glass fiber and its products as well as its reinforced plastic (fiber-reinforced plastic) products

3. 25A hollow steel window

7. 软边结构自行车胎, 以棉帘线为骨架材料的普通输送带和以尼龙帘线为骨架材料的普通 V 带, 轮胎、自行车胎、摩托车胎手工刻花硫化模具

(二) 铁路

1、G60 型、G17 型罐车

2、P62 型棚车

3、K13 型矿石车

4、U60 型水泥车

5、N16 型、N17 型平车

6、L17 型粮食车

7、C62A 型、C62B 型敞车

8、轨道平车 (载重 40 吨及以下)

(三) 钢铁

1、热轧硅钢片

2、普通松弛级别的钢丝、钢绞线

3、热轧钢筋: 牌号 HRB335、HPB235

4、使用工频或中频感应炉熔废钢生产的钢坯 (锭), 及其为原料生产的钢材产品 (根据国家法律法规和国家取缔 "地条钢" 有关要求淘汰)

(四) 有色金属

1、铜线杆 (黑杆)

(五) 建材

1、使用非耐碱玻纤或非低碱水泥生产的玻纤增强水泥 (GRC) 空心条板

2、陶土坩埚拉丝玻璃纤维和制品及其增强塑料 (玻璃钢) 制品

3、25A 空腹钢窗

4. S-2 concrete sleeper

5. Sitting toilet using more than 8 liters of water maximum in a single flush

6. Amphibole asbestos (blue asbestos)

7. Hollow glass in non-machinery production, various double-layer double-frame doors and windows, and single-chamber plastic doors and windows

8. Polyethylene polypropylene fiber-type composite waterproof coiled material produced by double-heating composite molding process and polyethylene polypropylene fiber composite waterproof coiled material (polyethylene core material less than 0.5mm in thickness); cotton polyester glass fiber (high alkali) grid composite tire base material and PVC waterproof coiled material (S-shape)

9. Asbestos fiber-quality clutch facing, synthetic train brake shoe, and asbestos wet-type cork clutch facing

(VI) Medicine

1. Pewter ointment tube or single layer polyolefin ointment tube (except for application to anorectum or a body cavity)

2. Sterile powder for ampoule filling injections

3. Natural rubber stopper for medical use

4. Non-frangible ampoule

5. Soft PVC bags for transfusion (excluding those for peritoneal dialysis solution and irrigation solution)

(VII) Machinery

1. T100 and T100A bulldozers

2. ZP-II and ZP-III dry-mix shotcrete machines

3. WP-3 excavator

4. Pneumatic rock grab of less than 0.35 cubic meter

5. Wire rope mining impact drill

6. BY-40 oil rig

7. Water gas furnace with a diameter of 1.98 meters

4、S-2 型混凝土轨枕

5、一次冲洗最大用水量 8 升以上的坐便器

6、角闪石石棉（即蓝石棉）

7、非机械生产的中空玻璃、双层双框各类门窗及单腔结构型的塑料门窗

8、采用二次加热复合成型工艺生产的聚乙烯丙纶类复合防水卷材、聚乙烯丙纶复合防水卷材（聚乙烯芯材厚度在 0.5mm 以下）；棉涤玻纤（高碱）网格复合胎基材料、聚氯乙烯防水卷材（S 型）

9、石棉绒质离合器面片、合成火丰闸瓦，石棉软木湿式离合器面片

（六）医药

1、铅锡软膏管、单层聚烯烃软膏管（肛肠、腔道给药除外）

2、安瓿灌装注射用无菌粉末

3、药用天然胶塞

4、非易折安瓿

5、输液用聚氯乙烯（PVC）软袋（不包括腹膜透析液、冲洗液用）

（七）机械

1、T100、T100A 推土机

2、ZP-II、ZP-III 干式喷浆机

3、WP-3 挖掘机

4、0.35 立方米以下的气动抓岩机

5、矿用钢丝绳冲击式钻机

6、BY-40 石油钻机

7、直径 1.98 米水煤气发生炉

8. CER diaphragm series	8、CER 膜盒系列
9. Thermocouple (grade division LL-2, LB-3, EU-2, EA-2, and CK)	9、热电偶 (分度号 LL-2、LB-3、EU-2、EA-2、CK)
10. Thermal resistor (grade division BA, BA2, and G)	10、热电阻 (分度号 BA、BA2、G)
11. DDZ-I electronic control system	11、DDZ-I 型电动单元组合仪表
12. GGP-01A belt weigher	12、GGP-01A 型皮带秤
13. BLR-31 weighing sensor	13、BLR-31 型称重传感器
14. WFT-081 radiation sensor	14、WFT-081 辐射感温器
15. WDH-1E and WDH-2E photoelectric thermometers and PY5 digital thermometer	15、WDH-1E、WDH-2E 光电温度计, PY5 型数字温度计
16. BC series single bellow tube differential pressure gauge and LCH-511, YCH-211, LCH-311, YCH-311, LCH-211, and YCH-511 round differential pressure gauges	16、BC 系列单波纹管差压计, LCH-511、YCH-211、LCH-311、YCH-311、LCH-211、YCH-511 型环称式差压计
17. EWC-01A strip-chart electronic potentiometer	17、EWC-01A 型长图电子电位差计
18. XQWA self-balancing strip indicator	18、XQWA 型条形自动平衡指示仪
19. ZL3 X-Y recorder	19、ZL3 型 X-Y 记录仪
20. DBU-521 and DBU-521C liquid level transmitters	20、DBU-521, DBU-521C 型液位变送器
21. YB series (machine number: 63-355 mm, voltage of 600V or less), YBF series (machine number: 63-160mm, voltage of 380V, 660V, or 380/660V), and YBK series (machine number: 100-355 mm, voltage of 380/660V or 660/1140V) flame-proof three-phase induction motor	21、YB 系列 (机座号 63~355mm, 额定电压 660V 及以下)、YBF 系列 (机座号 63~160mm, 额定电压 380、660V 或 380/660V)、YBK 系列 (机座号 100~355mm, 额定电压 380/660V、660/1140V) 隔爆型三相异步电动机
22. DZ10 series molded case circuit breaker and DW10 series frame circuit breaker	22、DZ10 系列塑壳断路器、DW10 系列框架断路器
23. CJ8 series AC contactor	23、CJ8 系列交流接触器
24. QC10, QC12, and QC8 starters	24、QC10、QC12、QC8 系列起动器
25. JR0, JR9, JR14, JR15, JR16-A, JR16-B, JR16-C, and JR16-D series thermal relays	25、JR0、JR9、JR14、JR15、JR16-A、B、C、D 系列热继电器
26. Coke-fueled nonferrous metal melting furnaces	26、以焦炭为燃料的有色金属熔炼炉
27. GGW series medium frequency coreless induction melting furnaces	27、GGW 系列中频无心感应熔炼炉
28. B and BA single-stage single-suction cantilever centrifugal pump series	28、B 型、BA 型单级单吸悬臂式离心泵系列
29. F single-stage single-suction corrosion-resistant pump series	29、F 型单级单吸耐腐蚀泵系列

30. JD long axis deep well pump

30、JD 型长轴深井泵

31. KDON-3200/3200 regenerator low pressure process air separation unit, KDON-1500/1500 regenerator (tube) low pressure process air separation unit, KDON-1500/1500 tube plate low pressure process air separation unit, and KDON-6000/6600 regenerator process air separation unit

31、KDON-3200/3200 型蓄冷器全低压流程空分设备、KDON-1500/1500 型蓄冷器(管式)全低压流程空分设备、KDON-1500/1500 型管板式全低压流程空分设备、KDON-6000/6600 型蓄冷器流程空分设备

32. 3W-0.9/7 (ring valve) air compressor

32、3W-0.9/7 (环状阀) 空气压缩机

33. C620 and CA630 common lathes

33、C620、CA630 普通车床

34. C616, C618, C630, C640, and C650 common lathes

34、C616、C618、C630、C640、C650 普通车床

35. X920 key seat milling machine

35、X920 键槽铣床

36. B665, B665A, and B665-1 shaping machine

36、B665、B665A、B665-1 牛头刨床

37. D6165 and D6185 EDM shaping machine

37、D6165、D6185 电火花成型机床

38. D5540 electric pulse machine

38、D5540 电脉冲机床

39. J53-400, J53-630, and J53-1000 double-disc friction presses

39、J53-400、J53-630、J53-1000 双盘摩擦压力机

40. Q11-1.6x1,600 shear

40、Q11-1.6×1600 剪板机

41. Q51 truck crane

41、Q51 汽车起重机

42. TD62 fixed belt conveyor

42、TD62 型固定带式输送机

43. 3-ton DC overhead electric trolley locomotive for underground mining

43、3 吨直流架线式井下矿用电机车

44. A571 single-beam crane

44、A571 单梁起重机

45. High speed circuit breakers: DS3-10, DS3-30, DS3-50 (1,000A, 3,000A, or 5,000A), DS10-10, DS10-20, and DS10-30 (1,000A, 2,000A, or 3,000A)

45、快速断路器: DS3-10、DS3-30、DS3-50 (1000、3000、5000A)、DS10-10、DS10-20、DS10-30 (1000、2000、3000A)

46. SX series chamber electric resistance furnaces

46、SX 系列箱式电阻炉

47. Single-phase watt-hour meters: DD1, DD5, DD5-2, DD5-6, DD9, DD10, DD12, DD14, DD15, DD17, DD20, and DD28

47、单相电表度表: DD1、DD5、DD5-2、DD5-6、DD9、DD10、DD12、DD14、DD15、DD17、DD20、DD28

48. SL7-30/10~SL7-1600/10 and S7-30/10~S7-1600/10 distribution transformers

48、SL7-30/10~SL7-1600/10、S7-30/10~S7-1600/10 配电变压器

49. Knife switch: HD6, HD3-100, HD3-200, HD3-400, HD3-600, HD3-1000, and HD3-1500

49、刀开关: HD6、HD3-100、HD3-200、HD3-400、HD3-600、HD3-1000、HD3-1500

50. GC low pressure boiler feed pump and DG270-140, DG500-140, and DG375-185 boiler feed pumps	50、GC 型低压锅炉给水泵，DG270-140、DG500-140、DG375-185 锅炉给水泵
51. Thermodynamic traps: S15H-16, S19-16, S19-16C, S49H-16, S49-16C, S19H-40, S49H-40, S19H-64, and S49H-64	51、热动力式疏水阀：S15H-16、S19-16、S19-16C、S49H-16、S49-16C、S19H-40、S49H-40、S19H-64、S49H-64
52. Fixed grate coal-fired boiler (except double-layer fixed grate boiler)	52、固定炉排燃煤锅炉（双层固定炉排锅炉除外）
53. L-10/8 and L-10/7 reciprocating air compressors for power	53、L-10/8、L-10/7 型动力用往复式空气压缩机
54. 8-18 and 9-27 series high pressure centrifugal fans	54、8-18 系列、9-27 系列高压离心通风机
55. X52 and X62W 320x150 knee-and-column milling machines	55、X52、X62W 320×150 升降台铣床
56. J31-250 mechanical press	56、J31-250 机械压力机
57. TD60, TD62, and TD72 fixed belt conveyors	57、TD60、TD62、TD72 型固定带式输送机
58. E135 two-stroke medium speed diesel engine (including three types: 2-cylinder, 4-cylinder, and 6-cylinder) and 4146 diesel engine	58、E135 二冲程中速柴油机（包括 2、4、6 缸三种机型），4146 柴油机
59. TY1100 vertical single-cylinder water-cooled direct injection diesel engine	59、TY1100 型单缸立式水冷直喷式柴油机
60. 165 horizontal single-cylinder evaporative cooling pre-chamber diesel engine	60、165 单缸卧式蒸发水冷、预燃室柴油机
61. Switches and relays containing mercury	61、含汞开关和继电器
62. Fuel-fired mopeds	62、燃油助力车
63. Vehicle engines failing to meet the national stage II emission standards	63、低于国二排放的车用发动机
64. Asbestos brake linings for motor vehicles	64、机动车制动用含石棉材料的摩擦片
65. Non-specific-model mine cages, personnel lifting winches of less than Φ1.2m, KJ mine hoists, JKA mine hoists, XKT mine hoists, JTK mine lifting winches, belt and brake mine winches, electromechanical control devices for TKD winches and electromechanical control devices for winches using the relay structure principle, dry brakes of trackless rubber-tired vehicles specially for transporting personnel and fuel, and medium and long-hole drilling equipment without voltage stabilizing devices	65、非定型竖井罐笼，Φ1.2 米以下（不含 Φ1.2 米）用于升降人员的提升绞车，KJ 型矿井提升机，JKA 型矿井提升机，XKT 型矿井提升机，JTK 型矿用提升绞车，带式制动矿用提升绞车，TKD 型提升机电控装置及使用继电器结构原理的提升机电控装置，专门用于运输人员、油料的无轨胶轮车使用的干式制动器，无稳压装置的中深孔凿岩设备
66. Coal-fired boilers of 10 tons per hour or below	66、每小时 10 蒸吨及以下燃煤锅炉
67. Diesel trucks for hire of China III or lower emission standards and old natural gas vehicles using lean-burn technologies, or to which gasoline-powered vehicles are converted	67、国三及以下排放标准营运柴油货车，采用稀薄燃烧技术和“油改气”的老旧燃气车辆

(VIII) Vessels

（八）船舶

1. Steel transport vessel built by the integral shipbuilding method

1、采用整体造船法建造的钢制运输船舶

2. Substandard refitted ships and ships reaching retirement

2、不符合规范的改装船舶和已到报废期限的船舶

3. Single hull oil tanker

3、单壳油船

4. Suspended screw motor boat and its engine

4、挂浆机船及其发动机

(IX) Light Industry

(九) 轻工

1. Mercury battery (mercuric oxide primary cells and battery packs and zinc-mercury cells)

1、汞电池 (氧化汞原电池及电池组、锌汞电池)

2. Mercury-containing pasted zinc-manganese batteries, mercury-containing paper-lined zinc-manganese batteries, mercury-containing cylindrical alkaline manganese batteries, and mercury-containing button alkaline manganese batteries

2、含汞糊式锌锰电池、含汞纸板锌锰电池、含汞圆柱型碱锰电池、含汞扣式碱锰电池

3. Mercury-containing coated paper and mercury-containing zinc powder

3、含汞浆层纸、含汞锌粉

4. Ordinary vented lead storage batteries and dry-charged lead storage batteries

4、开口式普通铅蓄电池、干式荷电铅蓄电池

5. Lead storage battery with over 0.002% cadmium

5、含镉高于0.002%的铅蓄电池

6. Lead storage batteries with over 0.1% arsenic

6、含砷高于0.1%的铅蓄电池

7. Consumer nickel-cadmium batteries

7、民用镉镍电池

8. Direct vent gas water heaters

8、直排式燃气热水器

9. Spiral swivel lifting (cast iron) faucets

9、螺旋升降式(铸铁)水嘴

10. Aniline ink for gravure

10、用于凹版印刷的苯胺油墨

11. Water tank fittings for upward-transmitted vertical drop toilets with water inlet lower than overflow port water level

11、进水口低于溢流口水面、上导向直落式便器水箱配件

12. Cast iron globe valves

12、铸铁截止阀

13. Semi-automatic (horizontal) industrial washing machine

13、半自动(卧式)工业用洗衣机

14. Non-sealed tetrachloroethylene dry cleaning machine and regular sealed tetrachloroethylene dry cleaning machine; split petroleum solvent dry cleaning machine and regular sealed petroleum solvent dry cleaning machine

14、开启式四氯乙烯干洗机和普通封闭式四氯乙烯干洗机,分体式石油干洗机和普通封闭式石油干洗机

15. Production and use of alkylphenol ethoxylates (including polyoxy ethylene nonyl phenyl ether, octylphenol ethoxylate, and dodecylphenol polyoxyethylene ether)

15、烷基酚聚氧乙烯醚(包括壬基酚聚氧乙烯醚、辛基酚聚氧乙烯醚和十二烷基酚聚氧乙烯醚等)的生产和使用

16. Disposable foamed plastic tableware and disposable plastic cotton swabs (December 31

16 一次性发泡塑料餐具 一次性塑料棉签 (2020 年 12

2020); consumer chemical products containing microbeads (of which the production shall be prohibited as from December 31, 2020, and the sale shall be prohibited as from December 31, 2022); and ultra-thin plastic bags with a thickness of less than 0.025 mm and agricultural polyethylene mulch with a thickness of less than 0.01 mm

17. Cold cathode fluorescent lamps and external electrode fluorescent lamps for electronic displays: (1) relatively small length (≤ 500 mm) and single-lamp mercury content exceeding 3.5 mg; (2) medium length (> 500 mm and ≤ 1500 mm) and single-lamp mercury content exceeding 5 mg; and (3) relatively great length (> 1500 mm) and single-lamp mercury content exceeding 13 mg (December 31, 2020)

18. Cosmetics (containing mercury of more than one millionth), including skin lightening soaps and creams, excluding eye cosmetics that use mercury as a preservative to which there is no effective and safe alternative (December 31, 2020)

19. Production of non-electronic measuring instruments such as mercury barometers, hygrometers, pressure gages, and thermometers (other than medical thermometers) (unless appropriate mercury-free alternatives are unavailable, or except non-electronic measuring equipment installed in large equipment or used for high-precision measurement) (December 31, 2020)

20. Mercury thermometers and mercury sphygmomanometers (December 31, 2025)

21. Mercury-containing batteries, excluding button silver-oxide batteries containing mercury of less than 2% and button zinc-air batteries containing mercury of less than 2% (December 31, 2020)

22. Compact fluorescent lamps for general illumination purposes, of not more than 30 watts, each containing more than 5 mg of mercury (December 31, 2020)

23. Fluorescent lamp tubes for general illumination purposes: (1) fluorescent lamp tubes of less than 60 watts, each containing more than 5 mg of mercury (using phosphors of three primary colors); (2) fluorescent lamp tubes of 40 watts or less, each containing more than 10 mg of mercury (using halophosphate phosphors) (December 31, 2020)

24. High-pressure mercury lamps for general illumination purposes (December 31, 2020)

25. Production of refrigerator and freezer products, refrigerated container products, and electric water heater products using 1,1-dichloro-1-fluoroethane (HCFC-141b) as a foaming agent

26. Daily essence containing xylene musk

(X) Fire Protection

月 31 日); 含塑料微珠的日化用品(到 2020 年 12 月 31 日禁止生产, 到 2022 年 12 月 31 日禁止销售); 厚度低于 0.025 毫米的超薄型塑料袋、厚度低于 0.01 毫米的聚乙烯农用地膜

17、用于电子显示的冷阴极荧光灯和外置电极荧光灯:
(1) 长度较短(≤ 500 毫米)且单支含汞量超过 3.5 毫克;(2) 中等长度(> 500 毫米且 ≤ 1500 毫米)且单支含汞量超过 5 毫克;(3) 长度较长(> 1500 毫米)且单支含汞量超过 13 毫克(2020 年 12 月 31 日)

18、化妆品(含汞量超过百万分之一), 包括亮肤肥皂和乳霜, 不包括以汞为防腐剂且无有效安全替代防腐剂的眼部化妆品(2020 年 12 月 31 日)

19、生产含汞的气压计、湿度计、压力表、温度计(体温计除外)等非电子测量仪器(无法获得适当无汞替代品、安装在大型设备中或用于高精度测量的非电子测量设备除外)(2020 年 12 月 31 日)

20、含汞体温计和含汞血压计(2025 年 12 月 31 日)

21、含汞电池, 不包括含汞量低于 2%的扣式锌氧化银电池以及含汞量低于 2%的扣式锌空气电池(2020 年 12 月 31 日)

22、用于普通照明用途的不超过 30 瓦且单支含汞量超过 5 毫克的紧凑型荧光灯(2020 年 12 月 31 日)

23、用于普通照明用途的直管型荧光灯:(1) 低于 60 瓦且单支含汞量超过 5 毫克的直管型荧光灯(使用三基色荧光粉); (2) 低于 40 瓦(含 40 瓦)且单支含汞量超过 10 毫克的直管型荧光灯(使用卤磷酸盐荧光粉)(2020 年 12 月 31 日)

24、用于普通照明用途的高压汞灯(2020 年 12 月 31 日)

25、以一氟二氯乙烷(HCFC-141b)为发泡剂生产冰箱冷柜产品、冷藏集装箱产品、电热水器产品

26、含二甲苯麝香的日用香精

(十) 消防

1. Difluoro-chloro bromomethane fire extinguisher (1211 fire extinguisher)	1、二氟一氯一溴甲烷灭火剂（简称 1211 灭火剂）
2. Bromotrifluoromethane fire extinguisher (1301 fire extinguisher) (except for raw materials and essential uses)	2、三氟一溴甲烷灭火剂（简称 1301 灭火剂）（原料及必要用途除外）
3. Simplified 1211 fire extinguisher	3、简易式 1211 灭火器
4. Portable 1211 fire extinguisher	4、手提式 1211 灭火器
5. Wheeled 1211 fire extinguisher	5、推车式 1211 灭火器
6. Portable chemical foam fire extinguisher	6、手提式化学泡沫灭火器
7. Portable soda-acid fire extinguisher	7、手提式酸碱灭火器
8. Simplified 1301 fire extinguisher (exception for essential uses)	8、简易式 1301 灭火器（必要用途除外）
9. Portable 1301 fire extinguisher (except for essential uses)	9、手提式 1301 灭火器（必要用途除外）
10. Wheeled 1301 fire extinguisher (except for essential uses)	10、推车式 1301 灭火器（必要用途除外）
11. Pipe network 1211 fire extinguishing system	11、管网式 1211 灭火系统
12. Hanged 1211 fire extinguishing system	12、悬挂式 1211 灭火系统
13. Cabinet 1211 fire extinguishing system	13、柜式 1211 灭火系统
14. Pipe network 1301 fire extinguishing system (except for essential uses)	14、管网式 1301 灭火系统（必要用途除外）
15. Hanged 1301 fire extinguishing system (except for essential uses)	15、悬挂式 1301 灭火系统（必要用途除外）
16. Cabinet 1301 fire extinguishing system (except for essential uses)	16、柜式 1301 灭火系统（必要用途除外）
17. PVC lined fire hose	17、PVC 衬里消防水带
(XI) Industrial Explosive Products	（十一）民爆产品
1. Industrial detonators that do not meet the requirements of domestic public safety full-life-cycle control standards	1、不满足国内公共安全全生命周期管控标准要求的工业雷管
2. Fuse	2、导火索
3. Ammonite	3、铵梯炸药
4. Cardboard detonator	4、纸壳雷管
(XII) Miscellaneous	（十二）其他
1. 59, 69, 72, and TF-3 gas masks	1、59、69、72、TF-3 型防毒面具

2. ZH15 self-contained chemical oxygen self-rescuers and carbon monoxide filtering self-rescuers

3. Techniques, technologies, products, and equipment that do not conform with the Atmospheric Pollution Prevention and Control Law, the Water Pollution Prevention and Control Law, the Law on the Prevention and Control of Environment Pollution Caused by Solid Wastes, the Energy Conservation Law, the Work Safety Law, the Product Quality Law, the Land Administration Law, the Law on the Prevention and Control of Occupational Diseases, and other national laws and regulations, national mandatory standards in the aspects of safety, environmental protection, energy consumption, and quality, and the requirements of international environmental conventions

2、ZH15 隔绝式化学氧自救器，一氧化碳过滤式自救器

3、不符合《[大气污染防治法](#)》《[水污染防治法](#)》《[固体废物污染环境防治法](#)》《[节约能源法](#)》《[安全生产法](#)》《[产品质量法](#)》《[土地管理法](#)》《[职业病防治法](#)》等国家法律法规，不符合国家安全、环保、能耗、质量方面强制性标准，不符合国际环境公约等要求的工艺、技术、产品、装备



中华人民共和国统计法 (2009 年修订) Statistics Law of the People's Republic of China (Revised in 2009)

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中华人民共和国主席令第十五号 Order of the Chairman of the People's Republic of China No. 15
2009年6月27日 June 27, 2009

《中华人民共和国统计法》已由中华人民共和国第十一届全国人民代表大会常务委员会第九次会议于2009年6月27日修订通过，现将修订后的《中华人民共和国统计法》公布，自2010年1月1日起施行。

The Statistics Law of the People's Republic of China, which was amended and adopted at the 9th session of the Standing Committee of the 11th National People's Congress of the People's Republic of China on June 27, 2009, is hereby promulgated and shall come into effect on January 1, 2010.

中华人民共和国主席 胡锦涛 Chairman of the People's Republic of China, Hu Jintao

中华人民共和国统计法 Statistics Law of the People's Republic of China

(1983年12月8日第六届全国人民代表大会常务委员会第三次会议通过 根据1996年5月15日第八届全国人民代表大会常务委员会第十九次会议《关于修改〈中华人民共和国统计法〉的决定》修正 2009年6月27日第十一届全国人民代表大会常务委员会第九次会

Adopted at the 3rd session of the Standing Committee of the 6th National People's Congress on December 8, 1983, amended according to the Decision on Amending the Statistics Law of the People's Republic of China made at the 19th session of the Standing Committee of the 8th National People's Congress on May 15, 1996, and further amended at the 9th session of the Standing Committee of the 11th National People's Congress on June 27, 2009)

议修订)

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第一章 总 则 Chapter I General Provisions

第一条 为了科学、有效地组织统计工作，保障统计资料的真实性、准确性、完整性和及时性，发挥统计在了解国情国力、服务经济社会发展中的重要作用，促进社会主义现代化建设事业发展，制定本法。

第二条 本法适用于各级人民政府、县级以上人民政府统计机构和有关部门组织实施的统计活动。

统计的基本任务是对经济社会发展情况进行统计调查、统计分析，提供统计资料和统计咨询意见，实行统计监督。

第三条 国家建立集中统一的统计系统，实行统一领导、分级负责的统计管理体制。

第四条 国务院和地方各级人民政府、各有关部门应当加强对统计工作的组织领导，为统计工作提供必要的保障。

第五条 国家加强统计科学研究，健全科学的统计指标

体系，不断改进统计调查方法，提高统计的科学性。

国家有计划地加强统计信息化建设，推进统计信息搜集、处理、传输、共享、存储技术和统计数据库体系的现代化。

consistently take forward statistical investigation methods in order to make statistical work more scientific.

The State shall make plans to strengthen the compilation of information-based statistics and promote modern techniques for gathering, disposing of, transmitting, sharing, and storing statistical information and a modern statistical database.

第六条 统计机构和统计人员依照本法规定独立行使统计调查、统计报告、统计监督的职权，不受侵犯。

地方各级人民政府、政府统计机构和有关部门以及各单位的负责人，不得自行修改统计机构和统计人员依法搜集、整理的统计资料，不得以任何方式要求统计机构、统计人员及其他机构、人员伪造、篡改统计资料，不得对依法履行职责或者拒绝、抵制统计违法行为的统计人员打击报复。

Article 6 Statistics departments and statisticians shall exercise their functions and powers with regard to statistical investigations, statistical reports and statistical supervision independently and free from interference in accordance with the provisions of this Law.

No local people's government at any level, governmental statistics department or other relevant department may modify statistical data collected and sorted out by the statistics departments and statisticians according to law, or demand that the personnel of statistics departments, statisticians or other departments, forge or tamper with statistical data by any means, or attack or retaliate against statisticians who perform their duties according to law or refuse to abet any statistical violation.

第七条 国家机关、企业事业单位和其他组织以及个体工商户和个人等统计调查对象，必须依照本法和国家有关规定，真实、准确、完整、及时地提供统计调查所需的资料，不得提供不真实或者不完整的统计资料，不得迟报、拒报统计资料。

Article 7 The subjects of statistical investigations such as state organs, enterprises, public organizations and other organizations, as well as sole proprietorships and individuals shall, according to this Law and relevant provisions of the state, provide authentic, accurate, complete and timely materials needed for such investigations and shall not provide false or incomplete statistical materials or delay or refuse to provide such materials.

第八条 统计工作应当接受社会公众的监督。任何单位和个人有权检举统计中弄虚作假等违法行为。对检举有功的单位和个人应当给予表彰和奖励。

Article 8 Statistical work shall be subject to public supervision. Any entity or individual is entitled to report illegalities in the course of statistical work, such as fraud or deception. Any entity or individual who renders meritorious service by reporting the same shall be praised and rewarded.

第九条 统计机构和统计人员对在统计工作中知悉的国

Article 9 The statistics departments and statisticians shall protect state secrets, business secrets and personal information

家秘密、商业秘密和个人信息，应当予以保密。

of which they become aware in the course of statistical work.

第十条 任何单位和个人不得利用虚假统计资料骗取荣誉称号、物质利益或者职务晋升。

Article 10 No entity or individual may use false statistical data to acquire an honorary title, material reward or promotion on false pretences.

第二章 统计调查管理

Chapter II Administration of Statistical Investigations

第十一条 统计调查项目包括国家统计局调查项目、部门统计调查项目和地方统计调查项目。

Article 11 Statistical investigation programs include national statistical investigation programs, departmental statistical investigation program and local statistical investigation programs.

国家统计局调查项目是指全国性基本情况的统计调查项目。部门统计调查项目是指国务院有关部门的专业性统计调查项目。地方统计调查项目是指县级以上地方人民政府及其部门的地方性统计调查项目。

National statistical investigation programs refer to statistical investigation programs in respect of basic national information. Departmental statistical investigation programs refer to specific statistical investigation programs conducted by relevant departments under the State Council. Local statistical investigation programs refer to local statistical investigation programs conducted by the local people's governments and their departments at the county level or above.

国家统计局调查项目、部门统计调查项目、地方统计调查项目应当明确分工，互相衔接，不得重复。

National statistical investigation programs, departmental statistical investigation programs and local statistical investigation programs each have clearly separated functions, be connected with each other, and not overlap.

第十二条 国家统计局调查项目由国家统计局制定，或者由国家统计局和国务院有关部门共同制定，报国务院备案；重大的国家统计局调查项目报国务院审批。

Article 12 National statistical investigation programs shall be formulated by the National Bureau of Statistics or by the National Bureau of Statistics in conjunction with relevant departments of the State Council, and shall be filed with the State Council for the record. Major national statistical investigation programs shall be subject to State Council approval.

部门统计调查项目由国务院有关部门制定。统计调查对象属于本部门管辖系统的，报国家统计局备案；统计调查对象超出本部门管辖系统的，报国家统计局审批。

Departmental statistical investigation programs shall be formulated by the relevant departments of the State Council. Where the subject of a statistical investigation falls within the jurisdiction of the relevant department, the program shall be filed with the National Bureau of Statistics for the record; where it falls outside the jurisdiction of the relevant department, the program shall be reported to the National Bureau of Statistics for approval.

地方统计调查项目由县级以上地方人民政府统计机构和有关部门分别制定或者共同制定。其中，由省级人民政府统

Local statistical investigation programs shall be separately or

计机构单独制定或者和有关部门共同制定的，报国家统计局审批；由省级以下人民政府统计机构单独制定或者和有关部门共同制定的，报省级人民政府统计机构审批；由县级以上地方人民政府有关部门制定的，报本级人民政府统计机构审批。

jointly formulated by the statistics department and the relevant departments of the people's government at the county level or above. Programs separately or jointly formulated by the statistics department and relevant departments of the people's government at the provincial level shall be subject to the examination and approval of the National Bureau of Statistics; programs separately or jointly formulated by the statistics department and relevant departments of the people's government below the provincial level shall be subject to the examination and approval of the statistics department of the provincial level people's government; programs formulated by the relevant departments of the people's government at the county level or above shall be subject to the examination and approval of the statistics department of the people's government at the same level.

第十三条 统计调查项目的审批机关应当对调查项目的必要性、可行性、科学性进行审查，对符合法定条件的，作出予以批准的书面决定，并公布；对不符合法定条件的，作出不予批准的书面决定，并说明理由。

Article 13 The examination and approval authority for a statistical investigation program shall examine the necessity, feasibility and scientific basis of the investigation program. Where a program satisfies the statutory requirements, the examination and approval authority shall issue a written decision to approve such program and make an announcement thereon; where a program does not satisfy the statutory requirements, the examination and approval authority shall issue a written decision declining to approve the program and state its reasons for doing so.

第十四条 制定统计调查项目，应当同时制定该项目的统计调查制度，并依照本法第十二条的规定一并报经审批或者备案。

Article 14 Statistical investigation systems shall be formulated and reported for examination and approval or filed for the record together with the relevant statistical investigation program according to the provisions of Article 12 of this Law.

统计调查制度应当对调查目的、调查内容、调查方法、调查对象、调查组织方式、调查表式、统计资料的报送和公布等作出规定。

Statistical investigation systems shall specify the purpose, content, method, subject, organizational method and format of the investigation, and specify how statistical materials are to be reported and publicized.

统计调查应当按照统计调查制度组织实施。变更统计调查制度的内容，应当报经原审批机关批准或者原备案机关备

Statistical investigations shall be organized and carried out according to the applicable statistical investigation system. Any proposed alteration to the details of the statistical investigation system shall be subject to the approval of or filing with the original examination and approval authority.

案。

第十五条 统计调查表应当标明表号、制定机关、批准或者备案文号、有效期限等标志。

对未标明前款规定的标志或者超过有效期限的统计调查表，统计调查对象有权拒绝填报；县级以上人民政府统计机构应当依法责令停止有关统计调查活动。

Article 15 The statistical investigation form shall record the form number, the authority that has prepared the form, the number of the approval or filing document and the effective period thereof, etc.

Where the statistical investigation form omits any of the abovementioned items or the effective period has expired, the subject(s) of the statistical investigation shall be entitled to refuse to fill in the same and the statistics department of the people's government at the county level or above shall order that the relevant statistical investigation work cease according to law.

第十六条 搜集、整理统计资料，应当以周期性普查为基础，以经常性抽样调查为主体，综合运用全面调查、重点调查等方法，并充分利用行政记录等资料。

重大国情国力普查由国务院统一领导，国务院和地方人民政府组织统计机构和有关部门共同实施。

Article 16 Statistical materials shall be collected and sorted on the basis of cyclical general surveys and mainly through regular sample surveys by comprehensively using overall surveys, major surveys, etc., and by making full use of administrative records.

The major census of national conditions and strength shall be led by the State Council and jointly carried out by the statistics departments and relevant departments as arranged by the State Council and the local people's governments.

第十七条 国家制定统一的统计标准，保障统计调查采用的指标涵义、计算方法、分类目录、调查表式和统计编码等的标准化。

国家统计标准由国家统计局制定，或者由国家统计局和国务院标准化主管部门共同制定。

国务院有关部门可以制定补充性的部门统计标准，报国家统计局审批。部门统计标准不得与国家统计标准相抵触。

Article 17 The state shall formulate uniform statistical standards, ensure the standardization of the indices, definitions, calculation methods, categories, catalogues, formats and statistical codes used in statistical investigations.

National statistical standards shall be formulated by the National Bureau of Statistics or jointly by the National Bureau of Statistics and the department responsible for standardization under the State Council.

Relevant departments under the State Council may formulate supplementary departmental statistical standards and submit them to the National Bureau of Statistics for examination and approval. Departmental statistical standards shall not contradict national statistical standards.

第十八条 县级以上人民政府统计机构根据统计任务的需要，可以在统计调查对象中推

Article 18 The statistics departments of the people's governments at the county level or above may, according to statistical task requirements, promote the use of computer networks among statistical investigation subjects to submit

广使用计算机网络报送统计资料。

statistical materials.

第十九条 县级以上人民政府应当将统计工作所需经费列入财政预算。

Article 19 The people's governments at the county level or above shall include funds needed for statistical work in their financial budgets.

重大国情国力普查所需经费，由国务院和地方人民政府共同负担，列入相应年度的财政预算，按时拨付，确保到位。

Funds required for the major census of national conditions and strength shall be jointly borne by the State Council and the local people's governments, included in the financial budget for the corresponding year, and allocated promptly and in full.

第三章 统计资料的管理和公布

Chapter III Administration and Publication of Statistical Materials

第二十条 县级以上人民政府统计机构和有关部门以及乡、镇人民政府，应当按照国家有关规定建立统计资料的保存、管理制度，建立健全统计信息共享机制。

Article 20 The statistics departments and relevant departments of the people's governments at the county level or above and the people's governments at the township level shall establish a system for the storage and administration of statistical materials according to relevant provisions of the state, and establish and improve a mechanism for sharing statistical information.

第二十一条 国家机关、企业事业单位和其他组织等统计调查对象，应当按照国家有关规定设置原始记录、统计台账，建立健全统计资料的审核、签署、交接、归档等管理制度。

Article 21 Statistical investigation subjects such as state organs, enterprises, public institutions and other organizations shall set up primary records and statistical standing books and establish and improve an administration system for the examination, approval, signing, transfer and filing of statistical data.

统计资料的审核、签署人员应当对其审核、签署的统计资料的真实性、准确性和完整性负责。

Personnel involved in examining, approving or signing statistical materials shall be responsible for the authenticity, accuracy and completeness of the statistical materials they examine, approve or sign.

第二十二条 县级以上人民政府有关部门应当及时向本级人民政府统计机构提供统计所需的行政记录资料和国民经济核算所需的财务资料、财政资料及其他资料，并按照统计调查制度的规定及时向本级人民政府统计机构报送其组织实

Article 22 Relevant departments of the people's governments at the county level or above shall provide the administrative materials necessary for statistical work or financial materials and other materials necessary for national economic accounting to the statistics department of the people's government at the same level in a timely manner, and shall submit relevant materials obtained in the course of carrying out statistical investigations to the statistics department of the

施统计调查取得的有关资料。

县级以上人民政府统计机构应当及时向本级人民政府有关部门提供有关统计资料。

people's government at the same level in a timely manner according to the provisions of the statistical investigation system.

The statistics departments of the people's governments at the county level or above shall provide relevant statistical materials to the competent departments of the people's government at the same level.

第二十三条 县级以上人民政府统计机构按照国家有关规定，定期公布统计资料。

国家统计数据以国家统计局公布的数据为准。

Article 23 The statistics departments of the people's governments at the county level or above shall regularly publish statistical materials according to relevant provisions of the state.

Data published by the National Bureau of Statistics shall be standard national data.

第二十四条 县级以上人民政府有关部门统计调查取得的统计资料，由本部门按照国家有关规定公布。

Article 24 Statistical materials obtained via statistical investigations carried out by relevant departments of people's governments at the county level or above shall be published by the same department according to relevant provisions of the state.

第二十五条 统计调查中获得的能够识别或者推断单个统计调查对象身份的资料，任何单位和个人不得对外提供、泄露，不得用于统计以外的目的。

Article 25 No entity or individual may provide, disclose or use for any purpose other than statistical activities any information obtained via a statistical investigation and in which the identity of any individual respondent in the statistical investigation can be recognized or deduced.

第二十六条 县级以上人民政府统计机构和有关部门统计调查取得的统计资料，除依法应当保密的外，应当及时公开，供社会公众查询。

Article 26 Statistical materials obtained via statistical investigations by the statistics department of the people's governments at the county level or above and relevant departments, other than those to remain confidential according to law, shall be published in a timely manner and available for inspection by the general public.

第四章 统计机构和统计人员

Chapter IV Statistics Departments and Statisticians

第二十七条 国务院设立国家统计局，依法组织领导和协调全国的统计工作。

国家统计局根据工作需要设立的派出调查机构，承担国家统计局布置的统计调查等任

Article 27 The National Bureau of Statistics established by the State Council shall be responsible for organizing and coordinating statistical work nationwide.

The agencies of the National Bureau of Statistics established according to the need for statistical work shall undertake tasks such as statistical investigations assigned by the National

务。

县级以上地方人民政府设立独立的统计机构，乡、镇人民政府设置统计工作岗位，配备专职或者兼职统计人员，依法管理、开展统计工作，实施统计调查。

Bureau of Statistics.

The people's governments at the county level or above shall establish independent statistics departments. The people's governments at the township level shall establish posts for statistical work and appoint full-time or part-time statisticians to be responsible for the administration and implementation of statistical work.

第二十八条 县级以上人民政府有关部门根据统计任务的需要设立统计机构，或者在有关机构中设置统计人员，并指定统计负责人，依法组织、管理本部门职责范围内的统计工作，实施统计调查，在统计业务上受本级人民政府统计机构的指导。

Article 28 The people's governments at the county level or above shall establish statistics departments or set up posts for statisticians in relevant departments according to the need for statistical work and appoint personnel to be responsible for organizing and administering statistical work falling within the relevant department's duties and carrying out statistical investigations, and shall be subject to the guidance of the statistics department of the people's government at the same level.

第二十九条 统计机构、统计人员应当依法履行职责，如实搜集、报送统计资料，不得伪造、篡改统计资料，不得以任何方式要求任何单位和个人提供不真实的统计资料，不得有其他违反本法规定的行为。

Article 29 Statistics departments and statisticians shall fulfill their duties according to law, collect and report statistical materials truthfully, and shall not forge or tamper with statistical materials or require by any means any entity or individual to provide false statistical materials or conduct any other activities in violation of this Law.

统计人员应当坚持实事求是，恪守职业道德，对其负责搜集、审核、录入的统计资料与统计调查对象报送的统计资料的一致性负责。

Statisticians shall adhere to the principle of seeking truth from facts, abide by professional ethical standards, and be responsible for maintaining consistency between the statistical materials they collect, examine and keep and statistical materials submitted by the subjects of statistical investigations.

第三十条 统计人员进行统计调查时，有权就与统计有关的问题询问有关人员，要求其如实提供有关情况、资料并改正不真实、不准确的材料。

Article 30 When conducting statistical investigations, statisticians shall have the right to ask relevant personnel about problems relating to statistical work, require them to provide relevant information and materials truthfully, and correct false or inaccurate materials.

统计人员进行统计调查时，应当出示县级以上人民政府统计机构或者有关部门颁发的工作证件；未出示的，统计调查对象有权拒绝调查。

When conducting statistical investigations, statisticians shall present the work certificate issued by the statistics department or other relevant department of the people's government at the county level or above; where they fail to present the same, the subject of the statistical investigation shall have the right to

第三十一条 国家实行统计专业技术职务资格考试、评聘制度，提高统计人员的专业素质，保障统计队伍的稳定性。

统计人员应当具备与其从事的统计工作相适应的专业知识和业务能力。

县级以上人民政府统计机构和有关部门应当加强对统计人员的专业培训和职业道德教育。

refuse to cooperate with the investigation.

Article 31 The state shall implement a technical qualification examination and appraisal system for statistics professionals in order to improve the professionalism of statisticians and ensure the stability of statistics teams.

Statisticians shall have the professional knowledge and ability necessary for statistical work.

The statistics departments and relevant departments of the people's government at the county level or above shall strengthen statisticians' professional training and education on ethics.

第五章 监督检查

Chapter V Supervision and Examination

第三十二条 县级以上人民政府及其监察机关对下级人民政府、本级人民政府统计机构和有关部门执行本法的情况，实施监督。

Article 32 The people's governments and their supervision departments at the county level or above shall supervise the implementation of this Law by the people's governments at lower levels and the statistics departments and relevant departments of the people's government at the same level.

第三十三条 国家统计局组织管理全国统计工作的监督检查，查处重大统计违法行为。

Article 33 The National Bureau of Statistics shall organize and administer the supervision and examination of statistical work nationwide and investigate and punish major statistical illegalities.

县级以上地方人民政府统计机构依法查处本行政区域内发生的统计违法行为。但是，国家统计局派出的调查机构组织实施的统计调查活动中发生的统计违法行为，由组织实施该项统计调查的调查机构负责查处。

The statistics departments of the people's governments at the county level or above shall investigate and punish statistical illegalities within their own administrative regions according to law, provided that statistical illegalities that occur in the course of statistical investigations organized and carried out by the agencies of National Bureau of Statistics are investigated and punished by said agencies.

法律、行政法规对有关部门查处统计违法行为另有规定的，从其规定。

Where bylaws or administrative regulations on the investigation and punishment of statistical illegalities provide otherwise, such provisions shall prevail.

第三十四条 县级以上人民政府有关部门应当积极协助本级人民政府统计机构查处统计违法行为，及时向本级人民政府统计机构移送有关统计违

Article 34 Relevant departments of the people's governments at the county level or above shall actively assist the statistics department of the people's government at the same level to investigate and punish statistical illegalities and transfer case materials relating to such statistical illegalities to said

法案件材料。

department in a timely manner.

第三十五条 县级以上人民政府统计机构在调查统计违法行为或者核查统计数据时，有权采取下列措施：

Article 35 Statistics departments of the people's governments at the county level or above shall, when investigating statistical illegalities or checking statistical data, be entitled to take the following measures:

（一）发出统计检查查询书，向检查对象查询有关事项；

(1) Issue a statistical examination inquiry letter and question the subject under investigation about relevant matters;

（二）要求检查对象提供有关原始记录和凭证、统计台账、统计调查表、会计资料及其他相关证明和资料；

(2) Require the subject under investigation to provide original records and vouchers, statistical standing books, statistical investigation forms, accounting materials and other relevant evidence and materials;

（三）就与检查有关的事项询问有关人员；

(3) Question relevant personnel about matters relating to the examination;

（四）进入检查对象的业务场所和统计数据处理信息系统进行检查、核对；

(4) Enter the business premises and gain access to statistical data handling system of the subject under investigation to examine and check the same;

（五）经本机构负责人批准，登记保存检查对象的有关原始记录和凭证、统计台账、统计调查表、会计资料及其他相关证明和资料；

(5) Subject to the approval of the departmental principal, register and keep original records and vouchers, statistical standing books, statistical investigation forms, accounting materials and other relevant evidence and materials; and
(6) Make records, tape recordings, or video recordings, and copy or take photos of information and materials relating to the examination.

（六）对与检查事项有关的情况和资料进行记录、录音、录像、照相和复制。

When the statistics departments of the people's governments at the county level or above engage in supervision and examination work, no less than two supervisors or examiners shall be present and shall present their law enforcement papers; where they fail to do so, the relevant entity or individual shall have the right to refuse to cooperate with the examination.

县级以上人民政府统计机构进行监督检查时，监督检查人员不得少于二人，并应当出示执法证件；未出示的，有关单位和个人有权拒绝检查。

Article 36 When the statistics departments of the people's governments at the county level or above fulfill their supervision and examination duties, the relevant entity or individual shall give information truthfully, provide relevant evidence and materials, and shall not refuse to cooperate with or hinder the examination or transfer, conceal, tamper with or destroy original records and vouchers, statistical standing books, statistical investigation forms, accounting materials, or other evidence and materials.

第三十六条 县级以上人民政府统计机构履行监督检查职责时，有关单位和个人应当如实反映情况，提供相关证明和资料，不得拒绝、阻碍检查，不得转移、隐匿、篡改、毁弃原始记录和凭证、统计台账、统计调查表、会计资料及其他相关证明和资料。

第六章 法律责任

第三十七条 地方人民政府、政府统计机构或者有关部门、单位的负责人有下列行为之一的，由任免机关或者监察机关依法给予处分，并由县级以上人民政府统计机构予以通报：

- （一）自行修改统计资料、编造虚假统计数据的；
- （二）要求统计机构、统计人员或者其他机构、人员伪造、篡改统计资料的；
- （三）对依法履行职责或者拒绝、抵制统计违法行为的统计人员打击报复的；
- （四）对本地方、本部门、本单位发生的严重统计违法行为失察的。

Chapter VI Legal Liabilities

Article 37 Any local people's government, governmental statistics department or principal of a relevant department or entity that acts in any of the following ways shall be punished by the appointing organ or supervisory organ, and the matter shall be publicized by the statistics departments of the people's government at the county level or above:

- (1) Amending statistical materials without approval or fabricating statistical data;
- (2) Demanding that a statistics department, statistician or other department or personnel forge or tamper with statistical materials;
- (3) Attacking or retaliating against any statistician who performs his duties according to law or refuses to abet statistical illegalities; or
- (4) Failing to detect a serious statistical illegality that occurs within their region, department or entity.

第三十八条 县级以上人民政府统计机构或者有关部门在组织实施统计调查活动中有下列行为之一的，由本级人民政府、上级人民政府统计机构或者本级人民政府统计机构责令改正，予以通报；对直接负责的主管人员和其他直接责任人员，由任免机关或者监察机关依法给予处分：

- （一）未经批准擅自组织实施统计调查的；
- （二）未经批准擅自变更统计调查制度的内容的；
- （三）伪造、篡改统计资料的；
- （四）要求统计调查对象或者其他机构、人员提供不真实的统计资料的；
- （五）未按照统计调查制度的规定报送有关资料的。

Article 38 Any statistics department or other relevant department of a people's government at the county level or above that acts in any of the following ways in the course of organizing and carrying out statistical investigation work shall be ordered to take remedial steps by the people's government or the statistics department of the people's government at the higher or same level, and the matter shall be publicized; the management personnel and other personnel directly responsible for such conduct shall be subject to sanctions imposed by the appointing organ or supervisory organ according to law:

- (1) Organizing or carry out a statistical investigation without approval;
- (2) Modifying the contents of a statistical investigation system without approval;
- (3) Forging or tampering with statistical data;
- (4) Demanding that the subject of a statistical investigation or another department or its personnel provide false statistical materials; or
- (5) Failing to submit relevant materials according to the provisions of a statistical investigation system.

统计人员有前款第三项至第五项所列行为之一的，责令改正，依法给予处分。

Any statistician who acts in any of the ways described in Items 3 to 5 of the preceding Paragraph shall be ordered to take remedial steps and be subject to sanctions according to law.

第三十九条 县级以上人民政府统计机构或者有关部门有下列行为之一的，对直接负责的主管人员和其他直接责任人员由任免机关或者监察机关依法给予处分：

Article 39 Where the statistics department or other relevant department of a people's government at the county level or above acts in any of the following ways, the principal and other personnel directly responsible shall be subject to sanctions imposed by the appointing organ or supervisory organ according to law:

(一) 违法公布统计资料的；

(1) Publishing statistical data in violation of laws;

(二) 泄露统计调查对象的商业秘密、个人信息或者提供、泄露在统计调查中获得的可能识别或者推断单个统计调查对象身份的资料的；

(2) Disclosing trade secrets or the personal details of the subject of a statistical investigation, or providing or disclosing information obtained via a statistical investigation from which the identity of the individual subject of the statistical investigation can be recognized or deduced; or

(三) 违反国家有关规定，造成统计资料毁损、灭失的。

(3) In violation of relevant provisions of the state, causing statistical materials to be destroyed or lost.

Any statistician who acts in any of the ways described above shall be subject to sanctions according to law.

统计人员有前款所列行为之一的，依法给予处分。

第四十条 统计机构、统计人员泄露国家秘密的，依法追究法律责任。

Article 40 Any statistics department or statistician that discloses a national secret shall be held legal liable according to law.

第四十一条 作为统计调查对象的国家机关、企业事业单位或者其他组织有下列行为之一的，由县级以上人民政府统计机构责令改正，给予警告，可以予以通报；其直接负责的主管人员和其他直接责任人员属于国家工作人员的，由任免机关或者监察机关依法给予处分：

Article 41 Any state organ, enterprise, public institution or other organization that is the subject of a statistical investigation and acts in any of the following ways shall be ordered by the statistics department of the people's government at the county level or above to take remedial steps and be issued with a warning, and the matter may be publicized; where the principal and other personnel directly responsible are state staff, they shall be subject to sanctions imposed by the appointing organ or supervisory organ according to law:

(一) 拒绝提供统计资料或者经催报后仍未按时提供统计资料的；

(1) Refusing to provide statistical materials or failing to provide statistical data in a timely manner after being requested to do so;

(二) 提供不真实或者不

(2) Providing false or incomplete statistical data;

(3) Refusing to reply to or replying untruthfully to a statistical

完整的统计资料的;

(三) 拒绝答复或者不如实答复统计检查查询书的;

(四) 拒绝、阻碍统计调查、统计检查的;

(五) 转移、隐匿、篡改、毁弃或者拒绝提供原始记录和凭证、统计台账、统计调查表及其他相关证明和资料的。

企业事业单位或者其他组织有前款所列行为之一的, 可以并处五万元以下的罚款; 情节严重的, 并处五万元以上二十万元以下的罚款。

个体工商户有本条第一款所列行为之一的, 由县级以上人民政府统计机构责令改正, 给予警告, 可以并处一万元以下的罚款。

investigation inquiry letter;

(4) Refusing or hinder a statistical investigation or examination; or

(5) Transferring, concealing, tampering with, destroying or refusing to provide original records or vouchers, statistical standing books, statistical investigation forms or other relevant evidence or materials.

Any enterprise, public institution or other organization that acts in any of the ways described in the preceding Paragraph may also be fined up to RMB 50,000; where the circumstances are serious, a fine of between RMB 50,000 and RMB 200,000 shall be imposed.

Any sole proprietorship that acts in any of the ways described in the first Paragraph of this Article shall be ordered by the statistics department of the people's government at the county level or above to take remedial steps and issued with a warning, and may be fined up to RMB 10,000.

第四十二条 作为统计调查对象的国家机关、企业事业单位或者其他组织迟报统计资料, 或者未按照国家有关规定设置原始记录、统计台账的, 由县级以上人民政府统计机构责令改正, 给予警告。

企业事业单位或者其他组织有前款所列行为之一的, 可以并处一万元以下的罚款。

个体工商户迟报统计资料的, 由县级以上人民政府统计机构责令改正, 给予警告, 可以并处一千元以下的罚款。

Article 42 Any state organ, enterprise, public institution or other organization that is the subject of a statistical investigation and delays submitting statistical materials or fails to keep original records or statistical standing books according to relevant provisions of the state shall be ordered by the statistics department of the people's government at the county level or above to take remedial steps and issued with a warning.

Any enterprise, public institution or other organization that acts in any of the ways described in the preceding Paragraph may also be fined up to RMB 10, 000.

Any sole proprietorship that delays submitting statistical materials shall be ordered by the statistics department of the people's government at the county level or above to take remedial steps and issued with a warning, and may also be fined up to RMB 1,000.

第四十三条 县级以上人民政府统计机构查处统计违法行为时, 认为对有关国家工作人员依法应当给予处分的, 应当提出给予处分的建议; 该国

Article 43 Where the statistics department of a people's government at the county level or above investigates statistical illegalities and considers that relevant state staff should be subject to sanctions, it shall make proposals on the appropriate sanctions. The appointing organ or supervisory organ for said

家工作人员的任免机关或者监察机关应当依法及时作出决定，并将结果书面通知县级以上人民政府统计机构。

staff shall make a decision according to law without delay and issue a written notice to the statistics department of the people's government at the county level or above advising of the result thereof.

第四十四条 作为统计调查对象的个人在重大国情国力普查活动中拒绝、阻碍统计调查，或者提供不真实或者不完整的普查资料的，由县级以上人民政府统计机构责令改正，予以批评教育。

Article 44 Any individual who is the subject of statistical investigation in the course of a major census of national conditions and strength and refuses to cooperate with or hinders the statistical investigation or provides false or incomplete census materials shall be ordered by the statistics department of the people's government at the county level or above to take remedial steps and be criticized and educated.

第四十五条 违反本法规定，利用虚假统计资料骗取荣誉称号、物质利益或者职务晋升的，除对其编造虚假统计资料或者要求他人编造虚假统计资料的行为依法追究法律责任外，由作出有关决定的单位或者其上级单位、监察机关取消其荣誉称号，追缴获得的物质利益，撤销晋升的职务。

Article 45 Perpetrators of legal violations that involve the use of false statistical data to obtain an honorary title, material reward or promotion on false pretences, the fabrication of materials or requiring others to do so shall be held legally liable and the honorary title shall be cancelled, the material reward recovered, or the promotion revoked by the entity making the decision or its superior entity or supervisory organ.

第四十六条 当事人对县级以上人民政府统计机构作出的行政处罚决定不服的，可以依法申请行政复议或者提起行政诉讼。其中，对国家统计局在省、自治区、直辖市派出的调查机构作出的行政处罚决定不服的，向国家统计局申请行政复议；对国家统计局派出的其他调查机构作出的行政处罚决定不服的，向国家统计局在该派出机构所在的省、自治区、直辖市派出的调查机构申请行政复议。

Article 46 Where the sanctioned party is dissatisfied with an administrative sanction decision made by the statistics department of a people's government at the county level or above, that party may apply for an administrative review or file administrative proceedings according to law. Any such party who is dissatisfied with an administrative sanction decision made by the investigation agency of the National Bureau of Statistics in a province, autonomous region or municipality shall apply to the National Bureau of Statistics; any such party who is dissatisfied with an administrative sanction decision made by another investigation agency of the National Bureau of Statistics shall apply to the investigation agency of the National Bureau of Statistics in the province, autonomous region or municipality where said agency is located.

第四十七条 违反本法规定，构成犯罪的，依法追究刑事责任。

Article 47 Where the circumstances of any violation of this Law constitute a crime, a criminal prosecution shall be launched.

第七章 附 则

Chapter VII Supplementary Provisions

第四十八条 本法所称县级以上人民政府统计机构，是指国家统计局及其派出的调查机构、县级以上地方人民政府统计机构。

Article 48 For the purpose of this Law, "statistics department of the people's government at the county or above" shall refer to the National Bureau of Statistics, its appointed investigation agencies and the statistics departments of the people's governments at the county level or above.

第四十九条 民间统计调查活动的管理办法，由国务院制定。

Article 49 Administrative measures on non-governmental statistical investigation activities shall be formulated by the State Council.

中华人民共和国境外的组织、个人需要在中华人民共和国境内进行统计调查活动的，应当按照国务院的规定报请审批。

Any organization or individual outside China that needs to conduct a statistical investigation in China shall apply for examination and approval according to the provisions of the State Council.

利用统计调查危害国家安全、损害社会公共利益或者进行欺诈活动的，依法追究法律责任。

Perpetrators of activities involving the use of a statistical investigation to endanger national security, damage the public interest or engage in fraud shall be held legally liable.

第五十条 本法自2010年1月1日起施行。

Article 50 This Law shall come into effect on January 1, 2010.

中华人民共和国公司法

Company Law of the People's Republic of China

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第一章 总则

(Adopted at the Fifth Session of the Standing Committee of the Eighth National People's Congress on

December 29, 1993; Amended for the first time at the 13th Session of the Standing Committee of the Ninth National People's Congress on December 25, 1999; Amended for the second time at the 11th Session of the Standing Committee of the Tenth National People's Congress on August 28, 2004; Revised at the 18th Session of the Standing Committee of the Tenth National People's Congress on October 27, 2005; and Revised at the 6th Session of the Standing Committee of the Twelfth National People's Congress on December 28, 2013 and shall take effect on March 1, 2014)

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Chapter 1: General Provisions

第一条 为了规范公司的组织和行为,保护公司、股东和债权人的合法权益,维护社会经济秩序,促进社会主义市场经济的发展,制定本法。

Article 1 This Law is formulated with a view to regulating the organization and activities of companies, protecting the legitimate rights and interests of companies, and their shareholders and creditors, maintaining social and economic orders, and facilitating the development of the socialist

market economy.

第二条 本法所称公司是指依照本法在中国境内设立的有限责任公司和股份有限公司。

Article 2 For the purpose of this Law, a company shall refer to a limited liability company or a company limited by shares established within the territory of the People's Republic of China in accordance with this Law.

第三条 公司是企业法人,有独立的法人财产,享有法人财产权。公司以其全部财产对公司的债务承担责任。

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。

Article 3 A company is an enterprise legal person with independent legal person property, and is entitled to legal person property rights. The company shall bear liabilities for its debts with all its assets. The shareholders of a limited liability company shall bear liabilities for the company to the extent of their respective subscribed capital contribution. The shareholders of a company limited by shares shall bear liabilities for the company to the extent of their respective subscribed shares.

第四条 公司股东依法享有资产收益、参与重大决策和选择管理者等权利。

Article 4 The shareholders of a company shall, in accordance with the law, be entitled to such rights as to obtain capital proceeds, to participate in important decision-making, to elect management personnel, etc.

第五条 公司从事经营活动,必须遵守法律、行政法规,遵守社会公德、商业道德,诚实守信,接受政府和社会公众的监督,承担社会责任。

公司的合法权益受法律保护,不受侵犯。

Article 5 A company shall, when engaging in business activities, abide by laws and administrative regulations, observe social moralities and business ethics, act in good faith, accept the supervision of the Government and the general public, and undertake social responsibilities.

The legitimate rights and interests of a company shall be protected by law, and shall not be infringed upon.

第六条 设立公司,应当依法向公司登记机关申请设立登记。符合本法规定的设立条件的,由公司登记机关分别登记为有限责任公司或者股份有限公司;不符合本法规定的设立条件的,不得登记为有限责任公司或者股份有限公司。

法律、行政法规规定设立公司必须报经批准的,应当在公司登记前依法办理批准手续。

公众可以向公司登记机关申请查询公司登记事项,公司登记机关应当提供查询服务。

Article 6 To establish a company, an applicant shall submit an application for establishment registration to the relevant company registration authority in accordance with the law. If the application satisfies the establishment conditions provided for herein, the company registration authority shall register the proposed entity as either a limited liability company or a company limited by shares; otherwise, the proposed entity shall not be registered as a limited liability company or a company limited by shares.

Where laws or administrative regulations specify that the establishment of a company shall be subject to approval, the relevant approval formalities shall be gone through in accordance with the law prior to the registration of the company.

The general public may apply to company registration authorities to inquire on company registration

matters, and company registration authorities shall provide the inquiry services.

第七条 依法设立的公司,由公司登记机关发给公司营业执照。公司营业执照签发日期为公司成立日期。

公司营业执照应当载明公司的名称、住所、注册资本、经营范围、法定代表人姓名等事项。

公司营业执照记载的事项发生变更的,公司应当依法办理变更登记,由公司登记机关换发营业执照。

Article 7 Company registration authorities shall issue business licenses of companies to the companies established under the law. The date of issuance of the business license for a company shall be the date of establishment of the company.

The business license of a company shall state therein such matters as the name, domicile, registered capital, business scope, and the name of the legal representative, etc. of the company.

Where any of the matters stated in the business license of a company is changed, the company shall go through the formalities for change of registration in accordance with the law, and the relevant company registration authority shall issue a new business license to replace the old one.

第八条 依照本法设立的有限责任公司,必须在公司名称中标明有限责任公司或者有限公司字样。

依照本法设立的股份有限公司,必须在公司名称中标明股份有限公司或者股份公司字样。

Article 8 A limited liability company established under this Law shall include the characters "有限责任公司" (limited liability company) or "有限公司" (company limited) in the company name thereof.

A company limited by shares established under this Law shall include the characters "股份有限公司" or "股份公司" (both meaning joint stock company) in the company name thereof.

第九条 有限责任公司变更为股份有限公司,应当符合本法规定的股份有限公司的条件。股份有限公司变更为有限责任公司,应当符合本法规定的有限责任公司的条件。

有限责任公司变更为股份有限公司的,或者股份有限公司变更为有限责任公司的,公司变更前的债权、债务由变更后的公司承继。

Article 9 Where a limited liability company converts to a company limited by shares, such conversion shall meet the requirements on a company limited by shares provided for herein. Where a company limited by shares converts to a limited liability company, such conversion shall meet the requirements on a limited liability company provided for herein.

Whether a limited liability company converts to a company limited by shares or a company limited by shares converts to a limited liability company, the creditors' rights and liabilities of the company before the conversion shall be succeeded to by the company formed after the conversion.

第十条 公司以其主要办事机构所在地为住所。

Article 10 The location of the principal office of a company shall be its domicile.

第十一条 设立公司必须依法制定公司章程。公司章程对公司、股东、董事、监事、高级管理人员具有约束力。

Article 11 To establish a company, the company's articles of association shall be formulated in accordance with the law. The articles of association shall be binding on the company, and its shareholders, directors, supervisors and senior management personnel.

第十二条 公司的经营范围由公司章程规定,并依法登记。公司可以修改公司章程,改变经营范围,但是应当办理变更登记。

公司的经营范围中属于法律、行政法规规定须经批准的项目,应当依法经过批准。

Article 12 The business scope of a company shall be specified in its articles of association, and shall be registered in accordance with the law. A company may modify its articles of association to change the scope of business, provided that the formalities for change of registration shall be gone through.

Where any item in the business scope of a company shall be subject to approval in accordance with laws and administrative regulations, approval shall be obtained pursuant to the law.

第十三条 公司法定代表人依照公司章程的规定,由董事长、执行董事或者经理担任,并依法登记。公司法定代表人变更,应当办理变更登记。

Article 13 The legal representative of a company shall, pursuant to the company's articles of association, be assumed by the chairman of the board of directors, an executive director or a manager, and shall be registered in accordance with the law. Change of the legal representative of the company shall be subject to the formalities for change of registration.

第十四条 公司可以设立分公司。设立分公司,应当向公司登记机关申请登记,领取营业执照。分公司不具有法人资格,其民事责任由公司承担。

公司可以设立子公司,子公司具有法人资格,依法独立承担民事责任。

Article 14 A company may establish a branch company by filing an application for registration with the relevant company registration authority and obtaining a business license. A branch company is not qualified as a legal person, and its civil liabilities shall be borne by the parent company.

A company may establish subsidiaries. Subsidiaries are qualified as legal persons, and shall independently bear civil liabilities in accordance with the law.

第十五条 公司可以向其他企业投资;但是,除法律另有规定外,不得成为对所投资企业的债务承担连带责任的出资人。

Article 15 A company may invest in other enterprises, provided that it shall not become a capital-contributing party that bears joint and several liabilities for the debts of the enterprises that it invests in, unless otherwise specified by the law.

第十六条 公司向其他企业投资或者为他人提供担保,依照公司章程的规定,由董事会或者股东会、股东大会决议;公司章程对投资或者担保的总额及单项投资或者担保的数额有限额规定的,不得超过规定的限额。

公司为公司股东或者实际控制人提供担保的,必须经股东会或者股东大会决议。

前款规定的股东或者受前款规定的实际控制人支配的股东,不得参加前款规定事项的表决。该项表决由出席会议的其他股东所持表决权的过半数通过。

Article 16 Where a company invests in another enterprise or provides guarantee for others, the investment or guarantee shall, in accordance with the company's articles of association, be subject to a resolution of the board of directors, the shareholders' meeting or the general meeting. If any limit on the total amount of investments or guarantees or any limit on the amount of a single investment or guarantee is provided for in the company's articles of association, the investment or guarantee shall not exceed the specified limit.

Where a company provides guarantee for a shareholder or the actual controller of the company, such guarantee shall be subject to a resolution of the shareholders' meeting or the general meeting.

Neither a shareholder specified in the preceding Paragraph nor a shareholder who is controlled by the actual controller specified in the preceding Paragraph is allowed to vote on the matters specified in the preceding Paragraph. Such voting shall be subject to adoption by the other shareholders who represent

more than half of the voting rights of all the other shareholders present at the meeting.

第十七条 公司必须保护职工的合法权益,依法与职工签订劳动合同,参加社会保险,加强劳动保护,实现安全生产。

公司应当采用多种形式,加强公司职工的职业教育和岗位培训,提高职工素质。

Article 17 A company shall protect the legitimate rights and interests of its staff members, conclude labor contracts with them, participate in the social insurance system, and reinforce the labor protection for them so as to achieve safe production.

The company shall adopt various forms to enhance vocational education and job training for its staff members to improve their professional competency.

第十八条 公司职工依照《中华人民共和国工会法》组织工会,开展工会活动,维护职工合法权益。公司应当为本公司工会提供必要的活动条件。公司工会代表职工就职工的劳动报酬、工作时间、福利、保险和劳动安全卫生等事项依法与公司签订集体合同。

公司依照宪法和有关法律的规定,通过职工代表大会或者其他形式,实行民主管理。

公司研究决定改制以及经营方面的重大问题、制定重要的规章制度时,应当听取公司工会的意见,并通过职工代表大会或者其他形式听取职工的意见和建议。

Article 18 The staff members of a company shall organize a labor union in compliance with the Labor Union Law of the People's Republic of China to carry out labor union activities and maintain the legitimate rights and interests of the staff members. The company shall provide necessary conditions for the labor union thereof to carry out activities. The labor union of the company shall, in accordance with the law, conclude a collective contract with the company in connection with such matters as labor remunerations, working hours, benefits, insurance, labor safety, and sanitation, on behalf of the staff members.

A company shall, in accordance with the Constitution and other relevant laws, implement democratic management through a general meeting of the representatives of staff members or other forms.

When making research and decisions on restructuring or any major issue concerning its business operations, or when formulating important rules and regulations, a company shall listen to the opinions of its labor union, and to the opinions and suggestions of its staff members through the general meeting of the representatives of staff members or other forms.

第十九条 在公司中,根据中国共产党章程的规定,设立中国共产党的组织,开展党的活动。公司应当为党组织的活动提供必要条件。

Article 19 An organization of the Communist Party of China ("CPC") shall be established in a company to carry out activities of the CPC pursuant to the Constitution of the Communist Party of China. The company shall provide necessary conditions for the activities of the organization of the CPC.

第二十条 公司股东应当遵守法律、行政法规和公司章程,依法行使股东权利,不得滥用股东权利损害公司或者其他股东的利益;不得滥用公司法人独立地位和股东有限责任损害公司债权人的利益。

公司股东滥用股东权利给公司或者其他股东造成损失的,应当依法承担赔偿责任。

公司股东滥用公司法人独立地位和股东有限责任,逃避债务,严重损害公司债权人利益的,应当对公司债务承担连带责任。

Article 20 The shareholders of a company shall abide by laws, administrative regulations, and the company's articles of association, and shall exercise shareholder's rights in accordance with the law. A shareholder shall not prejudice the interests of the company or other shareholders by abusing shareholder's rights, nor shall the shareholder prejudice the interests of the creditors of the company by

abusing the independent legal person status of the company or by abusing the limited liabilities of the shareholder.

Any shareholder of a company that has caused any loss to the company or to other shareholders by abusing shareholder's rights shall be liable for compensation in accordance with the law.

Where any shareholder of a company evades debts by abusing the independent legal person status of the company or by abusing the shareholder's limited liabilities, thereby gravely prejudicing the interests of the creditors of the company, the shareholder shall be jointly and severally liable for the debts of the company.

第二十一条 公司的控股股东、实际控制人、董事、监事、高级管理人员不得利用其关联关系损害公司利益。

违反前款规定,给公司造成损失的,应当承担赔偿责任。

Article 21 The controlling shareholders, actual holders, directors, supervisors and senior management personnel of a company shall not make use of their affiliation to prejudice the interests of the company.

Whoever mentioned in the preceding Paragraph shall be liable for compensation if he/she causes any loss to the company by violating the preceding Paragraph.

第二十二条 公司股东会或者股东大会、董事会的决议内容违反法律、行政法规的无效。

股东会或者股东大会、董事会的会议召集程序、表决方式违反法律、行政法规或者公司章程,或者决议内容违反公司章程的,股东可以自决议作出之日起六十日内,请求人民法院撤销。

股东依照前款规定提起诉讼的,人民法院可以应公司的请求,要求股东提供相应担保。

公司根据股东会或者股东大会、董事会决议已办理变更登记的,人民法院宣告该决议无效或者撤销该决议后,公司应当向公司登记机关申请撤销变更登记。

第二章 有限责任公司的设立和组织机构

第一节 设立

Article 22 The contents of a resolution of the shareholders' meeting, the general meeting or the board of directors shall be invalid if they are in violation of laws or administrative regulations.

Where the procedures for convening, or voting at, the shareholders' meeting, the general meeting or a meeting of the board of directors are in violation of laws, administrative regulations or the company's articles of association, or where a resolution is in violation of the articles of association, a shareholders may, within 60 days of the date on which the resolution is made, file a request with a competent people's court for cancellation.

Where a shareholder files an action in accordance with the preceding Paragraph, the competent people's court may, at the request of the company, require the shareholder to provide corresponding guarantee.

Where after a company has gone through the formalities for change of registration pursuant to a resolution of the shareholders' meeting, the general meeting or the board of directors, the competent people's court declares the resolution invalid or cancels the resolution, the company shall file an application with the relevant company registration authority for cancellation of the change of registration.

Chapter 2: Establishment and Organizational Structure of a Limited Liability Company

Section 1: Establishment

第二十三条 设立有限责任公司,应当具备下列条件:

(一)股东符合法定人数;

(二)有符合公司章程规定的全体股东认缴的出资额;

- (三)股东共同制定公司章程;
- (四)有公司名称,建立符合有限责任公司要求的组织机构;
- (五)有公司住所。

Article 23 To establish a limited liability company, the following conditions shall be satisfied:

- (1) The number of shareholders meets the quorum;
- (2) The capital contribution subscribed to by all shareholders meets the requirements of the company's articles of association.
- (3) The shareholders jointly formulate the company's articles of association;
- (4) The company has a name, and its organizational structure meets the requirement for a limited liability company; and
- (5) The company has a domicile.

第二十四条 有限责任公司由五十个以下股东出资设立。

Article 24 The establishment of a limited liability company shall be subject to the capital contribution by not more than 50 shareholders.

第二十五条 有限责任公司章程应当载明下列事项:

- (一)公司名称和住所;
 - (二)公司经营范围;
 - (三)公司注册资本;
 - (四)股东的姓名或者名称;
 - (五)股东的出资方式、出资额和出资时间;
 - (六)公司的机构及其产生办法、职权、议事规则;
 - (七)公司法定代表人;
 - (八)股东会会议认为需要规定的其他事项。
- 股东应当在公司章程上签名、盖章。

Article 25 The articles of association of a limited liability company shall set forth the following matters:

- (1) Name and domicile of the company;
- (2) Business scope of the company;
- (3) Registered capital of the company;
- (4) Names of the shareholders;
- (5) Form, amount, and schedule of capital contributions by the shareholders;
- (6) Organizations of the company and the methods of formation, authorities, and rules of procedure thereof;
- (7) Legal representative of the company; and
- (8) Any other matter deemed as necessary to be specified by the shareholders' meeting.

The shareholders shall affix their signatures and seals to the company's articles of association.

第二十六条 有限责任公司的注册资本为在公司登记机关登记的全体股东认缴的出资额。

法律、行政法规以及国务院决定对有限责任公司注册资本实缴、注册资本最低限额另有规定的,从其规定。

Article 26 The registered capital of a limited liability company shall be the amount of capital contribution subscribed to by all shareholders as registered with the relevant company registration authority.

The provisions otherwise prescribed by laws, administrative regulations and the decisions of the State Council on the actual payment of registered capital and the minimum registered capital of a limited liability company shall prevail.

第二十七条 股东可以用货币出资,也可以用实物、知识产权、土地使用权等可以用货币估价并可以依法转让的非货币财产作价出资;但是,法律、行政法规规定不得作为出资的财产除外。

对作为出资的非货币财产应当评估作价,核实财产,不得高估或者低估作价。法律、行政法规对评估作价有规定的,从其规定。

Article 27 A shareholder may make capital contributions in the form of monetary funds, or alternatively may make capital contributions with such valued non-monetary property as physical items, intellectual property rights, and land-use rights that may be valued in monetary terms and may be transferred in accordance with the law, excluding the property that shall not be used for capital contributions as specified in laws and administrative regulations.

The non-monetary property that is used for capital contributions shall be valued and verified, and shall not be over-valued or under-valued. The provisions on the valuation of such property as prescribed by laws or administrative regulations shall prevail.

第二十八条 股东应当按期足额缴纳公司章程中规定的各自所认缴的出资额。股东以货币出资的,应当将货币出资足额存入有限责任公司在银行开设的账户;以非货币财产出资的,应当依法办理其财产权的转移手续。

股东不按照前款规定缴纳出资的,除应当向公司足额缴纳外,还应当向已按期足额缴纳出资的股东承担违约责任。

Article 28 The shareholders of a company shall, according to the schedule, make full payment for the capital contributions that they have respectively subscribed for as specified in the articles of association of the company. If a shareholder makes capital contribution in the monetary form, the shareholder shall deposit the full amount of the monetary capital contribution into the bank account opened for the limited liability company. If a shareholder makes capital contribution with non-monetary property, the formalities for transfer of the property rights shall be completed pursuant to the law.

A shareholder who fails to pay capital contribution in accordance with the preceding Paragraph shall, in addition to making full payment to the company, bear the liabilities for breach of contract to the shareholders who have already made full payment of their capital contributions as scheduled.

第二十九条 股东认足公司章程规定的出资后,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报送公司登记申请书、公司章程等文件,申请设立登记。

Article 29 After the shareholders of a company have fully subscribed to the amount of capital contribution prescribed by the company's articles of association, the representative designated by all shareholders or the agent authorized by all shareholders shall apply for registration of the establishment of the company by submitting the written company registration application, the company's articles of association and other documents to the relevant company registration authority.

第三十条 有限责任公司成立后,发现作为设立公司出资的非货币财产的实际价额显著低于公司章程所定价额的,应当由交付该出资的股东补足其差额;公司设立时的其他股东承担连带责任。

Article 30 After the establishment of a limited liability company, if the actual value of any capital

contribution made in the form of non-monetary property is found to be apparently lower than the value specified in the company's articles of association, the shareholder who has made the said capital contribution shall pay up the difference, with the other shareholders at the time of establishment of the company bearing joint and several liability.

第三十一条 有限责任公司成立后,应当向股东签发出资证明书。

出资证明书应当载明下列事项:

- (一)公司名称;
- (二)公司成立日期;
- (三)公司注册资本;
- (四)股东的姓名或者名称、缴纳的出资额和出资日期;
- (五)出资证明书的编号和核发日期。

出资证明书由公司盖章。

Article 31 Upon the establishment of a limited liability company, a capital contribution certificate shall be issued to each of the shareholders.

The capital contribution certificate shall set forth the following matters:

- (1) Name of the company;
- (2) Date of establishment of the company;
- (3) Registered capital of the company;
- (4) Names of the shareholders, amount of their respective capital contributions, and the date on which the capital contributions are made; and
- (5) Serial number and date of issuance of the capital contribution certificate.

The capital contribution certificate shall be affixed with the seal of the company.

第三十二条 有限责任公司应当置备股东名册,记载下列事项:

- (一)股东的姓名或者名称及住所;
- (二)股东的出资额;
- (三)出资证明书编号。

记载于股东名册的股东,可以依股东名册主张行使股东权利。

公司应当将股东的姓名或者名称向公司登记机关登记;登记事项发生变更的,应当办理变更登记。未经登记或者变更登记的,不得对抗第三人。

Article 32 A limited liability company shall prepare and make available a shareholder register, with the following items specified therein:

- (1) Names and domiciles of the shareholders;
- (2) Amount of capital contributions made by each of the shareholders; and
- (3) Serial number of each capital contribution certificate.

The shareholders who are recorded in the shareholder register may exercise the shareholder's rights on the strength of the shareholder register.

A company shall register the names of the shareholders with the relevant company registration authority. In the case of change of any registered item, the formalities for change of registration shall be completed. A company that fails to go through the formalities for registration or change of registration shall not set up a defense against any third party.

第三十三条 股东有权查阅、复制公司章程、股东会会议记录、董事会会议决议、监事会会议决议

和财务会计报告。

股东可以要求查阅公司会计账簿。股东要求查阅公司会计账簿的,应当向公司提出书面请求,说明目的。公司有合理根据认为股东查阅会计账簿有不正当目的,可能损害公司合法利益的,可以拒绝提供查阅,并应当自股东提出书面请求之日起十五日内书面答复股东并说明理由。公司拒绝提供查阅的,股东可以请求人民法院要求公司提供查阅。

Article 33 The shareholders of a company shall be entitled to inspect and duplicate the company's articles of association, the minutes of the shareholders' meetings, the resolutions of the board of directors, the resolutions of the board of supervisors, and the financial and accounting reports of the company.

The shareholders may request to inspect the accounting books of the company. Where a shareholder so requests, a written request shall be submitted to the company, with the purposes indicated therein. If the company has reasons to believe that the shareholder's request to inspect the accounting books is for any improper purpose and may prejudice the legitimate interests of the company, the company may reject the request and shall, within 15 days after the shareholder submits the written request, give a written reply to the shareholder and state the reasons therefor. Where the company refuses to allow inspection by the shareholder, the shareholder may request the competent people's court to require the company to provide the access to inspection.

第三十四条 股东按照实缴的出资比例分取红利;公司新增资本时,股东有权优先按照实缴的出资比例认缴出资。但是,全体股东约定不按照出资比例分取红利或者不按照出资比例优先认缴出资的除外。

Article 34 The dividends shall be distributed to shareholders in proportion to the actual capital contributions paid up by them, unless otherwise agreed upon by all the shareholders. In the event of capital increase of the company, the shareholders shall have the priority to subscribe for capital contribution proportionate to their actual paid-up capital contributions, unless otherwise agreed upon by all the shareholders.

第三十五条 公司成立后, 股东不得抽逃出资。

第二节 组织机构

Article 35 After the establishment of a company, its shareholders shall not withdraw their paid-up capital contributions.

Section 2: Organizational Structure

第三十六条 有限责任公司股东会由全体股东组成。股东会是公司的权力机构,依照本法行使职权。

Article 36 The shareholders' meeting of a limited liability company shall be composed of all shareholders. The shareholders' meeting is the company's governing body, and shall exercise its powers in accordance with this Law.

第三十七条 股东会行使下列职权:

- (一)决定公司的经营方针和投资计划;
- (二)选举和更换非由职工代表担任的董事、监事,决定有关董事、监事的报酬事项;
- (三)审议批准董事会的报告;
- (四)审议批准监事会或者监事的报告;
- (五)审议批准公司的年度财务预算方案、决算方案;
- (六)审议批准公司的利润分配方案和弥补亏损方案;
- (七)对公司增加或者减少注册资本作出决议;
- (八)对发行公司债券作出决议;
- (九)对公司合并、分立、解散、清算或者变更公司形式作出决议;
- (十)修改公司章程;
- (十一)公司章程规定的其他职权。

对前款所列事项股东以书面形式一致表示同意的,可以不召开股东会会议,直接作出决定,并由全体股东在决定文件上签名、盖章。

Article 37 The shareholders' meeting of a company shall exercise the following powers:

- (1) Making decisions on the company's operation guidelines and investment plans;
- (2) Electing and replacing the directors and supervisors who are not the representatives of the staff members, and making decisions on the matters concerning the remunerations of the directors and supervisors;
- (3) Approving the reports of the board of directors through deliberation;
- (4) Approving the reports of the board of supervisors or those of the supervisors through deliberation;
- (5) Approving the annual financial budget plans and final accounts of the company through deliberation;
- (6) Approving the profit distribution plans and loss recovery plans of the company through deliberation;
- (7) Making resolutions on the increase or decrease of the company's registered capital;
- (8) Making resolutions on the issuance of corporate bonds;
- (9) Making resolutions on the merger, division, dissolution or liquidation of the company or on the conversion of the corporate form;
- (10) Modifying the company's articles of association; and
- (11) Exercising other powers specified in the articles of association.

Where all the shareholders have reached a written consensus on a matter listed in the preceding Paragraph, a decision may be directly made without convening a shareholders' meeting, provided that all the shareholders shall affix their signatures and seals to the decision document.

第三十八条 首次股东会会议由出资最多的股东召集和主持,依照本法规定行使职权。

Article 38 The first shareholders' meeting shall be convened and presided over by the shareholder who has made the largest proportion of capital contributions, and shall exercise its powers in accordance with this Law.

第三十九条 股东会会议分为定期会议和临时会议。

定期会议应当依照公司章程的规定按时召开。代表十分之一以上表决权的股东,三分之一以上的董事,监事会或者不设监事会的公司的监事提议召开临时会议的,应当召开临时会议。

Article 39 The shareholders' meetings are classified into regular meetings and interim meetings.

Regular meetings shall be held as scheduled under the company's articles of association. An interim meeting shall be held if so proposed by the shareholders representing more than one tenth of the voting rights, more than one third of the directors, the board of supervisors, or in the absence thereof, the supervisors.

第四十条 有限责任公司设立董事会的,股东会会议由董事会召集,董事长主持;董事长不能履行职务或者不履行职务的,由副董事长主持;副董事长不能履行职务或者不履行职务的,由半数以上董事共同推举一名董事主持。

有限责任公司不设董事会的,股东会会议由执行董事召集和主持。

董事会或者执行董事不能履行或者不履行召集股东会会议职责的,由监事会或者不设监事会的公司的监事召集和主持;监事会或者监事不召集和主持的,代表十分之一以上表决权的股东可以自行召集和主持。

Article 40 Where a limited liability company has established a board of directors, the shareholders' meetings shall be convened by the board of directors and be presided over by the chairman of the board of directors. If the said chairman is unable to or fails to perform the duties thereof, the shareholders' meetings shall be presided over by the vice chairman of the board of directors. If the vice chairman of the board of directors is unable to or fails to perform the duties thereof, the shareholders' meeting shall be presided over by a director elected jointly by more than half of all the directors..

Where a limited liability company has no board of directors, the shareholders' meetings shall be convened and presided over by an executive director.

If the board of directors or the executive director is unable to or fails to perform the duties of convening the shareholders' meetings, the board of supervisors or, in the absence thereof in the company, the supervisors, shall convene and preside over such meetings. If the board of supervisors or the supervisors fail to convene or preside over such meetings, the shareholders representing more than one tenth of the voting rights may convene and preside over such meetings at their own discretion.

第四十一条 召开股东会会议,应当于会议召开十五日前通知全体股东;但是,公司章程另有规定或者全体股东另有约定的除外。

股东会应当对所议事项的决定作成会议记录,出席会议的股东应当在会议记录上签名。

Article 41 A notice shall be given to all the shareholders of a company 15 days before a shareholders' meeting is held, unless otherwise specified in the company's articles of association or otherwise agreed upon by all the shareholders.

Minutes shall be prepared by the shareholders' meeting for the decisions on the matters deliberated at each of the shareholders' meetings. Shareholders present at such meetings shall affix their signatures thereto.

第四十二条 股东会会议由股东按照出资比例行使表决权;但是,公司章程另有规定的除外。

Article 42 The shareholders of a company shall exercise their voting rights at shareholders' meetings in proportion to their respective capital contributions, unless otherwise specified in the company's articles of association.

第四十三条 股东会的议事方式和表决程序,除本法有规定的外,由公司章程规定。

股东会会议作出修改公司章程、增加或者减少注册资本的决议,以及公司合并、分立、解散或者变更公司形式的决议,必须经代表三分之二以上表决权的股东通过。

Article 43 The rules of procedure and voting procedures of the shareholders' meeting of a company shall be set forth in the company's articles of association, unless otherwise specified in this Law.

Any resolutions made at a shareholders' meeting on the amendment of the company's articles of association, increase or decrease of the registered capital and on the merger, division, dissolution, or conversion of the company, shall be adopted by the shareholders representing more than two thirds of the voting rights.

第四十四条 有限责任公司设董事会,其成员为三人至十三人;但是,本法第五十条另有规定的除外。

两个以上的国有企业或者两个以上的其他国有投资主体投资设立的有限责任公司,其董事会成员中应当有公司职工代表;其他有限责任公司董事会成员中可以有公司职工代表。董事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

董事会设董事长一人,可以设副董事长。董事长、副董事长的产生办法由公司章程规定。

Article 44 A limited liability company shall have a board of directors that is to be composed of 3 to

13 members, unless otherwise specified in Article 50 of this Law.

In the case of a limited liability company established with investment from two or more State-owned enterprises or two or more other types of State-owned investing parties, the members of its board of directors shall include the representatives of the staff members of the company; in the case of any other limited liability company, the members of its board of directors may include representatives of the staff members of the company. The representatives of the staff members in the board of directors shall be elected democratically through a general meeting of the representatives of the staff members, general meeting of staff members, or in other forms.

The board of directors shall have one chairman, and may have several vice chairmen. The methods for election of the chairman and vice chairmen shall be specified in the company's articles of association.

第四十五条 董事任期由公司章程规定,但每届任期不得超过三年。董事任期届满,连选可以连任。

董事任期届满未及时改选,或者董事在任期内辞职导致董事会成员低于法定人数的,在改选出的董事就任前,原董事仍应当依照法律、行政法规和公司章程的规定,履行董事职务。

Article 45 The term of office of a director of a company shall be specified in the company's articles of association, subject to a maximum of three years. The term of office of a director may be renewed upon expiry thereof in the case of successful re-election.

Where a new election is not held in a timely manner upon expiry of the term of office of a director, or where the number of the members of the board of directors is less than the quorum due to the resignation of one or more directors during their term of office, such former director(s) shall continue to perform the director's duties in accordance with laws, administrative regulations and the company's articles of association until the newly-elected director(s) take office.

第四十六条 董事会对股东会负责,行使下列职权:

- (一)召集股东会会议,并向股东会报告工作;
- (二)执行股东会的决议;
- (三)决定公司的经营计划和投资方案;
- (四)制订公司的年度财务预算方案、决算方案;
- (五)制订公司的利润分配方案和弥补亏损方案;
- (六)制订公司增加或者减少注册资本以及发行公司债券的方案;
- (七)制订公司合并、分立、解散或者变更公司形式的方案;
- (八)决定公司内部管理机构的设置;
- (九)决定聘任或者解聘公司经理及其报酬事项,并根据经理的提名决定聘任或者解聘公司副经理、财务负责人及其报酬事项;
- (十)制定公司的基本管理制度;
- (十一)公司章程规定的其他职权。

Article 46 The board of directors of a company shall be accountable to the shareholders' meeting and exercise the following powers:

- (1) Convening the shareholders' meetings and reporting to the shareholders' meeting;
- (2) Executing the resolutions of the shareholders' meeting;
- (3) Making decisions on the operation plans and investment plans of the company;
- (4) Formulating the annual financial budget plans and final accounts of the company;
- (5) Formulating the profit distribution plans and loss recovery plans of the company;
- (6) Formulating the plans on the increase or reduction of the registered capital of the company, and on the issuance of corporate bonds;

(7) Formulating the plans on the merger, division, dissolution, or conversion of the company;

(8) Making decisions on the set-up of the internal management bodies of the company;

(9) Making decisions on the employment or dismissal of the manager of the company and matters related to the remuneration thereof, and making decisions, according to the manager's nomination, on the employment or dismissal of the vice manager(s) and the personnel in charge of financial issues and the matters related to their remunerations;

(10) Formulating the fundamental management systems of the company; and

(11) Exercising other powers specified in the company's articles of association.

第四十七条 董事会会议由董事长召集和主持;董事长不能履行职务或者不履行职务的,由副董事长召集和主持;副董事长不能履行职务或者不履行职务的,由半数以上董事共同推举一名董事召集和主持。

Article 47 The meetings of the board of directors shall be convened and presided over by the chairman of the board of directors. If the chairman is unable to or fails to perform his/her duties, the meetings shall be convened or presided over by the vice chairman of the board of directors. If the vice chairman is unable to or fails to perform his/her duties, the meetings shall be convened or presided over by a director jointly elected by more than half of all the directors.

第四十八条 董事会的议事方式和表决程序,除本法有规定的外,由公司章程规定。

董事会应当对所议事项的决定作成会议记录,出席会议的董事应当在会议记录上签名。

董事会决议的表决,实行一人一票。

Article 48 The rules of procedure and voting procedures of the board of directors of a company shall be set forth in the company's articles of association, unless otherwise specified in this Law.

Minutes shall be prepared by the board of directors for the decisions made on the matters discussed [at each of the meetings of the board of directors]. The directors present at such meetings shall affix their signatures thereto.

In voting on a resolution of the board of directors, one person shall be entitled to only one vote.

第四十九条 有限责任公司可以设经理,由董事会决定聘任或者解聘。经理对董事会负责,行使下列职权:

(一)主持公司的生产经营管理工作,组织实施董事会决议;

(二)组织实施公司年度经营计划和投资方案;

(三)拟订公司内部管理机构设置方案;

(四)拟订公司的基本管理制度;

(五)制定公司的具体规章;

(六)提请聘任或者解聘公司副经理、财务负责人;

(七)决定聘任或者解聘除应由董事会决定聘任或者解聘以外的负责管理人员;

(八)董事会授予的其他职权。

公司章程对经理职权另有规定的,从其规定。

经理列席董事会会议。

Article 49 A limited liability company may have a manager whose employment or dismissal shall be subject to the decision of the board of directors. The manager shall be accountable to the board of directors and shall exercise the following powers:

(1) Taking charge of the management of the production and business operations of the company, and organizing the implementation of the resolutions of the board of directors;

(2) Organizing the implementation of the annual operation plans and investment plans of the company;

- (3) Drafting the plans on the set-up of the internal management bodies of the company;
- (4) Drafting the fundamental management systems of the company;
- (5) Formulating specific regulations of the company;
- (6) Proposing to employ or dismiss the vice manager(s) or personnel in charge of financial issues of the company;
- (7) Making decisions on the employment or dismissal of the persons in charge of management other than those whose employment or dismissal shall be subject to the decision of the board of directors; and
- (8) Exercising other powers conferred by the board of directors.

Provisions on the powers of the manager otherwise specified in the company's articles of association shall prevail.

The manager shall attend meetings of the board of directors as a non-voting participant.

第五十条 股东人数较少或者规模较小的有限责任公司,可以设一名执行董事,不设董事会。执行董事可以兼任公司经理。

执行董事的职权由公司章程规定。

Article 50 A limited liability company with relatively few shareholders or of a relatively small size may have one executive director instead of a board of directors. The executive director may concurrently hold the post of the manager of the company.

The powers of the executive director shall be specified by the company's articles of association.

第五十一条 有限责任公司设监事会,其成员不得少于三人。股东人数较少或者规模较小的有限责任公司,可以设一至二名监事,不设监事会。

监事会应当包括股东代表和适当比例的公司职工代表,其中职工代表的比例不得低于三分之一,具体比例由公司章程规定。监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

监事会设主席一人,由全体监事过半数选举产生。监事会主席召集和主持监事会会议;监事会主席不能履行职务或者不履行职务的,由半数以上监事共同推举一名监事召集和主持监事会会议。

董事、高级管理人员不得兼任监事。

Article 51 A limited liability company shall have a board of supervisors that is to be composed of at least three members. A limited liability company with relatively few shareholders or of a relatively small size may have one or two supervisors instead of a board of supervisors.

The board of supervisors shall include representatives of the shareholders and an appropriate proportion of representatives of the staff members of the company. The specific proportion of the latter shall be specified in the company's articles of association, subject to a minimum of one-third. The representatives of the staff members in the board of supervisors shall be elected democratically by the staff members of the company through a general meeting of the representatives of the staff members, a general meeting of staff members, or in other forms.

The board of supervisors shall have one chairman who is to be elected by more than half of all the supervisors. The chairman of the board of supervisors shall convene and preside over the meetings of the board of supervisors. If the chairman is unable to or fails to perform his/her duties, such meetings shall be convened or presided over by a supervisor jointly elected by more than half of all the supervisors.

The directors or senior management personnel shall not concurrently hold the posts of supervisors.

第五十二条 监事的任期每届为三年。监事任期届满,连选可以连任。

监事任期届满未及时改选,或者监事在任期内辞职导致监事会成员低于法定人数的,在改选出的监事就任前,原监事仍应当依照法律、行政法规和公司章程的规定,履行监事职务。

Article 52 The term of office of a supervisor shall be three years. The term of office of a supervisor may be renewed upon expiry thereof in the case of successful re-election.

If a new election is not held in a timely manner upon the expiry of the term of office of a supervisor, or if the number of the members of the board of supervisors is less than the quorum due to the resignation of one or more supervisors during their term of office, such former supervisor(s) shall continue to perform supervisor's duties in accordance with laws, administrative regulations, and the company's articles of association until the newly elected supervisor(s) take(s) office.

第五十三条 监事会、不设监事会的公司的监事行使下列职权:

(一)检查公司财务;

(二)对董事、高级管理人员执行公司职务的行为进行监督,对违反法律、行政法规、公司章程或者股东会决议的董事、高级管理人员提出罢免的建议;

(三)当董事、高级管理人员的行为损害公司的利益时,要求董事、高级管理人员予以纠正;

(四)提议召开临时股东会会议,在董事会不履行本法规定的召集和主持股东会会议职责时召集和主持股东会会议;

(五)向股东会会议提出提案;

(六)依照本法第一百五十一条的规定,对董事、高级管理人员提起诉讼;

(七)公司章程规定的其他职权。

Article 53 The board of supervisors or, in the absence thereof in a company, the supervisors shall exercise the following powers:

(1) Conducting inspection of the financial issues of the company;

(2) Supervising the performance of duties by the directors and senior management personnel, and submitting a proposal on the removal of any director or senior management person who violates laws or administrative regulations, the company's articles of association, or any resolution of the shareholders' meeting;

(3) Requiring the directors or senior management personnel to correct their conducts that prejudice the interests of the company;

(4) Proposing to convene interim shareholders' meetings, and convening and presiding over shareholders' meetings when the board of directors fails to perform the duties of convening and presiding over shareholders' meetings as specified in this Law;

(5) Putting forward proposals to the shareholders' meeting;

(6) Filing actions against the directors or senior management personnel in accordance with Article 151 of this Law; and

(7) Exercising other powers specified in the company's articles of association.

第五十四条 监事可以列席董事会会议,并对董事会决议事项提出质询或者建议。

监事会、不设监事会的公司的监事发现公司经营情况异常,可以进行调查;必要时,可以聘请会计师事务所等协助其工作,费用由公司承担。

Article 54 The supervisors of a company may attend the meetings of the board of directors as non-voting participants, and may raise questions or suggestions on the matters decided by the board of directors.

The board of supervisors or, in the absence thereof in a company, the supervisors may conduct

investigation when discovering any abnormality in the operating conditions of the company, and, where necessary, may engage an accounting firm and others to provide assistance, with relevant expenses borne by the company.

第五十五条 监事会每年度至少召开一次会议,监事可以提议召开临时监事会会议。

监事会的议事方式和表决程序,除本法有规定的外,由公司章程规定。

监事会决议应当经半数以上监事通过。

监事会应当对所议事项的决定作成会议记录,出席会议的监事应当在会议记录上签名。

Article 55 The board of supervisors shall convene a meeting at least once a year, and the supervisors may propose to convene an interim meeting of the board of supervisors.

The rules of procedure and voting procedures of the board of supervisors of a company shall be set forth in the company's articles of association, unless otherwise specified in this Law.

A resolution of the board of supervisors shall be passed by more than half of all the supervisors.

Minutes shall be prepared by the board of supervisors for the decisions on the matters discussed [at each of the meetings of the board of supervisors]. The supervisors present at such meetings shall affix their signatures thereto.

第五十六条 监事会、不设监事会的公司的监事行使职权所必需的费用,由公司承担。

第三节 一人有限责任公司的特别规定

Article 56 The necessary expenses incurred by the board of supervisors or, in the absence thereof in a company, the supervisors for exercise of their powers shall be borne by the company.

Section 3: Special Provisions on One-Person Limited Liability Companies

第五十七条 一人有限责任公司的设立和组织机构,适用本节规定;本节没有规定的,适用本章第一节、第二节的规定。

本法所称一人有限责任公司,是指只有一个自然人股东或者一个法人股东的有限责任公司。

Article 57 This Section shall be applicable to the establishment and the organizational structure of a one-person limited liability company. In the absence of pertinent provisions in this Section, Section 1 and Section 2 of this Chapter shall apply.

For the purpose of this Law, a one-person limited liability company shall refer to a limited liability company comprising only one natural person shareholder or one legal person shareholder.

第五十八条 一个自然人只能投资设立一个一人有限责任公司。该一人有限责任公司不能投资设立新的一人有限责任公司。

Article 58 One natural person can only establish one one-person limited liability company which is prohibited from investing in the establishment of another one-person limited liability company.

第五十九条 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。

Article 59 A one-person limited liability company shall indicate, in its company registration, whether it is wholly owned by a natural person or a legal person. The same shall also be stated in the business license of the company.

第六十条 一人有限责任公司章程由股东制定。

Article 60 The articles of association of a one-person limited liability company shall be formulated by the shareholder.

第六十一条 一人有限责任公司不设股东会。股东作出本法第三十七条第一款所列决定时,应当采用书面形式,并由股东签名后置备于公司。

Article 61 A one-person limited liability company has no shareholders' meeting. Where the shareholder makes a decision listed in Paragraph 1 of Article 37 of this Law, the decision shall be made in writing, and shall be prepared and made available at the company after the shareholder has affixed his/her signature thereto.

第六十二条 一人有限责任公司应当在每一会计年度终了时编制财务会计报告,并经会计师事务所审计。

Article 62 A one-person limited liability company shall prepare financial and accounting reports at the end of each fiscal year, and such reports shall be audited by an accounting firm.

第六十三条 一人有限责任公司的股东不能证明公司财产独立于股东自己的财产的,应当对公司债务承担连带责任。

第四节 国有独资公司的特别规定

Article 63 Where the shareholder of a one-person limited liability company is unable to prove that the property of the company is independent of his/her own property, the shareholder shall bear joint and several liabilities for the debts of the company.

Section 4: Special Provisions on Wholly State-Owned Companies

第六十四条 国有独资公司的设立和组织机构,适用本节规定;本节没有规定的,适用本章第一节、第二节的规定。

本法所称国有独资公司,是指国家单独出资、由国务院或者地方人民政府授权本级人民政府国有资产监督管理机构履行出资人职责的有限责任公司。

Article 64 This Section shall be applicable to the establishment and the organizational structure of a wholly State-owned company. In the absence of pertinent provisions in this Section, Section 1 and Section 2 of this Chapter shall apply.

For the purpose of this Law, a wholly State-owned company shall refer to a limited liability company to which the capital contribution is solely made by the State and for which the State Council or the State-owned assets supervision and administration authority, authorized by the local people's government at the same level, performs the duties of the capital contributing party.

第六十五条 国有独资公司章程由国有资产监督管理机构制定,或者由董事会制订报国有资产监督管理机构批准。

Article 65 The articles of association of a wholly State-owned company shall be formulated by the relevant State-owned assets supervision and administration authority, or be formulated by the board of directors and be reported to the relevant State-owned assets supervision and administration authority for approval.

第六十六条 国有独资公司不设股东会,由国有资产监督管理机构行使股东会职权。国有资产监督管理机构可以授权公司董事会行使股东会的部分职权,决定公司的重大事项,但公司的合并、分立、解散、增加或者减少注册资本和发行公司债券,必须由国有资产监督管理机构决定;其中,重要的国有独资公司合并、分立、解散、申请破产的,应当由国有资产监督管理机构审核后,报本级人民政府批准。

前款所称重要的国有独资公司,按照国务院的规定确定。

Article 66 A wholly State-owned company has no shareholders' meeting, and the relevant State-owned assets supervision and administration authority shall exercise the powers of the

shareholders' meeting. The State-owned assets supervision and administration authority may authorize the board of directors of the company to exercise part of the powers of the shareholders' meeting, and to make decisions on material matters of the company. However, the merger, division, and dissolution of the company, the increase or reduction of the registered capital, or issuance of corporate bonds shall be subject to the decision of the State-owned supervision and administration authority. The merger, division, and dissolution of, or application for bankruptcy by, an important wholly State-owned company shall, after the examination and verification of the State-owned assets supervision and administration authority, be reported to the people's government at the same level for approval.

For the purpose of the preceding Paragraph, an important wholly State-owned company shall be determined in accordance with relevant provisions of the State Council.

第六十七条 国有独资公司设董事会,依照本法第四十六条、第六十六条的规定行使职权。董事每届任期不得超过三年。董事会成员中应当有公司职工代表。

董事会成员由国有资产监督管理机构委派;但是,董事会成员中的职工代表由公司职工代表大会选举产生。

董事会设董事长一人,可以设副董事长。董事长、副董事长由国有资产监督管理机构从董事会成员中指定。

Article 67 A wholly State-owned company shall have a board of directors which shall exercise its powers in accordance with Article 46 and Article 66 of this Law. The term of office of a director shall not exceed three years. The members of the board of directors shall include representatives of the staff members of the company.

The members of the board of directors shall be appointed by the relevant State-owned assets supervision and administration authority. However, the representatives of the staff members in the board of directors shall be elected by the staff members of the company through a general meeting of the representatives of the staff members.

The board of directors shall have one chairman and may have several vice chairmen. The chairman and vice chairmen of the board of directors shall be appointed from among the members of the board by the relevant State-owned assets supervision and administration authority.

第六十八条 国有独资公司设经理,由董事会聘任或者解聘。经理依照本法第四十九条规定行使职权。

经国有资产监督管理机构同意,董事会成员可以兼任经理。

Article 68 A wholly State-owned company may have a manager whose employment or dismissal shall be at the decision of the board of directors. The manager shall exercise his/her powers pursuant to Article 49 of this Law.

Subject to the consent of the relevant State-owned assets supervision and administration authority, a member of the board of directors may concurrently hold the post of the manager of the company.

第六十九条 国有独资公司的董事长、副董事长、董事、高级管理人员,未经国有资产监督管理机构同意,不得在其他有限责任公司、股份有限公司或者其他经济组织兼职。

Article 69 The chairman, vice chairmen, and directors of the board of directors and the senior management personnel of a wholly State-owned company shall not, without the consent of the relevant State-owned assets supervision and administration authority, concurrently hold any position at any other limited liability company, company limited by shares, or any other economic organization.

第七十条 国有独资公司监事会成员不得少于五人,其中职工代表的比例不得低于三分之一,具体比例由公司章程规定。

监事会成员由国有资产监督管理机构委派;但是,监事会成员中的职工代表由公司职工代表大会选举产生。监事会主席由国有资产监督管理机构从监事会成员中指定。

监事会行使本法第五十三条第(一)项至第(三)项规定的职权和国务院规定的其他职权。

第三章 有限责任公司的股权转让

Article 70 The board of supervisors of a wholly State-owned company shall comprise at least five members, among whom the proportion of the representatives of the staff members shall not be less than one third, and the specific proportion shall be specified in the company's articles of association.

The members of the board of supervisors shall be appointed by the relevant State-owned assets supervision and administration authority, provided that the representatives of the staff members in the board of supervisors shall be elected through a general meeting of the representatives of the staff members.

The chairman of the board of supervisors shall be appointed from among the members of the board of supervisors by the State-owned assets supervision and administration authority.

The board of supervisors shall exercise the powers specified in Item (1) through to Item (3) of Article 53 of this Law and other powers provided for by the State Council.

Chapter 3: Equity Transfer of a Limited Liability Company

第七十一条 有限责任公司的股东之间可以相互转让其全部或者部分股权。

股东向股东以外的人转让股权,应当经其他股东过半数同意。股东应就其股权转让事项书面通知其他股东征求同意,其他股东自接到书面通知之日起满三十日未答复的,视为同意转让。其他股东半数以上不同意转让的,不同意的股东应当购买该转让的股权;不购买的,视为同意转让。

经股东同意转让的股权,在同等条件下,其他股东有优先购买权。两个以上股东主张行使优先购买权的,协商确定各自的购买比例;协商不成的,按照转让时各自的出资比例行使优先购买权。

公司章程对股权转让另有规定的,从其规定。

Article 71 The shareholders of a limited liability company may transfer all or part of their equity among each other.

The proposed transfer of equity by a shareholder to any non-shareholder party shall be subject to the consent of more than half of the other shareholders. The shareholder shall notify the other shareholders in writing of the matters on the proposed equity transfer for their consent. Failure to reply by any of the other shareholders within 30 days upon receipt of the written notice shall be deemed as consent to the transfer. Where more than half of the other shareholders do not consent to the transfer, such non-consenting shareholders shall purchase the equity to be transferred; failure to purchase the equity shall be deemed as consent to the transfer.

With respect to any equity to be transferred with the consent of the shareholders, those shareholders other than the transferring party shall have the preemptive right under the same conditions. Where two or more shareholders claim to exercise their preemptive right, they shall determine the proportional ratio for purchase through consultation. Where the consultation fails, the preemptive right shall be exercised in proportion to their respective capital contribution at the time of the transfer.

The provisions on equity transfer otherwise prescribed by the articles of association of a company shall prevail.

第七十二条 人民法院依照法律规定的强制执行程序转让股东的股权时,应当通知公司及全体股东,其他股东在同等条件下有优先购买权。其他股东自人民法院通知之日起满二十日不行使优先购买权的,视为放弃优先购买权。

Article 72 A people's court shall, when transferring a shareholder's equity pursuant to the

mandatory enforcement procedures under the law, notify the company and all the shareholders that the other shareholders have the preemptive right under the same conditions. The other shareholders who fail to exercise their preemptive right within 20 days of such notification shall be deemed to have waived their preemptive right.

第七十三条 依照本法第七十一条、第七十二条转让股权后,公司应当注销原股东的出资证明书,向新股东签发出资证明书,并相应修改公司章程和股东名册中有关股东及其出资额的记载。对公司章程的该项修改不需再由股东会表决。

Article 73 After transfer of any equity pursuant to Article 71 and Article 72 of this Law, the company concerned shall deregister the capital contribution certificate of the original shareholder, issue a capital contribution certificate to the new shareholder, and modify the records on the shareholder and the capital contributions thereof in the company's articles of association and the shareholder register accordingly. The shareholders' meeting is not required to vote on the said modification to the company's articles of association.

第七十四条 有下列情形之一的,对股东会该项决议投反对票的股东可以请求公司按照合理的价格收购其股权:

(一)公司连续五年不向股东分配利润,而公司该五年连续盈利,并且符合本法规定的分配利润条件的;

(二)公司合并、分立、转让主要财产的;

(三)公司章程规定的营业期限届满或者章程规定的其他解散事由出现,股东会会议通过决议修改章程使公司存续的。

自股东会会议决议通过之日起六十日内,股东与公司不能达成股权收购协议的,股东可以自股东会会议决议通过之日起九十日内向人民法院提起诉讼。

Article 74 Under any of the following circumstances, a shareholder of a company who votes against a resolution of the shareholders' meeting may request the company to acquire the equity thereof at a reasonable price:

(1) Where the company fails to distribute any profit to its shareholders for five consecutive years, while being profitable during those five consecutive years and satisfying the conditions on profit distribution specified in this Law;

(2) Where the company is merged or divided, or it transfers its primary property; or

(3) Where upon the expiration of the term of operation specified in the company's articles of association or the occurrence of any other cause of dissolution specified therein, a resolution is adopted at a shareholders' meeting to modify the articles of association to the effect that the company continues to exist.

If the shareholder fails to reach an agreement with the company on equity acquisition within 60 days after the resolution of the shareholders' meeting is adopted, the shareholder may file an action with a competent people's court within 90 days after the resolution of the shareholders' meeting is adopted.

第七十五条 自然人股东死亡后,其合法继承人可以继承股东资格;但是,公司章程另有规定的除外。

第四章 股份有限公司的设立和组织机构

第一节 设立

Article 75 After the death of a natural person shareholder of a company, the lawful successor thereof may succeed to the shareholder capacity, unless otherwise specified in the company's articles of association.

Chapter 4: Establishment and Organizational Structure of a Company Limited by Shares

Section 1: Establishment

第七十六条 设立股份有限公司,应当具备下列条件:

- (一)发起人符合法定人数;
- (二)有符合公司章程规定的全体发起人认购的股本总额或者募集的实收股本总额;
- (三)股份发行、筹办事项符合法律规定;
- (四)发起人制订公司章程,采用募集方式设立的经创立大会通过;
- (五)有公司名称,建立符合股份有限公司要求的组织机构;
- (六)有公司住所。

Article 76 To establish a company limited by shares, the following conditions shall be satisfied:

- (1) The number of promoters meets the statutory quorum;
- (2) The total share capital subscribed to by all promoters or total amount of paid-up share capital raised meets the requirements of the company's articles of association
- (3) The issuance of shares and the preparatory work are in compliance with the law;
- (4) The company's articles of association is formulated by the promoters, or is adopted at the inaugural meeting if the company is established by means of stock flotation;
- (5) The company has a name, and has established an organization structure that conforms to the requirements on a company limited by shares; and
- (6) The company has a domicile.

第七十七条 股份有限公司的设立,可以采取发起设立或者募集设立的方式。

发起设立,是指由发起人认购公司应发行的全部股份而设立公司。

募集设立,是指由发起人认购公司应发行股份的一部分,其余股份向社会公开募集或者向特定对象募集而设立公司。

Article 77 A company limited by shares may be established through promotion or stock flotation.

Establishment of a company through promotion shall mean that the promoters of a company establish the company by subscribing for all of the shares that shall be issued by the company.

Establishment of a company through stock flotation shall mean the promoters of a company establish the company by subscribing for part of the shares that shall be issued by the company and offering the remaining shares to the public or particular investors for subscription.

第七十八条 设立股份有限公司,应当有二人以上二百人以下发起人,其中须有半数以上的发起人在中国境内有住所。

Article 78 To establish a company limited by shares, there shall be not less than two but not more than 200 promoters, of whom more than half shall have domiciles within the territory of China.

第七十九条 股份有限公司发起人承担公司筹办事务。

发起人应当签订发起人协议,明确各自在公司设立过程中的权利和义务。

Article 79 The promoters of a company limited by shares shall be responsible for the establishment preparatory work of the company.

They shall conclude a promoters' agreement to clarify their respective rights and obligations during the course of establishment of the company.

第八十条 股份有限公司采取发起设立方式设立的,注册资本为在公司登记机关登记的全体发起人认购的股本总额。在发起人认购的股份缴足前,不得向他人募集股份。

股份有限公司采取募集方式设立的,注册资本为在公司登记机关登记的实收股本总额。

法律、行政法规以及国务院决定对股份有限公司注册资本实缴、注册资本最低限额另有规定的,从其规定。

Article 80 Where a company limited by shares is established by way of promotion, its registered capital shall be the total amount of share capital subscribed to by all promoters as registered with the relevant company registration authority. The said company is not allowed to offer shares to others for subscription before the shares subscribed to by its promoters are fully paid up.

Where a company limited by shares is established through stock flotation, the registered capital thereof shall be the actual total paid-up share capital registered at the relevant company registration authority.

The provisions otherwise prescribed by laws, administrative regulations and the decisions of the State Council on the actual payment of registered capital and the minimum registered capital of a company limited by shares shall prevail.

第八十一条 股份有限公司章程应当载明下列事项:

- (一)公司名称和住所;
- (二)公司经营范围;
- (三)公司设立方式;
- (四)公司股份总数、每股金额和注册资本;
- (五)发起人的姓名或者名称、认购的股份数、出资方式 and 出资时间;
- (六)董事会的组成、职权和议事规则;
- (七)公司法定代表人;
- (八)监事会的组成、职权和议事规则;
- (九)公司利润分配办法;
- (十)公司的解散事由与清算办法;
- (十一)公司的通知和公告办法;
- (十二)股东大会会议认为需要规定的其他事项。

Article 81 The articles of association of a company limited by shares shall set forth the following matters:

- (1) Name and domicile of the company;
- (2) Business scope of the company;
- (3) Form of establishment of the company;
- (4) Total shares, price per share, and registered capital of the company;
- (5) Names of the promoters, number of shares they have subscribed for, and forms and schedule of their capital contributions;
- (6) Composition, authorities and rules of procedure of the board of directors;
- (7) Legal representative of the company;
- (8) Composition, authorities and rules of procedure of the board of supervisors;
- (9) Methods for profit distribution of the company;
- (10) Causes for dissolution, and methods for liquidation, of the company;
- (11) Methods of notification and public announcement by the company; and
- (12) Any other matters deemed as necessary to be specified by the general meeting.

第八十二条 发起人的出资方式,适用本法第二十七条的规定。

Article 82 Article 27 of this Law shall be applicable to the forms of capital contribution by promoters.

第八十三条 以发起设立方式设立股份有限公司的,发起人应当书面认足公司章程规定其认购的股份,并按照公司章程规定缴纳出资。以非货币财产出资的,应当依法办理其财产权的转移手续。

发起人依照前款规定缴纳出资的,应当按照发起人协议承担违约责任。

发起人认足公司章程规定的出资后,应当选举董事会和监事会,由董事会向公司登记机关报送公司章程以及法律、行政法规规定的其他文件,申请设立登记。

Article 83 Where a company limited by shares is established by way of promotion, its promoters shall subscribe, in writing, to all shares that they are required to subscribe to under the company's articles of association, and make capital contributions pursuant to the company's articles of association. Where capital contributions are made with non-monetary assets, the promoters shall go through the procedures for transfer of property rights pursuant to the law.

In the event of a promoter's failure to make capital contributions in accordance with the preceding Paragraph, the promoter shall bear the liabilities for breach of contract pursuant to the promoters' agreement.

After the promoters have fully subscribed to the capital contribution prescribed by the company's articles of association, the board of directors and the board of supervisors of the company shall be elected, and the board of directors shall apply for registration of the establishment of the company by submitting the company's articles of association and other documents prescribed by laws and administrative regulations to the relevant company registration authority.

第八十四条 以募集设立方式设立股份有限公司的,发起人认购的股份不得少于公司股份总数的百分之三十五;但是,法律、行政法规另有规定的,从其规定。

Article 84 Where a company limited by shares is established through stock flotation, the shares subscribed for by the promoters shall not be less than 35 percent of the total shares of the company, unless otherwise prescribed by laws or administrative regulations.

第八十五条 发起人向社会公开募集股份,必须公告招股说明书,并制作认股书。认股书应当载明本法第八十六条所列事项,由认股人填写认购股数、金额、住所,并签名、盖章。认股人按照所认购股数缴纳股款。

Article 85 The promoters of a company limited by shares shall announce a prospectus and prepare a share subscription form if they publicly offer shares for subscription. The share subscription form shall state the items listed in Article 86 of this Law. The subscribers shall fill out the number and value of their subscribed shares and their domiciles, accompanied by their signatures or seals. The subscribers shall pay for the shares according to the number of their subscribed shares.

第八十六条 招股说明书应当附有发起人制订的公司章程,并载明下列事项:

- (一)发起人认购的股份数;
- (二)每股的票面金额和发行价格;
- (三)无记名股票的发行总数;
- (四)募集资金的用途;
- (五)认股人的权利、义务;
- (六)本次募股的起止期限及逾期未募足时认股人可以撤回所认股份的说明。

Article 86 The prospectus shall be accompanied by the company's articles of association formulated by the promoters, and shall set forth the following matters:

- (1) Number of shares subscribed for by the promoters;
- (2) Par value and issuing price per share;
- (3) Total number of bearer stocks issued;
- (4) Purposes of the funds raised;
- (5) Rights and obligations of the subscribers; and
- (6) Commencement and ending dates of the share offering, and a statement that the subscribers may withdraw their subscriptions if the shares are not fully subscribed upon the expiry of the share offer.

第八十七条 发起人向社会公开募集股份,应当由依法设立的证券公司承销,签订承销协议。

Article 87 The public share offering of promoters shall be underwritten by a lawfully-established securities company, and an underwriting agreement shall be concluded.

第八十八条 发起人向社会公开募集股份,应当同银行签订代收股款协议。

代收股款的银行应当按照协议代收和保存股款,向缴纳股款的认股人出具收款单据,并负有向有关部门出具收款证明的义务。

Article 88 When conducting a public share offering, the promoters shall conclude an agreement with a bank whereby the latter shall collect the payment for shares on behalf of the former.

The receiving bank shall collect and hold the payments for shares in accordance with the agreement, issue receipts to subscribers who have paid for their share subscriptions, and is under the obligation to provide the relevant department with the certificates for payment receipt.

第八十九条 发行股份的股款缴足后,必须经依法设立的验资机构验资并出具证明。发起人应当自股款缴足之日起三十日内主持召开公司创立大会。创立大会由发起人、认股人组成。

发行的股份超过招股说明书规定的截止期限尚未募足的,或者发行股份的股款缴足后,发起人在三十日内未召开创立大会的,认股人可以按照所缴股款并加算银行同期存款利息,要求发起人返还。

Article 89 The payments for the issued shares shall, after being fully made, be subject to capital verification and issuance of a certification by a lawfully-established capital verification agency. The promoters shall convene a meeting to found the company within 30 days after the payments for the shares are fully made. The attendees at the inaugural meeting shall comprise the promoters and subscribers.

If the shares issued are not fully subscribed upon the expiry of the time limit specified in the prospectus, or if the promoters fail to convene an inaugural meeting within 30 days after the payments for the issued shares are fully made, the subscribers may require the promoters to refund their payments for the shares plus the interest calculated according to the bank deposit interest rate for that corresponding period.

第九十条 发起人应当在创立大会召开十五日前将会议日期通知各认股人或者予以公告。创立大会应有代表股份总数过半数的发起人、认股人出席,方可举行。

创立大会行使下列职权:

- (一)审议发起人关于公司筹办情况的报告;
 - (二)通过公司章程;
 - (三)选举董事会成员;
 - (四)选举监事会成员;
 - (五)对公司的设立费用进行审核;
 - (六)对发起人用于抵作股款的财产的作价进行审核;
 - (七)发生不可抗力或者经营条件发生重大变化直接影响公司设立的,可以作出不设立公司的决议。
- 创立大会对前款所列事项作出决议,必须经出席会议的认股人所持表决权过半数通过。

Article 90 The promoters shall notify each and every subscriber of the date of the inaugural meeting or make a public announcement thereon 15 days before the meeting is held. Only when the promoters and subscribers representing more than half of the total shares are present may the inaugural meeting be held. The inaugural meeting shall exercise the following powers:

- (1) Deliberating the report of the promoters on the establishment preparatory work of the company;
- (2) Adopting the company's articles of association;
- (3) Electing the members of the board of directors;
- (4) Electing the members of the board of supervisors;
- (5) Examining and verifying the expenses incurred for the establishment of the company;
- (6) Examining and verifying the valuation of the property contributed by the promoters in lieu of payments for shares; and
- (7) Reaching a resolution on non-establishment of the company, as permitted in the occurrence of any force majeure event or material change to operating conditions that directly affects the establishment of the company.

The resolutions on any of the matters listed in the preceding Paragraph shall be passed by the subscribers who represent more than half of the voting rights of all subscribers present at the meeting.

第九十一条 发起人、认股人缴纳股款或者交付抵作股款的出资后,除未按期募足股份、发起人未按期召开创立大会或者创立大会决议不设立公司的情形外,不得抽回其股本。

Article 91 The promoters and subscribers shall not withdraw their share capital after making payments for the shares or otherwise making capital contributions in lieu of payments for shares, except where the issued shares are not fully subscribed by the specified deadline, the promoters fail to convene the inaugural meeting as scheduled, or the inaugural meeting reaches a resolution on non-establishment of the company.

第九十二条 董事会应于创立大会结束后三十日内,向公司登记机关报送下列文件,申请设立登记:

- (一)公司登记申请书;
- (二)创立大会的会议记录;
- (三)公司章程;
- (四)验资证明;
- (五)法定代表人、董事、监事的任职文件及其身份证明;
- (六)发起人的法人资格证明或者自然人身份证明;
- (七)公司住所证明。

以募集方式设立股份有限公司公开发行股票,还应当向公司登记机关报送国务院证券监督管理机构的核准文件。

Article 92 The board of directors of a company limited by shares shall, within 30 days after the conclusion of the inaugural meeting, file an application for establishment registration with the relevant company registration authority by submitting the following documents:

- (1) A written application for company registration;
- (2) Minutes of the inaugural meeting;
- (3) Articles of association of the company;
- (4) Capital verification proofs;

(5) Appointment documents and identity documents of the legal representative, directors, and supervisors;

(6) Certifications of the legal person or natural person status of the promoters; and

(7) Certification on the domicile of the company.

Where a company limited by shares established through stock flotation publicly issues shares, the approval document issued by the securities regulatory authority of the State Council shall also be submitted to the relevant company registration authority.

第九十三条 股份有限公司成立后,发起人未按照公司章程的规定缴足出资的,应当补缴;其他发起人承担连带责任。

股份有限公司成立后,发现作为设立公司出资的非货币财产的实际价额显著低于公司章程所定价额的,应当由交付该出资的发起人补足其差额;其他发起人承担连带责任。

Article 93 After the establishment of a company limited by shares, if a promoter fails to make full payment for the capital contribution as specified in the company's articles of association, the promoter shall make good the due amount, and the other promoters shall bear joint and several liabilities.

After the establishment of a company limited by shares, if the actual value of the non-monetary property used as capital contribution for the establishment of the company is found to be significantly lower than the value specified in the company's articles of association, the promoter who has made the said capital contribution shall pay up the difference, and the other promoters shall bear joint and several liabilities.

第九十四条 股份有限公司的发起人应当承担下列责任:

(一)公司不能成立时,对设立行为所产生的债务和费用负连带责任;

(二)公司不能成立时,对认股人已缴纳的股款,负返还股款并加算银行同期存款利息的连带责任;

(三)在公司设立过程中,由于发起人的过失致使公司利益受到损害的,应当对公司承担赔偿责任。

Article 94 The promoter of a company limited by shares shall bear:

(1) joint and several liabilities for the debts and expenses resulting from the activities for establishment of the company, in the event of failure to establish the company;

(2) joint and several liabilities for refunding the subscribers' payments for shares plus interest calculated according to the bank deposit interest rate for the corresponding period, in the event of failure to establish the company; and

(3) the liability for compensation to the company, in the event that the interests of the company are prejudiced due to the negligence of the promoter during the course of establishment of the company.

第九十五条 有限责任公司变更为股份有限公司时,折合的实收股本总额不得高于公司净资产额。有限责任公司变更为股份有限公司,为增加资本公开发行股份时,应当依法办理。

Article 95 Where a limited liability company converts to a company limited by shares, the total actual paid-up capital converted shall not be more than the company's net assets. Where a limited liability company converts to a company limited by shares, the public offering of shares for capital increase purpose shall be conducted in accordance with the law.

第九十六条 股份有限公司应当将公司章程、股东名册、公司债券存根、股东大会会议记录、董事会会议记录、监事会会议记录、财务会计报告置备于本公司。

Article 96 A company limited by shares shall make available, at the company, its articles of association, shareholder register, counterfoils of corporate bonds, minutes of the general meetings,

minutes of the meetings of the board of directors, minutes of the meetings of the board of supervisors, and financial and accounting reports.

第九十七条 股东有权查阅公司章程、股东名册、公司债券存根、股东大会会议记录、董事会会议决议、监事会会议决议、财务会计报告,对公司的经营提出建议或者质询。

第二节 股东大会

Article 97 The shareholders of a company shall be entitled to inspect the company's articles of association, shareholder register, counterfoils of corporate bonds, minutes of the general meetings, minutes of the meetings of the board of directors, minutes of the meetings of the board of supervisors, and financial and accounting reports, and to put forward proposals or raise questions concerning the business operations of the company.

Section 2: General Meeting

第九十八条 股份有限公司股东大会由全体股东组成。股东大会是公司的权力机构,依照本法行使职权。

Article 98 The general meeting of a company limited by shares shall be composed of all the shareholders. The general meeting is the company's governing body, and shall exercise powers in accordance with this Law.

第九十九条 本法第三十七条第一款关于有限责任公司股东会职权的规定,适用于股份有限公司股东大会。

Article 99 The provisions on the powers of the shareholders' meeting of a limited liability company under Paragraph 1 of Article 37 of this Law shall be applicable to the general meeting of a company limited by shares.

第一百条 股东大会应当每年召开一次年会。有下列情形之一的,应当在两个月内召开临时股东大会:

- (一)董事人数不足本法规定人数或者公司章程所定人数的三分之二时;
- (二)公司未弥补的亏损达实收股本总额三分之一时;
- (三)单独或者合计持有公司百分之十以上股份的股东请求时;
- (四)董事会认为必要时;
- (五)监事会提议召开时;
- (六)公司章程规定的其他情形。

Article 100 The general meeting of a company shall hold an annual meeting once every year. An extraordinary general meeting shall be held within two months in the event of any of the following circumstances:

- (1) Where the number of directors is less than two thirds of the number specified in this Law or the company's articles of association;
- (2) Where the unrecovered losses of the company amount to one third of the total paid-up share capital;
- (3) Where the extraordinary general meeting is requested by one shareholder who holds, or several shareholders who jointly hold, at least ten percent of the shares of the company;
- (4) Where the board of directors deems it necessary to hold the extraordinary general meeting;
- (5) Where the extraordinary general meeting is proposed by the board of supervisors; or
- (6) Where there are any other circumstances set forth in the company's articles of association.

第一百零一条 股东大会会议由董事会召集,董事长主持;董事长不能履行职务或者不履行职务的,由副董事长主持;副董事长不能履行职务或者不履行职务的,由半数以上董事共同推举一名董事主持。

董事会不能履行或者不履行召集股东大会会议职责的,监事会应当及时召集和主持;监事会不召集和主持的,连续九十日以上单独或者合计持有公司百分之十以上股份的股东可以自行召集和主持。

Article 101 The general meeting of a company shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman is unable to or fails to perform his/her duties, the meeting shall be presided over by the vice chairman of the board of directors. If the vice chairman is unable to or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by more than half of all the directors.

If the board of directors is unable to or fails to perform its duty of convening the general meeting, the board of supervisors shall convene and preside over the meeting in a timely manner. If the board of supervisors fails to convene or preside over the meeting, one shareholder who holds, or several shareholders who jointly hold, at least ten percent of the shares of the company for at least 90 consecutive days may convene and preside over the meeting at their own discretion.

第一百零二条 召开股东大会会议,应当将会议召开的时间、地点和审议的事项于会议召开二十日前通知各股东;临时股东大会应当于会议召开十五日前通知各股东;发行无记名股票的,应当于会议召开三十日前公告会议召开的时间、地点和审议事项。

单独或者合计持有公司百分之三以上股份的股东,可以在股东大会召开十日前提出临时提案并书面提交董事会;董事会应当在收到提案后二日内通知其他股东,并将该临时提案提交股东大会审议。临时提案的内容应当属于股东大会职权范围,并有明确议题和具体决议事项。

股东大会不得对前两款通知中未列明的事项作出决议。

无记名股票持有人出席股东大会会议的,应当于会议召开五日前至股东大会闭会时将股票交存于公司。

Article 102 To convene a general meeting of a company, each shareholder shall be notified, 20 days before the meeting is held, of the time and venue of the meeting and the matters to be deliberated. To convene an extraordinary general meeting, each shareholder shall be notified 15 days before the meeting is held. Where bearer stocks are to be issued, the time and venue of the general meeting and the matters to be deliberated shall be announced 30 days before the meeting is held.

One shareholder who holds, or several shareholders who jointly hold, three percent or more of the shares of the company may submit an interim proposal in writing to the board of directors ten days before the general meeting is held. The board of directors shall, within two days upon receipt of the proposal, notify the other shareholders, and submit the said interim proposal to the general meeting for deliberation. The contents of the interim proposal shall fall within the scope of powers of the general meeting, and the proposal shall have a clear agenda and specific matters on which resolutions are to be made.

The general meeting shall not make resolutions on matters that are not clearly listed in the notices mentioned in the preceding two paragraphs.

If holders of bearer stocks attend a general meeting, they shall have their stocks kept at the company from five days before the meeting is held till the conclusion of the meeting.

第一百零三条 股东出席股东大会会议,所持每一股份有一表决权。但是,公司持有的本公司股份没有表决权。

股东大会作出决议,必须经出席会议的股东所持表决权过半数通过。但是,股东大会作出修改公司章程、增加或者减少注册资本的决议,以及公司合并、分立、解散或者变更公司形式的决议,必须经出席会议的股东所持表决权的三分之二以上通过。

Article 103 A shareholder of a company present at a general meeting shall have one voting right for each share held, provided that the company shall have no voting right for the shares held by itself. Any

resolution of the general meeting shall be passed by the shareholders representing more than half of the voting rights of all shareholders present at the meeting. However, a resolution of the general meeting on modification of the articles of association, increase or reduction of the registered capital, merger, division or dissolution, or the conversion of the company shall be passed by the shareholders representing more than two thirds of the voting rights of all shareholders present at the meeting.

第一百零四条 本法和公司章程规定公司转让、受让重大资产或者对外提供担保等事项必须经股东大会作出决议的,董事会应当及时召集股东大会会议,由股东大会就上述事项进行表决。

Article 104 With regard to any matter that shall be subject to a resolution by the general meeting of a company as specified in this Law and the company's articles of association, such as the company's transfer of any substantial assets to, or acceptance of the transfer of the same from, another party, or the company's provision of guarantee for an external party, the board of directors shall convene a general meeting in a timely manner for the latter to vote on any such matter.

第一百零五条 股东大会选举董事、监事,可以依照公司章程的规定或者股东大会的决议,实行累积投票制。

本法所称累积投票制,是指股东大会选举董事或者监事时,每一股份拥有与应选董事或者监事人数相同的表决权,股东拥有的表决权可以集中使用。

Article 105 The general meeting of a company shall elect directors and supervisors and may, in accordance with the company's articles of association or a resolution of the general meeting, adopt a cumulative voting system.

For the purpose of this Law, a cumulative voting system shall mean that, in the election of directors or supervisors by the general meeting, the number of voting rights under each share is the same as the number of directors or supervisors to be elected, and that the shareholders may cast all of their votes for a single candidate.

第一百零六条 股东可以委托代理人出席股东大会会议,代理人应当向公司提交股东授权委托书,并在授权范围内行使表决权。

Article 106 A shareholder of a company may authorize a proxy to attend a general meeting. The proxy shall submit to the company a power of attorney issued by the shareholder, and shall exercise voting rights within the authorized scope.

第一百零七条 股东大会应当对所议事项的决定作成会议记录,主持人、出席会议的董事应当在会议记录上签名。会议记录应当与出席股东的签名册及代理出席的委托书一并保存。

第三节 董事会、经理

Article 107 Minutes shall be prepared by the general meeting for the decisions on the matters discussed [at each of the general meetings]. The chairman of the meeting and the directors present at the meeting shall affix their signatures thereto. The minutes shall be kept together with the book of signatures of the shareholders present as well as the documents of the power of attorney for the proxies present.

Section 3: Board of Directors; Managers

第一百零八条 股份有限公司设董事会,其成员为五人至十九人。

董事会成员中可以有公司职工代表。董事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

本法第四十五条关于有限责任公司董事任期的规定,适用于股份有限公司董事。

本法第四十六条关于有限责任公司董事会职权的规定,适用于股份有限公司董事会。

Article 108 A company limited by shares shall have a board of directors that is to be composed of 5

to 19 members.

The board of directors may include representatives of the staff members of the company who shall be elected democratically through a general meeting of the representatives of the staff members, a general meeting of staff members, or in other forms.

The provisions of Article 45 of this Law on the term of office of the directors of a limited liability company shall be applicable to the directors of a company limited by shares.

The provisions of Article 46 of this Law on the powers of the board of directors of a limited liability company shall be applicable to the board of directors of a company limited by shares.

第一百零九条 董事会设董事长一人,可以设副董事长。董事长和副董事长由董事会以全体董事的过半数选举产生。

董事长召集和主持董事会会议,检查董事会决议的实施情况。副董事长协助董事长工作,董事长不能履行职务或者不履行职务的,由副董事长履行职务;副董事长不能履行职务或者不履行职务的,由半数以上董事共同推举一名董事履行职务。

Article 109 The board of directors shall have one chairman and may have one or more vice chairmen. The chairman and vice chairmen of the board of directors shall be elected by more than half of all the directors.

The chairman of the board of directors shall convene and preside over the meetings of the board of directors to inspect the implementation of the resolutions of the board of directors. The vice chairmen shall assist the chairman's work. If the chairman is unable to or fails to perform his/her duties, a vice chairman shall perform the duties instead. If the vice chairman is unable to or fails to perform his/her duties, a director jointly elected by more than half of all the directors shall perform the duties.

第一百一十条 董事会每年度至少召开两次会议,每次会议应当于会议召开十日前通知全体董事和监事。

代表十分之一以上表决权的股东、三分之一以上董事或者监事会,可以提议召开董事会临时会议。董事长应当自接到提议后十日内,召集和主持董事会会议。

董事会召开临时会议,可以另定召集董事会的通知方式和通知时限。

Article 110 The board of directors shall convene at least two meetings annually. All the directors and supervisors shall be notified ten days before a meeting is held.

Shareholders representing more than one tenth of the voting rights, more than one third of all directors, or the board of supervisors may propose to convene an interim meeting of the board of directors. The chairman of the board of directors shall convene and preside over an interim meeting of the board of directors within ten days upon receipt of the proposal.

The ways and time limit of notification for convening an interim meeting of the board of directors may be decided separately.

第一百一十一条 董事会会议应有过半数的董事出席方可举行。董事会作出决议,必须经全体董事的过半数通过。

董事会决议的表决,实行一人一票。

Article 111 A meeting of the board of directors may be held only when more than half of all the directors are present. A resolution of the board of directors shall be passed by more than half of all the directors.

In voting on a resolution of the board of directors, one person shall be entitled to only one vote.

第一百一十二条 董事会会议,应由董事本人出席;董事因故不能出席,可以书面委托其他董事代为出席

,委托书中应载明授权范围。

董事会应当对会议所议事项的决定作成会议记录,出席会议的董事应当在会议记录上签名。

董事应当对董事会的决议承担责任。董事会的决议违反法律、行政法规或者公司章程、股东大会决议,致使公司遭受严重损失的,参与决议的董事对公司负赔偿责任。但经证明在表决时曾表明异议并记载于会议记录的,该董事可以免除责任。

Article 112 The directors shall attend the meetings of the board of directors in person. Any director who is unable to attend a meeting for a certain reason may authorize, in writing, another director to attend the meeting as a proxy, and the scope of authority shall be stated in the power of attorney.

Minutes shall be prepared by the board of directors for the decisions on the matters discussed [at each of the meetings of the board of directors]. The directors present at the meeting shall affix their signatures thereto.

The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors is in violation of laws, administrative regulations, the company's articles of association or a resolution of its general meeting, and causes heavy losses to the company, the directors who participate in adopting the resolution shall be liable for compensation, provided that a director may be exempted from liabilities if it is proved that he/she has expressed objections at the time of voting and such objections are recorded in the meeting minutes.

第一百一十三条 股份有限公司设经理,由董事会决定聘任或者解聘。

本法第四十九条关于有限责任公司经理职权的规定,适用于股份有限公司经理。

Article 113 A company limited by shares shall have a manager whose employment and dismissal shall be decided by the board of directors.

The provisions of Article 49 of this Law on the authorities of the manager of a limited liability company shall apply to the manager of a company limited by shares.

第一百一十四条 公司董事会可以决定由董事会成员兼任经理。

Article 114 The board of directors of a company may decide to appoint a member of the board of directors to concurrently hold the post of the manager of the company.

第一百一十五条 公司不得直接或者通过子公司向董事、监事、高级管理人员提供借款。

Article 115 A company shall not, either directly or through any of its subsidiaries, provide loans to any director, supervisor or senior management personnel.

第一百一十六条 公司应当定期向股东披露董事、监事、高级管理人员从公司获得报酬的情况。

第四节 监事会

Article 116 A company shall regularly disclose to its shareholders information on the remunerations obtained by the directors, supervisors and senior management personnel from the company.

Section 4: Board of Supervisors

第一百一十七条 股份有限公司设监事会,其成员不得少于三人。

监事会应当包括股东代表和适当比例的公司职工代表,其中职工代表的比例不得低于三分之一,具体比例由公司章程规定。监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

监事会设主席一人,可以设副主席。监事会主席和副主席由全体监事过半数选举产生。监事会主席召集和主持监事会会议;监事会主席不能履行职务或者不履行职务的,由监事会副主席召集和主持监事会会议;监事会副主席不能履行职务或者不履行职务的,由半数以上监事共同推举一名监事召集和主持监事会会议。

董事、高级管理人员不得兼任监事。

本法第五十二条关于有限责任公司监事任期的规定,适用于股份有限公司监事。

Article 117 A company limited by shares shall have a board of supervisors that is to be composed of at least three members.

The board of supervisors shall include representatives of the shareholders and an appropriate proportion of representatives of the staff members of the company. The specific proportion of the representatives of the staff members shall be specified in the company's articles of association, subject to a minimum of one third. The representatives of the staff members on the board of supervisors shall be elected democratically by the staff members through a general meeting of the representatives of the staff members, a general meeting of staff members, or in other forms.

The board of supervisors shall have one chairman and one or more vice chairmen. The chairman and vice chairmen of the board of supervisors shall be elected by more than half of all the supervisors. The chairman of the board of supervisors shall convene and preside over the meetings of the board of supervisors. If the chairman of the board of supervisors is unable to or fails to perform his/her duties, the meeting may be convened and presided over by a vice chairman. If the vice chairman is unable to or fails to perform his/her duties, the meeting may be convened and presided over by a supervisor jointly elected by more than half of all the supervisors.

No director or senior management personnel may concurrently hold the post of a supervisor.

The provisions on the term of office of the supervisors of a limited liability company as specified in Article 52 of this Law shall be applicable to the supervisors of a company limited by shares.

第一百一十八条 本法第五十三条、第五十四条关于有限责任公司监事会职权的规定,适用于股份有限公司监事会。

监事会行使职权所必需的费用,由公司承担。

Article 118 The provisions on the powers of the board of supervisors of a limited liability company under Article 53 and Article 54 of this Law shall be applicable to the board of supervisors of a company limited by shares.

The necessary expenses incurred by the board of supervisors for exercise of its powers shall be borne by the company.

第一百一十九条 监事会每六个月至少召开一次会议。监事可以提议召开临时监事会会议。

监事会的议事方式和表决程序,除本法有规定的外,由公司章程规定。

监事会决议应当经半数以上监事通过。

监事会应当对所议事项的决定作成会议记录,出席会议的监事应当在会议记录上签名。

第五节 上市公司组织机构的特别规定

Article 119 The board of supervisors of a company shall hold at least one meeting every six months. The supervisors may propose to convene interim meetings of the board of supervisors.

The rules of procedure and voting procedures of the board of supervisors shall be set forth in the company's articles of association, unless otherwise specified in this Law.

A resolution of the board of supervisors shall be passed by more than half of all the supervisors.

Minutes shall be prepared by the board of supervisors for the decisions on the matters discussed [at each of the meetings of the board of supervisors]. The supervisors present at the meeting shall affix their signatures thereto.

Section 5: Special Provisions on the Organizational Structure of a Listed Company

第一百二十条 本法所称上市公司,是指其股票在证券交易所上市交易的股份有限公司。

Article 120 For the purpose of this Law, a listed company shall refer to a company limited by shares whose stocks are listed and traded on a securities exchange.

第一百二十一条 上市公司在一年内购买、出售重大资产或者担保金额超过公司资产总额百分之三十的,应当由股东大会作出决议,并经出席会议的股东所持表决权的三分之二以上通过。

Article 121 Where the value of the purchase or sale of any substantial assets by a listed company or the provision of guarantee exceeds 30 percent of the total asset value of the listed company within a given year, a resolution shall be made by the general meeting, and shall be passed by the shareholders representing more than two thirds of the voting rights of all the shareholders present at the meeting.

第一百二十二条 上市公司设立独立董事,具体办法由国务院规定。

Article 122 A listed company shall have independent directors. Detailed measures in this regard shall be specified by the State Council.

第一百二十三条 上市公司设董事会秘书,负责公司股东大会和董事会会议的筹备、文件保管以及公司股东资料的管理,办理信息披露事务等事宜。

Article 123 A listed company shall have a secretary of the board of directors to be responsible for such matters as preparing for general meetings and the meetings of the board of directors, properly keeping documents, managing the data on the company's shareholders, and disclosing relevant information.

第一百二十四条 上市公司董事与董事会会议决议事项所涉及的企业有关联关系的,不得对该项决议行使表决权,也不得代理其他董事行使表决权。该董事会会议由过半数的无关联关系董事出席即可举行,董事会会议所作决议须经无关联关系董事过半数通过。出席董事会的无关联关系董事人数不足三人的,应将该事项提交上市公司股东大会审议。

第五章 股份有限公司的股份发行和转让

第一节 股份发行

Article 124 Any director of a listed company who is affiliated with any enterprise involved in the matters under any resolution made at a meeting of the board of directors shall be prohibited from exercising voting rights concerning that resolution, nor may that director vote on behalf of any other directors. The meeting of the board of directors may be held with the presence of more than half of all the non-affiliated directors. A resolution made at such meeting of the board of directors shall be passed by more than half of all the non-affiliated directors. If the number of non-affiliated directors present is less than three, the matter shall be submitted to the general meeting of the listed company for deliberation.

Chapter 5: Issuance and Transfer of Shares Held of a Company Limited by Shares

Section 1: Issuance of Shares

第一百二十五条 股份有限公司的资本划分为股份,每一股的金额相等。
公司的股份采取股票的形式。股票是公司签发的证明股东所持股份的凭证。

Article 125 The capital of a company limited by shares shall be divided into shares, and each share shall have the same value.

The shares of the company are represented in stocks. Stocks are certificates issued by the company to certify the shares held by its shareholders.

第一百二十六条 股份的发行,实行公平、公正的原则,同种类的每一股份应当具有同等权利。

同次发行的同种类股票,每股的发行条件和价格应当相同;任何单位或者个人所认购的股份,每股应当支付相同价额。

Article 126 Shares shall be issued in accordance with the principles of fairness and impartiality. Each share of the same class shall be entitled to the same rights.

With regard to the shares of the same class that are issued at the same time, the issuing conditions and price for each share shall be the same. Any entity or individual shall pay the same price for each of the shares subscribed for.

第一百二十七条 股票发行价格可以按票面金额,也可以超过票面金额,但不得低于票面金额。

Article 127 The issuing price of a share may be at or above the par value, but shall not be below the par value.

第一百二十八条 股票采用纸面形式或者国务院证券监督管理机构规定的其他形式。

股票应当载明下列主要事项:

- (一)公司名称;
- (二)公司成立日期;
- (三)股票种类、票面金额及代表的股份数;
- (四)股票的编号。

股票由法定代表人签名,公司盖章。

发起人的股票,应当标明发起人股票字样。

Article 128 Stocks shall be in paper form or in other forms specified by the securities regulatory authority of the State Council.

A stock shall set forth the following major matters:

- (1) Name of the company;
- (2) Date of establishment of the company;
- (3) Class and par value of the stock, and the number of shares that it represents; and
- (4) Serial number of the stock.

Stocks shall bear the signature of the legal representative and the seal of the company.

The stocks for promoters shall be marked with the characters "发起人股票" (promoters' stocks).

第一百二十九条 公司发行的股票,可以为记名股票,也可以为无记名股票。

公司向发起人、法人发行的股票,应当为记名股票,并应当记载该发起人、法人的名称或者姓名,不得另立户名或者以代表人姓名记名。

Article 129 The shares issued by a company may be either registered stocks or bearer stocks.

The stocks issued by a company to a promoter or a legal person shall be registered stocks, with the name of the promoter or legal person recorded thereon. Such stocks shall not be registered under any other name or in the name of a representative.

第一百三十条 公司发行记名股票的,应当置备股东名册,记载下列事项:

- (一)股东的姓名或者名称及住所;
- (二)各股东所持股份数;
- (三)各股东所持股票的编号;
- (四)各股东取得股份的日期。

发行无记名股票的,公司应当记载其股票数量、编号及发行日期。

Article 130 A company that issues registered stocks shall prepare and make available a shareholder register to record the following matters:

- (1) Names and domiciles of the shareholders;
- (2) Number of shares held by each shareholder;
- (3) Serial numbers of the stocks held by each shareholder; and
- (4) Date on which each shareholder obtains the shares.

A company that issues bearer stocks shall record the volume and the serial numbers of the stocks issued, and the issuance date of each of the stocks.

第一百三十一条 国务院可以对公司发行本法规定以外的其他种类的股份,另行作出规定。

Article 131 The State Council may separately formulate provisions on the issuance of shares of classes other than those provided for in this Law.

第一百三十二条 股份有限公司成立后,即向股东正式交付股票。公司成立前不得向股东交付股票。

Article 132 Once a company limited by shares is established, its stocks shall be formally delivered to the shareholders. No stocks may be delivered to the shareholders prior to the establishment of the company.

第一百三十三条 公司发行新股,股东大会应当对下列事项作出决议:

- (一)新股种类及数额;
- (二)新股发行价格;
- (三)新股发行的起止日期;
- (四)向原有股东发行新股的种类及数额。

Article 133 Where a company issues new shares, a resolution on the following matters shall be made by the general meeting:

- (1) Type and number of the new shares;
- (2) Issuing price of the new shares;
- (3) Commencement and ending dates for the issuance of the new shares; and
- (4) Class and number of the new shares to be issued to the existing shareholders.

第一百三十四条 公司经国务院证券监督管理机构核准公开发行新股时,必须公告新股招股说明书和财务会计报告,并制作认股书。

本法第八十七条、第八十八条的规定适用于公司公开发行新股。

Article 134 Where a company issues new shares to the public upon verification and approval of the securities regulatory authority of the State Council, the company shall release the prospectus for the new shares and its financial and accounting reports, and prepare a share subscription form.

Article 87 and Article 88 of this Law shall be applicable to the public offering of new shares by a company.

第一百三十五条 公司发行新股,可以根据公司经营情况和财务状况,确定其作价方案。

Article 135 A company that issues new shares may, according to its operational and financial conditions, determine a plan for the pricing of the shares.

第一百三十六条 公司发行新股募足股款后,必须向公司登记机关办理变更登记,并公告。

第二节 股份转让

Article 136 A company shall, upon receipt of all the payments for its newly issued shares, go through the formalities for change of registration with the relevant company registration authority and make public the same.

Section 2: Transfer of Shares

第一百三十七条 股东持有的股份可以依法转让。

Article 137 The shares held by shareholders are transferrable under the law.

第一百三十八条 股东转让其股份,应当在依法设立的证券交易场所进行或者按照国务院规定的其他方式进行。

Article 138 Shareholders shall transfer their shares at lawfully-established securities exchanges or by other means provided for by the State Council.

第一百三十九条 记名股票,由股东以背书方式或者法律、行政法规规定的其他方式转让;转让后由公司将受让人的姓名或者名称及住所记载于股东名册。

股东大会召开前二十日内或者公司决定分配股利的基准日前五日内,不得进行前款规定的股东名册的变更登记。但是,法律对上市公司股东名册变更登记另有规定的,从其规定。

Article 139 Registered stocks shall be transferred through endorsement by the relevant shareholder or by any other means specified in laws or administrative regulations. After the transfer, the company concerned shall record the transferee's name and domicile in the shareholder register.

Within 20 days before the general meeting is held, or within five days prior to the benchmark date determined by the company for dividend distribution, the formalities for change of registration of the shareholder register specified in the preceding Paragraph shall not be effected, unless otherwise prescribed by laws on the change of registration of the shareholder register of a listed company.

第一百四十条 无记名股票的转让,由股东将该股票交付给受让人后即发生转让的效力。

Article 140 The transfer of bearer stocks shall become valid upon the delivery of the said stocks to the transferee by the relevant shareholder.

第一百四十一条 发起人持有的本公司股份,自公司成立之日起一年内不得转让。公司公开发行股份前已发行的股份,自公司股票在证券交易所上市交易之日起一年内不得转让。

公司董事、监事、高级管理人员应当向公司申报所持有的本公司的股份及其变动情况,在任职期间每年转让的股份不得超过其所持有本公司股份总数的百分之二十五;所持本公司股份自公司股票上市交易之日起一年内不得转让。上述人员离职后半年内,不得转让其所持有的本公司股份。公司章程可以对公司董事、监事、高级管理人员转让其所持有的本公司股份作出其他限制性规定。

Article 141 The shares of a company by the promoters thereof shall not be transferred within one year of the date of establishment of the company. The shares issued before the public offering of shares by the company shall not be transferred within one year of the date on which the stocks of the company are listed and traded on a securities exchange.

The directors, supervisors, and senior management personnel of the company shall declare, to the company, information on their holdings of the shares of the company and the changes thereto. The shares transferrable by them during each year of their term of office shall not exceed 25 percent of their total holdings of the shares of the company. The shares that they held in the company shall not be transferred within one year of the date on which the stocks of the company are listed and traded. The aforesaid persons shall not transfer their shares of the company within six months of their departure from the

company. The company's articles of association may set forth other restrictive provisions on the transfer of the shares of the company held by the directors, supervisors, and senior management personnel.

第一百四十二条 公司不得收购本公司股份。但是,有下列情形之一的除外:

- (一)减少公司注册资本;
- (二)与持有本公司股份的其他公司合并;
- (三)将股份奖励给本公司职工;
- (四)股东因对股东大会作出的公司合并、分立决议持异议,要求公司收购其股份的。

公司因前款第(一)项至第(三)项的原因收购本公司股份的,应当经股东大会决议。公司依照前款规定收购本公司股份后,属于第(一)项情形的,应当自收购之日起十日内注销;属于第(二)项、第(四)项情形的,应当在六个月内转让或者注销。

公司依照第一款第(三)项规定收购的本公司股份,不得超过本公司已发行股份总额的百分之五;用于收购的资金应当从公司的税后利润中支出;所收购的股份应当在一年内转让给职工。

公司不得接受本公司的股票作为质押权的标的。

Article 142 A company shall be prohibited from acquiring its own shares, except as under any of the following circumstances:

- (1) The company reduces the registered capital thereof;
- (2) The company merges with another company that holds its shares;
- (3) The company rewards its staff members with shares; or
- (4) Any shareholder of the company raises objections to a resolution made by the general meeting on the merger or division of the company, and therefore requests the company to acquire its holdings of shares.

The acquisition of its own shares by the company under Item (1) through to Item (3) of the preceding Paragraph shall be subject to a resolution of the general meeting. After the company has acquired its own shares in accordance with the preceding Paragraph, it shall deregister such shares within ten days of the date of acquisition, if the acquisition falls under Item (1); or transfer or deregister such shares within six months, if the acquisition falls under Item (2) or Item (4).

Where a company acquires its own shares under Item (3) of Paragraph 1, the shares to be acquired shall not exceed five percent of the total outstanding shares of the company. The funds for the acquisition shall be sourced from the after-tax profit of the company. The shares so acquired shall be transferred to its staff members within one year.

A company shall not accept any pledge with its own stocks as the subject matter.

第一百四十三条 记名股票被盗、遗失或者灭失,股东可以依照《中华人民共和国民事诉讼法》规定的公示催告程序,请求人民法院宣告该股票失效。人民法院宣告该股票失效后,股东可以向公司申请补发股票。

Article 143 Where any registered stocks are stolen, lost or damaged, the shareholder concerned may, pursuant to the procedures of public notice for assertion of claim provided for in the Civil Procedure Law of the People's Republic of China, request a competent people's court to declare the stocks invalid. After the people's court has so declared, the said shareholder may apply to the company concerned for re-issuance of the stocks.

第一百四十四条 上市公司的股票,依照有关法律、行政法规及证券交易所交易规则上市交易。

Article 144 The stocks of a listed company shall be listed and traded in accordance with relevant laws, administrative regulations and the trading rules of the securities exchange concerned.

第一百四十五条 上市公司必须依照法律、行政法规的规定,公开其财务状况、经营情况及重大诉讼,在每会计年度内半年公布一次财务会计报告。

第六章 公司董事、监事、高级管理人员的资格和义务

Article 145 A listed company shall, in accordance with laws and administrative regulations, disclose its financial position, operational conditions and material lawsuits, and publish its financial and accounting reports once every six months in each accounting year.

Chapter 6: Qualifications and Obligations of the Directors, Supervisors, and Senior Management Personnel of a Company

第一百四十六条 有下列情形之一的,不得担任公司的董事、监事、高级管理人员:

- (一)无民事行为能力或者限制民事行为能力;
 - (二)因贪污、贿赂、侵占财产、挪用财产或者破坏社会主义市场经济秩序,被判处有期徒刑,执行期满未逾五年,或者因犯罪被剥夺政治权利,执行期满未逾五年;
 - (三)担任破产清算的公司、企业的董事或者厂长、经理,对该公司、企业的破产负有个人责任的,自该公司、企业破产清算完结之日起未逾三年;
 - (四)担任因违法被吊销营业执照、责令关闭的公司、企业的法定代表人,并负有个人责任的,自该公司、企业被吊销营业执照之日起未逾三年;
 - (五)个人所负数额较大的债务到期未清偿。
- 公司违反前款规定选举、委派董事、监事或者聘任高级管理人员的,该选举、委派或者聘任无效。
董事、监事、高级管理人员在任职期间出现本条第一款所列情形的,公司应当解除其职务。

Article 146 Whoever is under any of the following circumstances is not allowed to assume the post of a director, supervisor, or senior management person of a company:

- (1) He/she has no or limited civil capacity;
- (2) He/she has been sentenced to criminal punishments due to corruption, bribery, embezzlement of property, misappropriation of property, or disrupting the order of the socialist market economy, and less than five years have elapsed since the punishments are fully executed; or he/she has been deprived of political rights due to any criminal offense, and less than five years have elapsed since the punishment is fully executed;
- (3) He/she has served as a director, factory manager or manager of a company or enterprise that is bankrupt and liquidated, and is personally liable for the bankruptcy of the company or enterprise, and less than three years have elapsed since the date of completion of the bankruptcy liquidation of the company or enterprise;
- (4) He/she has served as the legal representative of a company or enterprise that has its business license revoked and is ordered to close down due to violations of the law, and is personally liable for such punishment, and less than three years have elapsed since the date of revocation of the business license of the company or enterprise; or
- (5) He/she has a relatively large amount of overdue debts.

If the company elects or appoints any director or supervisor, or engages any senior management personnel in violation of the preceding Paragraph, the election, appointment or engagement shall be invalid.

The company shall remove a director, supervisor or senior management person from his/her post if he/she falls under any of the circumstances described in Paragraph 1 of this Article during the term of office.

第一百四十七条 董事、监事、高级管理人员应当遵守法律、行政法规和公司章程,对公司负有忠实

义务和勤勉义务。

董事、监事、高级管理人员不得利用职权收受贿赂或者其他非法收入,不得侵占公司的财产。

Article 147 The directors, supervisors and senior management personnel of a company shall abide by laws, administrative regulations and the company's articles of association. They shall be faithful and diligent to the company.

No director, supervisor or senior management personnel may, by abusing their powers, take any bribe or other illegal gains, or encroach on the property of the company.

第一百四十八条 董事、高级管理人员不得有下列行为:

- (一)挪用公司资金;
 - (二)将公司资金以其个人名义或者以其他个人名义开立账户存储;
 - (三)违反公司章程的规定,未经股东会、股东大会或者董事会同意,将公司资金借贷给他人或者以公司财产为他人提供担保;
 - (四)违反公司章程的规定或者未经股东会、股东大会同意,与本公司订立合同或者进行交易;
 - (五)未经股东会或者股东大会同意,利用职务便利为自己或者他人谋取属于公司的商业机会,自营或者为他人经营与所任职公司同类的业务;
 - (六)接受他人与公司交易的佣金归为己有;
 - (七)擅自披露公司秘密;
 - (八)违反对公司忠实义务的其他行为。
- 董事、高级管理人员违反前款规定所得的收入应当归公司所有。

Article 148 A director or senior management person of a company is prohibited from any of the following acts:

- (1) Misappropriating the funds of the company;
- (2) Opening an account in his/her own name or the name of any other individual to deposit the funds of the company;
- (3) Without the consent of the shareholders' meeting, the general meeting or the board of directors, loaning the funds of the company to others or using the company's property to provide guarantee for others in violation of the company's articles of association;
- (4) Concluding contracts or making deals with the company in violation of the company's articles of association or without the consent of the shareholders' meeting or the general meeting;
- (5) Without the consent of the shareholders' meeting or the general meeting, seeking, for the benefit of his/her own or others, any business opportunity that belongs to the company by taking advantage of his/her powers, and operating for his/her own or for others any business that is of the same type with that of the company that he/she serves;
- (6) Accepting, and keeping in his/her possession, commissions for the transactions between others and the company;
- (7) Disclosing the company's secrets without authorization; or
- (8) Committing other acts in violation of his/her obligation of loyalty to the company.

The income gained by the director or senior management person from any of the acts listed in the preceding Paragraph shall belong to the company.

第一百四十九条 董事、监事、高级管理人员执行公司职务时违反法律、行政法规或者公司章程的规定,给公司造成损失的,应当承担赔偿责任。

Article 149 Where any director, supervisor or senior management person of a company violates

laws, administrative regulations or the company's articles of association during the performance of duties, he/she shall be liable for compensation if any loss is caused to the company.

第一百五十条 股东会或者股东大会要求董事、监事、高级管理人员列席会议的,董事、监事、高级管理人员应当列席并接受股东的质询。

董事、高级管理人员应当如实向监事会或者不设监事会的有限责任公司的监事提供有关情况和资料,不得妨碍监事会或者监事行使职权。

Article 150 Where a director, supervisor or senior management person of a company is required to attend a shareholders' meeting or a general meeting as a non-voting participant, the director, supervisor or senior management person shall do so and accept the inquiries from shareholders.

The directors and senior management personnel shall truthfully provide relevant information and materials to the board of supervisors or, in the absence thereof in a limited liability company, to the supervisors, and shall not hinder the board of supervisors or the supervisors from exercising their powers.

第一百五十一条 董事、高级管理人员有本法第一百四十九规定的情形的,有限责任公司的股东、股份有限公司连续一百八十日以上单独或者合计持有公司百分之一以上股份的股东,可以书面请求监事会或者不设监事会的有限责任公司的监事向人民法院提起诉讼;监事有本法第一百四十九条规定的情形的,前述股东可以书面请求董事会或者不设董事会的有限责任公司的执行董事向人民法院提起诉讼。

监事会、不设监事会的有限责任公司的监事,或者董事会、执行董事收到前款规定的股东书面请求后拒绝提起诉讼,或者自收到请求之日起三十日内未提起诉讼,或者情况紧急、不立即提起诉讼将会使公司利益受到难以弥补的损害的,前款规定的股东有权为了公司的利益以自己的名义直接向人民法院提起诉讼。

他人侵犯公司合法权益,给公司造成损失的,本条第一款规定的股东可以依照前两款的规定向人民法院提起诉讼。

Article 151 Where a director or senior management person falls under any of the circumstances specified in Article 149 of this Law, the shareholder(s) of a limited liability company, or one shareholder of a company limited by shares who holds, or several shareholders thereof who jointly hold, at least one percent stake in the company for at least 180 consecutive days may submit a written request to the board of supervisors or, in the absence thereof in the limited liability company, to the supervisors, to file an action with the competent people's court. Where a supervisor falls under any of the circumstances specified in Article 149 of this Law, the aforesaid shareholder(s) may submit a written request to the board of directors or, in the absence thereof in the limited liability company, to the executive directors to file an action with the competent people's court.

Where the board of supervisors or, in the absence thereof in the limited liability company, the supervisors refuse to, or if the board of directors or the executive directors refuse to, file an action upon receipt of the shareholders' written request specified in the preceding Paragraph, or fail to file an action within 30 days upon receipt thereof, or where the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the company, the shareholder(s) specified in the preceding Paragraph may, in their own name, directly file an action to the competent people's court for the interest of the company.

Where any other person infringes upon the legitimate rights and interests of the company and causes losses thereto, the shareholder(s) specified in Paragraph 1 of this Article may file an action with the competent people's court pursuant to the provisions of the preceding two paragraphs.

第一百五十二条 董事、高级管理人员违反法律、行政法规或者公司章程的规定,损害股东利益的,股东可以向人民法院提起诉讼。

第七章 公司债券

Article 152 Where a director or senior management person of a company violates laws, administrative regulations or the company's articles of association, thereby damaging the interests of the shareholder(s), the shareholder(s) may file an action with the competent people's court.

Chapter 7: Corporate Bonds

第一百五十三条 本法所称公司债券,是指公司依照法定程序发行、约定在一定期限还本付息的有价证券。

公司发行公司债券应当符合《中华人民共和国证券法》规定的发行条件。

Article 153 For the purpose of this Law, corporate bonds shall refer to the marketable securities issued by a company pursuant to statutory procedures whose principal plus interest shall be serviced within a specific time limit as agreed upon.

To issue corporate bonds, a company shall satisfy the issuing conditions provided for in the Securities Law of the People's Republic of China.

第一百五十四条 发行公司债券的申请经国务院授权的部门核准后,应当公告公司债券募集办法。

公司债券募集办法中应当载明下列主要事项:

- (一)公司名称;
- (二)债券募集资金的用途;
- (三)债券总额和债券的票面金额;
- (四)债券利率的确定方式;
- (五)还本付息的期限和方式;
- (六)债券担保情况;
- (七)债券的发行价格、发行的起止日期;
- (八)公司净资产额;
- (九)已发行的尚未到期的公司债券总额;
- (十)公司债券的承销机构。

Article 154 After the application of a company for issuing corporate bonds is approved by a department authorized by the State Council, the company shall announce the methods for offering the bonds.

The methods for offering the corporate bonds shall set forth the following major matters:

- (1) Name of the company;
- (2) Purposes of the funds raised through bond issuance;
- (3) Total amount of the corporate bonds and the par value thereof;
- (4) Method for determining the interest rate of the bonds;
- (5) Time limit and method for servicing the principal and interest;
- (6) Information on the guarantee of the bonds;
- (7) Issuing price of the bonds, and commencement and ending dates of the issuance;
- (8) Net asset value of the company;
- (9) Total amount of the outstanding corporate bonds; and
- (10) Underwriters of the corporate bonds.

第一百五十五条 公司以实物券方式发行公司债券的,必须在债券上载明公司名称、债券票面金额、利率、偿还期限等事项,并由法定代表人签名,公司盖章。

Article 155 Where a company issues corporate bonds in the form of physical bonds, such matters as

the company name, the par value, interest rate and time limit for repayment of the bonds, etc. shall be stated on the bonds which shall be signed by the legal representative and affixed with the seal of the company.

第一百五十六条 公司债券,可以为记名债券,也可以为无记名债券。

Article 156 Corporate bonds may be registered bonds or bearer bonds.

第一百五十七条 公司发行公司债券应当置备公司债券存根簿。

发行记名公司债券的,应当在公司债券存根簿上载明下列事项:

- (一)债券持有人的姓名或者名称及住所;
- (二)债券持有人取得债券的日期及债券的编号;
- (三)债券总额,债券的票面金额、利率、还本付息的期限和方式;
- (四)债券的发行日期。

发行无记名公司债券的,应当在公司债券存根簿上载明债券总额、利率、偿还期限和方式、发行日期及债券的编号。

Article 157 Where a company issues corporate bonds, it shall prepare and make available a book of counterfoils for the corporate bonds.

If the company issues registered corporate bonds, its book of counterfoils for the corporate bonds shall record the following matters:

- (1) Names and domiciles of the bondholders;
- (2) Dates on which the bondholders obtain the bonds and the serial numbers of the bonds;
- (3) Total value, par value and interest rate of the bonds, as well as the time limit and method for servicing the principal and interest; and
- (4) Issuance date of the bonds.

Where a company issues bearer corporate bonds, its book of counterfoils for the corporate bonds shall record the total value and interest rate of the bonds, the time limit and method for repayment, issuance date, and the serial numbers of the bonds.

第一百五十八条 记名公司债券的登记结算机构应当建立债券登记、存管、付息、兑付等相关制度。

Article 158 The registration and settlement institutions for registered corporate bonds shall establish relevant systems for the registration, custody, interest payment and redemption of the bonds.

第一百五十九条 公司债券可以转让,转让价格由转让人与受让人约定。

公司债券在证券交易所上市交易的,按照证券交易所的交易规则转让。

Article 159 Corporate bonds are transferable, and the transfer price shall be agreed upon by and between the transferor and the transferee.

Corporate bonds listed and traded on a securities exchange shall be transferred in accordance with the trading rules of the securities exchange.

第一百六十条 记名公司债券,由债券持有人以背书方式或者法律、行政法规规定的其他方式转让;转让后由公司将受让人的姓名或者名称及住所记载于公司债券存根簿。

无记名公司债券的转让,由债券持有人将该债券交付给受让人后即发生转让的效力。

Article 160 Registered corporate bonds shall be transferred through endorsement by the relevant bondholder or by any other means provided for by laws or administrative regulations. After the transfer,

the company concerned shall record the name and domicile of the transferee in its book of counterfoils for the corporate bonds.

The transfer of bearer corporate bonds shall come into effect upon the delivery of the said bonds to the transferee by the relevant bondholder.

第一百六十一条 上市公司经股东大会决议可以发行可转换为股票的公司债券,并在公司债券募集办法中规定具体的转换办法。上市公司发行可转换为股票的公司债券,应当报国务院证券监督管理机构核准。

发行可转换为股票的公司债券,应当在债券上标明可转换公司债券字样,并在公司债券存根簿上载明可转换公司债券的数额。

Article 161 A listed company may, subject to a resolution of the general meeting, issue corporate bonds that can be converted to shares, and shall specify the conversion methods in the offering plan of the corporate bonds. The issuance by a listed company of corporate bonds that can be converted to shares shall be subject to the verification and approval of the securities regulatory authority of the State Council.

In the event of issuance of corporate bonds that can be converted to shares, such characters as "可转换公司债券" (convertible corporate bonds) shall be indicated thereon, and the number of convertible corporate bonds shall be recorded in the company's book of counterfoils for corporate bonds.

第一百六十二条 发行可转换为股票的公司债券的,公司应当按照其转换办法向债券持有人换发股票,但债券持有人对转换股票或者不转换股票有选择权。

第八章 公司财务、会计

Article 162 Where corporate bonds that can be converted to shares are issued, a company shall issue shares in exchange for the bonds of the bondholders in accordance with the conversion methods, provided that the bondholders shall have the option as to whether or not to convert their bonds into shares.

Chapter 8: Finance and Accounting of a Company

第一百六十三条 公司应当依照法律、行政法规和国务院财政部门的规定建立本公司的财务、会计制度。

Article 163 A company shall establish its own financial and accounting systems in accordance with laws, administrative regulations and the provisions of the finance department of the State Council.

第一百六十四条 公司应当在每一会计年度终了时编制财务会计报告,并依法经会计师事务所审计。财务会计报告应当依照法律、行政法规和国务院财政部门的规定制作。

Article 164 A company shall, at the end of each accounting year, prepare a financial and accounting report which shall be audited by an accounting firm in accordance with the law.

The financial and accounting report shall be prepared in accordance with laws, administrative regulations and the provisions of the finance department of the State Council.

第一百六十五条 有限责任公司应当依照公司章程规定的期限将财务会计报告送交各股东。

股份有限公司的财务会计报告应当在召开股东大会年会的二十日前置备于本公司,供股东查阅;公开发行股票股份有限公司必须公告其财务会计报告。

Article 165 A limited liability company shall submit its financial and accounting report to each shareholder within the time limit specified in the company's articles of association.

The financial and accounting report of a company limited by shares shall be made available at the company 20 days before the annual general meeting is held for inspection by shareholders. A company

limited by shares that publicly offers shares shall announce its financial and accounting report.

第一百六十六条 公司分配当年税后利润时,应当提取利润的百分之十列入公司法定公积金。公司法定公积金累计额为公司注册资本的百分之五十以上的,可以不再提取。

公司的法定公积金不足以弥补以前年度亏损的,在依照前款规定提取法定公积金之前,应当先用当年利润弥补亏损。

公司从税后利润中提取法定公积金后,经股东会或者股东大会决议,还可以从税后利润中提取任意公积金。

公司弥补亏损和提取公积金后所余税后利润,有限责任公司依照本法第三十四条的规定分配;股份有限公司按照股东持有的股份比例分配,但股份有限公司章程规定不按持股比例分配的除外。

股东会、股东大会或者董事会违反前款规定,在公司弥补亏损和提取法定公积金之前向股东分配利润的,股东必须将违反规定分配的利润退还公司。

公司持有的本公司股份不得分配利润。

Article 166 When a company distributes its after-tax profit of the current year, ten percent of the profit shall be allocated to its statutory common reserve fund. The company is not required to do so once the cumulative amount of the statutory common reserve fund reaches 50 percent or more of the company's registered capital.

If the statutory common reserve fund of the company is not sufficient to cover its losses in previous years, the company shall use the profit of the current year to cover the losses before accruing the statutory common reserve fund in accordance with the preceding Paragraph.

After the company has accrued the statutory common reserve fund from its after-tax profit, it may, subject to a resolution of the shareholders' meeting or the general meeting, accrue discretionary common reserve fund from the after-tax profit.

After having been used to cover the losses and make allocation to the common reserve fund, the remaining after-tax profit shall be distributed in accordance with Article 34 of this Law, in the case of a limited liability company; or in proportion to the shares held by each shareholder, in the case of a company limited by shares, unless otherwise specified in its articles of association.

Where the shareholders' meeting, general meeting or board of directors violates the preceding Paragraph and distributes profit to shareholders before the company covers the losses and accrues the statutory common reserve fund, the shareholders shall return to the company the profit distributed in violation.

A company shall not distribute profits to its holdings of its own shares.

第一百六十七条 股份有限公司以超过股票票面金额的发行价格发行股份所得的溢价款以及国务院财政部门规定列入资本公积金的其他收入,应当列为公司资本公积金。

Article 167 Both the premium obtained by a company limited by shares from issuing shares at a price above the par value thereof, and other incomes that shall be included in the capital reserve fund of the company as required by the finance department of the State Council shall be included in the capital reserve fund of the company.

第一百六十八条 公司的公积金用于弥补公司的亏损、扩大公司生产经营或者转为增加公司资本。但是,资本公积金不得用于弥补公司的亏损。

法定公积金转为资本时,所留存的该项公积金不得少于转增前公司注册资本的百分之二十五。

Article 168 The common reserve fund of a company shall be used to cover the losses of the company, expand the production operations of the company, or be converted to increase the company's capital. The capital reserve fund shall not be used to cover the losses of the company.

Where the statutory common reserve fund is converted into capital, the amount thereof remaining after the conversion shall not be less than 25 percent of the registered capital of the company before the increase.

第一百六十九条 公司聘用、解聘承办公司审计业务的会计师事务所,依照公司章程的规定,由股东会、股东大会或者董事会决定。

公司股东会、股东大会或者董事会就解聘会计师事务所进行表决时,应当允许会计师事务所陈述意见。

Article 169 The engagement of any accounting firm undertaking the audit of a company, and the termination of the engagement shall, pursuant to the company's articles of association, be decided by the shareholders' meeting, the general meeting or the board of directors.

Where the shareholders' meeting, general meeting or board of directors votes on the termination of the engagement of an accounting firm, the accounting firm shall be allowed to present its opinions.

第一百七十条 公司应当向聘用的会计师事务所提供真实、完整的会计凭证、会计账簿、财务会计报告及其他会计资料,不得拒绝、隐匿、谎报。

Article 170 A company shall provide the accounting firm engaged with truthful and complete accounting proofs, account books, financial and accounting reports and other accounting materials, and may not refuse to provide or conceal any required information or make any false statements.

第一百七十一条 公司除法定的会计账簿外,不得另立会计账簿。

对公司资产,不得以任何个人名义开立账户存储。

第九章 公司合并、分立、增资、减资

Article 171 A company shall not establish any account books other than the statutory ones.

No company assets may be deposited under any account opened in any individual's name.

Chapter 9: Merger, Division or Capital Increase or Reduction of a Company

第一百七十二条 公司合并可以采取吸收合并或者新设合并。

一个公司吸收其他公司为吸收合并,被吸收的公司解散。两个以上公司合并设立一个新的公司为新设合并,合并各方解散。

Article 172 Merger of companies may either be merger by consolidation or merger by incorporation.

Merger by consolidation shall mean that a company absorbs other companies while the absorbed companies shall be dissolved.

Merger by incorporation shall mean that two or more companies merge into a newly incorporated company while all the merged parties shall be dissolved.

第一百七十三条 公司合并,应当由合并各方签订合并协议,并编制资产负债表及财产清单。公司应当自作出合并决议之日起十日内通知债权人,并于三十日内在报纸上公告。债权人自接到通知书之日起三十日内,未接到通知书的自公告之日起四十五日内,可以要求公司清偿债务或者提供相应的担保。

Article 173 In the case of a merger of companies, the parties thereto shall conclude a merger agreement and prepare the balance sheet and a list of property. The companies shall notify their creditors within ten days after the resolution on merger is made, and shall publish an announcement in newspapers within 30 days. The creditors may, within 30 days upon receipt of the written notice or, in the case of failure to receive the written notice, within 45 days of the public announcement, request the company to repay the debts or provide the corresponding guaranty.

第一百七十四条 公司合并时,合并各方的债权、债务,应当由合并后存续的公司或者新设的公司承继

Article 174 In the case of a merger of companies, the claims and debts of each of the companies to the merger shall be succeeded to by the company continuing to exist after the merger or the newly incorporated company.

第一百七十五条 公司分立,其财产作相应的分割。

公司分立,应当编制资产负债表及财产清单。公司应当自作出分立决议之日起十日内通知债权人,并于三十日内在报纸上公告。

Article 175 In the case of the division of a company, the property thereof shall be divided accordingly.

The balance sheet and a list of property of the company shall be prepared for the division thereof. The company shall notify its creditors within ten days after the resolution on division is made, and shall publish an announcement in newspapers within 30 days.

第一百七十六条 公司分立前的债务由分立后的公司承担连带责任。但是,公司在分立前与债权人就债务清偿达成的书面协议另有约定的除外。

Article 176 The companies after the division shall bear joint and several liabilities for the debts of the company prior to the division, unless otherwise agreed upon prior to the division by the company and its creditors in a written agreement concerning the settlement of debts.

第一百七十七条 公司需要减少注册资本时,必须编制资产负债表及财产清单。

公司应当自作出减少注册资本决议之日起十日内通知债权人,并于三十日内在报纸上公告。债权人自接到通知书之日起三十日内,未接到通知书的自公告之日起四十五日内,有权要求公司清偿债务或者提供相应的担保。

Article 177 Where it is necessary for a company to reduce its registered capital, it shall prepare the balance sheet and a list of property.

The company shall notify its creditors within ten days after the resolution on the reduction of the registered capital is made, and shall publish an announcement in newspapers within 30 days. The creditors shall, within 30 days upon receipt of the written notice, or in the case of the failure to receive the written notice, within 45 days after the public announcement, be entitled to request the company to repay the debts or provide the corresponding guaranty.

第一百七十八条 有限责任公司增加注册资本时,股东认缴新增资本的出资,依照本法设立有限责任公司缴纳出资的有关规定执行。

股份有限公司为增加注册资本发行新股时,股东认购新股,依照本法设立股份有限公司缴纳股款的有关规定执行。

Article 178 Where a limited liability company increases its registered capital, the capital contribution subscribed for by its shareholders for the newly increased capital shall be governed by the provisions of this Law on the capital contribution for the establishment of a limited liability company.

Where a company limited by shares issues new shares to increase its registered capital, the subscription of the new shares by its shareholders shall be governed by the provisions of this Law on the payment for shares for the establishment of a company limited by shares.

第一百七十九条 公司合并或者分立,登记事项发生变更的,应当依法向公司登记机关办理变更登记;公司解散的,应当依法办理公司注销登记;设立新公司的,应当依法办理公司设立登记。

公司增加或者减少注册资本,应当依法向公司登记机关办理变更登记。

第十章 公司解散和清算

Article 179 In the event of merger or division of a company, the formalities for change of registration shall be completed with the relevant company registration authority for changes of any registered item in accordance with the law; the company deregistration formalities shall be completed in accordance with the law if the company is dissolved; and the company establishment registration formalities shall be completed in accordance with the law if a new company is established.

In the case of any increase or reduction of a company's registered capital, relevant formalities for change of registration shall be completed with the company registration authority concerned in accordance with the law.

Chapter 10: Dissolution and Liquidation of a Company

第一百八十条 公司因下列原因解散:

- (一)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;
- (二)股东会或者股东大会决议解散;
- (三)因公司合并或者分立需要解散;
- (四)依法被吊销营业执照、责令关闭或者被撤销;
- (五)人民法院依照本法第一百八十二条的规定予以解散。

Article 180 A company may be dissolved for any of the following reasons:

- (1) The term of operation specified in the company's articles of association expires or any of the other causes of dissolution specified in the company's articles of association occurs;
- (2) The shareholders' meeting or the general meeting makes a resolution to dissolve the company;
- (3) Dissolution is required by a merger or division of the company;
- (4) The business license of the company is revoked, or the company is ordered to close down or is removed, in accordance with the law; or
- (5) A people's court decides to dissolve the company pursuant to Article 182 of this Law.

第一百八十一条 公司有本法第一百八十条第(一)项情形的,可以通过修改公司章程而存续。

依照前款规定修改公司章程,有限责任公司须经持有三分之二以上表决权的股东通过,股份有限公司须经出席股东大会会议的股东所持表决权的三分之二以上通过。

Article 181 A company under Item (1) of Article 180 of this Law may continue to exist by modifying its articles of association.

The modification of the company's articles of association in accordance with the preceding Paragraph shall be passed, in the case of a limited liability company, by the shareholders representing more than two thirds of the voting rights or, in the case of a company limited by shares, by the shareholders representing more than two thirds of the voting rights of all shareholders present at the general meeting.

第一百八十二条 公司经营管理发生严重困难,继续存续会使股东利益受到重大损失,通过其他途径不能解决的,持有公司全部股东表决权百分之十以上的股东,可以请求人民法院解散公司。

Article 182 Where a company faces difficulty in operations and management such that the interests of its shareholders will suffer heavy losses if the company continues to exist, and there is no other way to resolve the problem, the shareholders representing more than ten percent of the voting rights of all the shareholders of the company may file a request with the competent people's court to dissolve the company.

第一百八十三条 公司因本法第一百八十条第(一)项、第(二)项、第(四)项、第(五)项规定而解散的,应

当在解散事由出现之日起十五日内成立清算组,开始清算。有限责任公司的清算组由股东组成,股份有限公司的清算组由董事或者股东大会确定的人员组成。逾期不成立清算组进行清算的,债权人可以申请人民法院指定有关人员组成清算组进行清算。人民法院应当受理该申请,并及时组织清算组进行清算。

Article 183 Where a company is dissolved under Item (1), Item (2), Item (4) or Item (5) of Article 180 of this Law, a liquidation group shall be formed to commence liquidation within 15 days after a cause of dissolution occurs. The liquidation group shall be composed of shareholders, in the case of a limited liability company; or shall be composed of the candidates determined by the directors or the general meeting, in the case of a company limited by shares. Where a liquidation group is not formed to carry out liquidation within the specified time limit, the creditors may apply to the competent people's court to designate relevant personnel to form a liquidation group for liquidation. The people's court shall accept the application, and shall promptly organize a liquidation group to carry out liquidation.

第一百八十四条 清算组在清算期间行使下列职权:

- (一)清理公司财产,分别编制资产负债表和财产清单;
- (二)通知、公告债权人;
- (三)处理与清算有关的公司未了结的业务;
- (四)清缴所欠税款以及清算过程中产生的税款;
- (五)清理债权、债务;
- (六)处理公司清偿债务后的剩余财产;
- (七)代表公司参与民事诉讼活动。

Article 184 The liquidation group of a company may exercise the following powers during liquidation:

- (1) Liquidating the property of the company, and preparing the balance sheet and a list of property;
- (2) Informing the creditors of the company by notice or public announcement;
- (3) Handling the outstanding liquidation-related business of the company;
- (4) Paying off the due and payable taxes and the taxes incurred during the liquidation;
- (5) Liquidating the claims and the debts of the company;
- (6) Handling the property remaining after the full repayment of the debts of the company; and
- (7) Participating in civil litigations on behalf of the company.

第一百八十五条 清算组应当自成立之日起十日内通知债权人,并于六十日内在报纸上公告。债权人应当自接到通知书之日起三十日内,未接到通知书的自公告之日起四十五日内,向清算组申报其债权。

债权人申报债权,应当说明债权的有关事项,并提供证明材料。清算组应当对债权进行登记。

在申报债权期间,清算组不得对债权人进行清偿。

Article 185 The liquidation group of a company shall notify the creditors within ten days upon its formation, and publish an announcement on newspapers within 60 days. The creditors shall declare their claims to the liquidation group within 30 days upon receipt of the written notice or in the case of the failure to receive the written notice, within 45 days of the public announcement.

When declaring the claims, the creditors shall clarify the matters related thereto and provide supporting materials. The liquidation group shall register the claims.

During the period for declaration of claims, the liquidation group shall not make any repayment to any of the creditors.

第一百八十六条 清算组在清理公司财产、编制资产负债表和财产清单后,应当制定清算方案,并报股东会、股东大会或者人民法院确认。

公司财产在分别支付清算费用、职工的工资、社会保险费用和法定补偿金,缴纳所欠税款,清偿公司债务后的剩余财产,有限责任公司按照股东的出资比例分配,股份有限公司按照股东持有的股份比例分配。

清算期间,公司存续,但不得开展与清算无关的经营活动。公司财产在未依照前款规定清偿前,不得分配给股东。

Article 186 The liquidation group of a company shall, after having liquidated the property of the company and prepared the balance sheet and a list of property, formulate a liquidation plan which shall be submitted to the shareholders' meeting, the general meeting or the competent people's court for confirmation.

After paying off the liquidation expenses, the salaries, social insurance premiums and the statutory compensations of the staff members, the due and payable taxes and the debts of the company, the liquidation group shall distribute the remaining property, in the case of a limited liability company, in proportion to the shareholders' capital contribution or, in the case of a company limited by shares, in proportion to the shares held by each shareholder.

During the liquidation, the company shall continue to exist, but shall not carry out business activities irrelevant to the liquidation. The property of the company shall not be distributed to any shareholder before full payments have been made out of the property in accordance with the preceding Paragraph.

第一百八十七条 清算组在清理公司财产、编制资产负债表和财产清单后,发现公司财产不足清偿债务的,应当依法向人民法院申请宣告破产。

公司经人民法院裁定宣告破产后,清算组应当将清算事务移交给人民法院。

Article 187 Where the liquidation group of a company discovers, after having liquidated the property of the company and prepared the balance sheet and a list of property, that the property of the company is not sufficient for debt repayment in full, it shall apply to the competent people's court for bankruptcy declaration in accordance with the law.

After the people's court rules to declare the company bankrupt, the liquidation group shall hand over the liquidation matters to the people's court.

第一百八十八条 公司清算结束后,清算组应当制作清算报告,报股东会、股东大会或者人民法院确认,并报送公司登记机关,申请注销公司登记,公告公司终止。

Article 188 After the completion of the liquidation of a company, the liquidation group shall prepare a liquidation report which shall be submitted to the shareholders' meeting, the general meeting or the competent people's court for confirmation, and to the relevant company registration authority for the purpose of applying for the deregistration of the company and the public announcement on the termination of the company.

第一百八十九条 清算组成员应当忠于职守,依法履行清算义务。

清算组成员不得利用职权收受贿赂或者其他非法收入,不得侵占公司财产。

清算组成员因故意或者重大过失给公司或者债权人造成损失的,应当承担赔偿责任。

Article 189 The members of a liquidation group shall devote themselves to their duties and perform liquidation obligations in accordance with the law.

The members of a liquidation group shall not take advantage of their powers to accept bribes or other illegal gains, nor shall they encroach on the property of the company concerned.

A member of a liquidation group who has caused any losses to the company or its creditors intentionally or by gross negligence shall be liable for compensation.

第一百九十条 公司被依法宣告破产的,依照有关企业破产的法律实施破产清算。

第十一章 外国公司的分支机构

Article 190 Where a company is declared bankrupt pursuant to the law, bankruptcy liquidation shall be carried out in accordance with the laws on enterprise bankruptcy.

Chapter 11: Branches of a Foreign Company

第一百九十一条 本法所称外国公司是指依照外国法律在中国境外设立的公司。

Article 191 For the purpose of this Law, a foreign company shall refer to a company established outside the territory of China under a foreign law.

第一百九十二条 外国公司在中国境内设立分支机构,必须向中国主管机关提出申请,并提交其公司章程、所属国的公司登记证书等有关文件,经批准后,向公司登记机关依法办理登记,领取营业执照。

外国公司分支机构的审批办法由国务院另行规定。

Article 192 To establish a branch within the territory of China, a foreign company shall file an application with the competent authority of China and submit relevant documents such as its articles of association and the company registration certificate issued by the authority of the country where it is registered. Upon approval, the foreign company shall go through the registration formalities with the relevant company registration authority in accordance with the law and collect the business license for the branch.

Measures for examination and approval of the branches of a foreign company shall be formulated separately by the State Council.

第一百九十三条 外国公司在中国境内设立分支机构,必须在中国境内指定负责该分支机构的代表人或者代理人,并向该分支机构拨付与其所从事的经营活动相适应的资金。

对外国公司分支机构的经营资金需要规定最低限额的,由国务院另行规定。

Article 193 A foreign company shall, in establishing a branch within the territory of China, designate a representative or an agent within the territory of China to be responsible for the branch, and allocate to the branch the funds commensurate with the business activities in which the branch engages.

Other necessary provisions on the minimum amount of the operational funds for a branch of a foreign company shall be separately formulated by the State Council.

第一百九十四条 外国公司的分支机构应当在其名称中标明该外国公司的国籍及责任形式。

外国公司的分支机构应当在本机构中置备该外国公司章程。

Article 194 A branch of a foreign company shall include, in its name, the country of origin and the form of liability of the foreign company.

A branch of a foreign company shall make available, at the branch's premises, the articles of association of the foreign company.

第一百九十五条 外国公司在中国境内设立的分支机构不具有中国法人资格。

外国公司对其分支机构在中国境内进行经营活动承担民事责任。

Article 195 A branch established within the territory of China by a foreign company is not qualified as a Chinese legal person.

A foreign company shall bear civil liabilities for the business activities carried out by its branches within the territory of China.

第一百九十六条 经批准设立的外国公司分支机构,在中国境内从事业务活动,必须遵守中国的法律,不

得损害中国的社会公共利益,其合法权益受中国法律保护。

Article 196 When conducting business activities within the territory of China, branches of foreign companies that are established upon approval shall comply with Chinese laws, and shall not prejudice the social and public interest of China. Their legitimate rights and interests are protected by Chinese laws.

第一百九十七条 外国公司撤销其在中国境内的分支机构时,必须依法清偿债务,依照本法有关公司清算程序的规定进行清算。未清偿债务之前,不得将其分支机构的财产移至中国境外。

第十二章 法律责任

Article 197 Where a foreign company removes any of its branches within the territory of China, it shall pay off its debts pursuant to the law, and carry out liquidation in accordance with the company liquidation procedures under this Law. The property of the branch shall not be transferred outside the territory of China before the debts are repaid in full.

Chapter 12: Legal Liabilities

第一百九十八条 违反本法规定,虚报注册资本、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,对虚报注册资本的公司,处以虚报注册资本金额百分之五以上百分之十五以下的罚款;对提交虚假材料或者采取其他欺诈手段隐瞒重要事实的公司,处以五万元以上五十万元以下的罚款;情节严重的,撤销公司登记或者吊销营业执照。

Article 198 Where, in violation of this Law, a company has been registered by false reporting of the registered capital, submission of false materials, or concealment of any important fact by other fraudulent means, the company registration authority concerned shall order correction to be made. Where a company falsely reports its registered capital, a fine of not less than five percent but not more than 15 percent of the falsely-reported registered capital shall be imposed. Where a company submits false materials or conceals any important facts by other fraudulent means, a fine of not less than RMB 50,000 but not more than RMB 500,000 shall be imposed. Under grave circumstances, the company shall be deregistered or its business license shall be revoked.

第一百九十九条 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,处以虚假出资金额百分之五以上百分之十五以下的罚款。

Article 199 Where a promoter or shareholder of a company makes false capital contribution, fails to deliver the monetary amount or the non-monetary property used as capital contribution, or fails to deliver the same as scheduled, the relevant company registration authority shall order the promoter or shareholder to make correction, and impose thereon a fine of not less than five percent but not more than 15 percent of the amount of the falsely made capital contribution.

第二百条 公司的发起人、股东在公司成立后,抽逃其出资的,由公司登记机关责令改正,处以所抽逃出资金额百分之五以上百分之十五以下的罚款。

Article 200 Where a promoter or shareholder of a company illegally withdraws its capital contribution after the company is established, the relevant company registration authority shall order the promoter or shareholder to make correction, and impose thereon a fine of not less than five percent but not more than 15 percent, of the capital contribution withdrawn.

第二百零一条 公司违反本法规定,在法定的会计账簿以外另立会计账簿的,由县级以上人民政府财政部门责令改正,处以五万元以上五十万元以下的罚款。

Article 201 Where a company violates this Law and establishes account books other than the

statutory ones, the finance department of the relevant people's government at or above the county level shall order the company to make correction, and impose thereon a fine of not less than RMB 50,000 but not more than RMB 500,000.

第二百零二条 公司在依法向有关主管部门提供的财务会计报告等材料上作虚假记载或者隐瞒重要事实的,由有关主管部门对直接负责的主管人员和其他直接责任人员处以三万元以上三十万元以下的罚款。

Article 202 Where a company makes any false record or conceals any important fact in such materials as the financial and accounting reports that are submitted to the competent authority in accordance with the law, the competent authority shall impose a fine of not less than RMB 30,000 but not more than RMB 300,000 on the primary persons-in-charge subject to direct liabilities and other personnel subject to direct liabilities.

第二百零三条 公司不依照本法规定提取法定公积金的,由县级以上人民政府财政部门责令如数补足应当提取的金额,可以对公司处以二十万元以下的罚款。

Article 203 Where a company fails to accrue the statutory common reserve fund in accordance with this Law, the finance department of the relevant people's government at or above the county level shall order the company to make good the accrual, and may impose thereon a fine of up to RMB 200,000.

第二百零四条 公司在合并、分立、减少注册资本或者进行清算时,不依照本法规定通知或者公告债权人的,由公司登记机关责令改正,对公司处以一万元以上十万元以下的罚款。

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百分之五以上百分之十以下的罚款;对直接负责的主管人员和其他直接责任人员处以一万元以上十万元以下的罚款。

Article 204 During the merger, division, reduction of registered capital or liquidation of a company, where the company fails to inform its creditors by notice or public announcement in accordance with this Law, the relevant company registration authority shall order the company to make correction, and impose thereon a fine of not less than RMB 10,000 but not more than RMB 100,000.

During the liquidation of a company, where the company conceals its property or makes any false record in the balance sheet or list of property, or distributes its property prior to the repayment of the debts in full, the relevant company registration authority shall order the company to make correction, impose thereon a fine of not less than five percent but not more than 10 percent of the value of the property that the company has concealed or distributed prior to the repayment of debts in full, and impose a fine of not less than RMB 10,000 but not more than RMB 100,000 on the primary persons-in-charge subject to direct liabilities or other personnel subject to direct liability.

第二百零五条 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。

Article 205 Where a company carries out any business activity irrelevant to the liquidation during the liquidation period, the relevant company registration authority shall issue a warning to the company and confiscate the illegal gains.

第二百零六条 清算组不依照本法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。

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一倍以上五倍以下的罚款。

Article 206 Where a liquidation group fails to submit a liquidation report to the relevant company registration authority pursuant to this Law, or where any important fact is concealed or any material omission is found in the liquidation report submitted, the relevant company registration authority shall order the liquidation group to make correction.

Where any member of a liquidation group takes advantage of his/her powers to practice favoritism for personal gains, seek for illegal gains or encroach on any property of the company, the relevant company registration authority shall order the member to return such property of the company, confiscate his/her illegal gains and may impose thereon a fine of not less than one time but not more than five times the illegal gains.

第二百零七条 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,处以违法所得一倍以上五倍以下的罚款,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。

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,处以所得收入一倍以上五倍以下的罚款,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。

承担资产评估、验资或者验证的机构因其出具的评估结果、验资或者验证证明不实,给公司债权人造成损失的,除能够证明自己没有过错的外,在其评估或者证明不实的金额范围内承担赔偿责任。

Article 207 Where an institution that undertakes capital valuation, capital verification or certificate verification provides any false materials, the relevant company registration authority shall confiscate the illegal gains of the institution, and impose thereon a fine of not less than one time but not more than five times the illegal gains. The competent authority may also, pursuant to the law, order the institution to terminate its business operations, and revoke the qualification certificates of its personnel subject to direct liabilities and the business license of the institution.

Where an institution that undertakes capital valuation, capital verification or certificate verification provides a report with material omission out of negligence, the relevant company registration authority shall order the institution to make correction and, under grave circumstances, impose thereon a fine of not less than one time but not more than five times the illegal gains. The competent authority may also, pursuant to the law, order the institution organization to terminate its business operations, and revoke the qualification certificates of its personnel subject to direct liabilities and the business license of the institution.

Where the valuation results, capital verification certification or certificate verification certification issued by an institution that undertakes capital valuation, capital verification or certificate verification is not truthful, thus causing losses to the creditors of the company concerned, the institution shall bear the liability for compensation to the extent of the value affected by its untruthful valuation or certification, unless it can prove that it is not at fault.

第二百零八条 公司登记机关对不符合本法规定条件的登记申请予以登记,或者对符合本法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。

Article 208 Where a company registration authority approves a registration application that fails to satisfy the conditions hereunder, or fails to approve a registration application that satisfies the conditions hereunder, administrative disciplinary measures shall be taken, in accordance with the law, against the primary persons-in-charge subject to direct liabilities and other personnel subject to direct liabilities.

第二百零九条 公司登记机关的上级部门强令公司登记机关对不符合本法规定条件的登记申请予以登记,或者对符合本法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。

Article 209 Where a superior department of a company registration authority orders the latter to approve a registration application that fails to satisfy the conditions hereunder or not to approve a registration application that satisfies the conditions hereunder, or where the superior department covers up any illegal registration by the latter, administrative disciplinary measures shall be taken, in accordance with the law, against the primary persons-in-charge subject to direct liabilities and other personnel subject to direct liabilities of the superior department.

第二百一十条 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,可以并处十万元以下的罚款。

Article 210 Where an entity not registered as a limited liability company or a company limited by shares in accordance with the law fraudulently names itself as such, or where an entity not registered as a branch company of a limited liability company or a company limited by shares in accordance with the law fraudulently names itself as such, the relevant company registration authority shall order the entity to make correction or ban the entity, and may concurrently impose thereon a fine of up to RMB 100,000.

第二百一十一条 公司成立后无正当理由超过六个月未开业的,或者开业后自行停业连续六个月以上的,可以由公司登记机关吊销营业执照。

公司登记事项发生变更时,未依照本法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,处以一万元以上十万元以下的罚款。

Article 211 Where a company fails to commence business within six months after its establishment without justifiable reasons, or where a company suspends its business for at least six consecutive months at its own discretion after the commencement of business, the relevant company registration authority may revoke its business license.

Where a company fails to go through the formalities for change of registration of the changes in its registered items in accordance with this Law, the relevant company registration authority shall order the company to go through the registration formalities within a specified time limit; if the company fails to do so by the specified deadline, a fine of not less than RMB 10,000 but not more than RMB 100,000 shall be imposed thereon.

第二百一十二条 外国公司违反本法规定,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,可以并处五万元以上二十万元以下的罚款。

Article 212 Where a foreign company violates this Law and establishes a branch within the territory of China without authorization, the relevant company registration authority shall order the foreign company to make correction or close down the branch, and may concurrently impose thereon a fine of not less than RMB 50,000 but not more than RMB 200,000.

第二百一十三条 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。

Article 213 The business license of a company shall be revoked if grave illegalities that endanger State security or prejudice social and public interests are committed in the name of the company.

第二百一十四条 公司违反本法规定,应当承担民事赔偿责任和缴纳罚款、罚金的,其财产不足以支付时,先承担民事赔偿责任。

Article 214 A company that violates this Law shall bear civil liabilities for compensation and pay relevant fines, and shall, in the event that its property is not sufficient to make all payments, bear civil

liabilities for compensation first.

第二百一十五条 违反本法规定，构成犯罪的，依法追究刑事责任。

第十三章 附则

Article 215 Whoever violates this Law shall be investigated for criminal liabilities pursuant to the law if the violation constitutes a criminal offense.

Chapter 13: Supplementary Provisions

第二百一十六条 本法下列用语的含义：

(一)高级管理人员,是指公司的经理、副经理、财务负责人,上市公司董事会秘书和公司章程规定的其他人员。

(二)控股股东,是指其出资额占有限责任公司资本总额百分之五十以上或者其持有的股份占股份有限公司股本总额百分之五十以上的股东;出资额或者持有股份的比例虽然不足百分之五十,但依其出资额或者持有的股份所享有的表决权已足以对股东会、股东大会的决议产生重大影响的股东。

(三)实际控制人,是指虽不是公司的股东,但通过投资关系、协议或者其他安排,能够实际支配公司行为的人。

(四)关联关系,是指公司控股股东、实际控制人、董事、监事、高级管理人员与其直接或者间接控制的企业之间的关系,以及可能导致公司利益转移的其他关系。但是,国家控股的企业之间不仅因为同受国家控股而具有关联关系。

Article 216 For the purpose of this Law:

(1) "senior management personnel" shall refer to the manager, vice managers and the person in charge of financial matters of a company, the secretary of the board of directors of a listed company, and any other personnel specified in the articles of association of a company;

(2) "controlling shareholder" shall refer to a shareholder whose capital contribution accounts for 50 percent or more of the total capital of a limited liability company, a shareholder whose shares account for 50 percent or more of the total share capital of a company limited by shares, or a shareholder whose voting rights corresponding to the capital contribution or shares thereof are sufficient to exert a material influence on the resolutions of the shareholders' meeting or the general meeting, despite the fact that the shareholder's capital contribution or shares account for less than 50 percent of the total capital or total share capital;

(3) "actual controller" shall refer to a person who is not a shareholder of a company but who is able to actually control the acts of the company through investment relations, agreements or other arrangements; and

(4) "affiliation" shall refer to the relationship between a controlling shareholder, actual controller, director, supervisor or senior management person of a company with an enterprise under the direct or indirect control thereof, or any other relationship that may lead to the transfer of the interests of the company, provided that the enterprises in which the State is the controlling shareholder are not necessarily affiliated to each other solely on the ground that the State controls the shares thereof.

第二百一十七条 外商投资的有限责任公司和股份有限公司适用本法;有关外商投资的法律另有规定的,适用其规定。

Article 217 This Law shall be applicable to foreign-invested limited liability companies and companies limited by shares. The provisions otherwise prescribed by the laws on foreign investment shall prevail.

第二百一十八条 本法自2006年1月1日起施行。

Article 218 This Law shall come into effect on January 1, 2006.

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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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

(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

CHAPTER 1 — GENERAL PRINCIPLES

第一条

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

国家工商行政管理总局负责下列公司的登记：	The State Administration for Industry and Commerce shall be responsible for registration of the following companies:
(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；	(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;
(二) 外商投资的公司；	(2) Foreign-funded companies;
(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；	(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
(四) 国家工商行政管理总局规定应当由其登记的其他公司。	(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.
第七条	Article 7
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：	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:
(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；	(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;
(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；	(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;
(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；	(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
(四) 国家工商行政管理总局授权登记的其他公司。	(4) Any other companies to be registered pursuant to authorisation by the State Administration for Industry and Commerce.
第八条	Article 8
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：	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:
(一) 本条例第六条和第七条所列公司以外的其他公司；	(1) Companies other than those set out in Article 6 and Article 7 of these Regulations; and
(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。	(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.
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。	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.
第三章 登记事项	CHAPTER 3 — REGISTRATION MATTERS
第九条	Article 9
公司的登记事项包括：	Company registration matters shall include:
(一) 名称；	(1) Name;

(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.
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:
(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.
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.
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.

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

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。	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.
第三十一条	Article 31
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。	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.
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。	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.
第三十二条	Article 32
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。	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.
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。	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.
第三十三条	Article 33
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。	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.
第三十四条	Article 34
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。	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.
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。	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.
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。	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.
第三十五条	Article 35
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。	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.
第三十六条	Article 36
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。	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.
第三十七条	Article 37

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。 第三十八条	For change of director, supervisor or manager of a company, records shall be filed with the original company registration authorities. Article 38
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。	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.
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决定规定公司合并、分立必须报经批准的，还应当提交有关批准文件。 第三十九条	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. Article 39
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。 第四十条	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. Article 40
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：	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:
(一) 公司法定代表人签署的申请书；	(1) An application form signed by the company's legal representative; and
(二) 人民法院的裁判文书。	(2) The judgment of the People's Court.
第六章 注销登记 第四十一条	CHAPTER 6 — DEREGISTRATION Article 41
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。	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.
第四十二条	Article 42
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：	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:
(一) 公司被依法宣告破产；	(1) The company is declared bankrupt pursuant to the law;
(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；	(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;
(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；	(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;
(四) 依法被吊销营业执照、责令关闭或者被撤销；	(4) The business licence of the company is cancelled pursuant to the law, or the company is ordered to be closed down or revoked;
(五) 人民法院依法予以解散；	(5) The company is dissolved by a People's Court pursuant to the law; and
(六) 法律、行政法规规定的其他解散情形。	(6) Any other dissolution circumstance stipulated by the laws and administrative regulations.
第四十三条	Article 43

公司申请注销登记，应当提交下列文件：	The following documents shall be submitted for an application for deregistration:
（一）公司清算组负责人签署的注销登记申请书；	(1) An application form for deregistration signed by the person-in-charge of the company's liquidation team;
（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；	(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;
（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；	(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;
（四）《企业法人营业执照》；	(4) The Enterprise Legal Person Business Licence; and
（五）法律、行政法规规定应当提交的其他文件。	(5) Any other document to be submitted as stipulated by the laws and administrative regulations.
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。	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.
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。	A company with branches applying for deregistration shall also submit the proof of deregistration of the branches.
第四十四条	Article 44
经公司登记机关注销登记，公司终止。	A company shall be terminated upon deregistration by the company registration authorities.
第七章 分公司的登记	CHAPTER 7 — REGISTRATION OF BRANCHES
第四十五条	Article 45
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。	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.
第四十六条	Article 46
分公司的登记事项包括：名称、营业场所、负责人、经营范围。	Branch registration matters shall include: name, business premises, person-in-charge, and scope of business.
分公司的名称应当符合国家有关规定。	The name of a branch shall comply with the relevant provisions of the State.
分公司的经营范围不得超出公司的经营范围。	The scope of business of a branch shall not exceed the company's scope of business.
第四十七条	Article 47
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。	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.
设立分公司，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 establishment of a branch:
（一）公司法定代表人签署的设立分公司的登记申请书；	(1) An application form for establishment of a branch signed by the company's legal representative;
（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；	(2) The company's articles of association and photocopy of the Enterprise Legal Person Business Licence affixed with the company seal;

(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的，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以及其身份证明。	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	CHAPTER 8 — REGISTRATION PROCEDURES
第五十条	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 voidance 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 voidance 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

第六十六条	fine ranging from 5% to 15% of the false capital contribution amount. Article 66
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。	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.
第六十七条	Article 67
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。	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.
第六十八条	Article 68
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，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。	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.
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。	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.
第六十九条	Article 69
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。	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.
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。	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.
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。	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.
第七十条	Article 70
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。	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.
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。	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.
第七十一条	Article 71
伪造、涂改、出租、出借、转让	Persons guilty of forgery, alteration, lease, lending or transfer of a

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。	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.
第七十二条	Article 72
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。	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.
第七十三条	Article 73
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。	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.
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。	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.
第七十四条	Article 74
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。	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.
第七十五条	Article 75
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。	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.
第七十六条	Article 76
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。	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.
第七十七条	Article 77
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。	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.
第七十八条	Article 78
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。	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.
第七十九条	Article 79
分公司有本章规定的违法行为	The provisions of this Chapter shall apply for branches which commit

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，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。	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.
第八十三条	Article 83
本条例自1994年7月1日起施行。	These Regulations shall be effective 1 July 1994.



扫一扫，手机阅读更方便

中华人民共和国行政诉讼法 (2017修正)

Administrative Procedure Law of the People's Republic of China (Amended in 2017)

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Administrative Procedure Law of the People's Republic of China (Amended in 2017)

(1989年4月4日第七届全国人民代表大会第二次会议通过 根据2014年11月1日第十二届全国人民代表大会常务委员会第十一次会议《关于修改〈中华人民共和国行政诉讼法〉的决定》第一次修正 根据2017年6月27日第十二届全国人民代表大会常务委员会第二十八次会议《关于修改〈中华人民共和国行政诉讼法〉和〈中华人民共和国民事诉讼法〉的决定》第二次修正)

第一章 总 则

第一条

为保证人民法院公正、及时审理行政案件，解决行政争议，保护公民、法人和其他组织的合法权益，监督行政机关依法行使职权，根据宪法，制定本法。

第二条

公民、法人或者其他组织认为行政机关和行政机关工作人员的行政行为侵犯其合法权益，有权依照本法向人民法院提起诉讼。

前款所称行政行为，包括法律、法规、规章授权的组织作出的行政行为。

第三条

人民法院应当保障公民、法人和其他组织的起诉权利，对应当受理的行政案件依法受理。

行政机关及其工作人员不得干预、阻碍人民法院受理行政案件。

被诉行政机关负责人应当出庭应诉。不能出庭的，应当委托行政机关相应的工作人员出庭。

第四条

人民法院依法对行政案件独立行使审判权，不受行政机关、社会团体和个人的干涉。

人民法院设行政审判庭，审理行政案件。

第五条

人民法院审理行政案件，以事实为根据，以法律为准绳。

Chapter I General Provisions

Article 1 This Law is formulated in accordance with the Constitution of the People's Republic of China for the purposes of ensuring the impartial and prompt trial of administrative cases by the people's courts, settling administrative disputes, safeguarding the legitimate rights and interests of citizens, legal persons and other organizations and supervising the exercise of power by administrative organs in accordance with the law.

Article 2 If a citizen, a legal person or any other organization considers that his or its lawful rights or interests have been infringed upon by an administrative act of an administrative organ or its personnel, he or it has the right to initiate legal proceedings with a people's court in accordance with this Law.

An administrative act as mentioned in the preceding paragraph refers to an administrative act taken by an organization as authorized by laws, regulations or rules.

Article 3 A people's court shall guarantee the right of citizens, legal persons and other organizations to initiate legal proceedings, and accept the administrative cases which shall be accepted.

An administrative organ or its personnel shall not interfere in or obstruct the acceptance of administrative cases by a people's court.

The person in charge of an administrative organ sued shall appear in court and participate in the proceedings. In case he or she cannot appear in court, he or she shall entrust a corresponding staff of the administrative organ to be present.

Article 4 A people's court shall hear administrative cases independently in accordance with the law and shall not be subject to interference from any administrative organ, social group or individual.

A people's court shall set up an administrative tribunal to hear administrative cases.

Article 5 When hearing an administrative case, a people's court shall take facts as its basis and the law as its criterion.

第六条 人民法院审理行政案件，对行政行为是否合法进行审查。	Article 6 When hearing an administrative case, a people's court shall check the legality of the relevant administrative act.
第七条 人民法院审理行政案件，依法实行合议、回避、公开审判和两审终审制度。	Article 7 When hearing an administrative case, a people's court shall, as prescribed by the law, apply the systems of collegiate panel, withdrawal of judicial personnel and public trial and a system whereby the second instance is final.
第八条 当事人在行政诉讼中的法律地位平等。	Article 8 All parties to administrative proceedings shall be equal before the law.
第九条 各民族公民都有用本民族语言、文字进行行政诉讼的权利。 在少数民族聚居或者多民族共同居住的地区，人民法院应当用当地民族通用的语言、文字进行审理和发布法律文书。 人民法院应当对不通晓当地民族通用的语言、文字的诉讼参与人提供翻译。	Article 9 Citizens of all ethnic groups have the right to initiate proceedings in their native spoken and written languages. In areas densely inhabited by a minority ethnic group or by several ethnic groups, the people's courts shall conduct hearings in the spoken language in common use in the area and issue legal documents in the written language in common use in the area. A people's court shall provide interpretation for those participants in proceedings who are not fluent in the spoken and written language in common use in the area.
第十条 当事人在行政诉讼中有权进行辩论。	Article 10 The parties to administrative proceedings have the right to engage in debate.
第十一条 人民检察院有权对行政诉讼实行法律监督。	Article 11 A people's procuratorate has the right to exercise legal supervision over administrative proceedings.
第二章 受案范围	Chapter II Scope of Cases for Hearing
第十二条 人民法院受理公民、法人或者其他组织提起的下列诉讼： (一) 对行政拘留、暂扣或者吊销许可证和执照、责令停产停业、没收违法所得、没收非法财物、罚款、警告等行政处罚不服的； (二) 对限制人身自由或者对财产的查封、扣押、冻结等行政强制措施和行政强制执行不服的； (三) 申请行政许可，行政机关拒绝或者在法定期限内不予答复，或者对行政机关作出的有关行政许可的其他决定不服的； (四) 对行政机关作出的关于确认土地、矿藏、水流、森林、山岭、草原、荒地、滩涂、海域等自然资源的所有权或者使用权的决定不服的； (五) 对征收、征用决定及其补偿决定不服的； (六) 申请行政机关履行保护人身权、财产权等合法权益的法定职责，行政机关拒绝履行或者不予答复的； (七) 认为行政机关侵犯其经营自主权或者农村土地承包经营权、农村土地经营权的； (八) 认为行政机关滥用行政权力	Article 12 A people's court shall accept actions initiated by citizens, legal persons or other organizations as the result of any of the following circumstances: (1) refusing to accept such administrative penalties as administrative detention, suspension or revocation of a business license or permit, an order to suspend production or business operations or confiscation of illegal goods, a fine or a warning; (2) refusing to accept such compulsory administrative measures or administrative enforcement as restriction of personal freedom or the sealing up, seizure or freeze of property; (3) applying for an administrative license, but the administrative organ refuses to issue the license or fails to respond to the application within the prescribed time limit, or refusing to accept any other decision made on the administrative license by the administrative organ; (4) refusing to accept the decision made by an administrative organ on confirming the ownership or the right to use of land, mineral resources, water, forest, hill, grassland, wasteland, tidal flat, sea area or other natural resources; (5) refusing to accept a decision on expropriation or requisition or a decision on compensation therefor; (6) applying to an administrative organ, requesting it to safeguard personal rights, property rights, and other legitimate rights and interests through the execution of its statutory duty, but the administrative organ refuses to perform the duty or fails to respond to the application; (7) believing that an administrative organ has infringed upon the plaintiff's autonomy in business management, rural land contractual management right or rural land management right;

排除或者限制竞争的；	(8) believing that an administrative organ has abused its administrative power to preclude or restrict competition;
(九) 认为行政机关违法集资、摊派费用或者违法要求履行其他义务的；	(9) believing that an administrative organ has illegally raised funds, apportioned charges or required the performance of other obligations;
(十) 认为行政机关没有依法支付抚恤金、最低生活保障待遇或者社会保险待遇的；	(10) believing that an administrative organ has failed to pay consolation money, subsistence allowances or social insurance benefits according to law;
(十一) 认为行政机关不依法履行、未按照约定履行或者违法变更、解除政府特许经营协议、土地房屋征收补偿协议等协议的；	(11) believing that an administrative organ has failed to perform according to law or as agreed upon, or illegally modified or rescinded an agreement, such as a government concession agreement or an agreement on compensation for land or house expropriation; and
(十二) 认为行政机关侵犯其他人身权、财产权等合法权益的。	(12) believing that an administrative organ has otherwise infringed upon personal rights, property rights or other lawful rights and interests.
除前款规定外，人民法院受理法律、法规规定可以提起诉讼的其他行政案件。	
第十三条	Article 13 A people's court shall not accept the actions initiated by citizens, legal persons or other organizations if they involves any of the following matters:
人民法院不受理公民、法人或者其他组织对下列事项提起的诉讼：	(1) State acts on issues such as national defense or diplomacy;
(一) 国防、外交等国家行为；	(2) administrative regulations or rules, or decisions and decrees with normal binding force which are formulated and issued by administrative organs;
(二) 行政法规、规章或者行政机关制定、发布的具有普遍约束力的决定、命令；	(3) decisions made by administrative organs on awards and penalties, or appointment and removal of their personnel; and
(三) 行政机关对行政机关工作人员的奖惩、任免等决定；	(4) administrative acts over which administrative organs hold final judgment in accordance with the law.
(四) 法律规定由行政机关最终裁决的行政行为。	
第三章 管 辖	Chapter III Jurisdiction
第十四条	Article 14 A people's court at the grassroots level have jurisdiction as a court of first instance over administrative cases.
基层人民法院管辖第一审行政案件。	
第十五条	Article 15 An intermediate people's court has jurisdiction as a court of first instance over the following types of administrative cases:
中级人民法院管辖下列第一审行政案件：	(1) cases initiated against administrative acts taken by departments under the State Council or the people's governments at the county level or above;
(一) 对国务院部门或者县级以上地方人民政府所作的行政行为提起诉讼的案件；	(2) cases handled by the Customs;
(二) 海关处理的案件；	(3) grave and complicated cases in areas under its jurisdiction; and
(三) 本辖区内重大、复杂的案件；	(4) other cases over which the intermediate people's court has jurisdiction as prescribed by the law.
(四) 其他法律规定由中级人民法院管辖的案件。	
第十六条	Article 16 A high people's court has jurisdiction as a court of first instance over grave and complicated administrative cases in areas under its jurisdiction.
高级人民法院管辖本辖区内重大、复杂的第一审行政案件。	
第十七条	Article 17 The Supreme People's Court has jurisdiction as a court of first instance over grave and complicated administrative cases in the whole country.
最高人民法院管辖全国范围内重大、复杂的第一审行政案件。	
第十八条	Article 18 An administrative case shall be subject to the jurisdiction of the people's court in the place where the administrative organ that initially undertook the specific administrative act is located. An administrative case which has been reconsidered may also be subject to the jurisdiction of the people's court in the place where the reconsideration organ is located.
行政案件由最初作出行政行为的行政机关所在地人民法院管辖。经复议的案件，也可以由复议机关所在地人民法院管辖。	

经最高人民法院批准，高级人民法院可以根据审判工作的实际情况，确定若干人民法院跨行政区域管辖行政案件。

第十九条

对限制人身自由的行政强制措施不服提起的诉讼，由被告所在地或者原告所在地人民法院管辖。

第二十条

因不动产提起的行政诉讼，由不动产所在地人民法院管辖。

第二十一条

两个以上人民法院都有管辖权的案件，原告可以选择其中一个人民法院提起诉讼。原告向两个以上有管辖权的人民法院提起诉讼的，由最先立案的人民法院管辖。

第二十二条

人民法院发现受理的案件不属于本院管辖的，应当移送有管辖权的人民法院，受移送的人民法院应当受理。受移送的人民法院认为受移送的案件按照规定不属于本院管辖的，应当报请上级人民法院指定管辖，不得再自行移送。

第二十三条

有管辖权的人民法院由于特殊原因不能行使管辖权的，由上级人民法院指定管辖。

人民法院对管辖权发生争议，由争议双方协商解决。协商不成的，报它们的共同上级人民法院指定管辖。

第二十四条

上级人民法院有权审理下级人民法院管辖的第一审行政案件。

下级人民法院对其管辖的第一审行政案件，认为需要由上级人民法院审理或者指定管辖的，可以报请上级人民法院决定。

第四章 诉讼参加人

第二十五条

行政行为的相对人以及其他与行政行为有利害关系的公民、法人或者其他组织，有权提起诉讼。

有权提起诉讼的公民死亡，其近亲属可以提起诉讼。

有权提起诉讼的法人或者其他组织终止，承受其权利的法人或者其他组织可以提起诉讼。

人民检察院在履行职责中发现生态环境和资源保护、食品药品安全、国有财产保护、国有土地使用权出让等领域负有监督管理职责的行政机关违法行使职权或者不作为，致使国家利益或者社会公共利益受到侵害的，应当向行政机关提出检察建议，督促其依法履行职责。行政机关不依法履行职责的，人民检察院依法向人民法院提起诉讼。

With the approval of the Supreme People's Court, a high people's court may, in light of the trial practice, allow several people's courts to have cross-regional jurisdiction over administrative cases.

Article 19 An action initiated against compulsory administrative measures restricting personal freedom shall be subject to the jurisdiction of a people's court in the place where the defendant or the plaintiff is located.

Article 20 An administrative action regarding a real property shall be subject to the jurisdiction of a people's court in the place where the real property is located.

Article 21 Where two or more people's courts have jurisdiction over the same case, the plaintiff may have the option to initiate an action to one of these people's courts. In case that the plaintiff initiates actions to two or more people's courts that have jurisdiction over the case, the people's court that first receives the bill of complaint shall have jurisdiction.

Article 22 Where a people's court finds that a case it has accepted is not under its jurisdiction, it shall transfer the case to the people's court that has jurisdiction over the case. The people's court to which the case has been transferred shall accept the case. Where the people's court to which the case has been transferred deems that the case it has accepted is not under its jurisdiction, it shall report the case to a people's court at the higher level for designation of jurisdiction, and shall not transfer the case again to another people's court on its own.

Article 23 Where a people's court which has jurisdiction over a case is unable to exercise its jurisdiction for special reasons, a people's court at the higher level shall designate another court to exercise the jurisdiction.

If a dispute arises over jurisdiction between the people's courts, it shall be resolved by the parties to the dispute through consultation. If the consultation fails, it shall be reported to a people's court superior to the courts in dispute for the designation of jurisdiction.

Article 24 People's courts at higher levels shall have the authority to hear administrative cases over which people's courts at lower levels have jurisdiction as courts of first instance.

If a people's court deems it necessary that an administrative case of first instance under its jurisdiction shall be tried by a people's court at the higher level or a designated people's court, it may file a report with the people's court at the higher level for a decision.

Chapter IV Participants in Proceedings

Article 25 An administrative counterpart or any citizen, legal person or other organization who or which has interests in a specific administrative act have the right to initiate an action.

If a citizen who has the right to initiate an action is dead, his or her near relatives may initiate an action.

If a legal person or any other organization that has the right to initiate an action has terminated, the legal person or organization that succeeds to its rights may initiate an action.

The people's procuratorate may, on the basis of the findings from its performance of duties that an administrative organ responsible for supervision and administration of ecological environment and resource protection, food and drug safety, state property protection, transfer of the right to use state-owned land or any other field exercises its authority in violation of laws or commits nonfeasance, causing the damage to the national or public interest, make procuratorial recommendation to the administration organ and urge the latter to perform duties by law. If the administrative organ still fails to perform its duties according to law upon the procuratorial recommendation, the people's procuratorate may prosecute with a people's court according to law.

第二十六条

公民、法人或者其他组织直接向人民法院提起诉讼的，作出行政行为的行政机关是被告。

经复议的案件，复议机关决定维持原行政行为的，作出原行政行为的行政机关和复议机关是共同被告；复议机关改变原行政行为的，复议机关是被告。

复议机关在法定期限内未作出复议决定，公民、法人或者其他组织起诉原行政行为的，作出原行政行为的行政机关是被告；起诉复议机关不作为的，复议机关是被告。

两个以上行政机关作出同一行政行为的，共同作出行政行为的行政机关是共同被告。

行政机关委托的组织所作的行政行为，委托的行政机关是被告。

行政机关被撤销或者职权变更的，继续行使其职权的行政机关是被告。

Article 26 If a citizen, a legal person or any other organization initiate an action directly to a people's court, the administrative organ that took the specific administrative act shall be the defendant.

Regarding to a reconsidered case, if the reconsideration organ decides to uphold the original administrative act, the administrative organ that initially took the act and the reconsideration organ shall be the joint defendants; if the reconsideration organ has changed the original administrative act, it shall be the defendant.

If a reconsideration organ fails to make a decision within the prescribed time limit, and an citizen, a legal person or any other organization initiates an action against the original administrative act, the administrative organ that initially took the act shall be the defendant; if an action is initiated against the reconsideration organ's failure to make an decision, the reconsideration organ shall be the defendant.

Where two or more administrative organs have taken the same specific administrative act, the administrative organs that have jointly taken the act shall be the joint defendants.

If a specific administrative act has been taken by an organization entrusted by an administrative organ, the entrusting administrative organ shall be the defendant.

If an administrative organ has been abolished or its functions and powers have been changed, the administrative organ that carries on the exercise of functions and powers of the abolished organ shall be the defendant.

第二十七条

当事人一方或者双方为二人以上，因同一行政行为发生的行政案件，或者因同类行政行为发生的行政案件、人民法院认为可以合并审理并经当事人同意的，为共同诉讼。

第二十八条

当事人一方人数众多的共同诉讼，可以由当事人推选代表人进行诉讼。代表人的诉讼行为对其所代表的当事人发生法律效力，但代表人变更、放弃诉讼请求或者承认对方当事人的诉讼请求，应当经被代表的当事人同意。

第二十九条

公民、法人或者其他组织同被诉行政行为有利害关系但没有提起诉讼，或者同案件处理结果有利害关系的，可以作为第三人申请参加诉讼，或者由人民法院通知参加诉讼。

人民法院判决第三人承担义务或者减损第三人权益的，第三人有权依法提起上诉。

第三十条

没有诉讼行为能力的公民，由其法定代理人代为诉讼。法定代理人互相推诿代理责任的，由人民法院指定其中一人代为诉讼。

第三十一条

当事人、法定代理人，可以委托一至二人作为诉讼代理人。

下列人员可以被委托为诉讼代理人：

(一) 律师、基层法律服务工作

Article 27 Where one party or both parties consist of two or more persons, and their administrative cases are against the same specific administrative act or against the specific administrative acts of the same nature, and the people's court considers that the trial of the cases can be merged, which is agreed upon by both parties, this shall be a joint action.

Article 28 If the persons comprising a party to a joint action is large in number, the party may elect a representative to act for it. The acts of such representative in the litigation shall be valid for the party he/she represents. However, modification or waiver of claims or admission of the claims of the other party by the representative shall be subject to the consent of the party he/she represents.

Article 29 A citizen, a legal person or any other organization that has an interest in the administrative act sued but fails to initiate an action, or has an interest in the result of the case, may apply to participate in the action as a third party, or may participate in the proceedings upon notification by the people's court.

A third party that is to bear liability or whose rights or interests are to be reduced in accordance with the judgment of the people's court is entitled to initiating an action in accordance with the law.

Article 30 A citizen with no capacity for action shall be represented by his or her legal representatives in proceedings. In case that the legal representatives try to shift the responsibilities onto each other, the people's court may appoint one of them to represent the citizen in proceedings.

Article 31 Each party or legal representative may entrust one or two persons to represent him or her in proceedings.

Any of the following persons may be entrusted as an agent ad litem:

- (1) a lawyer, or a legal service worker at the grassroots level;
- (2) near relative or staff member of the party concerned; and

者；	(3) a citizen recommended by the community, the citizen's employer or relevant social organization.
(二) 当事人的近亲属或者工作人员；	
(三) 当事人所在社区、单位以及有关社会团体推荐的公民。	
第三十二条	Article 32 A lawyer who serves as an agent ad litem has the right to consult and copy materials pertaining to the case in accordance with relevant provisions, and also has the right to investigate among and collect evidence from the organizations and citizens concerned. If the information involves State secrets, trade secrets or personal privacy, the lawyer shall keep it confidential in accordance with relevant provisions of the law.
代理诉讼的律师，有权按照规定查阅、复制本案有关材料，有权向有关组织和公民调查，收集与本案有关的证据。对涉及国家秘密、商业秘密和个人隐私的材料，应当依照法律规定保密。	
当事人和其他诉讼代理人有权按照规定查阅、复制本案庭审材料，但涉及国家秘密、商业秘密和个人隐私的内容除外。	The parties concerned and agents ad litem may consult or copy the materials pertaining to the trial of the case, excluding those involving State secrets, trade secrets or personal privacy.
第五章 证据	Chapter V Evidence
第三十三条	Article 33 Evidence includes the following types:
证据包括：	(1) documentary evidence;
(一) 书证；	(2) material evidence
(二) 物证；	(3) audio-video material;
(三) 视听资料；	(4) electronic data;
(四) 电子数据；	(5) testimony of witnesses;
(五) 证人证言；	(6) statement of the parties;
(六) 当事人的陈述；	(7) expert opinions; and
(七) 鉴定意见；	(8) records of inquests and records made on the scene.
(八) 勘验笔录、现场笔录。	Any of the above-mentioned evidence must be verified by the court before it can be taken as a basis for ascertaining the facts.
以上证据经法庭审查属实，才能作为认定案件事实的根据。	
第三十四条	Article 34 The defendant shall have the burden of proof for the administrative act it has taken, and shall provide evidence and regulatory documents on which the act has been based.
被告对作出的行政行为负有举证责任，应当提供作出该行政行为的证据和所依据的规范性文件。	The defendant who fails to provide evidence or provides evidence at the expiry of the time limit without justified reasons shall be deemed as having no evidence, unless the administrative act sued involves the lawful rights and interests of a third party, and the third party needs to provide evidence.
被告不提供或者无正当理由逾期提供证据，视为没有相应证据。但是，被诉行政行为涉及第三人合法权益，第三人提供证据的除外。	
第三十五条	Article 35 During legal proceedings, the defendant and its agent ad litem may not collect evidence from the plaintiff, a third party or witnesses on its own initiative.
在诉讼过程中，被告及其诉讼代理人不得自行向原告、第三人和证人收集证据。	
第三十六条	Article 36 Where the defendant has collected evidence at the time of taking the specific administrative act but cannot provide due to force majeure or other justified reasons, upon approval by the people's court, the evidence may be provided at a later date.
被告在作出行政行为时已经收集了证据，但因不可抗力等正当事由不能提供的，经人民法院准许，可以延期提供。	Where the plaintiff or a third party puts forward any reasons or evidence that it has failed to provide during the administrative handling procedure, upon approval by the people's court, the defendant may supplement evidence.
原告或者第三人提出了其在行政处理程序中没有提出的理由或者证据的，经人民法院准许，被告可以补充证据。	
第三十七条	Article 37 The plaintiff may provide evidence proving that an administrative act is illegal. If the evidence provided by the plaintiff is untenable, the burden of proof of the defendant cannot be exempted.
原告可以提供证明行政行为违法的证据。原告提供的证据不成立的，不免	

除被告的举证责任。	
第三十八条	Article 38 In an action initiated against the defendant's failure to perform its statutory duty, the plaintiff shall provide evidence proving an application has been filed with the defendant, except where:
在起诉被告不履行法定职责的案件中，原告应当提供其向被告提出申请的证据。但有下列情形之一的除外：	(1) the defendant shall perform its statutory duty on its own initiative according to its functions and powers; or
(一) 被告应当依职权主动履行法定职责的；	(2) the plaintiff is unable to provide evidence for any justified reasons.
(二) 原告因正当理由不能提供证据的。	In a case involving administrative indemnity or compensation, the plaintiff shall provide evidence of the damage caused by the specific administrative act. If the plaintiff is unable to provide evidence due to any reasons of the defendant, the burden of proof shall be borne by the defendant.
在行政赔偿、补偿的案件中，原告应当对行政行为造成的损害提供证据。因被告的原因导致原告无法举证的，由被告承担举证责任。	
第三十九条	Article 39 A people's court has the authority to require the parties to provide or supplement evidence.
人民法院有权要求当事人提供或者补充证据。	
第四十条	Article 40 A people's court has the authority to obtain evidence from the relevant administrative organs, other organizations or citizens. However, a people's court shall not, for the purpose of proving the legitimacy of a specific administrative act, obtain evidence which the defendant has failed to collect at the time of taking the administrative act.
人民法院有权向有关行政机关以及其他组织、公民调取证据。但是，不得为证明行政行为的合法性调取被告作出行政行为时未收集的证据。	Article 41 If the plaintiff or a third party cannot collect on its own initiative the following evidence pertaining to the case, it may apply to a people's court for obtaining such evidence:
第四十一条	(1) evidence that is preserved by a State organ and can only be obtained by a people's court;
与本案有关的下列证据，原告或者第三人不能自行收集的，可以申请人民法院调取：	(2) evidence that involves State secrets, trade secrets or personal privacy; and
(一) 由国家机关保存而须由人民法院调取的证据；	(3) other evidence that the plaintiff or third party is unable to collect on its own initiative for any objective reasons.
(二) 涉及国家秘密、商业秘密和个人隐私的证据；	
(三) 确因客观原因不能自行收集的其他证据。	
第四十二条	Article 42 Under the circumstance where evidence is likely to be cease to exist or be lost or would be difficult to obtain later on, the participants in proceedings may apply to the people's court for preservation of the evidence, and the people's court may also take measures to preserve such evidence on its own initiative.
在证据可能灭失或者以后难以取得的情况下，诉讼参加人可以向人民法院申请保全证据，人民法院也可以主动采取保全措施。	
第四十三条	Article 43 Evidence shall be presented in court and cross-examined by the parties concerned. However, evidence that involves State secrets, trade secrets or personal privacy shall not be presented in an open court session.
证据应当在法庭上出示，并由当事人互相质证。对涉及国家秘密、商业秘密和个人隐私的证据，不得在公开开庭时出示。	A people's court shall, under the procedure prescribed by the law, examine and verify evidence comprehensively and objectively. If evidence is not accepted, reasons shall be explained in the written judgment.
人民法院应当按照法定程序，全面、客观地审查核实证据。对未采纳的证据应当在裁判文书中说明理由。	Evidence collected by illegal means shall not be taken as a basis for ascertaining the facts.
以非法手段取得的证据，不得作为认定案件事实的根据。	
第六章 起诉和受理	Chapter VI Initiation of an Action and Acceptance of a Case
第四十四条	Article 44 With regard to an administrative case within the scope of acceptance by a people's court, a citizen, a legal person or any other organization may first apply to the relevant administrative organ for reconsideration and, if refusing to accept the reconsideration decision, may initiate an action to the people's court; it/he may also initiate an action to the people's court directly.
对属于人民法院受案范围的行政案件，公民、法人或者其他组织可以先向行政机关申请复议，对复议决定不服的，再向人民法院提起诉讼；也可以直接向人民法院提起诉讼。	In case that the party concerned shall first apply to an administrative organ for reconsideration, and then bring an action to a people's court if refusing to accept the reconsideration decision as stipulated by
法律、法规规定应当先向行政机关申请复议，对复议决定不服再向人民法	

院提起诉讼的，依照法律、法规的规定。

第四十五条

公民、法人或者其他组织不服复议决定的，可以在收到复议决定书之日起十五日内向人民法院提起诉讼。复议机关逾期不作决定的，申请人可以在复议期满之日起十五日内向人民法院提起诉讼。法律另有规定的除外。

第四十六条

公民、法人或者其他组织直接向人民法院提起诉讼的，应当自知道或者应当知道作出行政行为之日起六个月内提出。法律另有规定的除外。

因不动产提起诉讼的案件自行政行为作出之日起超过二十年，其他案件自行政行为作出之日起超过五年提起诉讼的，人民法院不予受理。

第四十七条

公民、法人或者其他组织申请行政机关履行保护其人身权、财产权等合法权益的法定职责，行政机关在接到申请之日起两个月内不履行的，公民、法人或者其他组织可以向人民法院提起诉讼。法律、法规对行政机关履行职责的期限另有规定的，从其规定。

公民、法人或者其他组织在紧急情况下请求行政机关履行保护其人身权、财产权等合法权益的法定职责，行政机关不履行的，提起诉讼不受前款规定期限的限制。

第四十八条

公民、法人或者其他组织因不可抗力或者其他不属于其自身的原因耽误起诉期限的，被耽误的时间不计算在起诉期限内。

公民、法人或者其他组织因前款规定以外的其他特殊情况耽误起诉期限的，在障碍消除后十日内，可以申请延长期限，是否准许由人民法院决定。

第四十九条

提起诉讼应当符合下列条件：

（一）原告是符合本法第二十五条规定的公民、法人或者其他组织；

（二）有明确的被告；

（三）有具体的诉讼请求和事实根据；

（四）属于人民法院受案范围和受诉人民法院管辖。

第五十条

起诉应当向人民法院递交起诉状，并按照被告人数提出副本。

书写起诉状确有困难的，可以口头起诉，由人民法院记入笔录，出具注明日期的书面凭证，并告知对方当事人。

relevant provisions of laws and regulations, the provisions of the laws and regulations shall apply.

Article 45 Where a citizen, a legal person or any other organization refuses to accept the reconsideration decision, he or it may initiate legal proceedings to a people's court within 15 days from the date of the receipt of the reconsideration decision. If the reconsideration organ fails to make a decision on the expiration of the time limit, the applicant may bring a suit before a people's court within 15 days after the time limit for reconsideration expires, except as otherwise provided for by law.

Article 46 Where a citizen, a legal person or any other organization chooses to directly initiate an action to a people's court, he or it shall do so within six months from the date when he or it knows or should know that a specific administrative act has been taken, except as otherwise provided for by law.

A people's court will not accept an action initiated regarding a real property more than 20 years after the specific administrative act has been taken, or an action initiated regarding any other issues more than five years after the specific administrative act has been taken.

Article 47 Where a citizen, a legal person or any other organization applies to an administrative organ to perform its statutory duty in protecting personal rights, property rights or other lawful rights and interests but the administrative organ fails to perform the duty within two months from the date of receipt of the application, the citizen, legal person or organization may bring a suit before a people's court. Where the time limit for performance of its duty by an administrative organ is stipulated otherwise by laws or regulations, such laws or regulations shall prevail.

Where, in an emergency, a citizen, a legal person or any other organization requests an administrative organ to perform its statutory duty in protecting personal rights, property rights or other lawful rights and interests, but the administrative organ fails to perform the duty, the time limit for initiating legal proceedings will not be subject to the time limit as provided in the preceding paragraph.

Article 48 In case that a citizen, a legal person or any other organization misses the time limit for initiating legal proceedings due to force majeure or other impersonal reasons, the missed time will not be counted in the time limit for initiating legal proceedings.

In case that a citizen, a legal person or any other organization misses the time limit for initiating legal proceedings due to the reasons other than those specified in the preceding paragraph, he or it may apply for an extension of the time limit within ten days after the obstacle is eliminated, subject to the approval by the people's court.

Article 49 The following requirements shall be met when an action is to be initiated:

(1) the plaintiff must be a citizen, a legal person or any other organization that meets the requirements as prescribed in Article 25 of this Law;

(2) there must be a specific defendant;

(3) there must be specific claims and corresponding factual basis; and

(4) the suit must fall within the scope of cases acceptable to the people's courts and the jurisdiction of the people's court accepting to hear the case.

Article 50 When an action is initiated, a bill of complaint shall be submitted to a people's court, and copies of the statement shall be provided according to the number of defendants.

If the plaintiff has genuine difficulty in preparing the bill of complaint in writing, he or it may state his complaint orally; the people's court shall transcribe the complaint, issue a dated written proof and inform the other party of the complaint accordingly.

第五十一条

人民法院在接到起诉状时对符合本法规定的起诉条件的，应当登记立案。

对当场不能判定是否符合本法规定的起诉条件的，应当接收起诉状，出具注明收到日期的书面凭证，并在七日内决定是否立案。不符合起诉条件的，作出不予立案的裁定。裁定书应当载明不予立案的理由。原告对裁定不服的，可以提起上诉。

起诉状内容欠缺或者有其他错误的，应当给予指导和释明，并一次性告知当事人需要补正的内容。不得未经指导和释明即以起诉不符合条件为由不接收起诉状。

对于不接收起诉状、接收起诉状后不出具书面凭证，以及不一次性告知当事人需要补正的起诉状内容的，当事人可以向上级人民法院投诉，上级人民法院应当责令改正，并对直接负责的主管人员和其他直接责任人员依法给予处分。

第五十二条

人民法院既不立案，又不作出不予立案裁定的，当事人可以向上一级人民法院起诉。上一级人民法院认为符合起诉条件的，应当立案、审理，也可以指定其他下级人民法院立案、审理。

第五十三条

公民、法人或者其他组织认为行政行为所依据的国务院部门和地方人民政府及其部门制定的规范性文件不合法，在对行政行为提起诉讼时，可以一并请求对该规范性文件进行审查。

前款规定的规范性文件不含规章。

第七章 审理和判决

第一节 一般规定

第五十四条

人民法院公开审理行政案件，但涉及国家秘密、个人隐私和法律另有规定的除外。

涉及商业秘密的案件，当事人申请不公开审理的，可以不公开审理。

第五十五条

当事人认为审判人员与本案有利害关系或者有其他关系可能影响公正审判，有权申请审判人员回避。

审判人员认为自己与本案有利害关系或者有其他关系，应当申请回避。

前两款规定，适用于书记员、翻译人员、鉴定人、勘验人。

院长担任审判长时的回避，由审判委员会决定；审判人员的回避，由院长决定；其他人员的回避，由审判长决定。当事人对决定不服的，可以申请复

Article 51 When a people's court receives a bill of complaint and finds that it meets the requirements for acceptance as specified in this Law, the court shall file the case.

If the people's court is unable to determine on the spot whether the bill of complaint meet the requirements as specified in this Law, the court shall accept the statement, issue a written proof stating the date of receipt, and decide whether to file the case within seven days. If the bill of complaint fails to meet the requirements for acceptance, the people's court shall make a ruling not to file the case. The reasons why the complaint has been rejected shall be stated in the written ruling. If the plaintiff refuses to accept the ruling, the plaintiff may appeal to a people's court at the higher level.

If a bill of complaint contains insufficient content or other mistakes, the people's court shall offer its guidance and explanation, and inform the party concerned of what needs to be supplemented once and for all. The people's court shall not refuse to accept the bill of complaint on the grounds that the requirements for acceptance are not met without offering its guidance or explanation.

If a people's court refuses to accept a bill of complaint, fails to issue a written proof following the acceptance of the statement, or fails to inform the party concerned of what needs to be supplemented once and for all, the party concerned may lodge a complaint with a people's court at the higher level, which shall order such people's court to make corrections, and give administrative sanctions to the person directly in charge and other liable personnel in accordance with the law.

Article 52 If a people's court neither files a case nor makes a ruling not to file the case, the party concerned may lodge a complaint with the people's court at the higher level. If the people's court at the higher level considers that the requirements for acceptance are met, the court shall file and hear the case, or designate any other people's court at the lower level to do so.

Article 53 If a citizen, a legal person or any other organization considers that the regulatory documents on which a specific administrative act has been based are illegal despite the fact that these documents are formulated by the departments under the State Council or local people's governments and their departments, he or it may, at the time of initiating an action against the administrative act, request a review of these regulatory documents.

The regulatory documents as mentioned in the preceding paragraph do not include rules.

Chapter VII Trial and Judgment

Section 1 General Rules

Article 54 A people's court shall hear administrative cases in public, except for those involving State secrets, personal privacy or as otherwise provided for by law.

A case involves trade secrets may not be heard in public if a party so requests.

Article 55 If a party considers a member of the judicial personnel to have an interest in the case or to be related to it, which may affect the fair trial of the case, the party has the right to demand the withdrawal of the judicial personnel.

If a member of the judicial personnel considers himself or herself to have an interest in the case or to have other relations with it, he or she shall apply for withdrawal.

The provisions of the two preceding paragraphs shall apply to court clerks, interpreters, expert witnesses and persons who conduct inquests.

The withdrawal of the president of the court as the presiding judge shall be decided by the court's adjudication committee; the withdrawal of a member of the adjudicatory personnel shall be decided by the

议一次。

第五十六条

诉讼期间，不停止行政行为的执行。但有下列情形之一的，裁定停止执行：

(一) 被告认为需要停止执行的；

(二) 原告或者利害关系人申请停止执行，人民法院认为该行政行为的执行会造成难以弥补的损失，并且停止执行不损害国家利益、社会公共利益的；

(三) 人民法院认为该行政行为的执行会给国家利益、社会公共利益造成重大损害的；

(四) 法律、法规规定停止执行的。

当事人对停止执行或者不停止执行的裁定不服的，可以申请复议一次。

第五十七条

人民法院对起诉行政机关没有依法支付抚恤金、最低生活保障金和工伤、医疗社会保险金的案件，权利义务关系明确、不先予执行将严重影响原告生活的，可以根据原告的申请，裁定先予执行。

当事人对先予执行裁定不服的，可以申请复议一次。复议期间不停止裁定的执行。

第五十八条

经人民法院传票传唤，原告无正当理由拒不到庭，或者未经法庭许可中途退庭的，可以按照撤诉处理；被告无正当理由拒不到庭，或者未经法庭许可中途退庭的，可以缺席判决。

第五十九条

诉讼参与人或者其他人有下列行为之一的，人民法院可以根据情节轻重，予以训诫、责令具结悔过或者处一万元以下的罚款、十五日以下的拘留；构成犯罪的，依法追究刑事责任：

(一) 有义务协助调查、执行的人，对人民法院的协助调查决定、协助执行通知书，无故推拖、拒绝或者妨碍调查、执行的；

(二) 伪造、隐藏、毁灭证据或者提供虚假证明材料，妨碍人民法院审理案件的；

(三) 指使、贿买、胁迫他人作伪证或者威胁、阻止证人作证的；

(四) 隐藏、转移、变卖、毁损已被查封、扣押、冻结的财产的；

(五) 以欺骗、胁迫等非法手段使原告撤诉的；

(六) 以暴力、威胁或者其他方法

president of the court; the withdrawal of other personnel shall be decided by the presiding judge. Any party who refuses to accept the decision may apply for reconsideration once.

Article 56 During the period of legal proceedings, execution of the specific administrative act shall not be suspended. Execution of the specific administrative act shall be suspended under one of the following circumstances:

(1) if suspension is deemed necessary by the defendant;

(2) if the plaintiff or an interested party applies for a suspension of execution, and the people's court deems that execution of the specific administrative act will cause irremediable losses and suspension of the execution will not harm national or public interests;

(3) if the people's court deems that execution of the specific administrative act will cause heavy damage to national or public interests; and

(4) if suspension of execution is required by the provisions of laws or regulations.

If the party concerned refuses to accept a ruling on suspension or non-suspension of execution, he may apply for reconsideration once.

Article 57 Where an action is initiated against an administrative organ's failure to pay consolation money, subsistence allowances, or job-related injury or medical insurance benefits, and the rights and obligations of the parties are clear, or the livelihood of the plaintiff would be seriously affected unless advance execution is enforced, the people's court may, according to the application of the plaintiff, make a ruling on advance execution.

If the party concerned refuses to accept a ruling on advance execution, he may apply for reconsideration once. Execution of the ruling shall not be suspended during the period of reconsideration.

Article 58 If a plaintiff, having been served with a summon, refuses to appear in court without justified reasons, or if he withdraws during a court session without the permission of the court, the case may be considered as withdrawn by him; if a defendant, after having been served with a summon, refuses to appear in court without justified reasons, or if he withdraws during a court session without the permission of the court, the court may make a judgment by default.

Article 59 If a participant in the proceedings or any person commits any of the following acts, the people's court may, according to the seriousness of his or her offense, reprimand him or her, order him or her to sign a statement of repentance or impose upon him or her a fine not exceeding 10,000 yuan or detain him or her for a period not exceeding 15 days; if a crime is constituted, criminal liability shall be investigated according to law:

(1) any person who has the duty to render assistance in investigation or execution, delays without reason or refuses to render assistance or obstructs the investigation or execution after the people's court has served him or her a notice for assistance;

(2) forging, concealing or destroying evidence, or providing false supporting materials, which would hinder the trial of a case by the people's court;

(3) instigating, bribing or coercing others to make false testimony or obstructing witnesses from giving testimony;

(4) concealing, transferring, selling or destroying the property that has been sealed up, seized or frozen;

(5) Making the plaintiff withdraw the case by fraud, coercion or other illegal means;

(6) resorting to violence, coercion or other means to obstruct the

阻碍人民法院工作人员执行职务，或者以哄闹、冲击法庭等方法扰乱人民法院工作秩序的；

(七) 对人民法院审判人员或者其他工作人员、诉讼参与人、协助调查和执行的人员恐吓、侮辱、诽谤、诬陷、殴打、围攻或者打击报复的。

人民法院对有前款规定的行为之一的单位，可以对其主要负责人或者直接责任人员依照前款规定予以罚款、拘留；构成犯罪的，依法追究刑事责任。

罚款、拘留须经人民法院院长批准。当事人不服的，可以向上一级人民法院申请复议一次。复议期间不停止执行。

第六十条

人民法院审理行政案件，不适用调解。但是，行政赔偿、补偿以及行政机关行使法律、法规规定的自由裁量权的案件可以调解。

调解应当遵循自愿、合法原则，不得损害国家利益、社会公共利益和他人合法权益。

第六十一条

在涉及行政许可、登记、征收、征用和行政机关对民事争议所作的裁决的行政诉讼中，当事人申请一并解决相关民事争议的，人民法院可以一并审理。

在行政诉讼中，人民法院认为行政案件的审理需以民事诉讼的裁判为依据的，可以裁定中止行政诉讼。

第六十二条

人民法院对行政案件宣告判决或者裁定前，原告申请撤诉的，或者被告改变其所作的行政行为，原告同意并申请撤诉的，是否准许，由人民法院裁定。

第六十三条

人民法院审理行政案件，以法律和行政法规、地方性法规为依据。地方性法规适用于本行政区域内发生的行政案件。

人民法院审理民族自治地方的行政案件，并以该民族自治地方的自治条例和单行条例为依据。

人民法院审理行政案件，参照规章。

第六十四条

人民法院在审理行政案件中，经审查认为本法第五十三条规定的规范性文件不合法的，不作为认定行政行为合法的依据，并向制定机关提出处理建议。

第六十五条

人民法院应当公开发布发生法律效力的判决书、裁定书，供公众查阅，但涉及国家秘密、商业秘密和个人隐私的内容除外。

personnel of a people's court from performing their duties or disrupting court order by making an uproar in the court or rushing at it; or

(7) threatening, insulting, slandering, framing, beating, besieging or retaliating against the adjudicatory personnel or other personnel of a people's court, participants in proceedings or personnel who assist in the investigation or execution.

If an entity commits any of the acts as specified in the preceding paragraph, the people's court may impose a fine or detain the person chiefly in charge of the entity or the directly liable personnel according to the provisions of the preceding paragraph; if a crime is constituted, criminal liability shall be investigated according to law.

A fine or detention must be approved by the president of a people's court. Any party who refuses to accept the punishment decision may apply to the people's court at the next higher lever for reconsideration once. Execution of the decision shall not be suspended during the period of reconsideration.

Article 60 A people's court shall not apply conciliation in trying an administrative case. However, a case involving administrative indemnity or compensation or a case for which an administrative organ may exercise the right of discretion as prescribed by laws or regulations may be settled through conciliation.

Conciliations shall be carried out on the principles of voluntariness and legitimacy, and shall not harm the national interests, public interests or others' legitimate rights and interests.

Article 61 Where, in an administrative action that involves administrative licensing, registration, collection or expropriation or the ruling rendered by an administrative on a civil dispute, a party applies for concurrent settlement of relevant civil disputes, the people's court may handle the civil disputes concurrently.

Where, in administrative proceedings, the people's court considers that an administrative case needs to be tried on the judgment rendered for a civil action, the court may make a ruling to suspend the administrative proceedings.

Article 62 Prior to a judgment or ruling made by a people's court on an administrative case, if the plaintiff applies for the withdrawal of the case, or if the defendant amends the specific administrative act and the plaintiff, as a result, agrees and applies for the withdrawal of the suit, the people's court shall decide whether or not to grant the approval thereon.

Article 63 In trying administrative cases, a people's court shall take the law, administrative rules and regulations and local regulations as the criteria. Local regulations shall be applicable to administrative cases within the corresponding administrative areas.

In trying administrative cases of a national autonomous area, a people's court shall also take the regulations on autonomy and separate regulations of the national autonomous area as the criteria.

In trying administrative cases, a people's court shall take relevant rules and regulations as the criteria.

Article 64 Where, in trying an administrative case, a people's court finds through investigation that the regulatory documents as specified in Article 53 herein are illegal, the court shall not take such documents as the basis for determining the legitimacy of the specific administrative act, and put forward handling suggestions to the organs issuing the documents.

Article 65 A people's court shall make public the legally effective judgments and rulings for consultation, however, those involving State secrets, trade secrets or personal privacy shall be excluded.

<p>第六十六条</p> <p>人民法院在审理行政案件中，认为行政机关的主管人员、直接责任人员违法违纪的，应当将有关材料移送监察机关、该行政机关或者其上一级行政机关；认为有犯罪行为的，应当将有关材料移送公安、检察机关。</p> <p>人民法院对被告经传票传唤无正当理由拒不到庭，或者未经法庭许可中途退庭的，可以将被告拒不到庭或者中途退庭的情况予以公告，并可以向监察机关或者被告的上一级行政机关提出依法给予其主要负责人或者直接责任人员处分的司法建议。</p>	<p>Article 66 Where, in trying an administrative case, a people's court considers that the person in charge of the administrative organ or the directly liable personnel has violated laws or administrative disciplines, the court shall transfer the relevant materials to the supervisory organ, the administrative organ in question or the administrative organ at the higher level; if the people's court considers that there exists a criminal act, it shall transfer the relevant materials to the public security and procuratorial organs.</p> <p>Where a defendant, having been summoned by the peoples' court, refuses to appear in court without justified reasons, or leaves the court session halfway without permission, the court may make an announcement on the defendant's refusal to appear in court or leaving the court session halfway, and propose suggestions to the supervisory organ or the administrative organ at the higher level on the sanctions to be given to the person in charge of the defendant or the directly liable personnel.</p>
<p>第二节 第一审普通程序</p> <p>第六十七条</p> <p>人民法院应当在立案之日起五日内，将起诉状副本发送被告。被告应当在收到起诉状副本之日起十五日内向人民法院提交作出行政行为的证据和所依据的规范性文件，并提出答辩状。人民法院应当在收到答辩状之日起五日内，将答辩状副本发送原告。</p> <p>被告不提出答辩状的，不影响人民法院审理。</p>	<p>Section 2 Ordinary Procedure of First Instance</p> <p>Article 67 A people's court shall, within five days after filing a case, send a copy of the bill of complaint to the defendant. The defendant shall, within 15 days after receiving the copy of the bill of complaint, provide the people's court with the evidence for taking a specific administrative act and regulatory documents on which the administrative act has been based and submit a bill of defense. The people's court shall send a copy of the bill of defense to the plaintiff within five days after receiving it.</p> <p>Failure by the defendant to submit a bill of defense shall not affect the trial of the case by the people's court.</p>
<p>第六十八条</p> <p>人民法院审理行政案件，由审判员组成合议庭，或者由审判员、陪审员组成合议庭。合议庭的成员，应当是三人以上的单数。</p> <p>第六十九条</p> <p>行政行为证据确凿，适用法律、法规正确，符合法定程序的，或者原告申请被告履行法定职责或者给付义务理由不成立的，人民法院判决驳回原告的诉讼请求。</p>	<p>Article 68 When a people's court hears administrative cases, a collegial panel of judges or of judges and assessors shall be formed. The number of members of a collegial panel shall be an odd number of three or more.</p> <p>Article 69 Where the evidence for taking a specific administrative act is conclusive, the application of laws and regulations is correct, and the legal procedure is complied with, or the reasons for the defendant's performance of its statutory duty or payment obligation as proposed by the plaintiff are untenable, the people's court shall reject the claims of the plaintiff.</p>
<p>第七十条</p> <p>行政行为有下列情形之一的，人民法院判决撤销或者部分撤销，并可以判决被告重新作出行政行为：</p> <p>（一）主要证据不足的；</p> <p>（二）适用法律、法规错误的；</p> <p>（三）违反法定程序的；</p> <p>（四）超越职权的；</p> <p>（五）滥用职权的；</p> <p>（六）明显不当的。</p>	<p>Article 70 Where a specific administrative act has been taken under any of the following circumstances, the people's court may make a ruling to cancel or cancel partially the administrative act, or rule the defendant to make a new administrative act:</p> <p>(1) inadequacy of essential evidence;</p> <p>(2) erroneous application of the law or regulations;</p> <p>(3) violation of the legal procedure;</p> <p>(4) exceeding authority;</p> <p>(5) abuse of powers; and</p> <p>(6) obvious unfairness.</p>
<p>第七十一条</p> <p>人民法院判决被告重新作出行政行为的，被告不得以同一的事实和理由作出与原行政行为基本相同的行政行为。</p>	<p>Article 71 Where the people's court rules a defendant to take a new specific administrative act, the defendant may not, based on the same fact and reason, undertake a specific administrative act essentially identical with the original one.</p>
<p>第七十二条</p> <p>人民法院经过审理，查明被告不履行法定职责的，判决被告在一定期限内履行。</p>	<p>Article 72 Where, after hearing a case, the people's court finds that the defendant has failed to perform its statutory duty, a fixed time shall be set by judgment for its performance of the duty.</p>
<p>第七十三条</p>	<p>Article 73 Where, after hearing a case, the people's court finds that the</p>

<p>人民法院经过审理，查明被告依法负有给付义务的，判决被告履行给付义务。</p>	<p>defendant holds the payment obligation according to law, the court shall rule the defendant to perform the payment obligation.</p>
<p>第七十四条</p> <p>行政行为有下列情形之一的，人民法院判决确认违法，但不撤销行政行为：</p> <p>（一）行政行为依法应当撤销，但撤销会给国家利益、社会公共利益造成重大损害的；</p> <p>（二）行政行为程序轻微违法，但对原告权利不产生实际影响的。</p> <p>行政行为有下列情形之一的，不需要撤销或者判决履行的，人民法院判决确认违法：</p> <p>（一）行政行为违法，但不具有可撤销内容的；</p> <p>（二）被告改变原违法行政行为，原告仍要求确认原行政行为违法的；</p> <p>（三）被告不履行或者拖延履行法定职责，判决履行没有意义的。</p>	<p>Article 74 Where a specific administrative act has been taken under either of the following circumstances, the people's court shall make a ruling to confirm that it is illegal, but not cancel the administrative act:</p> <p>(1) the specific administrative act shall be cancelled according to law, but the cancellation will cause great damage to national or public interests; and</p> <p>(2) the procedure for taking of the specific administrative act constitutes a minor legal offense, but does not have a real impact on the rights of the plaintiff.</p> <p>Where a specific administrative act has been taken under any of the following circumstances, and the cancellation of the administrative act or the ruling on performance by the administrative organ is not required, the people's court shall make a ruling to confirm that the act is illegal:</p> <p>(1) the administrative act is illegal, but there is no cancellable content in the act;</p> <p>(2) the defendant has changed the original illegal administrative act, and the plaintiff still request the people's court to confirm that the original administrative act is illegal; and</p> <p>(3) the defendant fails to perform or delays the performance of its statutory duty, and the ruling on performance by the defendant is meaningless.</p>
<p>第七十五条</p> <p>行政行为有实施主体不具有行政主体资格或者没有依据等重大且明显违法情形，原告申请确认行政行为无效的，人民法院判决确认无效。</p>	<p>Article 75 Where a plaintiff applies for confirming that a specific administrative act has no legal validity because of its gross and evidence illegalities such as the administrative organ has no qualifications or the exercise of the administrative act has no basis, the people's court shall make a ruling to confirm that the act is invalid.</p>
<p>第七十六条</p> <p>人民法院判决确认违法或者无效的，可以同时判决责令被告采取补救措施；给原告造成损失的，依法判决被告承担赔偿责任。</p>	<p>Article 76 At the time of making a ruling to confirm that a specific administrative act is illegal or invalid, a people's court may order the defendant to take remedial action; if damage has been caused to the plaintiff, the court shall rule the defendant to assume compensation liability according to law.</p>
<p>第七十七条</p> <p>行政处罚明显不当，或者其他行政行为涉及对款额的确定、认定确有错误的，人民法院可以判决变更。</p> <p>人民法院判决变更，不得加重原告的义务或者减损原告的权益。但利害关系人同为原告，且诉讼请求相反的除外。</p>	<p>Article 77 Where an administrative sanction is obviously unfair, or there is definite error in the fixing or identification of the amount of money involved in a specific administrative act, the people's court may make a ruling to change the administrative sanction or the amount of money.</p> <p>At the time of making a ruling to change the administrative sanction or fine, the people's court shall not aggravate the obligations of the plaintiff or impair its rights or interests, unless an interested party, as the co-plaintiff, has lodged the opposite claims.</p>
<p>第七十八条</p> <p>被告不依法履行、未按照约定履行或者违法变更、解除本法第十二条第一款第十一项规定的协议的，人民法院判决被告承担继续履行、采取补救措施或者赔偿损失等责任。</p> <p>被告变更、解除本法第十二条第一款第十一项规定的协议合法，但未依法给予补偿的，人民法院判决给予补偿。</p>	<p>Article 78 Where a defendant fails to perform according to law or as agreed upon or illegally alter or terminate the agreement as specified in Item (11) of the first paragraph of Article 12 herein, the people's court shall rule the defendant to continue the performance of such agreement, take remedial action, compensate for losses or assume other obligations.</p> <p>Where the defendant alters or terminates the agreement as specified in Item (11) of the first paragraph of Article 12 herein according to law, but fails to give compensation, the people's court shall rule the defendant to make compensation.</p>
<p>第七十九条</p> <p>复议机关与作出原行政行为的行政机关为共同被告的案件，人民法院应当对复议决定和原行政行为一并作出裁判。</p>	<p>Article 79 In an administrative case wherein the reconsideration organ and the administrative organ which undertook the original administrative act are the joint defendants, the people's court shall make judgments on both the reconsideration decision and the original administrative act.</p>

判。		
第八十条	Article 80	People's courts shall publicly pronounce their judgments on all cases regardless whether the cases have been tried publicly or privately.
人民法院对公开审理和不公开审理的案件，一律公开宣告判决。		
当庭宣判的，应当在十日内发送判决书；定期宣判的，宣判后立即发给判决书。		If a judgment is pronounced in court, the written judgment shall be issued and delivered within ten days; if a judgment is pronounced later on a fixed date, the written judgment shall be issued and given immediately after the pronouncement.
宣告判决时，必须告知当事人上诉权利、上诉期限和上诉的人民法院。		Upon pronouncement of a judgment, the parties concerned must be informed of their right to file an appeal, the time limit for appeal and the court to which they may appeal.
第八十一条	Article 81	The people's court shall make a judgment of first instance within six months from the date of filing the case. If an extension of the time limit is necessary under special circumstances, it shall be approved by a high people's court, if an extension of the time limit for trying a case of first instance by a high people's court is needed, this shall be approved by the Supreme People's Court.
人民法院应当在立案之日起六个月内作出第一审判决。有特殊情况需要延长的，由高级人民法院批准，高级人民法院审理第一审案件需要延长的，由最高人民法院批准。		
第三节 简易程序	Section 3	Summary Procedure
第八十二条	Article 82	In trying the following administrative cases of first instance, if the people's court considers that the facts are evident, the rights and obligations clear and the disputes trivial, the summary procedure may be applied:
人民法院审理下列第一审行政案件，认为事实清楚、权利义务关系明确、争议不大的，可以适用简易程序：		
（一）被诉行政行为是依法当场作出的；	(1)	administrative cases in which the administrative act sued has been taken on the spot according to law;
（二）案件涉及款额二千元以下的；	(2)	administrative cases in which the amount of money involved is less than 2,000 yuan; and
（三）属于政府信息公开案件的。	(3)	administrative cases related to government information disclosure.
除前款规定以外的第一审行政案件，当事人各方同意适用简易程序的，可以适用简易程序。		If the parties concerned agree to apply the summary procedure for the administrative cases of first instance other than those mentioned in the preceding paragraph, the summary procedure may be applied.
发回重审、按照审判监督程序再审的案件不适用简易程序。		The summary procedure is not applicable to the administrative cases that are remanded for a retrial or retried according to the procedure of trial supervision.
第八十三条	Article 83	An administrative case to which the summary procedure is applied shall be tried by a single judge, and the case shall be concluded within 45 days after the case is filed.
适用简易程序审理的行政案件，由审判员一人独任审理，并应当在立案之日起四十五日内审结。		
第八十四条	Article 84	If a people's court finds it inappropriate to apply the summary procedure in trial of an administrative case, the court may make a ruling to replace the summary procedure with the ordinary procedure.
人民法院在审理过程中，发现案件不宜适用简易程序的，裁定转为普通程序。		
第四节 第二审程序	Section 4	Procedure of Second Instance
第八十五条	Article 85	If a party refuses to accept a judgment of first instance made by a people's court, the party has the right to file an appeal with the people's court at the higher level within 15 days after the service of the written judgment. If a party refuses to accept a ruling of first instance made by a people's court, the party has the right to file an appeal with the people's court at the higher level within 10 days after the service of the written ruling. All judgments and rulings of first instance made by the people's court that have not been appealed within the prescribed time limit shall be legally effective.
当事人不服人民法院第一审判决的，有权在判决书送达之日起十五日内向上一级人民法院提起上诉。当事人不服人民法院第一审裁定的，有权在裁定书送达之日起十日内向上一级人民法院提起上诉。逾期不提起上诉的，人民法院的第一审判决或者裁定发生法律效力。		
第八十六条	Article 86	With respect to a case on appeal, a people's court shall form a collegial panel to conduct the trial. If the collegial panel, after consulting the files, making investigations and questioning the parties, deems it unnecessary to conduct a trial as no new facts, evidence or arguments are raised, a trial may not be conducted.
人民法院对上诉案件，应当组成合议庭，开庭审理。经过阅卷、调查和询问当事人，对没有提出新的事实、证据或者理由，合议庭认为不需要开庭审理的，也可以不开庭审理。		
第八十七条	Article 87	In trying a case on appeal, a people's court shall thoroughly examine the judgment or ruling of the people's court which originally

人民法院审理上诉案件，应当对原审人民法院的判决、裁定和被诉行政行为进行全面审查。

第八十八条

人民法院审理上诉案件，应当在收到上诉状之日起三个月内作出终审判决。有特殊情况需要延长的，由高级人民法院批准，高级人民法院审理上诉案件需要延长的，由最高人民法院批准。

第八十九条

人民法院审理上诉案件，按照下列情形，分别处理：

（一）原判决、裁定认定事实清楚，适用法律、法规正确的，判决或者裁定驳回上诉，维持原判决、裁定；

（二）原判决、裁定认定事实错误或者适用法律、法规错误的，依法改判、撤销或者变更；

（三）原判决认定基本事实不清、证据不足的，发回原审人民法院重审，或者查清事实后改判；

（四）原判决遗漏当事人或者违法缺席判决等严重违反法定程序的，裁定撤销原判决，发回原审人民法院重审。

原审人民法院对发回重审的案件作出判决后，当事人提起上诉的，第二审人民法院不得再次发回重审。

人民法院审理上诉案件，需要改变原审判决的，应当同时对被诉行政行为作出判决。

第五节 审判监督程序

第九十条

当事人对已经发生法律效力判决、裁定，认为确有错误的，可以向上一级人民法院申请再审，但判决、裁定不停止执行。

第九十一条

当事人的申请符合下列情形之一的，人民法院应当再审：

（一）不予立案或者驳回起诉确有错误的；

（二）有新的证据，足以推翻原判决、裁定的；

（三）原判决、裁定认定事实的主要证据不足、未经质证或者系伪造的；

（四）原判决、裁定适用法律、法规确有错误的；

（五）违反法律规定的诉讼程序，可能影响公正审判的；

（六）原判决、裁定遗漏诉讼请求的；

（七）据以作出原判决、裁定的法

律被撤销或者变更的；

Article 88 In trying a case on appeal, a people's court shall make a final judgment within three months from the date of receiving the appeal. If an extension of the time limit is necessary under special circumstances, it shall be approved by a high people's court, and if an extension of the time limit for handling a case on appeal by a high people's court is necessary, this shall be approved by the Supreme People's Court.

Article 89 In trying a case on appeal, a people's court shall, in light of the following situations, dispose of it accordingly:

(1) if the facts are clearly ascertained and the laws and regulations are correctly applied in the original judgment or ruling, the appeal shall be rejected and the original judgment or ruling shall be upheld;

(2) if the facts are incorrectly ascertained or the laws and regulations are incorrectly applied in the original judgment or ruling, the judgment or ruling shall be amended, rescinded or altered according to law;

(3) if the facts are not clearly ascertained in the original judgment or the evidence is insufficient, the case shall be remanded to the original people's court for a retrial, or the people's court of the second instance may amend the judgment after investigating and clarifying the facts; or

(4) if there was violations of the legal procedure in making the original judgment, such as omitting a party or illegal judgment by default, the original judgment shall be rescinded and the case shall be remanded to the original people's court for a retrial.

After a judgment is made on a case remanded for a retrial by the people's court which originally tried the case, if a party files an appeal, the people's court of second instance shall not remand the case for another retrial.

If a people's court trying a case on appeal needs to change the original judgment, the court shall also make a judgment on the administrative act sued.

Section 5 Procedure of Trial Supervision

Article 90 If a party considers that a legally effective judgment or ruling contains definite error, the party may apply to the people's court at the higher level for a retrial, but the execution of the judgment or ruling shall not be suspended.

Article 91 If the application of a party falls under any of the following circumstances, a people's court shall retry the case:

(1) there is definite error in failure to file the case or rejection of the action;

(2) there is new evidence, which is sufficient to overturn the original judgment or ruling;

(3) the main evidence for ascertaining the facts in the original judgment or ruling is insufficient, forged or not cross-examined;

(4) there is definite error in the application of laws and regulations in the original judgment or ruling;

(5) the statutory litigation procedure is violated, which may affect the fair trial of the case;

(6) some claims are omitted in the original judgment or ruling;

(7) the legal documents on which the original judgment or ruling was made have been cancelled or revised; and

(8) the judge is found to have taken bribes, engaged in malpractice for

律文书被撤销或者变更的；

personal benefits or perverted the law during the trial of the case.

(八) 审判人员在审理该案件时有贪污受贿、徇私舞弊、枉法裁判行为的。

第九十二条

各级人民法院院长对本院已经发生法律效力的判决、裁定，发现有本法第九十一条规定情形之一，或者发现调解违反自愿原则或者调解书内容违法，认为需要再审的，应当提交审判委员会讨论决定。

最高人民法院对地方各级人民法院已经发生法律效力的判决、裁定，上级人民法院对下级人民法院已经发生法律效力的判决、裁定，发现有本法第九十一条规定情形之一，或者发现调解违反自愿原则或者调解书内容违法的，有权提审或者指令下级人民法院再审。

第九十三条

最高人民检察院对各级人民法院已经发生法律效力的判决、裁定，上级人民检察院对下级人民法院已经发生法律效力的判决、裁定，发现有本法第九十一条规定情形之一，或者发现调解书损害国家利益、社会公共利益的，应当提出抗诉。

地方各级人民检察院对同级人民法院已经发生法律效力的判决、裁定，发现有本法第九十一条规定情形之一，或者发现调解书损害国家利益、社会公共利益的，可以向同级人民法院提出检察建议，并报上级人民检察院备案；也可以提请上级人民检察院向同级人民法院提出抗诉。

各级人民检察院对审判监督程序以外的其他审判程序中审判人员的违法行为，有权向同级人民法院提出检察建议。

第八章 执行
第九十四条

当事人必须履行人民法院发生法律效力的判决、裁定、调解书。

第九十五条

公民、法人或者其他组织拒绝履行判决、裁定、调解书的，行政机关或者第三人可以向第一审人民法院申请强制执行，或者由行政机关依法强制执行。

第九十六条

行政机关拒绝履行判决、裁定、调解书的，第一审人民法院可以采取下列措施：

(一) 对应当归还的罚款或者应当给付的款额，通知银行从该行政机关的账户内划拨；

(二) 在规定期限内不履行的，从期满之日起，对该行政机关负责人按日处五十元至一百元的罚款；

Article 92 If the president of a people's court finds that a legally effective judgment or ruling made by his or her court falls under any of the circumstances as specified in Article 91 herein or finds that the conciliation is in violation of the principle of voluntariness or the conciliation statement is illegal and deems it necessary to have the case retried, the president shall refer the matter to the judicial committee for discussion and decision.

If the Supreme People's Court or a people's court at the higher level finds that a legally effective judgment or ruling made by a local people's court or a people's court at the lower level respectively falls under any of the circumstances as specified in Article 91 herein, or finds that the conciliation is in violation of the principle of voluntariness or the conciliation statement is illegal, the Supreme People's Court or the people's court at the higher level have the power to bring the case up for trial itself or order the people's court at the lower level to conduct a retrial.

Article 93 If the Supreme People's Procuratorate or a people's procuratorate at the higher level finds that a legally effective judgment or ruling made by a local people's court or a people's court at the lower level respectively falls under any of the circumstances as specified in Article 91 herein, or finds that the conciliation statement harms national or public interests, the Supreme People's Procuratorate or the people's procuratorate at the higher level have the right to lodge a protest.

If a local people's procuratorate finds that a legally effective judgment or ruling made by a people's court at the same level falls under any of the circumstances as specified in Article 91 herein, or finds that the conciliation statement harms national or public interests, the people's procuratorate may make a procuratorate proposal to the people's court at the same level, and report the same to the people's procuratorate at the higher level for record-filing; and may also apply to the people's procuratorate at the higher level for lodging a protest with the people's court at the same level.

If a people's procuratorate finds that a member of the judicial personnel has committed an illegal act during any of the trial procedures other than the procedure of trial supervision, it shall have the power to make a procuratorate proposal to the people's court at the same level.

Chapter VIII Execution

Article 94 The parties must perform the legally effective judgment, ruling or conciliation statement made by the people's court.

Article 95 If a citizen, a legal person or any other organization refuses to perform the judgment, ruling or conciliation statement, the administrative organ or a third party may apply to a people's court of first instance for compulsory execution or the administrative organ may proceed with compulsory execution according to law.

Article 96 If an administrative organ refuses to perform the judgment, ruling or conciliation statement, the people's court of first instance may adopt the following measures:

(1) informing the bank to transfer from the administrative organ's account the amount of the fine that shall be returned or the amount of money that shall be paid;

(2) imposing a fine ranging from 50 to 100 yuan per day on an administrative organ that fails to perform the judgment, ruling or conciliation statement within the prescribed time limit, counting from the date when the time limit expires;

(3) making an announcement on the administrative organ's refusal to

(三) 将行政机关拒绝履行的情况予以公告；

(四) 向监察机关或者该行政机关的上一级行政机关提出司法建议。接受司法建议的机关，根据有关规定进行处理，并将处理情况告知人民法院；

(五) 拒不履行判决、裁定、调解书，社会影响恶劣的，可以对该行政机关直接负责的主管人员和其他直接责任人员予以拘留；情节严重，构成犯罪的，依法追究刑事责任。

第九十七条

公民、法人或者其他组织对行政行为在法定期限内不提起诉讼又不履行的，行政机关可以申请人民法院强制执行，或者依法强制执行。

第九章 涉外行政诉讼

第九十八条

外国人、无国籍人、外国组织在中华人民共和国进行行政诉讼，适用本法。法律另有规定的除外。

第九十九条

外国人、无国籍人、外国组织在中华人民共和国进行行政诉讼，同中华人民共和国公民、组织有同等的诉讼权利和义务。

外国法院对中华人民共和国公民、组织的行政诉讼权利加以限制的，人民法院对该国公民、组织的行政诉讼权利，实行对等原则。

第一百条

外国人、无国籍人、外国组织在中华人民共和国进行行政诉讼，委托律师代理诉讼的，应当委托中华人民共和国律师机构的律师。

第十章 附 则

第一百零一条

人民法院审理行政案件，关于期间、送达、财产保全、开庭审理、调解、中止诉讼、终结诉讼、简易程序、执行等，以及人民检察院对行政案件受理、审理、裁判、执行的监督，本法没有规定的，适用《中华人民共和国民事诉讼法》的相关规定。

第一百零二条

人民法院审理行政案件，应当收取诉讼费用。诉讼费用由败诉方承担，双方都有责任的由双方分担。收取诉讼费用的具体办法另行规定。

第一百零三条

本法自1990年10月1日起施行。

perform the judgment, ruling or conciliation statement;

(4) making a judicial proposal to the supervisory organ or the administrative organ at a level higher to the administrative organ in question. The organ that accepts the judicial proposal shall deal with the matter in accordance with the relevant provisions and inform the people's court of its disposition; and

(5) if an administrative organ refuses to perform a judgment, ruling or conciliation statement, resulting in adverse social influence, the person in charge of the administrative organ and other directly liable personnel may be detained; if the circumstance is serious and a crime is constituted, criminal liability shall be investigated according to law. Article 97 If a citizen, a legal person or any other organization, during the period prescribed by law, neither initiates an action nor carries out the specific administrative act, the administrative organ may apply to a people's court for compulsory execution, or proceed with compulsory execution according to law.

Chapter IX Administrative Proceedings Involving Foreign Interests

Article 98 This Law is applicable to foreign nationals, stateless persons and foreign organizations that are engaged in administrative actions in the People's Republic of China, except as otherwise provided for by law.

Article 99 Foreign nationals, stateless persons and foreign organizations that are engaged in administrative actions in the People's Republic of China have the same rights and obligations as citizens and organizations of the People's Republic of China.

Should the courts of a foreign country impose restrictions on the administrative litigation rights of the citizens and organizations of the People's Republic of China, the Chinese people's courts shall follow the principle of reciprocity regarding the administrative litigation rights of the citizens and organizations of that foreign country.

Article 100 When foreign nationals, stateless persons and foreign organizations appoint lawyers as their agents in administrative actions in the People's Republic of China, they shall appoint lawyers of a lawyers organization of the People's Republic of China.

Chapter X Supplementary Provisions

Article 101 Where there are no relevant provisions in this Law regarding the duration, service, property preservation, trial in court, conciliation, suspension of an action, termination of an action, summary procedure or execution for the trial of administrative cases, or regarding the supervision carried out by people's procuratorates over acceptance, trial, judgment or execution of administrative cases, the provisions in the Civil Procedure Law of the People's Republic of China shall apply.

Article 102 The people's courts shall charge litigation fees for hearing administrative cases. The litigation fee shall be borne by the losing party, or by both parties if they are both liable. The specific measures on the charging of litigation fees shall be made separately.

Article 103 This Law shall come into force on 1 October 1990.



扫一扫，手机阅读更方便

Deregulated review and/or approval	Department in Charge	Effective Date of Repeal
Review and approval of tariff schedule for electricity transmission and distribution among regional grids	National Energy Administration	11/24/14
Review and approval of entry into or exit out of commercial operation of power generators	National Energy Administration	11/24/14
Trial arrangement of direct deal of electricity between generator company and bulk electricity user	National Energy Administration	05/17/13
Review and approval of change in operational fund of branch of local banks in China	China Banking Regulatory Commission	10/10/12
Review and approval of change in operational premises of branch of local banks in China	China Banking Regulatory Commission	10/10/12
Review and approval of change in operational fund of branch of foreign banks in China	China Banking Regulatory Commission	10/10/12
Review and approval of change in operational premises of branch of foreign banks in China	China Banking Regulatory Commission	10/10/12
Review and approval of tariff schedule of rates and mileage of cargo transportation	National Railway Administration	08/12/14
Review and confirmation of taxation registration for opening and change in business	State Administration of Taxation	12/10/13
Confirmation of registration fee for business commencement of legal person	Administration for Industry and Commerce	02/06/16
Review and approval of registration for a collectively-owned enterprise	Administration for Industry and Commerce	02/06/16
Review and approval of business license for starting the supply of electricity business	Administration for Industry and Commerce	02/06/16
Approval of using the Stock Exchange Risk Fund	China Securities Regulation Commission and Ministry of Finance	02/06/16

Check out taxpayers who enjoy tax reduction or exemption incentives	Administration of Taxation	02/06/16
Approval of establishment of foreign-owned enterprises which are not subject to the implementation of special administrative measures for admission	Commerce bureau	10/01/16
Approval of establishment of equity joint venture enterprises which are not subject to the implementation of special administrative measures for admission	Commerce bureau	10/01/16
Approval of establishment of Sino-foreign co-operative enterprises which are not subject to the implementation of special administrative measures for admission	Commerce bureau	10/01/16
Approval of establishment of enterprises invested by Taiwanese compatriots which are not subject to the implementation of special administrative measures for admission	Commerce bureau	10/01/16
Approval of establishment of coal mining enterprises	Ministry of Geology and Mineral Resources	11/07/16
Review and approval of recover of investment by foreign partner before paying income tax	Administration of Taxation and Administration of Finance	10/01/16
Review and approval of goods temporarily imported or temporarily exported	Administration of Customs	11/07/16

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National Development and Reform Commission of the PRC

Price Department

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Notice of National Development and Reform Commission on Perfecting the Relevant Matters of Coal-Electricity Price Linkage Mechanism FaGaiJiaGe[2015]No.3169

The development and reform commissions of all provinces, autonomous regions, municipalities directly under the Central Government, Price Bureau, China Huaneng Group, Datang International Power Generation Co., Ltd., China Huadian Corporation, China Guodian Corporation, State Power Investment, China Shenhua, China National Coal Group Corp., State Grid Corporation of China, China Southern Power Grid:

In order to implement the spirit of the <<Several Opinions of the CPC Central Committee and the State Council on Further Deepening the Reform of the Electric Power System>> (ZhongFa (2015) No.9), <<Several Opinions of the CPC Central Committee and the State Council on Promoting the Price Mechanism Reform>> (ZhongFa (2015) No.28) and decision-making deployment of the State Council on promoting the price reform, adapt to the change of coal electric power market situation, accelerate the healthy and coordinated development of coal electric power industry, by consent of the State Council, the relevant matters concerning further perfection of coal-electricity price linkage mechanism are notified as follows:

I. Make Clear the Benchmark of Coal-electricity Price Linkage Mechanism

On-grid electric quantity of coal-fired machine unit which doesn't participate in electric power market transaction and doesn't conduct unified dispatching at the provincial level or above should continue to carry out the benchmark on-grid electricity price policy and coal-electricity price linkage mechanism. Coal-electricity price linkage mechanism adopts year as the cycle, should be conducted unified deployment and startup by National Development and Reform Commission, should be organized and implemented with province (district, city) as the unit. Thermal coal price of coal-electricity price linkage mechanism is determined by China thermal coal price index. Thermal coal price adopts average price of all provinces (price range) of China thermal coal price index 2014 as the benchmark coal price; adopt the on-grid electricity price corresponding to benchmark coal price as the benchmark electricity price in

principle. In future, when implements coal-electricity price linkage each time, thermal coal price and on-grid electricity price should be respectively calculated comparing with benchmark coal price and benchmark electricity price. Determine whether the above benchmark coal price and benchmark electricity price is adjusted before year 2020 according to the actual situation.

II. Make Clear the Specific Contents of Coal-Electricity Price Linkage Mechanism.

Implement the interval linkage on coal-electricity price. Adopt thermal coal price of standard product (represented by 5,000 kcal/kg) as the standard, when thermal coal price is fluctuated for not more than RMB 30 Yuan (inclusive) comparing with benchmark coal price during the cycle, cost change is consumed by the power generation enterprise itself, doesn't start up linkage mechanism. When thermal coal price is fluctuated for more than RMB 30 Yuan (inclusive) comparing with benchmark coal price during the cycle, implement the tiered regressive linkage for excess portion, i.e. the portion when coal price is fluctuated for more than RMB 30 Yuan/ton but doesn't exceed RMB 60 Yuan (inclusive), linkage coefficient is 1. For the portion when coal price is fluctuated for more than RMB 60 Yuan/ton but doesn't exceed RMB 100 Yuan (inclusive), linkage coefficient is 0.9; For the portion when coal price is fluctuated for more than RMB 100 Yuan/ton but doesn't exceed RMB 150 Yuan (inclusive), linkage coefficient is 0.8; The portion when coal price is fluctuated for more than RMB 150 Yuan/ton, it is not linked any more. When adjustment level of on-grid electricity price after the measurement is less than RMB 0.2 Fen/kWh, linkage mechanism is not implemented in the same year, price adjustment amount should be accumulated to the next cycle for calculation. On-grid electricity price and electricity sales price which is adjusted according to coal-electricity price linkage mechanism should be implemented on January 1st each year.

III. Correspondingly adjust on-grid electricity price and electricity sales price.

Benchmark on-grid electricity price of coal-fired machine unit should be strictly measured and determined by coal-electricity price linkage mechanism; for specific formula, see Appendix 1. After the adjustment of on-grid electricity price, correspondingly adjust the electricity sales price. Of which, industrial and commercial electricity price should be correspondingly adjusted; adjustment level should be determined by on-grid electric quantity of coal-fired machine unit, on-grid electric quantity of other power sources, outsourced electric quantity condition, energy-saving and eco-friendly electricity price and other factors; for specific formula, see Appendix 2. Residential living, agricultural production electricity price remains relatively stable. Electricity sales price should be unfriendly determined the adjustment principle and price adjustment level of all provinces (price range) by National Development and Reform Commission; specific electricity price level of all kinds of electric power users should be formulated according to local actual situation by provincial-level price competent department, and should be published to the society for implementation.

IV. Stick to the promotion of electricity price marketization reform.

When perfects the coal-electricity price linkage mechanism, stick to the promotion of electricity price marketization reform, accelerate the electric power market construction, gradually lift the electric power price control over competitive link. On-grid electric quantity and electricity price participating in electric power market transaction should be determined through independent consultation by both parties. Electric power market transaction should stick to the principle of enterprise independent consultation, local government and relevant departments should not designate the transaction price, should not enforce the implementation of preferential electricity price policy for specific electric power users, should

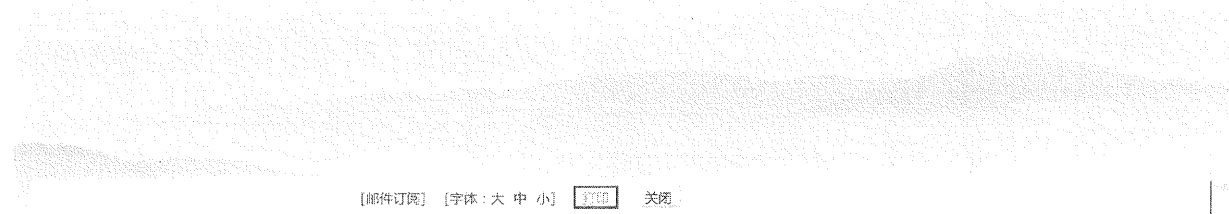
not enforce or enforce in disguised form the forced transaction between the power generation enterprises and specific electric power users.

The above provisions should be implemented from January 1st, 2016; the previous provisions concerning coal-electricity price linkage mechanism should not be carried out any more.

Annex:

1. Calculation formula of linkage between benchmark on-grid electricity price of coal-fired machine unit and coal price
2. Calculation formula of linkage between electricity sales price and benchmark on-grid electricity price of coal-fired machine unit

National Development and Reform Commission
12/31/2015



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Host Unit: National Development and Reform Commission of the PRC
Jing ICP Bei No 05052393
Technical Support: State Information Center
China Economic Information Network
National Development and Reform Commission

Appendix 1

Calculation formula of linkage between benchmark on-grid electricity price of coal-fired machine unit and coal price

$$P_{\Delta} = C_{\Delta} \div 5000 \times 7000 \times C_i \div 10000$$

P_{Δ} : Benchmark on-grid electricity price adjustment level of coal-fired machine unit of current period, unit is “Fen/kWh”.

C_{Δ} : Thermal coal (calorific value of thermal coal is 5000 kcal/kg) price variation of coal-fired power generation enterprise of previous period, see the below table for specific calculation method, unit is “Yuan/ton”.

C_i : Electricity supply standard coal consumption of previous period (calorific value of standard coal is 7000 kcal/kg), it is subject to prior-period average electricity supply standard coal consumption of coal-fired power generation enterprises of all provinces published to the society by China Electricity Council, unit is “gram/kWh”.

	Average coal price variation of previous period A (Yuan/ton)	Coal price calculation formula bringing into linkage
1	Exceed RMB 30 Yuan but doesn't exceed RMB 60 Yuan (inclusive)	$C_{\Delta} = (A - 30) \times 1$
2	Exceed RMB 60 Yuan but doesn't exceed RMB 100 Yuan (inclusive)	$C_{\Delta} = 30 + (A - 60) \times 0.9$
3	Exceed RMB 100 Yuan but doesn't exceed RMB 150 Yuan (inclusive)	$C_{\Delta} = 30 + 40 \times 0.9 + (A - 100) \times 0.8$
4	Exceed RMB 150 Yuan	$C_{\Delta} = 30 + 40 \times 0.9 + 50 \times 0.8$

A: Increase and decrease amount of prior-period China thermal coal price index (by provinces) comparing with year 2014, unit is “Yuan/ton”.

Appendix 2

Calculation formula of linkage between electricity sales price and benchmark on-grid electricity price of coal-fired machine unit

$$P = \frac{(M_a + M_b + M_c - M_d) \times P_{\Delta} + \sum_{i=1}^n M_i \times P_{\Delta i} + K}{M}$$

P: Total adjustment level of electricity sales price of the province

M_a: Prior-period on-grid electric quantity of coal-fired machine unit under unified control at the provincial-level or above

M_b: Prior-period on-grid electric quantity of renewable energy, coal-fired machine unit and other power sources with benchmark on-grid electricity price of coal-fired machine unit as the basis

M_c: Prior-period outsourced electric quantity of the province executed according to benchmark on-grid electricity price of coal-fired machine unit of the province

M_d: Prior-period outbound electric quantity of the province executed according to benchmark on-grid electricity price of coal-fired machine unit of the province

M_i: Prior-period outsourced electric quantity of the province executed according to benchmark on-grid electricity price of coal-fired machine unit of other provinces

P_Δ: Adjustment level of benchmark on-grid electricity price of coal-fired machine unit of the province

P_{Δi}: Adjustment level of benchmark on-grid electricity price of coal-fired machine unit of outsourced electric quantity source province

M: Prior-period provincial-level power grid sales electric quantity

K: Unified electricity price policy impact factor: National Development and Reform Commission should accord with price negotiation condition of trans-provincial and interregional transacted electric quantity, promote the sales electricity price reform, push forward energy-saving and environmental protection, accelerate the sustainable development of coal industry, orderly guide the outstanding electricity price contradiction.

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热门搜索：PPP 产业结构调整指导目录 油价

首页 > 政策法规

国家发展改革委关于完善煤电 价格联动机制有关事项的通知

发改价格[2015]3169号

各省、自治区、直辖市发展改革委、物价局，华能、大唐、华电、国电、国家电投、神华、中煤集团公司，国家电网、南方电网公司：

为贯彻落实《中共中央国务院关于进一步深化电力体制改革的若干意见》（中发〔2015〕9号）、《中共中央国务院关于推进价格机制改革的若干意见》（中发〔2015〕28号）精神和国务院关于推进价格改革的决策部署，适应煤炭电力市场形势变化，促进煤炭电力行业健康协调发展，经国务院同意，现就进一步完善煤电价格联动机制有关事项通知如下：

一、明确煤电价格联动机制基准

对于没有参与电力市场交易、由省级及省级以上统一调度的燃煤机组上网电量，继续实行标杆上网电价政策和煤电价格联动机制。煤电价格联动机制以年度为周期，由国家发展改革委统一部署启动，以省（区、市）为单位组织实施。煤电价格联动机制依据的电煤价格按照中国电煤价格指数确定。电煤价格以中国电煤价格指数2014年各省（价区）平均价格为基准煤价，原则上以与基准煤价对应的上网电价为基准电价。今后，每次实施煤电价格联动，电煤价格和上网电价分别与基准煤价、基准电价相比较计算。在2020年之前，上述基准煤价和基准电价是否调整根据实际情况确定。

二、明确煤电价格联动机制具体内容

对煤电价格实行区间联动。以5000大卡/千克代表规格品电煤价格为标准，当周期内电煤价格与基准煤价相比波动不超过每吨30元（含）的，成本变化由发电企业自行消纳，不启动联动机制。当周期内电煤价格与基准煤价相比波动超过每吨30元的，对超过部分实施分档累退联动，即当煤价波动超过每吨30元且不超过60元（含）的部分，联动系数为1；煤价波动超过每吨60元且不超过100元（含）的部分，联动系数为0.9；煤价波动超过每吨100元且不超过150元（含）的部分，联动系数为0.8；煤价波动超过每吨150元的部分不再联动。按此测算后的上网电价调整水平不足每千瓦时0.2分钱的，当年不实施联动机制，调价金额并入下一周期累计计算。按煤电价格联动机制调整的上网电价和销售电价于每年1月1日实施。

三、相应调整上网电价和销售电价

燃煤机组标杆上网电价严格按照煤电价格联动机制测算确定，具体公式见附件1。上网电价调整后，相应调整销售电价。其中，工商业用电价格相应调整，调整水平应按燃煤机组上网电量、其他电源上网电量、外购电量情况以及节能环保电价等因素确定，具体公式见附件2；居民生活、农业生产用电价格保持相对稳定。销售电价由国家发展改革委统一确定调整原则和各省（价区）调价水平，各类电力用户具体电价水平由省级价格主管部门根据本地实际情况制定 并向社会公布实施

四、坚持推进电价市场化改革

在完善煤电价格联动机制的同时，要坚持推进电价市场化改革，加快电力市场建设，逐步放开竞争性环节电力价格。参与电力市场交易的上网电量电价，由交易双方自主协商确定。电力市场交易要坚持企业自主协商原则，地方政府及有关部门不得指定交易价格，不得强制推行对特定电力用户的优惠电价政策，不得强制或变相强制发电企业与特定电力用户强行交易。

上述规定自2016年1月1日起实施，此前关于煤电价格联动机制的规定不再执行。

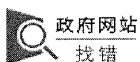
附件：1. 燃煤机组标杆上网电价与煤价联动计算公式

2. 销售电价与燃煤机组标杆上网电价联动计算公式

国家发展改革委

2015年12月31日

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主办单位：中华人民共和国国家发展和改革委员会
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技术支持：国家信息中心 中国经济信息网
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附件 1

燃煤机组标杆上网电价与煤价联动计算公式

$$P_{\Delta} = C_{\Delta} \div 5000 \times 7000 \times C_i \div 10000$$

P_{Δ} : 本期燃煤机组标杆上网电价调整水平, 单位为“分/千瓦时”。

C_{Δ} : 上期燃煤发电企业电煤(电煤热值为 5000 大卡/千克) 价格变动值, 具体计算方法见下表, 单位为“元/吨”。

C_i : 上期供电标准煤耗(标准煤热值为 7000 大卡/千克), 以中国电力企业联合会向社会公布的各省燃煤发电企业上期平均供电标准煤耗为准, 单位为“克/千瓦时”。

	上期平均煤价变动值 A (元/吨)	纳入联动的煤价计算公式
1	超过 30 元不超过 60 元(含) 的	$C_{\Delta} = (A - 30) \times 1$
2	超过 60 元不超过 100 元(含) 的	$C_{\Delta} = 30 + (A - 60) \times 0.9$
3	超过 100 元的不超过 150 元(含) 的	$C_{\Delta} = 30 + 40 \times 0.9 + (A - 100) \times 0.8$
4	超过 150 元的	$C_{\Delta} = 30 + 40 \times 0.9 + 50 \times 0.8$

A: 上期中国(分省)电煤价格指数与 2014 年相比增减额, 单位为“元/吨”。

附件 2

销售电价与燃煤机组标杆上网电价联动计算公式

$$P = \frac{(M_a + M_b + M_c - M_d) \times P_{\Delta} + \sum_{i=1}^n M_i \times P_{\Delta i} + K}{M}$$

P: 本省销售电价调整总水平

M_a: 上期由省级及以上统调的燃煤机组上网电量

M_b: 上期以燃煤机组标杆上网电价为基础的可再生能源、
燃气机组等其他电源上网电量

M_c: 上期本省外购按照本省燃煤机组标杆上网电价执行的
电量

M_d: 上期本省外送按照本省燃煤机组标杆上网电价执行的
电量

M_i: 上期本省外购按照外省燃煤机组标杆上网电价执行的
电量

P_Δ: 本省燃煤机组标杆上网电价调整水平

P_{Δi}: 外购电量来源省燃煤机组标杆上网电价调整水平

M: 上期省级电网销售电量

K: 统一电价政策影响因子。由国家发展改革委根据跨省跨区交易电量价格协商情况、推进销售电价改革、推动节能环保、促进煤炭行业可持续发展以及有序疏导突出电价矛盾等需要统一明确。

Subject merchandise	HS code	Preferentail import tariff rates	Import tariff rates	Export tariff rates	VAT export rebate
Painted steel strapping	72124000	4%	20%	0%	10%
Raw material	HS code	Preferentail import tariff rates	Import tariff rates	Export tariff rates	VAT export rebate
Cold rolled steel strips	72091710	3%	17%	0%	13%
Hot rolled steel	72085310	6%	17%	0%	0%
Hot rolled coil	72083810	5%	14%	0%	0%
Cold rolled steel	72092700	6%	17%	0%	13%
Cold rolled coil	72091710	3%	17%	0%	13%
Iron ore	26011110	0%	0%	0%	0%
	26011120	0%	0%	0%	0%
	26011190	0%	0%	0%	0%
	26011200	0%	0%	0%	0%
	26012000	0%	0%	0%	0%

中华人民共和国价格法 Pricing Law of the People's Republic of China

发文机关：	全国人民代表大会常务委员会	Promulgation Authorities:	Standing Committee of the National People's Congress
发布日期：	1997.12.29	Promulgation Date:	1997.12.29
生效日期：	1998.05.01	Effective Date:	1998.05.01
时效性：	现行有效	Validity Status:	valid
文号：	主席令第九十二号		

中华人民共和国价格法	Pricing Law of the People's Republic of China
主席令第九十二号	Adopted 29 December 1997 at the 29th Session of the Standing Committee of the 8th National People's Congress.
(全国人民代表大会 1997 年12月29日颁布 中华人民共和国主席令第92号)	Promulgated 29 December 1997 as Order No 92 of the President of the People's Republic of China.
第一章 总则	CHAPTER I — GENERAL PRINCIPLES
第一条	Article 1.
为了规范价格行为，发挥价格合理配置资源的作用，稳定市场价格总水平，保护消费者和经营者的合法权益，促进社会主义市场经济健康发展，制定本法。	This Law is formulated to standardise pricing acts, to give full play to the role of prices in the fair allocation of resources, to stabilise the general level of market prices, to safeguard the legal rights and interests of consumers and operators and to promote the healthy development of socialist market economy.
第二条	Article 2.
在中华人民共和国境内发生的价格行为，适用本法。	This Law will apply to pricing acts which occur within the territory of the People's Republic of China.
本法所称价格包括商品价格和服务价格。	For the purposes of this Law, prices will include commodity prices and service charges.
商品价格是指各类有形产品和无形资产的价格。	Commodity prices will refer to the prices of all types of tangible goods and non-tangible assets.
服务价格是指各类有偿服务的收费。	Service charges will refer to the fees collected for all types of reimbursable services.
第三条	Article 3.

国家实行并逐步完善宏观经济调控下主要由市场形成价格的机制。价格的制定应当符合价值规律，大多数商品和服务价格实行市场调节价，极少数商品和服务价格实行政府指导价或者政府定价。	The State will implement and gradually perfect a primarily market-formulated price structure which is under macro-economic adjustment and control. Price setting must comply with the law of value, with most commodity prices and service charges being subject to market readjusted prices and only a small number of commodity prices and service charges being subject to government guided prices or government set prices.
市场调节价，是指由经营者自主制定，通过市场竞争形成的价格。	Market readjusted prices will refer to prices which are set by operators of their own accord as the result of undergoing market competition.
本法所称经营者是指从事生产、经营商品或者提供有偿服务的法人、其他组织和个人。	For the purposes of this Law, an operator will refer to an entity with legal person status, other organisation or individual which engages in commodity production or operations or the provision of reimbursable services.
政府指导价，是指依照本法规定，由政府价格主管部门或者其他有关部门，按照定价权限和范围规定基准价及其浮动幅度，指导经营者制定的价格。	Government guided prices will refer to prices set by an operator in accordance with the provisions of this Law and the guidance of the government department in charge of pricing or other relevant departments, which is given with reference to the base price and its fluctuation range stipulated by the price setting jurisdiction and scope.
政府定价，是指依照本法规定，由政府价格主管部门或者其他有关部门，按照定价权限和范围制定的价格。	Government set prices will refer to prices set by the government departments in charge of pricing or other relevant department in accordance with the provisions of this Law and the price setting jurisdiction and scope.
第四条	Article 4.
国家支持和促进公平、公开、合法的市场竞争，维护正常的价格秩序，对价格活动实行管理、监督和必要的调控。	The State will support and promote fair, open and lawful market competition. It will safeguard the normal pricing order and will implement administration, surveillance and necessary adjustments in respect of pricing activities.
第五条	Article 5.
国务院价格主管部门统一负责全国的价格工作。国务院其他有关部门在各自的职责范围内，负责有关的价格工作。	The State Council department in charge of pricing will be uniformly responsible for pricing work nationwide. Other relevant State Council departments will be responsible for pricing work within the scope of their respective responsibility.
县级以上地方各级人民政府	The pricing departments of the various local people's

价格主管部门负责本行政区域内的价格工作。县级以上地方各级人民政府其他有关部门在各自的职责范围内，负责有关的价格工作。	governments at county level or above will be responsible for pricing work within their respective areas of administrative jurisdiction. Other relevant departments of the various local people's governments at county level or above will be responsible for pricing work within the scope of their respective responsibility.
第二章 经营者的价格行为 第六条	CHAPTER II — OPERATOR PRICING ACTS Article 6.
商品价格和服务价格，除依照本法第十八条规定适用政府指导价或者政府定价外，实行市场调节价，由经营者依照本法自主制定。	Market readjusted prices will be implemented in all cases, except for commodity prices and service charges which are subject to government guided prices or government set prices in accordance with the provisions of Article 18 of this Law. Prices will be set by operators of their own accord in accordance with the provisions of this Law.
第七条	Article 7.
经营者定价，应当遵循公平、合法和诚实信用的原则。 第八条	When setting a price, an operator must adhere to the principles of fairness, lawfulness, honesty and trustworthiness. Article 8.
经营者定价的基本依据是生产经营成本和市场供求状况。 第九条	Production and operating costs and the market supply and demand situation will be the basis on which an operator sets a price. Article 9.
经营者应当努力改进生产经营管理，降低生产经营成本，为消费者提供价格合理的商品和服务，并在市场竞争中获取合法利润。 第十条	An operator must conscientiously improve production and operation management, reduce production and operating costs, provide consumers with commodities and services at reasonable prices and obtain lawful profit through market competition. Article 10.
经营者应当根据其经营条件建立、健全内部价格管理制度，准确记录与核定商品和服务的生产经营成本，不得弄虚作假。 第十一条	An operator must establish and perfect an internal price management system according to its business requirements. It must accurately record and verify production and operating costs for its commodities and services, and must not engage in any fraudulent practices. Article 11.
经营者进行价格活动，享有下列权利：	When carrying out pricing activities, an operator will be entitled to the following rights:
(一) 自主制定属于市场调	(1) to set prices of its own accord for those goods which are

节的价格；	classified as subject to market readjusted prices;
(二) 在政府指导价规定的幅度内制定价格；	(2) to set prices within the range stipulated for government guided prices;
(三) 制定属于政府指导价、政府定价产品范围内的新产品的试销价格，特定产品除外；	(3) to set trial prices for new products which are within the scope of products classified as subject to government guided prices or government set prices, except for specially designated products; and
(四) 检举、控告侵犯其依法自主定价权利的行为。	(4) to report and lodge complaints against acts which infringe on its right to set prices of its own accord in accordance with the law.
第十二条	Article 12.
经营者进行价格活动，应当遵守法律、法规，执行依法制定的政府指导价、政府定价和法定的价格干预措施、紧急措施。	An operator which is carrying out pricing activities must abide by the laws and statutes, and implement legally formulated government guided prices and government set prices and official price interventionary and emergency measures.
第十三条	Article 13.
经营者销售、收购商品和提供服务，应当按照政府价格主管部门的规定明码标价，注明商品的品名、产地、规格、等级、计价单位、价格或者服务的项目、收费标准等有关情况。	Operators which sell and purchase commodities or provide services must show marked prices in accordance with the provisions of the government department in charge of pricing. The name of the product, place of production, specifications, grade, price unit, price or service item and fee standard and other relevant details must be clearly indicated.
经营者不得在标价之外加价出售商品，不得收取任何未予标明的费用。	An operator must not sell goods at a price higher than the marked price, nor collect any fees which are not clearly indicated.
第十四条	Article 14.
经营者不得有下列不正当价格行为：	An operator must not carry out any of the following improper pricing acts:
(一) 相互串通，操纵市场价格，损害其他经营者或者消费者的合法权益；	(1) collude with others to manipulate market prices, thereby infringing on the legal rights and interests of other operators or consumers;
(二) 在依法降价处理鲜活商品、季节性商品、积压商品等商品外，为了排挤竞争对手或者	(2) dump goods with lower cost prices in order to squeeze out competitors or monopolise the market, thereby disrupting normal production and business order and damaging the

独占市场，以低于成本的价格倾销，扰乱正常的生产经营秩序，损害国家利益或者其他经营者的合法权益；

（三）捏造、散布涨价信息，哄抬价格，推动商品价格过高上涨的；

（四）利用虚假的或者使人误解的价格手段，诱骗消费者或者其他经营者与其进行交易；

（五）提供相同商品或者服务，对具有同等交易条件的其他经营者实行价格歧视；

（六）采取抬高等级或者压低等级等手段收购、销售商品或者提供服务，变相提高或者压低价格；

（七）违反法律、法规的规定牟取暴利；

（八）法律、行政法规禁止的其他不正当价格行为。

第十五条

national interest or the legal rights and interests of consumers, except in the case of fresh produce, seasonal products, overstocked goods, etc, where the prices are legally reduced;

(3) fabricate and spread news of a price rise, drive up prices and propel commodity prices to rise exorbitantly;

(4) use pricing methods which are false or open to misunderstanding to trick consumers or other operators into trading with it;

(5) provide identical commodities or services, but implement price discrimination towards other operators with equal trading conditions;

(6) adopt means to force up or force down prices, etc, when buying or selling commodities or providing services so as to covertly increase or lower prices;

(7) violate the provisions of laws or statutes to seek exorbitant profits;

(8) other improper pricing acts which are prohibited by the laws or administrative statutes.

Article 15.

各类中介机构提供有偿服务收取费用，应当遵守本法的规定。法律另有规定的，按照有关规定执行。

第十六条

All types of intermediary agencies must abide by the provisions of this Law when collecting fees for any reimbursable services they provide. If any law stipulates otherwise, matters will be handled in accordance with the relevant provisions of that law.

Article 16.

经营者销售进口商品、收购出口商品，应当遵守本章的有关规定，维护国内市场秩序。

第十七条

An operator which sells imported goods or buys goods for export must abide by the relevant provisions of this Chapter and safeguard domestic market order.

Article 17.

行业组织应当遵守价格法律、法规，加强价格自律，接受政府价格主管部门的工作指导。

Industry organisations must abide by price laws and statutes, improve pricing self-regulation and accept work-related guidance from the government departments in charge of pricing.

下列商品和服务价格，政府在必要时可以实行政府指导价或者政府定价：

When necessary, the government may apply government guided prices or government set prices in respect of the following commodities and services:

（一）与国民经济发展和人民生活关系重大的极少数商品价格；

(1) the prices of a small number of commodities which have a significant impact on national economic development and the people's livelihood;

（二）资源稀缺的少数商品价格；

(2) the prices of a small number of commodities which are in very short supply;

（三）自然垄断经营的商品价格；

(3) the prices of commodities which are subject to a natural monopoly;

（四）重要的公用事业价格；

(4) prices in respect of major public utilities;

(5) prices in respect of major public welfare services.

（五）重要的公益性服务价格。

第十九条

Article 19.

政府指导价、政府定价的定价权限和具体适用范围，以中央的和地方的定价目录为依据。

Pricing jurisdiction and the actual scope of application for government guided prices and government set prices will be based on Central government and local pricing lists.

中央定价目录由国务院价格主管部门制定、修订，报国务院批准后公布。

The Central Government pricing list will be formulated and amended by the State Council department in charge of pricing and publicly announced after its approval by the State Council.

地方定价目录由省、自治区、直辖市人民政府价格主管部门按照中央定价目录规定的定价权限和具体适用范围制定，经本级人民政府审核同意，报国务院价格主管部门审定后公布。

Local pricing lists will be formulated by the pricing departments of the people's governments of the province, autonomous region or directly administered municipality in accordance with the pricing jurisdiction and actual scope of application stipulated in the Central Government pricing list. Subject to its examination, verification and approval by the people's government at the respective level, the list will be publicly announced after its examination and approval by the State Council department in charge of pricing.

省、自治区、直辖市人民政府以下各级地方人民政府不得制定定价目录。

Local people's governments below the level of province,

	autonomous region or directly administered municipality will not be permitted to formulate pricing lists.
第二十条	Article 20.
国务院价格主管部门和其他有关部门，按照中央定价目录规定的定价权限和具体适用范围制定政府指导价、政府定价；其中重要的商品和服务价格的政府指导价、政府定价，应当按照规定经国务院批准。	The State Council department in charge of pricing and other relevant departments will formulate government guided prices and government set prices in accordance with the pricing jurisdiction and actual scope of application stipulated in the Central Government pricing list. Of these, the government guided prices and government set prices for important commodities and services will be subject to State Council approval in accordance with regulations.
省、自治区、直辖市人民政府价格主管部门和其他有关部门，应当按照地方定价目录规定的定价权限和具体适用范围制定在本地区执行的政府指导价、政府定价。	The pricing departments of the people's governments at provincial, autonomous region or directly administered municipality level and other relevant departments will formulate government guided prices and government set prices for implementation within their own regions in accordance with the pricing jurisdiction and actual scope of application stipulated in the local pricing lists.
市、县人民政府可以根据省、自治区、直辖市人民政府的授权，按照地方定价目录规定的定价权限和具体适用范围制定在本地区执行的政府指导价、政府定价。	Based on authorisation from the provincial, autonomous region or directly administered municipal people's government, municipal and county people's governments may formulate government guided prices and government set prices for implementation within their own regions in accordance with the pricing jurisdiction and actual scope of application stipulated in the local pricing lists.
第二十一条	Article 21.
制定政府指导价、政府定价，应当依据有关商品或者服务的社会平均成本和市场供求状况、国民经济与社会发展要求以及社会承受能力，实行合理的购销差价、批零差价、地区差价和季节差价。	When formulating government guided prices and government set prices, reasonable price differentials will be adopted for purchases and sales, for wholesale and retail trade, for different regions and for different seasons in accordance with the average cost of the relevant commodities and services in the society, the market supply and demand situation, national economic and social development requirements and the society's economic capacity for support.
第二十二条	Article 22.
政府价格主管部门和其他有	When formulating government guided prices and government

关部门制定政府指导价、政府定价，应当开展价格、成本调查，听取消费者、经营者和有关方面的意见。

set prices, government departments in charge of pricing and other relevant departments must initiate price and cost investigations and listen to the opinions of consumers, operators and other parties concerned.

政府价格主管部门开展对政府指导价、政府定价的价格、成本调查时，有关单位应当如实反映情况，提供必需的账簿、文件以及其他资料。

When government departments in charge of pricing carry out price and cost investigations in relation to government guided prices and government set prices, the relevant units must give an accurate account of the situation and provide the necessary account books, documents and other information.

第二十三条

Article 23.

制定关系群众切身利益的公用事业价格、公益性服务价格、自然垄断经营的商品价格等政府指导价、政府定价，应当建立听证会制度，由政府价格主管部门主持，征求消费者、经营者和有关方面的意见，论证其必要性、可行性。

When formulating government guided prices and government set prices in relation to prices for public utilities, charges for public welfare services, commodity prices for goods subject to a natural monopoly, etc, which directly affect the people, an evidential hearing chaired by the government department in charge of pricing will be established to seek the opinions of consumers, operators and other parties concerned to discuss and validate the necessity and feasibility of the proposed price levels.

第二十四条

Article 24.

政府指导价、政府定价制定后，由制定价格的部门向消费者、经营者公布。

After the formulation of government guided prices and government set prices, the department which formulated the prices will publicly announce the details to consumers and operators.

第二十五条

Article 25.

政府指导价、政府定价的具体适用范围、价格水平，应当根据经济运行情况，按照规定的定价权限和程序适时调整。

The actual scope of application and price levels of government guided prices and government set prices will be subject to timely adjustments based on the state of the economy in accordance with the stipulated price fixing jurisdiction and procedures.

消费者、经营者可以对政府指导价、政府定价提出调整建议。

Consumers and operators may put forward price adjustment proposals in respect of government guided prices and government set prices.

第四章 价格总水平调控
第二十六条

CHAPTER IV — GENERAL PRICE LEVEL ADJUSTMENTS
Article 26.

稳定市场价格总水平是国家重要的宏观经济政策目标。国家根据国民经济发展的需要和社会

Stabilising general market price levels will be an important macro-economic policy aim of the State. In accordance with national economic development requirements and society's

承受能力，确定市场价格总水平
调控目标，列入国民经济和社会
发展计划，并综合运用货币、财
政、投资、进出口等方面的政策
和措施，予以实现。

economic capacity for support, the State will decide the
adjustment target for general market price levels and list this in
the national economic and social development plans. This will be
coordinated with policies and measures on working capital,
finance, investment, imports and exports, and various other areas
to facilitate its realisation.

第二十七条

Article 27.

政府可以建立重要商品储备
制度，设立价格调节基金，调控
价格，稳定市场。

第二十八条

The government may establish a reserve system for important
commodities and set up a price adjustment fund in order to
adjust and control prices and stabilise the market.

Article 28.

为适应价格调控和管理的需
要，政府价格主管部门应当建立
价格监测制度，对重要商品、服
务价格的变动进行监测。

第二十九条

In order to adapt to price adjustment, control and management
requirements, the government department in charge of pricing
will establish a prices monitoring system to monitor price
changes to important commodities and services.

Article 29.

政府在粮食等重要农产品的
市场购买价格过低时，可以在收
购中实行保护价格，并采取相应
的经济措施保证其实现。

第三十条

The government may implement price protection measures
during the purchasing process in respect of grains and other
important agricultural products when the market purchase price
levels are excessively low, as well as adopt corresponding
economic measures to ensure its realisation.

Article 30.

当重要商品和服务价格显著
上涨或者有可能显著上涨，国务
院和省、自治区、直辖市人民政
府可以对部分价格采取限定差价
率或者利润率、规定限价、实行
提价申报制度和调价备案制度等
干预措施。

省、自治区、直辖市人民政
府采取前款规定的干预措施，应
当报国务院备案。

第三十一条

When the prices of important commodities and services are
noticeably inflated or are likely to become so, the State Council
and the provincial, autonomous region and directly administered
municipal people's governments may adopt interventionary
measures towards some prices to limit the price differential or
profit rate, stipulate price limits and implement systems for the
reporting of price increases and the recording of price
adjustment details, etc.

A provincial, autonomous region or directly administered
municipal people's government which adopts the interventionary
measures stipulated above must report the details to the State
Council for the record.

Article 31.

当市场价格总水平出现剧烈

When general market prices experience violent fluctuations or

波动等异常状态时，国务院可以在全国范围内或者部分区域内采取临时集中定价权限、部分或者全面冻结价格的紧急措施。	other abnormal conditions, the State Council may adopt emergency measures to temporarily centralise price setting jurisdiction or to partially or totally freeze prices nationwide or within a certain region.
第三十二条	Article 32.
依照本法第三十条、第三十一条的规定实行干预措施、紧急措施的情形消除后，应当及时解除干预措施、紧急措施。	Interventionary or emergency measures must be promptly removed after the elimination of the circumstances which required their implementation in accordance with the provisions of Article 30 or Article 31 of this Law.
第五章 价格监督检查	CHAPTER V — PRICE SUPERVISION AND INSPECTION
第三十三条	Article 33.
县级以上各级人民政府价格主管部门，依法对价格活动进行监督检查，并依照本法的规定对价格违法行为实施行政处罚。	All levels of the people's government departments in charge of pricing at county level or above must carry out supervision and inspection of pricing activities in accordance with the law. They will also be required to impose administrative penalties in accordance with the provisions of this Law on any act which constitutes a pricing infringement.
第三十四条	Article 34.
政府价格主管部门进行价格监督检查时，可以行使下列职权：	When carrying out pricing supervision and inspection work, the government departments in charge of pricing may exercise the following powers of office:
（一）询问当事人或者有关人员，并要求其提供证明材料和与价格违法行为有关的其他资料；	(1) the right to question the parties concerned or other relevant persons and require the submission of certifying material and other information relating to a pricing infringement;
（二）查询、复制与价格违法行为有关的账簿、单据、凭证、文件及其他资料，核对与价格违法行为有关的银行资料；	(2) the right to make inquiries about and take copies of account books, invoices, vouchers, documents and other information relating to a pricing infringement, and check bank data concerning the pricing infringement;
（三）检查与价格违法行为有关的财物，必要时可以责令当事人暂停相关营业；	(3) the right to inspect goods involved in a price infringement and, where necessary, to order the party concerned to suspend any operations which are interrelated with a pricing infringement;
（四）在证据可能灭失或者以后难以取得的情况下，可以依法先行登记保存，当事人或者有关人员不得转移、隐匿或者销	(4) the right, when collecting evidence which may be destroyed or which may be difficult to obtain later, to first register the items for safekeeping in accordance with the law and to forbid the parties concerned to move, hide or destroy the items.

毁。

第三十五条

Article 35.

经营者接受政府价格主管部门的监督检查时，应当如实提供价格监督检查所必需的账簿、单据、凭证、文件以及其他资料。

When subject to supervision and inspection by a government department in charge of pricing, an operator must provide account books, invoices, vouchers, documents and other information required for pricing supervision and inspection work in strict accordance with the facts.

第三十六条

Article 36.

政府部门价格工作人员不得将依法取得的资料或者了解的情况用于依法进行价格管理以外的任何其他目的，不得泄露当事人的商业秘密。

The personnel of government departments in charge of pricing must not use any information received or knowledge of situations obtained through the legal execution of their work for any purpose other than to carry out pricing administration in accordance with the law. They will be prohibited from disclosing any commercial secrets of the parties concerned.

第三十七条

Article 37.

消费者组织、职工价格监督组织、居民委员会、村民委员会等组织以及消费者，有权对价格行为进行社会监督。政府价格主管部门应当充分发挥群众的价格监督作用。

Consumer organisations, employee price supervision organisations, neighbourhood residents' committees, village residents' committees, other organisations and consumers will have the right to carry out public supervision of pricing acts. The government departments in charge of pricing must give full play to the role of the people in price supervision work.

新闻单位有权进行价格舆论监督。

News units will have the right to conduct public opinion surveys on prices.

第三十八条

Article 38.

政府价格主管部门应当建立对价格违法行为的举报制度。

The government departments in charge of pricing must establish a reporting system in respect of pricing infringements.

任何单位和个人均有权对价格违法行为进行举报。政府价格主管部门应当对举报者给予鼓励，并负责为举报者保密。

Any unit or individual will have the right to report a pricing infringement. The government departments in charge of pricing will give incentives to encourage informers and will be responsible for protecting the identity of informers.

第六章 法律责任

CHAPTER VI — LEGAL LIABILITY

第三十九条

Article 39.

经营者不执行政府指导价、政府定价以及法定的价格干预措施、紧急措施的，责令改正，没收违法所得，可以并处违法所得

If an operator does not implement government guided prices, government set prices or official price interventionary and emergency measures, authorities will order it to rectify the matter, will confiscate any illicit gains and may also impose a fine

五倍以下的罚款；没有违法所得的，可以处以罚款；情节严重的，责令停业整顿。	of up to five (5) times the amount of the illicit gains. A fine may be imposed if there are no illicit gains. In serious circumstances, the operator will be ordered to suspend operations while rectification is carried out.
第四十条	Article 40.
经营者有本法第十四条所列行为之一的，责令改正，没收违法所得，可以并处违法所得五倍以下的罚款；没有违法所得的，予以警告，可以并处罚款；情节严重的，责令停业整顿，或者由工商行政管理机关吊销营业执照。有关法律对本法第十四条所列行为的处罚及处罚机关另有规定的，可以依照有关法律的规定执行。	If an operator is involved in any of the acts listed in Article 14 of this Law, authorities will order it to rectify the matter, will confiscate any illicit gains and may also impose a fine of up to five (5) times the amount of the illicit gains. A warning will be given and a fine may be imposed if there are no illicit gains. In serious circumstances, the operator will be ordered to suspend operations while rectification is being carried out or the administration for industry and commerce will revoke the business licence. If a relevant law stipulates provisions regarding penalties and penalty issuing organs other than those stated in Article 14 of this Law, matters may be handled in accordance with the provisions of the relevant law.
有本法第十四条 第（一）项、第（二）项所列行为，属于是全国性的，由国务院价格主管部门认定；属于是省及省以下区域性的，由省、自治区、直辖市人民政府价格主管部门认定。	An act as specified in item (1) or (2) of Article 14 of this Law which is regarded as affecting matters nationwide will be determined by the State Council department in charge of pricing. An act which is regarded as being of a provincial nature or of affecting only a region smaller than a province will be determined by the pricing department of the people's government of the province, autonomous region or directly administered municipality.
第四十一条	Article 41.
经营者因价格违法行为致使消费者或者其他经营者多付价款的，应当退还多付部分；造成损失的，应当依法承担赔偿责任。	An operator which causes a consumer or another operator to pay too much due to a pricing infringement must refund the excess amount. If the consumer or other operator has incurred a loss as a result of the infringement, the operator will bear liability for compensation in accordance with the law.
第四十二条	Article 42.
经营者违反明码标价规定的，责令改正，没收违法所得，可以并处五千元以下的罚款。	If an operator violates the provisions on clearly marked prices, authorities will order it to rectify the matter, will confiscate any illicit gains and may also impose a fine of up to 5,000 yuan.
第四十三条	Article 43.
经营者被责令暂停相关营业	If an operator which has been ordered to suspend related

而不停止的，或者转移、隐匿、销毁依法登记保存的财物的，处相关营业所得或者转移、隐匿、销毁的财物价值一倍以上三倍以下的罚款。

第四十四条

拒绝按照规定提供监督检查所需资料或者提供虚假资料的，责令改正，予以警告；逾期不改正的，可以处以罚款。

第四十五条

地方各级人民政府或者各级人民政府有关部门违反本法规定，超越定价权限和范围擅自制定、调整价格或者不执行法定的价格干预措施、紧急措施的，责令改正，并可以通报批评；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。

第四十六条

价格工作人员泄露国家秘密、商业秘密以及滥用职权、徇私舞弊、玩忽职守、索贿受贿，构成犯罪的，依法追究刑事责任；尚不构成犯罪的，依法给予处分。

第七章 附则
第四十七条

国家行政机关的收费，应当依法进行，严格控制收费项目，限定收费范围、标准。收费的具体管理办法由国务院另行制定。

利率、汇率、保险费率、证

operations fails to do so or moves, hides or destroys goods which have been registered for safekeeping in accordance with the law, authorities will impose a fine equivalent to more than one (1) and less than three (3) times the value of related operations' earnings or of the goods which were moved, hidden or destroyed.

Article 44.

If an operator refuses to provide the stipulated information required for supervision or inspection work or provides false information, authorities will order the matter to be rectified and will issue a warning. If the matter is not rectified within the specified period, a fine may be imposed.

Article 45.

If a regional people's government at any level or a relevant department of a people's government at any level violates the provisions of this Law through the unauthorised formulation or adjustment of prices beyond the price setting jurisdiction and scope, or by failing to implement official price interventionary or emergency measures, authorities will order the matter to be rectified and may circulate a notice of criticism. Administrative penalties will be imposed in accordance with the law on persons in charge who were directly responsible and other persons directly involved.

Article 46.

If any pricing personnel disclose State or commercial secrets, abuse their powers of office, practise favouritism or other irregularities, neglect their duties, or seek or accept bribes in an act which constitutes a crime, criminal liability will be pursued in accordance with the law. Where a case does not constitute a crime, a penalty will be imposed in accordance with the law.

CHAPTER VII — SUPPLEMENTARY PRINCIPLES
Article 47.

Fee collection by State administrative organs must be carried out in accordance with the law. There must be strict control of fee collection items and the limits on the scope of fee collection and related standards. The State Council will formulate detailed administrative measures for fee collection in separate legislation.

券及期货价格，适用有关法律、
行政法规的规定，不适用本法。

This Law does not apply to interest rates, exchange rates,
insurance premium rates or the prices of securities or futures,
which are dealt with by the provisions of the relevant law and
administrative regulations.
Article 48.

第四十八条

本法自1998年5月1日起施
行。

This Law will take effect from 1 May 1998.



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Pricing Catalogue Initiated by the Central Government (2020 Edition)

Promulgation Authorities:	National Development and Reform Commission
Promulgation Date:	2020.03.13
Effective Date:	2020.05.01
Validity Status:	valid
Document Number:	Decree No. 31 of the National Development and Reform Commission

Pricing Catalogue Initiated by the Central Government (2020 Edition)

The Pricing Catalogue Initiated by the Central Government, adopted upon deliberation at the fifth executive session on December 18, 2019 and approved by the State Council, is hereby promulgated, effective May 1, 2020. The Pricing Catalogue Initiated by the Central Government promulgated in 2015 (Decree No. 29 of the National Development and Reform Commission) shall be repealed simultaneously.

Director: He Lifeng

March 13, 2020

Annex:

Pricing Catalogue Initiated by the Central Government

No.	Items	Contents of Pricing	Pricing Department	Remarks
1	Power Transm ission a nd Dist ributio n	Price for power transmissi on and distribution of po wer grids at or above the provincial level	Competent price authority under the State Council	
	Oil and Gas Pi	Prices for pipeline transmi ssion across provinces (au		

2	pipeline Transportation	autonomous regions and centrally-administered municipalities)		Competent price authority under the State Council	Excluding pipes used by enterprises for internal use
3	Basic Transportation	Railway transportation services	Ticket prices of hard seat and hard sleeper for general railway passenger trains wholly owned or controlled by enterprises directly under the Central Government	Competent price authority under the State Council	The scope of pricing excludes CRH trains, and new railway lines dedicated for passenger transport controlled by social capital
			Freight rate of bulk cargo and luggage in railways wholly owned or controlled by centrally-administered enterprises	Competent price authority under the State Council	The scopes of pricing include the freight rates of truck-load transportation of such goods as coal, petroleum, grains and fertilizers and luggage, and shall exclude new railway lines dedicated for freight transport controlled by social capital
		Port Services	Monopolistic services charges at coastal, main ports along main line of Yangtze River and all other open ports to vessels of foreign nationalities	Transport department of the State Council in conjunction with the competent price authority under the State Council	The scope of pricing includes services such as the entry into and departure from ports, berthing and unberthing, port security, etc.
			Rate of passenger fares of civil aviation domestic routes and the domestic section of international routes	Competent civil aviation authority under the State Council in conjunction with competent price authority under the State Council	Excluding first class and business class

		Civil Aviation Transportation Services	outes without conditions for competition	der the State Council	
			Charges for monopoly of civil aviation guarantee services	Competent civil aviation authority under the State Council	The scopes of pricing include the charges for services of monopolized links of civil airports and airports used by both military and civil aircrafts, charges for civil aviation flight checking services and charges for civil aviation air traffic control services.
4	Water Supply by Major Water Conservation Projects	Prices for water supply by water conservation projects directly under the Central Government and across provinces (autonomous regions and centrally-administered municipalities)		Competent price authority under the State Council	Excluding the pricing determined through voluntary agreement of both parties
5	Major Postal Services	Fees for mailing of letter		The competent price authority under the State Council in conjunction with the Finance Department of the State Council and the Postal Administrative Department of the State Council	
		Fees for postal remittance			
		Fees for classified mail correspondence			
		Fees for the distribution of newspaper and magazine in accordance with the State regulations			
		Fees for delivery of parcels not exceeding 10 kg per piece		The competent price authority under the State Council in conjunction with the Finance Department of the State Council and the Postal A	Excluding competitive segments (including bubble packs)

				Administrative Department of the State Council	
6	Key Specialized Services	Charge for basic services and service charge for card swiping payment by commercial banks		The competent price authority under the State Council in conjunction with the People's Bank of China and the banking regulatory authority under the State Council (details determined according to the division of responsibilities)	The scopes of pricing cover the basic services of commercial banks such as transfer and remittance, cash remittance and bills as well as bank card swiping services (excluding the competitive links such as acquiring service fees).
7	Special Drugs and Blood	Special Drugs	Price of narcotic Drugs and psychotropic drugs of Category I	Healthcare Security administration under the State Council	
		Blood	Price of blood in blood stations for citizens' clinical blood use	The Health Department of the State Council in conjunction with the competent price authority under the State Council	

Note:

1. Any project, to which the government-fixed price or government-guided price is explicitly provided in laws or administrative regulations, shall be automatically included in the Catalogue; and any project, to which the market-adjusted price is explicitly provided in laws or administrative regulations, shall be automatically excluded from the Catalogue. Moreover, the Catalogue shall be revised on a regular basis in accordance with the progress in the reform of streamlining administration, delegating powers, improving regulation and optimizing services in the price field.

2. Items subject to local pricing are not included in this Catalogue, and local pricing authority and the applicable scope thereof shall be determined by local pricing catalogue. The pricing contents listed in the Catalogue include specific price, charging standard, benchmark price and its floating range, as well as the relevant pricing mechanism, measures and rules. As for the prices and charges relating to people's livelihood, it is required to give full consideration to the

social affordability and conduct reasonable regulation to guarantee the livelihood of people in straitened circumstances.

3. The price of electricity traded on the market will be set by the market. The price mechanism for coal-fired power generation and nuclear power and other on-grid prices that have not been formed yet through market transactions shall be temporarily set by the competent price authority under the State Council, and shall be formed by the market depending on the process of market-oriented reform of electricity. The sale prices of electricity which have not been formed through market transactions shall be temporarily managed in accordance with the existing measures and shall be formed by market according to the timely relaxation of control in light of the market-oriented reform process of electricity. The competent price authority under the State Council shall set pricing principles and overall levels for the sale price of electricity for residential, agricultural and other preemptive power consumption, and the provincial competent price authorities shall set specific levels for such prices.

4. Prices for offshore gas, shale gas, coal bed methane, coal gas, liquefied natural gas, gas for direct supply to users, purchase and sale of gas storage facilities, and openly traded gas on trading platforms, the imported pipeline natural gas put into production after 2015 and the gate station prices of natural gas in provinces with competitive conditions shall be formed by the market. The gate station prices of other domestic onshore pipeline natural gas and imported pipeline natural gas put into production before the end of 2014 shall be temporarily managed under the existing price mechanism, and shall be formed by the market depending on the market-oriented reform process of natural gas. Refined oil prices shall temporarily follow the existing price formation mechanism, which shall be adjusted in due time according to the changes of international oil prices and be formed by the market depending on the process of system reform. The settlement prices between telecom networks and internet networks shall be governed by the Notice of the Ministry of Industry and Information Technology on Adjusting the Settlement Standards for Fixed Local Telephone Networks Between Business Areas (Gong Xin Bu Dian Guan Han [2009] No. 243) and other relevant documents.

5. Charges for credit information services (credit report inquiry service and registration service for pledge of accounts receivables provided by the operating institution of the basic financial credit information database) shall be temporarily managed in accordance with the existing measures, and the management methods for charging shall be timely adjusted once the classified reform and functional adjustment of relevant public institutions are completed. The price of national defense transportation is subject to the relevant provisions of the Law of the People's Republic of China on Transportation for National Defense.

6. The relevant regulations of the Notice of the National Development and Reform Commission on Relaxing Control in Part of the Prices for Railways (Fa Gai Jia Ge [2014] No.

2928) applies to newly built railways controlled by social capital.

7. The examination and approval of administrative and institutional charge items and criteria belong to the internal examination and approval items of the government, and shall continue to be managed in accordance with the existing measures.



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**中央定价目录（2020）**

发文机关：国家发展和改革委员会
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中央定价目录（2020）

国家发展和改革委员会令第31号

《中央定价目录》已经2019年12月18日第5次委务会议审议通过，并经国务院批准，现予公布，自2020年5月1日起施行。2015年公布的《中央定价目录》（国家发展改革委令第29号）同时废止。

主任：何立峰

2020年3月13日

附件：

中央定价目录

序号	项目	定价内容	定价部门	备注
1	输配电	省及省以上电网输配电价	国务院价格主管部门	
2	油气管道运输	跨省（自治区、直辖市）管道运输价格	国务院价格主管部门	企业内部自用管道除外
		中央管理企业全资及控股铁路普通旅客列车硬座、硬卧票价率	国务院价格主管部门	定价范围不包括动车组列车、社会资本投资控股新建铁路客运专线

3	基础 交通 运输	运输 服务	中央管理企业全资及 控股铁路大宗货物、 行李运价率	国务院价格主管部门	定价范围为整车运输的煤、石油、 粮食、化肥等货物和行李运价率。 社会资本投资控股新建铁路货物运 输除外
		港口 服务	沿海、长江干线主要 港口及其他所有对外 开放港口的垄断服务 收费	国务院交通运输主管部门会 同国务院价格主管部门	定价范围为船舶进出港、靠离泊和 港口安保等服务
		民 民 航 运 输 服 务	不具备竞争条件的民 航国内航线及国际航 线国内段旅客票价率	国务院民用航空主管部门 会 同国务院价格主管部门	头等舱、公务舱除外
			民航保障服务垄断环 节收费	国务院民用航空主管部门	定价范围为民用机场、军民合用机 场垄断环节服务收费，民航飞行校 验服务收费，民航空管服务收费
4	重大 水利 工程 供水	中央直属及跨省（自治区、 直辖市）水利工程供水价格		国务院价格主管部门	供需双方自愿协商定价的除外
5	重要 邮政 服务	信函寄递资费		国务院价格主管部门会同国 务院财政部门、国务院邮政 管理部门	
		邮政汇兑资费			
		机要通信资费			
		国家规定报刊发行资费			
		单件重量不超过10千克的包 裹寄递资费		国务院价格主管部门会同国 务院财政部门、国务院邮政 管理部门	竞争性领域（含计泡包裹）除外
6	重要 专业 服务	商业银行基础服务收费、银 行卡刷卡手续费		国务院价格主管部门会同中 国人民银行、国务院银行业 监管机构(具体根据职责分工 确定)	定价范围为转账汇款、现金汇款、 票据等商业银行基础服务，银行卡 刷卡服务（收单服务费等竞争性环 节除外）
		特殊	麻醉药品和第一类精		

7	特殊药品	药品	神药品价格	国务院医疗保障部门	
	及血液	血液	公民临床用血的血站供应价格	国务院卫生健康部门会同国务院价格主管部门	

注：

1．法律、行政法规明确规定实行政府定价、政府指导价的项目，自动进入本目录；法律、行政法规明确规定实行市场调节价的项目，自动退出本目录。根据价格领域简政放权、放管结合、优化服务等改革进展，定期修订本目录。

2．本目录不包括地方定价项目，地方定价权限和适用范围由地方定价目录确定。列入本目录的定价内容，包括具体价格、收费标准、基准价及其浮动幅度，以及相关的定价机制、办法、规则等。对涉及民生的价格和收费，充分考虑社会承受能力，进行合理监管，保障困难群众生活。

3．通过市场交易的电量价格，由市场形成。燃煤发电电价机制以及核电等尚未通过市场交易形成价格的上网电价，暂由国务院价格主管部门制定，视电力市场化改革进程适时放开由市场形成。尚未通过市场交易形成价格的销售电价暂按现行办法管理，视电力市场化改革进程适时放开由市场形成。居民、农业等优先购电电量的销售电价，由国务院价格主管部门制定定价原则和总体水平，省级价格主管部门制定具体价格水平。

4．海上气、页岩气、煤层气、煤制气、液化天然气、直供用户用气、储气设施购销气、交易平台公开交易气，2015年以后投产的进口管道天然气，以及具备竞争条件省份天然气的门站价格，由市场形成；其他国产陆上管道天然气和2014年底前投产的进口管道天然气门站价格，暂按现行价格机制管理，视天然气市场化改革进程适时放开由市场形成。成品油价格暂按现行价格形成机制，根据国际市场油价变化适时调整，将视体制改革进程全面放开由市场形成。电信网、互联网网间结算价格按《工业和信息化部关于调整固定本地电话网营业区间结算标准的通知》（工信部电管函〔2009〕243号）等文件执行。

5．征信服务（金融信用信息基础数据库运行机构提供的信用报告查询服务和应收账款质押登记服务）收费暂按现行办法管理，待相关事业单位分类改革、职能调整到位后，及时调整收费管理方式。国防运输价格按《中华人民共和国国防交通法》有关规定执行。

6．社会资本投资控股新建铁路按《国家发展改革委关于放开部分铁路价格的通知》（发改价格〔2014〕2928号）有关规定执行。

7．行政事业性收费项目和标准的审批属于政府内部审批事项，继续按现行办法管理。





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**THE 13TH FIVE-YEAR PLAN
FOR ECONOMIC AND SOCIAL DEVELOPMENT OF
THE PEOPLE'S REPUBLIC OF CHINA
(2016–2020)**

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中华人民共和国国民经济和社会发展第十三个五年规划纲要

(2016年3月16日第十二届全国人民代表大会第四次会议批准)

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中华人民共和国国民经济和社会发展的第十三个五年（2016—2020年）规划纲要，根据《中共中央关于制定国民经济和社会发展的第十三个五年规划的建议》编制，主要阐明国家发展战略意图，明确经济社会发展宏伟目标、主要任务和重大举措，是市场主体的行为导向，是

Guidelines of the 12th Five-Year Plan for National Economic and Social Development (Excerpt)

The Guidelines of the 12th Five-Year (2011-2015) Plan of the People's Republic of China for the National Economic and Social Development is compiled according to the "Suggestions of the Central Committee of the Communist Party of China on the Formulation of the 12th Five-Year Plan for National Economic and Social Development" and its main purpose is to clarify the national strategic intention, define the key emphasis in the government work and guide the behavior of market subject. It is the magnificent blue print of China's economic and social development; it is the common program of action of our people of all nationalities and it is the important basis for the government to fulfill the responsibility of economic adjustment, market control and surveillance, social management and public service.

Chapter1 Transforming growth pattern, create a new situation for scientific development

Section1 Development Environment

Section2 Guiding Principles

Section3 Main Targets

Section4 Policy Direction

Chapter2 Strengthen and benefit the farmers, accelerating construction of socialist new countryside

Section5 Accelerating the development of modern agriculture

1. Strengthen safeguard of food security
2. Promote strategic adjustment of agricultural structures
3. Accelerating agricultural technology innovation
4. Perfect agricultural socialized service system

Section6 Expanding the channels for farmer's income

1. Consolidate and increase family operating income
2. Strive to increase wages income
3. Strongly increase transferable income

Section7 Improve the rural production and living standards

1. Improve plan management standard of villages and towns
2. Strengthen rural infrastructure construction
3. Strengthen rural public service
4. Advance comprehensive improvement of rural environment

Section8 Improve the institution for rural development

1. Adhere to and perfect basic rural operational system
2. Establish and perfect urban and rural development integration
3. Increase activeness of county economy

Chapter3 Transformation and upgrading, enhancing the core competitiveness of industries

Section9 Reform and Improve manufacturing industry

Optimize structure, improve varieties and quality, enhance industry supporting capability, eliminate backward production capacity, develop the advanced equipment manufacturing industry, adjust the optimize raw material industries, transform and improve the consumer goods industry, and promoting the enlargement and enhancement of manufacturing industries.

1. Advance structural adjustment of key industries

The equipment manufacturing industry should improve the level of R&D and system integration of basic techniques, basic materials and basic components, strengthen the R&D and industrialization of critical technological equipment, and promote the intellectualization of equipment products. ...(omitted)...The smelting and building material industries should control overall volume expansion strictly, optimize variety structure, and make new progress in product R&D, integrated resources utilization, energy conservation and emission reduction based on domestic demand. ...(omitted)...Strengthen the elimination of backward production capacity, and suppress and channel off excess capacity.

2. Optimize industry layout

The productivity distribution of key industries might be optimized, in light of regional main function positioning, and in consideration of such factors as energy resources, environmental capacity and market space. Major projects, which mainly rely on domestic energy and mineral resources, might be located in places rich in resources in central and western China with priority, and major projects that mainly utilize imported resources might be located in coastal and frontier areas with priority. The relocation of urban

enterprises of iron and steel, non-ferrous metals and chemicals should be carried out orderly. ...(omitted)

3. Strengthen enterprises' technology reform

Formulate policies that support the technical improvement of enterprises, and accelerate the application of new technologies, new materials, new techniques and new equipment to improve traditional industries and market competitiveness. Support enterprises to improve equipment level, optimize production processes, accelerate the elimination of backward technologies and equipment, and improve the overall level of integrated utilization of energy resources. ...(omitted)

4. Guide enterprises' merger and reorganization

Efforts might be made to stick to market-based operations, to give play to the role of enterprises as market players, to improve related policies and eliminate institutional barriers, to focus on automobile, steel, cement, machinofacture, electrolytic aluminum, rare-earth, electronic information, pharmaceuticals industry and other industries, to promote the powerful combination and trans-regional merger and recombination of superior enterprises, and to enhance industrial concentration.....(omitted)

5. Promote the development of small and medium sized enterprises

Strongly develop SMEs, and improve the system of policies and regulations for SMEs. Accelerate SMEs' transformation of development patterns, strengthen quality and integrity building, and improve product quality and competitiveness. ...(omitted)

Section10 Foster and develop strategic emerging sectors

1. Promote the leapfrog development of key fields
2. Implement industry innovation and development projects
3. Strengthen policy support and guidance

Section11 Accelerate the reform of energy production and utilization mode

1. Promote the development of diversified and clean energy sources
2. Optimize the layout of energy development
3. Strengthen the construction of energy transmission channels

Section12 Construct comprehensive transportation system

1. Improve inter-regional traffic networks
2. Construct inter-city express networks
3. Give priority to public traffic
4. Improve traffic service level

Section13 Comprehensively improve the informationization level

1. Build new-generation information infrastructure
2. Accelerate socioeconomic IT building
3. Strengthen network and information security

Section14 Promote the development of marine economy

1. Optimizing the marine industry structure
2. Strengthening integrated marine management

Chapter4 Creating the environment necessary for extensive development in the services industry

Section15 Accelerating the development of production services

1. Orderly expansion of the financial services industry
2. Vigorously develop the modern logistics industry
3. Fostering the growth of high-tech services
4. Regulation to enhance business services

Section16 Vigorously developing the life services industry

1. Optimize the development of business services
2. Active development of tourism
3. Encourage the development of domestic services
4. Comprehensive development of sports facilities and the sports industry

Section17 Creating a favorable environment for the services industry

1. Accelerate the reform of the services sector
2. Improve services related policy

Chapter5 Optimizing the structure, accelerating the coordinated regional development and sound urbanization development

Section18: Implementing the overall strategy on regional development

1. Push forward a new round of Western Development
2. Comprehensive Boom the Old Industrial Bases such as Northeast Region
3. Vigorously Promote the Grow-Up of Central Region
4. Actively support East Region to Take the Lead in Development

5. Increase the Support Efforts to the Development of Old Revolutionary Base Areas, Minority

Nationality Regions, border areas, and poverty areas

Section19 Implementing the strategy of major function regions

1. Optimize the national space development structure
2. Implement Classified Management Regional Policy
3. Implement differently-stressed performance evaluation and achievement evaluation
4. Establish and perfect the cohesion coordination mechanism

Section20 Actively and steadily promote urbanization

1. Forming strategic layout of urbanization
2. Steadily pushing the diverted agricultural population's transformation into town population
3. Increasing the comprehensive bearing capacity of cities and towns

Chapter6 Green development, construct energy conservation and environment friendly society

Section21 Actively cope with global climate change

1. Control Greenhouse gas emissions
2. Increase adaptability to climate change
3. Launch wide ranging international cooperation

Section22 Strengthen energy conservation and management

1. Vigorously enforce energy conservation
2. Enhance water resource conservation
3. Conserve and intensify land usage
4. Enhance exploration, protection and rational development of mineral resources

Section23: Vigorously develop circular economy

1. Implement circular production methods
2. Enhance the circular use of resources and recycling system
3. Popularize the green consumption model
4. Strengthen policy and technical support

Section24: Intensify environment protection

1. Enhance the reduction and administration of pollutant emissions

The control of the total emissions of major pollutants might be implemented. The protecting system of drinking water sources might be carried out strictly, to increase water qualification rate of centralized drinking water sources. Efforts might be made to enhance the pollution control for papermaking, printing and dyeing, chemical, tan, large-scale animal husbandry and other industries, to proceed to carry forward water pollution control in key rivers and areas, strengthen environment protection and ecological management in major lakes and rivers, to strengthen environment management and pollution control of major transboundary rivers, and to intensify pollution control in underground water. The control of the sulfur dioxide, nitrogen oxide discharged by coal-fired power plant, iron and steel, non-ferrous metals, chemicals, construction materials and other industries might be promoted ...(omitted)...

2. Take precautions on environment risks

3. Enhance environmental supervision

Section25: Accelerate ecological protection and repair

1. Establish an ecological safety barrier

2. Strengthen ecological protection and management

3. Establish ecological compensation mechanisms

Section26: Strengthen the construction of water conservation and disaster prevention and mitigation system

1. Improve the water supply protection capacity

2. Enhance high flood control capacity

3. Strengthen forecasting, prevention and emergency response to extreme weather, earthquakes and natural disasters

Chapter7 Innovation driven, implementing the strategy of reinvigorating the country through science and education and the strategy of strengthening the country through human resource development

Section27 Strengthen the capability of technological innovation

1. Promote breakthrough of key science and technology

2. Accelerate enterprise-centered technology innovation system

3. Strengthen scientific infrastructure construction

4. Strengthen scientific and technological innovation support policies

Section28 Speeding up the reform and development of education

1. Arrange development of various educations of various levels
2. Vigorously promote education equity
3. Widely carry out quality-oriented education
4. Deepen reform of educational structure

Section29 Establish grand high-quality talent team

1. Focus on fostering innovative-type technology professionals
2. Promote balanced development of various kinds of professionals
3. Build up environment for excellent professionals to stand out from the crowd

Chapter8 Improve people's wellbeing, establish and improve basic public service system

Section30 Improve basic public service

1. Establish and improve the basic public service system
2. Innovate the provision methods of public service

Section31 Implementing the strategy of 'employment as priority

1. Adopt more active employment policies
2. Strengthen public employment service
3. Build harmonious labor relations

Section32 Appropriately adjust income and distribution

1. Deepening the wage system reform
2. Improve the importance of capital, technological and directorial factors in distribution system
3. Accelerate the improvement of incomes redistribution mechanism
4. Regulate the distribution order

Section33 Improve the social security system which covered urban and rural residents

1. Accelerate the improvement of social insurance system
2. Strengthen the establishment of social assistance system
3. Active development of social welfare and philanthropy

Section34 Improve basic health care system

1. Strengthen the building of public health service system
2. Strengthen the building of urban and rural medical service system

3. Improve the medical insurance system
4. Improve the medicine supply system
5. Actively and steadily advance the reform of public hospitals
6. Support the development of traditional Chinese medicine

Section 35 Improve construction of affordable houses

1. Improve housing supply system
2. Increase the supply of low-income housing
3. Improve the real estate market regulation

Section 36 Comprehensively carrying out population work

1. Strengthen the family planning service
2. Promote the overall development of the women
3. Ensure the priority of the development of the children
4. Actively tackle the aging of population
5. Accelerate the development of industries for people with disabilities

Chapter 9 Cure the symptoms and the roots, strengthen and innovate social management

Section 37 Innovate social management institution

1. Improve the social management pattern
2. Innovate the social management mechanism

Section 38 Intensify the autonomy and service function of urban and rural community

1. Improve the management structure of community.
2. Construct the platform for social management and service.

Section 39 Strengthen the construction of social organizations

1. Foster the development of social organizations.
2. Strengthen the supervision and management of social organization.

Section 40 Improve the mechanism of protecting public interests

1. Expanding the channels for expressing public opinions.
2. Improve the mediation mechanism to social contradictions.

Section 41 Strengthen the construction of public security system

1. Safeguard the security of food and drugs

2. Strict management on safe production
3. Improve the emergency responding system
4. Improve public security

Chapter10 Inherit and innovate, promoting the big development and prosperous of culture

Section42 Improving the civilization and quality of all nations

Section43 Promote cultural innovation

Section44 Promote prosperous development of cultural undertaking and cultural industry

Chapter11 Reform in difficult areas, improving socialism institution of market economy

Section45 Adhere and improve basic economic system

1. Deepen the reform of state owned enterprises
2. Optimize state owned capital management system
3. Support and guide the development of the non-public economy

Section46 Promote administrative reform

1. Speed up the transformation of government function
2. Strengthen scientific and democratic decision-making mechanism
3. Strengthen the system of government performance assessment and administrative accountability
4. Step up the restructuring of different categories of public institutions

Section47 Accelerate fiscal and taxation system reform

1. Deepen the fiscal system reform
2. Improve budget management system
3. Reform and improve tax system

Section48 Deepen the financial system reform

1. Deepen reform of the financial institutions
2. Press ahead with the establishment of the system of multilevel financial markets
3. Improve financial control mechanism
4. Enhance financial regulation

Section49 Deepen the reform of price of resource products and fees for environmental protection

1. Improve the mechanism for setting prices for resource products

2. Carry forward the reform of environmental protection charges
3. Establish a sound resource property rights exchange mechanism

Chapter 12 Mutual beneficial and win-win, improving the opening up

Section50 Improve regional opening up pattern

1. Deepen the “opening up” of the coastal areas
2. Expand the “opening up” of inland areas
3. Speeding up the “opening up” of border areas

Section51 Optimize foreign trade structure

1. Nurturing a new competitive advantage for export
2. Improving the comprehensive effect of imports
3. Vigorous development of trade in services

Section52 Coordinate 'Bring in' and 'Going Out'

1. Increasing the level of foreign capital usage
2. Speeding up the implementation of the ‘Go out’ strategy

Section53 Actively participate in global economic governance and regional cooperation

Chapter13 Develop democracy; promote the construction of socialism political civilization

Section54 Develop socialism democratic politics

Section55 Comprehensively promote the construction of legal system

Section56 Strengthen efforts to promote clean government and combat corruption

Chapter14 Deepen cooperation; construct the common homeland for Chinese nation

Section57 Maintain Hong Kong and Macao's long term prosperity and stability

1. Support Hong Kong and Macao consolidate and lift competitive advantages.
2. Support Hong Kong and Macao to foster emerging sectors.
3. Deepen the cooperation between inland and Hong Kong/Macao.

Section58 Promote the peaceful development of cross strait relations and reunification of motherland

1. Establish and improve the cross-strait economic cooperation mechanism
2. Comprehensively deepen cross-strait economic cooperation

3. Support the development of West Coast Economic Zone

Chapter15 Civil-military integration, strengthen the construction of national defense and army

modernization

Section59 Strengthen the construction of national defense and army modernization

Section60: Promote the development of civil-military integration

Chapter16 Strengthen implementation, achieve the grand development blueprint

Section61 Improve the implementing and evaluation mechanism

1. Clearly define the responsibilities for implementation of the Plan
2. Strengthen overall policy planning and coordination
3. Put into practice comprehensive evaluation and appraisal
4. Strengthen monitoring and evaluation of the Plan

Section 62 Strengthen the coordinated management

中华人民共和国国民经济和社会发展第十二个五年规划纲要

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中华人民共和国国民经济和社会发展第十二个五年（2011—2015年）规划纲要，根据《中共中央关于制定国民经济和社会发展第十二个五年规划的建议》编制，主要阐明国家战略意图，明确政府工作重点，引导市场主体行为，是

未来五年我国经济社会发展的宏伟蓝图，是全国各族人民共同的行动纲领，是政府履行经济调节、市场监管、社会管理和公共服务职责的重要依据。

第一篇 转变方式 开创科学发展新局面

“十二五”时期是全面建设小康社会的关键时期，是深化改革开放、加快转变经济发展方式的攻坚时期，必须深刻认识并准确把握国内外形势新变化新特点，继续抓住和用好重要战略机遇期，努力开创科学发展新局面。

第一章 发展环境

“十一五”时期是我国发展史上极不平凡的五年。面对国内外环境的复杂变化和重大风险挑战，党中央、国务院审时度势，团结带领全国各族人民，坚持发展这个党执政兴国的第一要务，贯彻落实党的理论和路线方针政策，实施正确而有力的宏观调控，充分发挥我国社会主义制度的政治优势，充分发挥市场在资源配置中的基础性作用，使国家面貌发生新的历史性变化。我们有效应对国际金融危机巨大冲击，保持了经济平稳较快发展良好态势，战胜了四川汶川特大地震、青海玉树强烈地震、甘肃舟曲特大山洪泥石流等重大自然灾害，成功举办了北京奥运会、上海世博会和广州亚运会，胜利完成了“十一五”规划确定的主要目标和任务。综合国力大幅提升，2010年国内生产总值达到39.8万亿元，跃居世界第二位，国家财政收入达到8.3万亿元；载人航天、探月工程、超级计算机等尖端科技领域实现重大跨越。经济结构调整步伐加快，农业特别是粮食生产连年获得好收成，产业结构优化升级取得积极进展，节能减排和生态环境保护扎实推进，控制温室气体排放取得积极成效，各具特色的区域发展格局初步形成。人民生活明显改善，就业规模持续扩大，城乡居民收入增长是改革开放以来最快的时期之一，各级各类教育快速发展，社会保障体系逐步健全。体制改革有序推进，农村综合改革、医药卫生、财税金融、文化体制等改革取得新突破，发展活力不断显现。对外开放迈上新台阶，进出口总额位居世界第二位，利用外资水平提升，境外投资明显加快，我国国际地位和影响力显著提高。社会主义经济建设、政治建设、文化建设、社会建设以及生态文明建设取得重大进展，谱写了中国特色社会主义事业新篇章。五年取得的成绩来之不易，积累的经验弥足珍贵，创造的精神财富影响深远。

专栏1 “十一五”规划主要指标实现情况					
指 标	2005 年	规划目标		实现情况	
		2010 年	年均增长(%)	2010 年	年均增长(%)
国内生产总值(万亿元)	18.5		7.5	39.8	11.2
人均国内生产总值(元)	14185		6.6	29748	10.6
服务业增加值比重(%)	40.5		[3]	43	[2.5]
服务业就业比重(%)	31.3		[4]	34.8	[3.5]
研究与试验发展经费支出占国内生产总值比重(%)	1.3	2	[0.7]	1.75	[0.45]
城镇化率(%)	43	47	[4]	47.5	[4.5]
全国总人口(万人)	130756	136000	<8‰	134100	5.1‰
单位国内生产总值能源消耗降低(%)			[20]左右		[19.1]
单位工业增加值用水量降低(%)			[30]		[36.7]
农业灌溉用水有效利用系数	0.45	0.5	[0.05]	0.5	[0.05]
工业固体废物综合利用率(%)	55.8	60	[4.2]	69	[13.2]
耕地保有量(亿公顷)	1.22	1.2	-0.3	1.212	-0.13
主要污染物排放总量减少(%)	二氧化硫 化学需氧量		[10]		[14.29]
			[10]		[12.45]
森林覆盖率(%)	18.2	20	[1.8]	20.36	[2.16]
国民平均受教育年限(年)	8.5	9	[0.5]	9	[0.5]
城镇基本养老保险覆盖人数(亿人)	1.74	2.23	5.1	2.57	8.1
新型农村合作医疗覆盖率(%)	23.5	>80	>[56.5]	96.3	[72.8]
五年城镇新增就业(万人)			[4500]		[5771]
五年转移农业劳动力(万人)			[4500]		[4500]
城镇登记失业率(%)	4.2	5		4.1	
城镇居民人均可支配收入(元)	10493		5	19109	9.7
农村居民人均纯收入(元)	3255		5	5919	8.9
注：①国内生产总值和城乡居民收入绝对数按当年价格计算，增长速度按可比价格计算；②[]表示五年累计数。					

专栏1 “十一五”规划主要指标实现情况 新华社发

“十二五”时期，世情国情继续发生深刻变化，我国经济社会发展呈现新的阶段性特征。综合判断国际国内形势，我国发展仍处于可以大有作为的重要战略机遇期，既面临难得的历史机遇，也面对诸多可以预见和难以预见的风险挑战。我们要增强机遇意识和忧患意识，主动适应环境变化，有效化解各种矛盾，更加奋发有为地推进我国改革开放和社会主义现代化建设。

从国际看，和平、发展、合作仍是时代潮流，世界多极化、经济全球化深入发展，世界经济政治格局出现新变化，科技创新孕育新突破，国际环境总体上有利于我国和平发展。同时，国际金融危机影响深远，世界经济增长速度减缓，全球需求结构出现明显变化，围绕市场、资源、人才、技术、标准等的竞争更加激烈，气候变化以及能源资源安全、粮食安全等全球性问题更加突出，各种形式的保护主义抬头，我国发展的外部环境更趋复杂。我们必须坚持以更广阔的

视野，冷静观察，沉着应对，统筹国内国际两个大局，把握好在全球经济分工中的新定位，积极创造参与国际经济合作和竞争新优势。

从国内看，工业化、信息化、城镇化、市场化、国际化深入发展，人均国民收入稳步增加，经济结构转型加快，市场需求潜力巨大，资金供给充裕，科技和教育整体水平提升，劳动力素质改善，基础设施日益完善，体制活力显著增强，政府宏观调控和应对复杂局面能力明显提高，社会大局保持稳定，我们完全有条件推动经济社会发展和综合国力再上新台阶。同时，必须清醒地看到，我国发展中不平衡、不协调、不可持续问题依然突出，主要是，经济增长的资源环境约束强化，投资和消费关系失衡，收入分配差距较大，科技创新能力不强，产业结构不合理，农业基础仍然薄弱，城乡区域发展不协调，就业总量压力和结构性矛盾并存，物价上涨压力加大，社会矛盾明显增多，制约科学发展的体制机制障碍依然较多。我们必须科学判断和准确把握发展趋势，充分利用各种有利条件，加快解决突出矛盾和问题，集中力量办好自己的事情。

第二章 指导思想

高举中国特色社会主义伟大旗帜，以邓小平理论和“三个代表”重要思想为指导，深入贯彻落实科学发展观，适应国内外形势新变化，顺应各族人民过上更好生活新期待，以科学发展为主题，以加快转变经济发展方式为主线，深化改革开放，保障和改善民生，巩固和扩大应对国际金融危机冲击成果，促进经济长期平稳较快发展和社会和谐稳定，为全面建成小康社会打下具有决定性意义的基础。

以科学发展为主题，是时代的要求，关系改革开放和现代化建设全局。我国仍处于并将长期处于社会主义初级阶段，发展仍是解决我国所有问题的关键。坚持发展是硬道理的本质要求，就是坚持科学发展。以加快转变经济发展方式为主线，是推动科学发展的必由之路，是我国经济社会领域的一场深刻变革，是综合性、系统性、战略性的转变，必须贯穿经济社会发展全过程和各领域，在发展中促转变，在转变中谋发展。今后五年，要确保科学发展取得新的显著进步，确保转变经济发展方式取得实质性进展。基本要求是：

——坚持把经济结构战略性调整作为加快转变经济发展方式的主攻方向。构建扩大内需长效机制，促进经济增长向依靠消费、投资、出口协调拉动转变。加强农业基础地位，提升制造业核心竞争力，发展战略性新兴产业，加快发

展服务业，促进经济增长向依靠第一、第二、第三产业协同带动转变。统筹城乡发展，积极稳妥推进城镇化，加快推进社会主义新农村建设，促进区域良性互动、协调发展。

——坚持把科技进步和创新作为加快转变经济发展方式的重要支撑。深入实施科教兴国战略和人才强国战略，充分发挥科技第一生产力和人才第一资源作用，提高教育现代化水平，增强自主创新能力，壮大创新人才队伍，推动发展向主要依靠科技进步、劳动者素质提高、管理创新转变，加快建设创新型国家。

——坚持把保障和改善民生作为加快转变经济发展方式的根本出发点和落脚点。完善保障和改善民生的制度安排，把促进就业放在经济社会发展优先位置，加快发展各项社会事业，推进基本公共服务均等化，加大收入分配调节力度，坚定不移走共同富裕道路，使发展成果惠及全体人民。

——坚持把建设资源节约型、环境友好型社会作为加快转变经济发展方式的重要着力点。深入贯彻节约资源和保护环境基本国策，节约能源，降低温室气体排放强度，发展循环经济，推广低碳技术，积极应对全球气候变化，促进经济社会发展与人口资源环境相协调，走可持续发展之路。

——坚持把改革开放作为加快转变经济发展方式的强大动力。坚定推进经济、政治、文化、社会等领域改革，加快构建有利于科学发展的体制机制。实施互利共赢的开放战略，与国际社会共同应对全球性挑战、共同分享发展机遇。

第三章 主要目标

按照与应对国际金融危机冲击重大部署紧密衔接、与到 2 0 2 0 年实现全面建设小康社会奋斗目标紧密衔接的要求，综合考虑未来发展趋势和条件，今后五年经济社会发展的主要目标是：

——经济平稳较快发展。国内生产总值年均增长 7 %，城镇新增就业 4 5 0 0 万人，城镇登记失业率控制在 5 % 以内，价格总水平基本稳定，国际收支趋向基本平衡，经济增长质量和效益明显提高。

——结构调整取得重大进展。居民消费率上升。农业基础进一步巩固，工业结构继续优化，战略性新兴产业发展取得突破，服务业增加值占国内生产总值比重提高 4 个百分点。城镇化率提高 4 个百分点，城乡区域发展的协调性进一步增强。

——科技教育水平明显提升。九年义务教育质量显著提高，九年义务教育巩固率达到93%，高中阶段教育毛入学率提高到87%。研究与试验发展经费支出占国内生产总值比重达到2.2%，每万人口发明专利拥有量提高到3.3件。

——资源节约环境保护成效显著。耕地保有量保持在18.18亿亩。单位工业增加值用水量降低30%，农业灌溉用水有效利用系数提高到0.53。非化石能源占一次能源消费比重达到11.4%。单位国内生产总值能源消耗降低16%，单位国内生产总值二氧化碳排放降低17%。主要污染物排放总量显著减少，化学需氧量、二氧化硫排放分别减少8%，氨氮、氮氧化物排放分别减少10%。森林覆盖率提高到21.66%，森林蓄积量增加6亿立方米。

——人民生活持续改善。全国总人口控制在13.9亿人以内。人均预期寿命提高1岁，达到74.5岁。城镇居民人均可支配收入和农村居民人均纯收入分别年均增长7%以上。新型农村社会养老保险实现制度全覆盖，城镇参加基本养老保险人数达到3.57亿人，城乡三项基本医疗保险参保率提高3个百分点。城镇保障性安居工程建设3600万套。贫困人口显著减少。

——社会建设明显加强。覆盖城乡居民的基本公共服务体系逐步完善。全民族思想道德素质、科学文化素质和健康素质不断提高。社会主义民主法制更加健全，人民权益得到切实保障。文化事业加快发展，文化产业占国民经济比重明显提高。社会管理制度趋于完善，社会更加和谐稳定。

——改革开放不断深化。财税金融、要素价格、垄断行业等重要领域和关键环节改革取得明显进展，政府职能加快转变，政府公信力和行政效率进一步提高。对外开放广度和深度不断拓展，互利共赢开放格局进一步形成。

专栏 2 “十二五”时期经济社会发展主要指标					
指 标		2010 年	2015 年	年均增长(%)	属性
经济发展					
国内生产总值(万亿元)		39.8	55.8	7	预期性
服务业增加值比重(%)		43	47	[4]	预期性
城镇化率(%)		47.5	51.5	[4]	预期性
科技教育					
九年义务教育巩固率(%)		89.7	93	[3.3]	约束性
高中阶段教育毛入学率(%)		82.5	87	[4.5]	预期性
研究与试验发展经费支出占国内生产总值比重(%)		1.75	2.2	[0.45]	预期性
每万人口发明专利拥有量(件)		1.7	3.3	[1.6]	预期性
资源环境					
耕地保有量(亿亩)		18.18	18.18	[0]	约束性
单位工业增加值用水量降低(%)				[30]	约束性
农业灌溉用水有效利用系数		0.5	0.53	[0.03]	预期性
非化石能源占一次能源消费比重(%)		8.3	11.4	[3.1]	约束性
单位国内生产总值能源消耗降低(%)				[16]	约束性
单位国内生产总值二氧化碳排放降低(%)				[17]	约束性
主要污染物排放 总量减少(%)	化学需氧量			[8]	约束性
	二氧化硫			[8]	
	氨氮			[10]	
	氮氧化物			[10]	
森林增长	森林覆盖率(%)	20.36	21.66	[1.3]	约束性
	森林蓄积量(亿立方米)	137	143	[6]	
人民生活					
城镇居民人均可支配收入(元)		19109	>26810	>7	预期性
农村居民人均纯收入(元)		5919	>8310	>7	预期性
城镇登记失业率(%)		4.1	< 5		预期性
城镇新增就业人数(万人)				[4500]	预期性
城镇参加基本养老保险人数(亿人)		2.57	3.57	[1]	约束性
城乡三项基本医疗保险参保率(%)				[3]	约束性
城镇保障性安居工程建设(万套)				[3600]	约束性
全国总人口(万人)		134100	< 139000	< 7.2%	约束性
人均预期寿命(岁)		73.5	74.5	[1]	预期性
注：①国内生产总值和城乡居民收入绝对数按 2010 年价格计算，增长速度按可比价格计算；②[]内为五年 累计数；③城乡三项基本医疗保险参保率指年末参加城镇职工基本医疗保险、城镇居民基本医疗保险 和新型农村合作医疗的总人数与年末全国总人口之比；④城乡居民收入增长按照不低于国内生产总值 增长预期目标确定，在实施中要努力实现和经济发展同步。					

第四章 政策导向

实现经济社会发展目标，必须紧紧围绕推动科学发展、加快转变经济发展方式，统筹兼顾，改革创新，着力解决经济社会发展中不平衡、不协调、不可持续的问题，明确重大政策导向：

——加强和改善宏观调控。巩固和扩大应对国际金融危机冲击成果，把短期调控政策和长期发展政策有机结合起来，加强财政、货币、投资、产业、土地等各项政策协调配合，提高宏观调控的科学性和预见性，增强针对性和灵活性，合理调控经济增长速度，更加积极稳妥地处理好保持经济平稳较快发展、调整经济结构、管理通胀预期的关系，实现经济增长速度和结构质量效益相统一。

——建立扩大消费需求的长效机制。把扩大消费需求作为扩大内需的战略重点，通过积极稳妥推进城镇化、实施就业优先战略、深化收入分配制度改革、健全社会保障体系和营造良好的消费环境，增强居民消费能力，改善居民消费预期，促进消费结构升级，进一步释放城乡居民消费潜力，逐步使我国国内市场总体规模位居世界前列。

——调整优化投资结构。发挥投资对扩大内需的重要作用，保持投资合理增长，完善投资体制机制，明确界定政府投资范围，规范国有企业投资行为，鼓励扩大民间投资，有效遏制盲目扩张和重复建设，促进投资消费良性互动，把扩大投资和增加就业、改善民生有机结合起来，创造最终需求。

——同步推进工业化、城镇化和农业现代化。坚持工业反哺农业、城市支持农村和多予少取放活方针，充分发挥工业化、城镇化对发展现代农业、促进农民增收、加强农村基础设施和公共服务的辐射带动作用，夯实农业农村发展基础，加快现代农业发展步伐。

——依靠科技创新推动产业升级。面向国内国际两个市场，发挥科技创新对产业结构优化升级的驱动作用，加快国家创新体系建设，强化企业在技术创新中的主体地位，引导资金、人才、技术等创新资源向企业聚集，推进产学研战略联盟，提升产业核心竞争力，推动三次产业在更高水平上协同发展。

——促进区域协调互动发展。实施区域发展总体战略和主体功能区战略，把实施西部大开发战略放在区域发展总体战略优先位置，充分发挥各地区比较优势，促进区域间生产要素合理流动和产业有序转移，在中西部地区培育新的区域经济增长极，增强区域发展的协调性。

——健全节能减排激励约束机制。优化能源结构，合理控制能源消费总量，完善资源性产品价格形成机制和资源环境税费制度，健全节能减排法律法规和标准，强化节能减排目标责任考核，把资源节约和环境保护贯穿于生产、流通、消费、建设各领域各环节，提升可持续发展能力。

——推进基本公共服务均等化。把基本公共服务制度作为公共产品向全民提供，完善公共财政制度，提高政府保障能力，建立健全符合国情、比较完整、覆盖城乡、可持续的基本公共服务体系，逐步缩小城乡区域间人民生活水平和公共服务差距。

——加快城乡居民收入增长。健全初次分配和再分配调节体系，合理调整国家、企业、个人分配关系，努力实现居民收入增长和经济发展同步、劳动报酬增长和劳动生产率提高同步，明显增加低收入者收入，持续扩大中等收入群体，努力扭转城乡、区域、行业和社会成员之间收入差距扩大趋势。

——加强和创新社会管理。提高社会管理能力，创新社会管理体制机制，加快服务型政府建设，在服务中实施管理，在管理中体现服务，着力解决影响社会和谐稳定的源头性、基础性、根本性问题，保持社会安定有序和充满活力。

第二篇 强农惠农 加快社会主义新农村建设

在工业化、城镇化深入发展中同步推进农业现代化，完善以工促农、以城带乡长效机制，加大强农惠农力度，提高农业现代化水平和农民生活水平，建设农民幸福生活的美好家园。

第五章 加快发展现代农业

坚持走中国特色农业现代化道路，把保障国家粮食安全作为首要目标，加快转变农业发展方式，提高农业综合生产能力、抗风险能力和市场竞争能力。

第一节 增强粮食安全保障能力

稳定粮食播种面积、优化品种结构、提高单产和品质，广泛开展高产创建活动，粮食综合生产能力达到 5.4 亿吨以上。实施全国新增千亿斤粮食生产能力规划，加大粮食主产区投入和利益补偿，将粮食生产核心区和非主产区产粮大县建设成为高产稳产商品粮生产基地。严格保护耕地，加快农村土地整理复垦。加强以农田水利设施为基础的田间工程建设，改造中低产田，大规模建设旱涝保收高标准农田。加强粮食物流、储备和应急保障能力建设。

第二节 推进农业结构战略性调整

完善现代农业产业体系，发展高产、优质、高效、生态、安全农业。优化农业产业布局，加快构建以东北平原、黄淮海平原、长江流域、汾渭平原、河套灌区、华南和甘肃新疆等的农产品主产区为主体，其他农业地区为重要组成的“七区二十三带”农业战略格局。鼓励和支持优势产区集中发展粮食、棉花、油料、糖料等大宗农产品。加快发展设施农业，推进蔬菜、水果、茶叶、花卉等园艺作物标准化生产。提升畜牧业发展水平，提高畜牧业产值比重。促进水产健康养殖，发展远洋捕捞。积极发展林业产业。推进农业产业化经营，扶持壮大农产品加工业和流通业，促进农业生产经营专业化、标准化、规模化、集约化。推进现代农业示范区建设。

第三节 加快农业科技创新

推进农业技术集成化、劳动过程机械化、生产经营信息化。加快农业生物育种创新和推广应用，开发具有重要应用价值和自主知识产权的生物新品种，做大做强现代种业。加强高效栽培、疫病防控、农业节水等领域的科技集成创新和推广应用，实施水稻、小麦、玉米等主要农作物病虫害专业化统防统治。加快推进农业机械化，促进农机农艺融合，耕种收综合机械化水平达到 60% 左右。发展农业信息技术，提高农业生产经营信息化水平。

第四节 健全农业社会化服务体系

加强农业公共服务能力建设，加快健全乡镇或区域性农业技术推广、动植物疫病防控、农产品质量监管等公共服务机构。培育多元化的农业社会化服务组织，支持农民专业合作社、供销合作社、农民经纪人、龙头企业等提供多种形式的生产经营服务。积极发展农产品流通服务，加快建设流通成本低、运行效率高的农产品营销网络。

图 1 “七区二十三带”农业战略格局

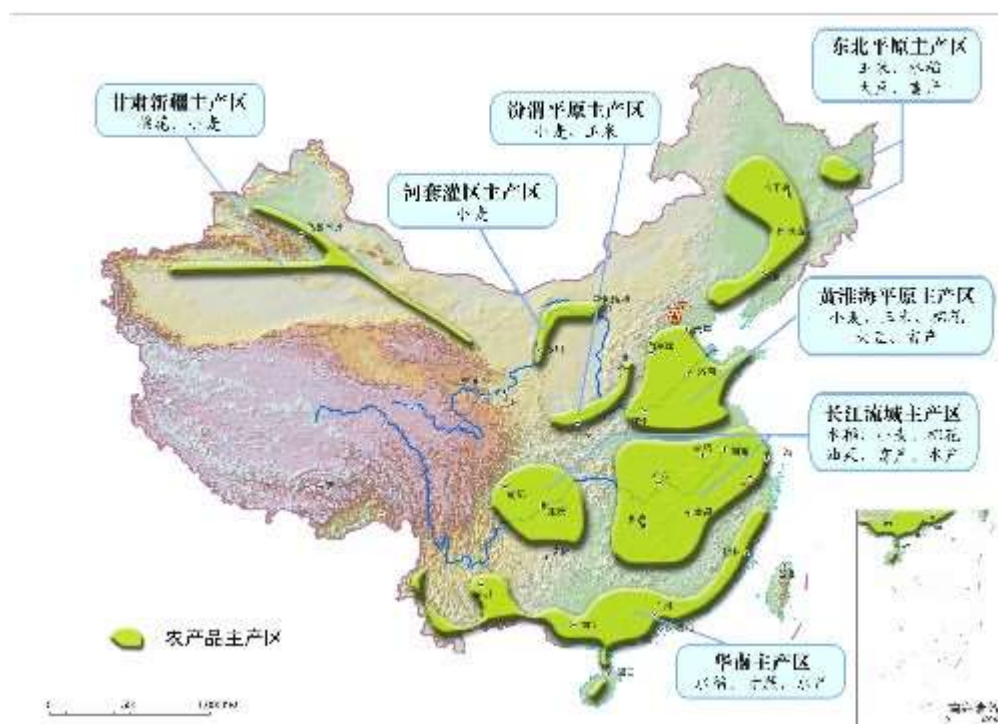


图 1 “七区二十三带”农业战略格局 新华社发

第六章 拓宽农民增收渠道

加大引导和扶持力度，提高农民职业技能和创收能力，千方百计拓宽农民增收渠道，促进农民收入持续较快增长。

第一节 巩固提高家庭经营收入

健全农产品价格保护制度，稳步提高重点粮食品种最低收购价，完善大宗农产品临时收储政策。鼓励农民优化种养结构，提高生产经营水平和经济效益。通过发展农业产业化和新型农村合作组织，使农民合理分享农产品加工、流通增值收益。因地制宜发展特色高效农业，利用农业景观资源发展观光、休闲、旅游等农村服务业，使农民在农业功能拓展中获得更多收益。

第二节 努力增加工资性收入

加强农民技能培训和就业信息服务，开展劳务输出对接，引导农村富余劳动力平稳有序外出务工。促进城乡劳动者平等就业，努力实现农民工与城镇就业人员同工同酬，提高农民工工资水平。增加县域非农就业机会，促进农民就地就近转移就业，扶持农民以创业带动就业。结合新农村建设，扩大以工代赈规模，增加农民劳务收入。

第三节 大力增加转移性收入

健全农业补贴制度，坚持对种粮农民实行直接补贴，继续实行良种补贴和农机具购置补贴，完善农资综合补贴动态调整机制。增加新型农村社会养老保险基础养老金，提高新型农村合作医疗补助标准和报销水平，提高农村最低生活保障水平。积极发展政策性农业保险，增加农业保险费补贴品种并扩大覆盖范围。加大扶贫投入，逐步提高扶贫标准。

第七章 改善农村生产生活条件

按照推进城乡经济社会发展一体化的要求，搞好社会主义新农村建设规划，加强农村基础设施建设和公共服务，推进农村环境综合整治。

第一节 提高乡镇村庄规划管理水平

适应农村人口转移的新形势，坚持因地制宜，尊重村民意愿，突出地域和农村特色，保护特色文化风貌，科学编制乡镇村庄规划。合理引导农村住宅和居民点建设，向农民免费提供经济安全适用、节地节能节材的住宅设计图样。合理安排县域乡镇建设、农田保护、产业聚集、村落分布、生态涵养等空间布局，统筹农村生产生活基础设施、服务设施和公益事业建设。

第二节 加强农村基础设施建设

全面加强农田水利建设，完善建设和管护机制，加快大中型灌区、灌排泵站配套改造，在水土资源丰富地区适时新建一批灌区，搞好抗旱水源工程建设，推进小型农田水利重点县建设，完善农村微型水利设施。加强农村饮水安全工程建设，大力推进农村集中式供水。继续推进农村公路建设，进一步提高通达通畅率和管理养护水平，加大道路危桥改造力度。加强农村能源建设，继续加强水电新农村电气化县和小水电代燃料工程建设，实施新一轮农村电网升级改造工程，大力发展沼气、作物秸秆及林业废弃物利用等生物质能和风能、太阳能，加强省柴节煤炉灶炕改造。全面推进

农村危房改造和国有林区（场）、棚户区、垦区危房改造，实施游牧民定居工程。加强农村邮政设施建设。推进农村信息基础设施建设。

第三节 强化农村公共服务

扩大公共财政覆盖农村范围，全面提高财政保障农村公共服务水平。提高农村义务教育质量和均衡发展水平，推进农村中等职业教育免费进程，积极发展农村学前教育。建立健全农村医疗卫生服务网络，向农民提供安全价廉可及的基本医疗服务。完善农村社会保障体系，逐步提高保障标准。加强农村公共文化和体育设施建设，丰富农民精神文化生活。

第四节 推进农村环境综合整治

治理农药、化肥和农膜等面源污染，全面推进畜禽养殖污染防治。加强农村饮用水水源地保护、农村河道综合整治和水污染综合治理。强化土壤污染防治监督管理。实施农村清洁工程，加快推动农村垃圾集中处理，开展农村环境集中连片整治。严格禁止城市和工业污染向农村扩散。

第八章 完善农村发展体制机制

按照统筹城乡发展要求，加快推进农村发展体制机制改革，增强农业农村发展活力。

第一节 坚持和完善农村基本经营制度

坚持以家庭承包经营为基础、统分结合的双层经营体制。完善农村土地法律法规和相关政策，现有农村土地承包关系保持稳定并长久不变。搞好农村土地确权、登记、颁证工作，完善土地承包经营权权能，依法保障农民对承包土地的占有、使用、收益等权利。在依法自愿有偿和加强服务基础上完善土地承包经营权流转市场，发展多种形式的适度规模经营。深化农村综合改革，推进集体林权和国有林区林权制度改革，完善草原承包经营制度，加快农垦体制改革。

第二节 建立健全城乡发展一体化制度

加快消除制约城乡协调发展的体制性障碍，促进公共资源在城乡之间均衡配置、生产要素在城乡之间自由流动。统筹城乡发展规划，促进城乡基础设施、公共服务、社会管理一体化。完善城乡平等的要素交换关系，促进土地增值收益和农村存款主要用于农业农村。严格规范城乡建设用地增减挂钩，调整优化城乡用地结构和布局，逐步建立城乡统一的建设用地市场。严格界定公益性和经营性建设用地，改革征地制度，缩小征地范围，提高征地补偿标准。完善农村集体经营性建设用地流转和宅基地管理机制。加快建立城乡统一的人力资源市场，形成城乡劳动者平等就业制度。加大国家财政支出和预算内固定资产投资向农业农村倾斜力度。深化农村信用社改革，鼓励有条件的地区以县为单位建立社区银行，发展农村小型金融组织和小额信贷，扩大农村有效担保物范围。认真总结统筹城乡综合配套改革试点经验，积极探索解决农业、农村、农民问题新途径。

第三节 增强县域经济发展活力

扩大县域发展自主权，稳步推进扩权强县改革试点。建立健全县级基本财力保障制度，增加对县级财政的一般性转移支付，逐步提高县级财政在省以下财力分配中的比重。依法赋予经济发展快、人口吸纳能力强的小城镇在投资审批、工商管理、社会治安等方面的行政管理权限。发挥县域资源优势和比较优势，科学规划产业发展方向，支持劳动密集型产业、农产品加工业向县城和中心镇集聚，推动形成城乡分工合理的产业发展格局。

专栏3 新农村建设重点工程

01 现代种业工程

建设国家级制种基地、区域性良繁基地以及畜禽水产品种资源场、良种场，建设国家重点保护农业野生植物、水生生物自然保护区和水产种质资源保护区。

02 旱涝保收高标准农田建设工程

改造中低产田，更新提质现有高产田，开展土地平整、土壤改良、畦埂规格化整治，加强田间灌排设施、机耕道路及桥涵、积肥设施、农田林网等建设。

03 “菜篮子”建设工程

改造一批标准化园艺产品生产基地、规模化畜禽养殖场（小区）和水产健康养殖示范场，建设一批国家级重点大型批发市场和区域性批发市场。

04 渔政渔港建设工程

改扩建或新建一批沿海中心渔港、一级渔港、二级渔港、避风锚地和内陆重点渔港，建立健全国家级、海区级和省级渔政基地，购置一批渔政执法设施。

05 动植物保护工程

建设六级动物疫病防控体系，重点加强基层动物防疫体系建设；建设农作物病虫害防控体系，改善农作物病虫害防控设施条件。

06 农村饮水安全工程

采取集中供水、分散供水和城镇供水管网向农村延伸等方式，全面解决约3亿农村居民安全饮水问题。

07 农村公路工程

新建和改造农村公路100万公里，实现所有具备条件的东中部地区行政村、西部地区80%以上的行政村通沥青（水泥）路。

08 农村供电工程

对未改造的农村电网进行全面改造，对电力需求快速增长而出现供电能力不足的农村电网实施升级改造。建成1000个太阳能示范村和200个绿色能源县。建设300个水电新农村电气化县和新增小水电装机容量1000万千瓦。

09 农村沼气工程

建设户用沼气、小型沼气工程、大中型沼气工程和沼气服务体系，使50%以上的适宜农户用上沼气。

10 农村安居工程

完成农村困难家庭危房改造800万户。基本解决国有垦区、林区、林场职工住房困难问题。基本实现全国游牧民定居目标。

11 农村清洁工程

推进农村有机废弃物处理利用和无机废弃物收集转运，配套开展村庄硬化绿化。

12 农村土地整治工程

实施农村土地整理复垦重点建设项目，补充耕地2000万亩。

专栏3 新农村建设工程 新华社发

第三篇 转型升级 提高产业核心竞争力

坚持走中国特色新型工业化道路，适应市场需求变化，根据科技进步新趋势，发挥我国产业在全球经济中的比较优势，发展结构优化、技术先进、清洁安全、附加值高、吸纳就业能力强的现代产业体系。

第九章 改造提升制造业

优化结构、改善品种质量、增强产业配套能力、淘汰落后产能，发展先进装备制造业，调整优化原材料工业，改造提升消费品工业，促进制造业由大变强。

第一节 推进重点产业结构调整

装备制造行业要提高基础工艺、基础材料、基础元器件研发和系统集成水平，加强重大技术成套装备研发和产业化，推动装备产品智能化。船舶行业要适应国际造船新标准，建立现代造船模式，发展高技术高附加值船舶和配套设备。汽车行业要强化整车研发能力，实现关键零部件技术自主化，提高节能、环保和安全技术水平。冶金和建材行业要立足国内需求，严格控制总量扩张，优化品种结构，在产品研发、资源综合利用和节能减排等方面取得新进展。石化行业要积极探索原料多元化发展新途径，重点发展高端石化产品，加快化肥原料调整，推动油品质量升级。轻纺行业要强化环保和质量安全，加强企业品牌建设，提升工艺技术装备水平。包装行业要加快发展先进包装装备、包装新材料和高端包装制品。电子信息行业要提高研发水平，增强基础电子自主发展能力，引导向产业链高端延伸。建筑业要推广绿色建筑、绿色施工，着力用先进建造、材料、信息技术优化结构和服务模式。加大淘汰落后产能力度，压缩和疏导过剩产能。

第二节 优化产业布局

按照区域主体功能定位，综合考虑能源资源、环境容量、市场空间等因素，优化重点产业生产力布局。主要依托国内能源和矿产资源的重大项目，优先在中西部资源地布局；主要利用进口资源的重大项目，优先在沿海沿边地区布

局。有序推进城市钢铁、有色、化工企业环保搬迁。优化原油加工能力布局，促进上下游一体化发展。引导生产要素集聚，依托国家重点工程，打造一批具有国际竞争能力的先进制造业基地。以产业链条为纽带，以产业园区为载体，发展一批专业特色鲜明、品牌形象突出、服务平台完备的现代产业集群。

第三节 加强企业技术改造

制定支持企业技术改造的政策，加快应用新技术、新材料、新工艺、新装备改造提升传统产业，提高市场竞争能力。支持企业提高装备水平、优化生产流程，加快淘汰落后工艺技术和设备，提高能源资源综合利用水平。鼓励企业增强新产品开发能力，提高产品技术含量和附加值，加快产品升级换代。推动研发设计、生产流通、企业管理等环节信息化改造升级，推行先进质量管理，促进企业管理创新。推动一批产业技术创新服务平台建设。

第四节 引导企业兼并重组

坚持市场化运作，发挥企业主体作用，完善配套政策，消除制度障碍，以汽车、钢铁、水泥、机械制造、电解铝、稀土、电子信息、医药等行业为重点，推动优势企业实施强强联合、跨地区兼并重组，提高产业集中度。推动自主品牌建设，提升品牌价值和效应，加快发展拥有国际知名品牌和核心竞争力的大型企业。

第五节 促进中小企业发展

大力发展中小企业，完善中小企业政策法规体系。促进中小企业加快转变发展方式，强化质量诚信建设，提高产品质量和竞争能力。推动中小企业调整结构，提升专业化分工协作水平。引导中小企业集群发展，提高创新能力和管理水平。创造良好环境，激发中小企业发展活力。建立健全中小企业金融服务和信用担保体系，提高中小企业贷款规模和比重，拓宽直接融资渠道。落实和完善税收等优惠政策，减轻中小企业社会负担。

专栏4 制造业发展重点方向

01 装备制造

推动装备制造由生产型制造向服务型制造转变，推进产品数控化、生产绿色化和企业信息化。发展战略性新兴产业及基础设施等重点领域所需装备。推进铸造、锻造、焊接、热处理、表面处理等基础工艺专业化生产，提升轴承、齿轮、模具、液压、自控等基础零部件水平。

02 船舶

按照国际造船新规范，推进散货船、油船、集装箱船三大主流船型升级换代。提高船舶配套业和装船率水平。重点发展大型液化天然气（LNG）船、大型液化石油气（LPG）船、远洋渔船、豪华游轮等高技术高附加值船舶。加快海洋移动钻井平台、浮式生产系统、海洋工程作业船和辅助船及关键配套设备、系统自主设计制造。

03 汽车

建设原理创新、产品创新和产业化创新体系。重点突破动力电池、驱动电机等关键零部件及动力总成管理控制系统。推广高效内燃机、高效传动与驱动、材料与结构轻量化、整车优化、普通混合动力技术，推动汽车产品节能。

04 钢铁

重点发展高速铁路用钢、高牌号无取向硅钢、高磁感取向硅钢、高强度机械用钢等关键钢材品种。支持非高炉炼铁、洁净钢生产、资源综合利用等技术开发。重点推广能源管控系统技术和高温高压干熄焦、余热综合利用、烧结烟气脱硫等节能减排技术。加快原料基地建设。

05 有色金属

重点发展航空航天、电子信息等领域所需关键材料。支持冶炼前沿技术及短流程、连续化工艺技术和节能减排技术推广应用，鼓励再生资源循环利用和低品位矿、共生伴生矿、难选冶矿、尾矿和废渣资源综合利用。

06 建材

重点发展光伏玻璃、超薄基板玻璃、特种玻纤、特种陶瓷等新材料。支持水泥窑协同处置城市生活垃圾、污泥生产线和建筑废弃物综合利用示范线的建设。大力发展符合绿色建筑要求的新型建材及制品。

07 石化

建设大型炼化一体化基地。开展煤电一体化、二氧化碳利用、汞污染治理工程示范。油品质量达到国Ⅳ标准。烯烃原料多元化率达到 20%。淘汰一批高毒高残留农药。

08 轻工

推进新型电池、农用新型塑料、节能环保电光源和智能化家电等关键技术的产业化。加快重点行业装备自主化。继续推进林纸一体化工程建设。支持食品精深加工，加强食品安全检测能力建设，健全食品企业质量诚信体系。

09 纺织

推进高新技术纤维和新一代功能性、差别化纤维的产业化及应用。加快发展产业用纺织品。推动高端纺机和配件自主化。支持废旧纺织品循环利用。

专栏 4 制造业发展重点方向 新华社发

第十章 培育发展战略性新兴产业

以重大技术突破和重大发展需求为基础，促进新兴科技与新兴产业深度融合，在继续做强做大高技术产业基础上，把战略性新兴产业培育发展成为先导性、支柱性产业。

第一节 推动重点领域跨越发展

大力发展节能环保、新一代信息技术、生物、高端装备制造、新能源、新材料、新能源汽车等战略性新兴产业。节能环保产业重点发展高效节能、先进环保、资源循环利用关键技术装备、产品和服务。新一代信息技术产业重点发展新一代移动通信、下一代互联网、三网融合、物联网、云计算、集成电路、新型显示、高端软件、高端服务器和信息服

务。生物产业重点发展生物医药、生物医学工程产品、生物农业、生物制造。高端装备制造产业重点发展航空装备、卫星及应用、轨道交通装备、智能制造装备。新能源产业重点发展新一代核能、太阳能热利用和光伏光热发电、风电技术装备、智能电网、生物质能。新材料产业重点发展新型功能材料、先进结构材料、高性能纤维及其复合材料、共性基础材料。新能源汽车产业重点发展插电式混合动力汽车、纯电动汽车和燃料电池汽车技术。战略性新兴产业增加值占国内生产总值比重达到 8 % 左右。

第二节 实施产业创新发展工程

以掌握产业核心关键技术、加速产业规模化发展为目标，发挥国家重大科技专项引领支撑作用，依托优势企业、产业集聚区和重大项目，统筹技术开发、工程化、标准制定、应用示范等环节，支持商业模式创新和市场拓展，组织实施若干重大产业创新发展工程，培育一批战略性新兴产业骨干企业和示范基地。



专栏 5 战略性新兴产业创新发展工程 新华社发

第三节 加强政策支持和引导

设立战略性新兴产业发展专项资金和产业投资基金，扩大政府新兴产业创业投资规模，发挥多层次资本市场融资功能，带动社会资金投向处于创业早中期阶段的创新型企业。综合运用风险补偿等财政优惠政策，鼓励金融机构加大信贷支持力度。完善鼓励创新、引导投资和消费的税收支持政策。加快建立有利于战略性新兴产业发展的行业标准和重要产品技术标准体系。支持新产品应用的配套基础设施建设，为培育和拓展市场需求创造良好环境。

第十一章 推动能源生产和利用方式变革

坚持节约优先、立足国内、多元发展、保护环境，加强国际互利合作，调整优化能源结构，构建安全、稳定、经济、清洁的现代能源产业体系。

第一节 推进能源多元清洁发展

发展安全高效煤矿，推进煤炭资源整合和煤矿企业兼并重组，发展大型煤炭企业集团。有序开展煤制天然气、煤制液体燃料和煤基多联产研发示范，稳步推进产业化发展。加大石油、天然气资源勘探开发力度，稳定国内石油产量，促进天然气产量快速增长，推进煤层气、页岩气等非常规油气资源开发利用。发展清洁高效、大容量燃煤机组，优先发展大中城市、工业园区热电联产机组，以及大型坑口燃煤电站和煤矸石等综合利用电站。在做好生态保护和移民安置的前提下积极发展水电，重点推进西南地区大型水电站建设，因地制宜开发中小河流水能资源，科学规划建设抽水蓄能电站。在确保安全的基础上高效发展核电。加强并网配套工程建设，有效发展风电。积极发展太阳能、生物质能、地热能等其他新能源。促进分布式能源系统的推广应用。

第二节 优化能源开发布局

统筹规划全国能源开发布局和建设重点，建设山西、鄂尔多斯盆地、内蒙古东部地区、西南地区和新疆五大国家综合能源基地，重点在东部沿海和中部部分地区发展核电。提高能源就地加工转化水平，减少一次能源大规模长距离输送压力。合理规划建设能源储备设施，完善石油储备体系，加强天然气和煤炭储备与调峰应急能力建设。

第三节 加强能源输送通道建设

加快西北、东北、西南和海上进口油气战略通道建设，完善国内油气主干管网。统筹天然气进口管道、液化天然气接收站、跨区域骨干输气网和配气管网建设，初步形成天然气、煤层气、煤制气协调发展的供气格局。适应大规模跨区输电和新能源发电并网的要求，加快现代电网体系建设，进一步扩大西电东送规模，完善区域主干电网，发展特高压等大容量、高效率、远距离先进输电技术，依托信息、控制和储能等先进技术，推进智能电网建设，切实加强城乡电网建设与改造，增强电网优化配置电力能力和供电可靠性。

专栏 6 能源建设重点

01 煤炭开发与转化

加快陕北、黄陇、神东、蒙东、宁东煤炭基地建设，稳步推进晋北、晋中、晋东、云贵煤炭基地建设，启动新疆煤炭基地建设。依托以上煤炭基地建设若干大型煤电基地。

02 稳油增气

推进形成塔里木和准噶尔盆地、松辽盆地、鄂尔多斯盆地、渤海湾盆地、四川盆地 5 个油气规模生产区，加快近海海域和深水油气田勘探开发。加大煤炭矿区煤层气抽采利用。适当增加炼油能力。

03 核电

加快沿海省份核电发展，稳步推进中部省份核电建设，开工建设核电 4000 万千瓦。

04 可再生能源

建设金沙江、雅砻江、大渡河等重点流域的大型水电站，开工建设水电 1.2 亿千瓦。建设 6 个陆上和 2 个沿海及海上大型风电基地，新建装机 7000 万千瓦以上。以西藏、内蒙古、甘肃、宁夏、青海、新疆、云南等省区为重点，建成太阳能电站 500 万千瓦以上。

05 油气管网

建设中哈原油管道二期、中缅油气管道境内段、中亚天然气管道二期，以及西气东输三线、四线工程。输油气管道总长度达到 15 万公里左右。加快储气库建设。

06 电网

加快大型煤电、水电和风电基地外送电工程建设，形成若干条采用先进特高压技术的跨区域输电通道。建成 330 千伏及以上输电线路 20 万公里。开展智能电网建设试点，改造建设智能变电站，推广应用智能电表，配套建设电动汽车充电设施。

第十二章 构建综合交通运输体系

按照适度超前原则，统筹各种运输方式发展，基本建成国家快速铁路网和高速公路网，初步形成网络设施配套衔接、技术装备先进适用、运输服务安全高效的综合交通运输体系。

第一节 完善区际交通网络

加快铁路客运专线、区际干线、煤运通道建设，发展高速铁路，形成快速客运网，强化重载货运网。完善国家公路网规划，加快国家高速公路网剩余路段、瓶颈路段建设，加强国省干线公路改扩建。大力推进长江等内河高等级航道建设，推动内河运输船舶标准化和港口规模化发展。完善煤炭、石油、铁矿石、集装箱等运输系统，提升沿海地区港口群现代化水平。完善以国际枢纽机场和干线机场为骨干、支线机场为补充的航空网络，积极推动通用航空发展，改革空域管理体制，提高空域资源配置使用效率。

第二节 建设城际快速网络

适应城市群发展需要，以轨道交通和高速公路为骨干，以国省干线公路为补充，推进城市群内多层次城际快速交通网络建设。建成京津冀、长江三角洲、珠江三角洲三大城市群城际交通网络，推进重点开发区域城市群的城际干线建设。

第三节 优先发展公共交通

实施公共交通优先发展战略，大力发展城市公共交通系统，提高公共交通出行分担比率。科学制定城市轨道交通技术路线，规范建设标准，有序推进轻轨、地铁、有轨电车等城市轨道交通网络建设。积极发展地面快速公交系统，提高线网密度和站点覆盖率。规范发展城市出租车业，合理引导私人机动车出行，倡导非机动车方式出行。优化换乘中心功能和布局，提高出行效率。统筹城乡公共交通一体化发展。

第四节 提高运输服务水平

按照客运零距离换乘、货运无缝化衔接的要求，加强铁路、公路、港口、机场、城市公共交通的有机衔接，加快综合交通枢纽建设。推广先进装备技术应用，提高交通运输信息化水平。优化运输组织，创新服务方式，推进客票一体联程、货物多式联运。大力发展节能环保的运输工具和运输方式。积极发展公路甩挂运输。加强安全管理，保障运输安全。

专栏 7 交通建设重点

01 铁路

建成“四纵四横”客运专线，建设城市群城际轨道交通干线，建设兰新铁路第二双线、郑州至重庆等区际干线，基本建成快速铁路网，营业里程达到 4.5 万公里，基本覆盖 50 万以上人口城市。建成拉萨至日喀则等西部干线，建设山西中南部、蒙西至华中地区等煤运通道。研究建设琼州海峡跨海工程、川藏铁路。

02 城市轨道交通

建设北京、上海、广州、深圳等城市轨道交通网络化系统，建成天津、重庆、沈阳、长春、武汉、西安、杭州、福州、南昌、昆明等城市轨道交通主骨架，规划建设合肥、贵阳、石家庄、太原、济南、乌鲁木齐等城市轨道交通骨干线路。

03 公路

基本建成由 7 条放射线、9 条纵线和 18 条横线组成的国家高速公路网，通车里程达到 8.3 万公里，基本覆盖 20 万以上人口城市。加大国省干线公路改造力度，国道二级及以上公路里程比重达到 70% 以上，基本实现具备条件的县城通二级及以上标准公路。

04 沿海港口

建设北方煤炭下水港装船码头及华东、华南煤炭中转储运基地工程，大连等港口的大型原油接卸码头工程，宁波—舟山等港口的大型铁矿石接卸码头工程，上海、天津等港口的集装箱码头工程。新增万吨级及以上深水泊位 440 个左右。

05 内河水运

整治长江上游航道，实施长江中游荆江河段航道治理工程，稳步推进长江口 12.5 米深水航道向上延伸。实施西江航运干线扩能工程和京杭运河升级改造工程，推进长江三角洲高等级航道网及其他高等级航道建设。

06 民航

建设北京新机场，扩建广州、南京、长沙、海口、哈尔滨、南宁、兰州、银川等机场，新建一批支线机场和通用机场。研究建设成都、青岛、厦门等新机场。加快新一代空管系统建设。

07 综合交通枢纽

建设 42 个全国性综合交通枢纽。

图 2 国家快速铁路网



图 2 国家快速铁路网 新华社发

图 3 国家高速公路网



图 3 国家高速公路网 新华社发

第十三章 全面提高信息化水平

加快建设宽带、融合、安全、泛在的下一代国家信息基础设施，推动信息化和工业化深度融合，推进经济社会各领域信息化。

第一节 构建下一代信息基础设施

统筹布局新一代移动通信网、下一代互联网、数字广播电视网、卫星通信等设施建设，形成超高速、大容量、高智能国家干线传输网络。引导建设宽带无线城市，推进城市光纤入户，加快农村地区宽带网络建设，全面提高宽带普及率和接入带宽。推动物联网关键技术研发和在重点领域的应用示范。加强云计算服务平台建设。以广电和电信业务双向进入为重点，建立健全法律法规和标准，实现电信网、广电网、互联网三网融合，促进网络互联互通和业务融合。

第二节 加快经济社会信息化

推动经济社会各领域信息化。积极发展电子商务，完善面向中小企业的电子商务服务，推动面向全社会的信用服务、网上支付、物流配送等支撑体系建设。大力推进国家电子政务建设，推动重要政务信息系统互联互通、信息共享和业务协同，建设和完善网络行政审批、信息公开、网上信访、电子监察和审计体系。加强市场监管、社会保障、医疗卫生等重要信息系统建设，完善地理、人口、法人、金融、税收、统计等基础信息资源体系，强化信息资源的整合，规范采集和发布，加强社会化综合开发利用。

第三节 加强网络与信息安全保障

健全网络与信息安全法律法规，完善信息安全标准体系和认证认可体系，实施信息安全等级保护、风险评估等制度。加快推进安全可控关键软硬件应用试点示范和推广，加强信息网络安全监测、管控能力建设，确保基础信息网络和重点信息系统安全。推进信息安全保密基础设施建设，构建信息安全保密防护体系。加强互联网管理，确保国家网络与信息安全。

第十四章 推进海洋经济发展

坚持陆海统筹，制定和实施海洋发展战略，提高海洋开发、控制、综合管理能力。

第一节 优化海洋产业结构

科学规划海洋经济发展，合理开发利用海洋资源，积极发展海洋油气、海洋运输、海洋渔业、滨海旅游等产业，培育壮大海洋生物医药、海水综合利用、海洋工程装备制造等新兴产业。加强海洋基础性、前瞻性、关键性技术研发，提高海洋科技水平，增强海洋开发利用能力。深化港口岸线资源整合和优化港口布局。制定实施海洋主体功能区规划，优化海洋经济空间布局。推进山东、浙江、广东等海洋经济发展试点。

第二节 加强海洋综合管理

加强统筹协调，完善海洋管理体制。强化海域和海岛管理，健全海域使用权市场机制，推进海岛保护利用，扶持边远海岛发展。统筹海洋环境保护与陆源污染防治，加强海洋生态系统保护和修复。控制近海资源过度开发，加强围填海管理，严格规范无居民海岛利用活动。完善海洋防灾减灾体系，增强海上突发事件应急处置能力。加强海洋综合调查与测绘工作，积极开展极地、大洋科学考察。完善涉海法律法规和政策，加大海洋执法力度，维护海洋资源开发秩序。加强双边多边海洋事务磋商，积极参与国际海洋事务，保障海上运输通道安全，维护我国海洋权益。

第四篇 营造环境推动服务业大发展

把推动服务业大发展作为产业结构优化升级的战略重点，营造有利于服务业发展的政策和体制环境，拓展新领域，发展新业态，培育新热点，推进服务业规模化、品牌化、网络化经营，不断提高服务业比重和水平。

第十五章 加快发展生产性服务业

深化专业化分工，加快服务产品和服务模式创新，促进生产性服务业与先进制造业融合，推动生产性服务业加速发展。

第一节 有序拓展金融服务业

服务实体经济，防范系统性风险，有序发展和创新金融组织、产品和服务，全面提升金融服务水平。发挥大型金融机构的综合性服务功能，积极发展中小金融机构，围绕促进小型微型企业发展、推动科技创新、发展绿色经济、支持企业跨境经营，以及发展网上交易等新型服务业态，创新金融产品和服务模式。更好地发挥信用融资、证券、信托、理财、租赁、担保、网商银行等各类金融服务的资产配置和融资服务功能。加强金融基础设施建设，进一步健全金融市场的登记、托管、交易、清算系统。拓宽保险服务领域，积极发展责任保险、信用保险，探索发展巨灾保险，创新保险营销服务方式，规范发展保险中介市场，推进再保险市场建设，建立健全保险服务体系。

第二节 大力发展现代物流业

加快建立社会化、专业化、信息化的现代物流服务体系，大力发展第三方物流，优先整合和利用现有物流资源，加强物流基础设施的建设和衔接，提高物流效率，降低物流成本。推动农产品、大宗矿产品、重要工业品等重点领域物流发展。优化物流业发展的区域布局，支持物流园区等物流功能集聚区有序发展。推广现代物流管理，提高物流智能化和标准化水平。

第三节 培育壮大高技术服务业

以高技术的延伸服务和支撑科技创新的专业化服务为重点，大力发展高技术服务业。加快发展研发设计业，促进工业设计从外观设计向高端综合设计服务转变。加强信息服务，提升软件开发应用水平，发展信息系统集成服务、互联网增值服务、信息安全服务和数字内容服务，发展地理信息产业。积极发展检验检测、知识产权和科技成果转化等科技支撑服务。培育发展一批高技术服务骨干企业和知名品牌。

第四节 规范提升商务服务业

大力发展会计、审计、税务、工程咨询、认证认可、信用评估、经纪代理、管理咨询、市场调查等专业服务。积极发展律师、公证、司法鉴定、经济仲裁等法律服务。加快发展项目策划、并购重组、财务顾问等企业管理服务。规范发展人事代理、人才推荐、人员培训、劳务派遣等人力资源服务。促进广告、会展业健康发展。

第十六章 大力发展生活性服务业

面向城乡居民生活，丰富服务产品类型，扩大服务供给，提高服务质量，满足多样化需求。

第一节 优化发展商贸服务业

优化城市综合超市、购物中心、批发市场等商业网点结构和布局，支持便利店、中小超市、社区菜店等社区商业发展。鼓励和支持连锁经营、物流配送、电子商务等现代流通方式向农村延伸，完善农村服务网点，支持大型超市与农村合作组织对接，改造升级农产品批发市场和农贸市场。引导住宿和餐饮业健康规范发展。支持发展具有国际竞争力的大型商贸流通企业。

第二节 积极发展旅游业

全面发展国内旅游，积极发展入境旅游，有序发展出境旅游。坚持旅游资源保护和开发并重，加强旅游基础设施建设，推进重点旅游区、旅游线路建设。推动旅游业特色化发展和旅游产品多样化发展，全面推动生态旅游，深度开发文化旅游，大力发展红色旅游。完善旅游服务体系，加强行业自律和诚信建设，提高旅游服务质量。

第三节 鼓励发展家庭服务业

以家庭为服务对象，以社区为重要依托，重点发展家政服务、养老服务和病患陪护等服务，鼓励发展残疾人居家服务，积极发展社区日间照料中心和专业化养老服务机构，因地制宜发展家庭用品配送、家庭教育等特色服务，形成多层次、多形式的家庭服务市场和经营机构。加快建设家庭服务业公益性信息服务平台。加强市场监管，规范家庭服务业市场秩序。

第四节 全面发展体育事业和体育产业

大力发展公共体育事业，加强公共体育设施建设，广泛开展全民健身运动，提升广大群众特别是青少年的体育健身意识和健康水平。继续实施农民体育健身工程。优化竞技体育项目结构，提高竞技体育综合实力。发展健身休闲体育，开发体育竞赛和表演市场，发展体育用品、体育中介和场馆运营等服务，促进体育事业和体育产业协调发展。

第十七章 营造有利于服务业发展的环境

以开放促改革，以竞争促发展，推动服务业制度创新，完善服务业政策体系，优化服务业发展环境。

第一节 加快推进服务领域改革

建立公平、规范、透明的市场准入标准，打破部门分割、地区封锁和行业垄断，扩大服务业开放领域，鼓励和引导各类资本投向服务业，大力发展多种所有制服务企业，建立统一、开放、竞争、有序的服务业市场。深化机关事业单位后勤服务社会化改革。探索适合新型服务业态发展的市场管理办法。推进国家服务业综合改革试点，探索有利于服务业加快发展的体制机制和有效途径。

第二节 完善服务业政策

实行鼓励类服务业用电、用水、用气、用热与工业同价。扩大服务业用地供给，工业企业退出的土地优先用于发展服务业。结合增值税改革，完善生产性服务业税收制度。拓宽服务业企业融资渠道，支持符合条件的服务业企业上市融资和发行债券。扩大政府采购服务产品范围。建立健全服务业标准体系。支持服务业企业品牌和网络建设。优化服务业发展布局，推动特大城市形成以服务经济为主的产业结构。

第五篇 优化格局 促进区域协调发展和城镇化健康发展

实施区域发展总体战略和主体功能区战略，构筑区域经济优势互补、主体功能定位清晰、国土空间高效利用、人与自然和谐相处的区域发展格局，逐步实现不同区域基本公共服务均等化。坚持走中国特色城镇化道路，科学制定城镇化发展规划，促进城镇化健康发展。

第十八章 实施区域发展总体战略

充分发挥不同地区比较优势，促进生产要素合理流动，深化区域合作，推进区域良性互动发展，逐步缩小区域发展差距。

第一节 推进新一轮西部大开发

坚持把深入实施西部大开发战略放在区域发展总体战略优先位置，给予特殊政策支持。加强基础设施建设，扩大铁路、公路、民航、水运网络，建设一批骨干水利工程和重点水利枢纽，加快推进油气管道和主要输电通道及联网工程。加强生态环境保护，强化地质灾害防治，推进重点生态功能区建设，继续实施重点生态工程，构筑国家生态安全屏障。发挥资源优势，实施以市场为导向的优势资源转化战略，在资源富集地区布局一批资源开发及深加工项目，建设国家重要能源、战略资源接续地和产业集聚区，发展特色农业、旅游等优势产业。大力发展科技教育，增强自我发展能力。支持汶川等灾区发展。坚持以线串点、以点带面，推进重庆、成都、西安区域战略合作，推动呼包鄂榆、广西北部湾、成渝、黔中、滇中、藏中南、关中一天水、兰州—西宁、宁夏沿黄、天山北坡等经济区加快发展，培育新的经济增长极。

第二节 全面振兴东北地区等老工业基地

发挥产业和科技基础较强的优势，完善现代产业体系，推动装备制造、原材料、汽车、农产品深加工等优势产业升级，大力发展金融、物流、旅游以及软件和服务外包等服务业。深化国有企业改革，加快厂办大集体改革和“债转股”资产处置，大力发展非公有制经济和中小企业。加快转变农业发展方式，建设稳固的国家粮食战略基地。着力保护好黑土地、湿地、森林和草原，推进大小兴安岭和长白山林区生态保护和经济转型。促进资源枯竭地区转型发展，增强资源型城市可持续发展能力。统筹推进全国老工业基地调整改造。重点推进辽宁沿海经济带和沈阳经济区、长吉图经济区、哈大齐和牡绥地区等区域发展。

第三节 大力促进中部地区崛起

发挥承东启西的区位优势，壮大优势产业，发展现代产业体系，巩固提升全国重要粮食生产基地、能源原材料基地、现代装备制造及高技术产业基地和综合交通运输枢纽地位。改善投资环境，有序承接东部地区和国际产业转移。提高资源利用效率和循环经济发展水平。加强大江大河大湖综合治理。进一步细化和落实中部地区比照实施振兴东北地区等老工业基地和西部大开发的有关政策。加快构建沿陇海、沿京广、沿京九和沿长江中游经济带，促进人口和产业的集聚，加强与周边城市群的对接和联系。重点推进太原城市群、皖江城市带、鄱阳湖生态经济区、中原经济区、武汉城市圈、环长株潭城市群等区域发展。

第四节 积极支持东部地区率先发展

发挥东部地区对全国经济发展的重要引领和支撑作用，在更高层次参与国际合作和竞争，在改革开放中先行先试，在转变经济发展方式、调整经济结构和自主创新中走在全国前列。着力提高科技创新能力，加快国家创新型城市和区域创新平台建设。着力培育产业竞争新优势，加快发展战略性新兴产业、现代服务业和先进制造业。着力推进体制机制创新，率先完善社会主义市场经济体制。着力增强可持续发展能力，进一步提高能源、土地、海域等资源利用效率，加大环境污染治理力度，化解资源环境瓶颈制约。推进京津冀、长江三角洲、珠江三角洲地区区域经济一体化发展，打造首都经济圈，重点推进河北沿海地区、江苏沿海地区、浙江舟山群岛新区、海峡西岸经济区、山东半岛蓝色经济区等区域发展，建设海南国际旅游岛。

第五节 加大对革命老区、民族地区、边疆地区和贫困地区扶持力度

进一步加大扶持力度，加强基础设施建设，强化生态保护和修复，提高公共服务水平，切实改善老少边穷地区生产生活条件。继续实施扶持革命老区发展的政策措施。贯彻落实扶持民族地区发展的政策，大力支持西藏、新疆和其他民族地区发展，扶持人口较少民族发展。深入推进兴边富民行动，陆地边境地区享有西部开发政策，支持边境贸易和民族特需品发展。在南疆地区、青藏高原东缘地区、武陵山区、乌蒙山区、滇西边境山区、秦巴山—六盘山区以及中西部其他集中连片特殊困难地区，实施扶贫开发攻坚工程，加大以工代赈和易地扶贫搬迁力度。支持新疆生产建设兵团建设和发展。推进三峡等库区后续发展。对老少边穷地区中央安排的公益性建设项目，取消县级并逐步减少市级配套资金。实行地区互助政策，开展多种形式对口支援。

第十九章 实施主体功能区战略

按照全国经济合理布局的要求，规范开发秩序，控制开发强度，形成高效、协调、可持续的国土空间开发格局。

第一节 优化国土空间开发格局

统筹谋划人口分布、经济布局、国土利用和城镇化格局，引导人口和经济向适宜开发的区域集聚，保护农业和生态发展空间，促进人口、经济与资源环境相协调。对人口密集、开发强度偏高、资源环境负荷过重的部分城市化地区要优化开发。对资源环境承载能力较强、集聚人口和经济条件较好的城市化地区要重点开发。对具备较好的农业生产条件、以提供农产品为主体功能的农产品主产区，要着力保障农产品供给安全。对影响全局生态安全的重点生态功能区，

要限制大规模、高强度的工业化城镇化开发。对依法设立的各级各类自然文化资源保护区和其他需要特殊保护的区域要禁止开发。

专栏 8 主体功能区发展方向	
01	<p>城市化地区</p> <p>优化开发的城市化地区，要培育若干各具特色和优势的区域创新中心，加快形成一批拥有自主知识产权的核心技术和知名品牌，推动产业结构向高端、高效、高附加值转变；优化城乡开发布局，控制建设用地增长，保护并恢复农业和生态用地，改善区域生态环境。</p> <p>重点开发的城市化地区，要加大交通、能源等基础设施建设力度，优先布局重大制造业项目，对依托能源和矿产资源的资源加工项目要优先在中西部重点开发区域布局；统筹工业和城镇发展布局，在保障农业和生态发展空间基础上适度扩大建设用地规模，促进经济集聚与人口集聚同步。</p>
02	<p>农产品主产区</p> <p>强化耕地保护，稳定粮食、棉花、油料、糖料、蔬菜等主要农产品生产，集中各种资源发展现代农业，推动农业的规模化、产业化，发展农产品深加工及副产物的综合利用，加强农村基础设施建设和公共服务。以县城为重点推进城镇建设和非农产业发展。</p>
03	<p>重点生态功能区</p> <p>限制开发的重点生态功能区，要加大生态环境保护和修复投入力度，增强水源涵养、水土保持、防风固沙和生物多样性维护等功能，在西部地区优先启动国家重点生态功能区保护修复工程。</p> <p>禁止开发的重点生态功能区，要依法实施强制性保护，严格控制人为因素对自然生态和文化自然遗产原真性、完整性的干扰，严禁不符合主体功能定位的各类开发活动；在清理规范的基础上，加大投入力度，完善管理体制和政策。</p>

专栏 8 主体功能区发展方向 新华社发

第二节 实施分类管理的区域政策

基本形成适应主体功能区要求的法律法规和政策，完善利益补偿机制。中央财政要逐年加大对农产品主产区、重点生态功能区特别是中西部重点生态功能区的转移支付力度，增强基本公共服务和生态环境保护能力，省级财政要完

善对下转移支付政策。实行按主体功能区安排与按领域安排相结合的政府投资政策，按主体功能区安排的投资主要用于支持重点生态功能区和农产品主产区的发展，按领域安排的投资要符合各区域的主体功能定位和发展方向。修改完善现行产业指导目录，明确不同主体功能区的鼓励、限制和禁止类产业。实行差别化的土地管理政策，科学确定各类用地规模，严格土地用途管制。对不同主体功能区实行不同的污染物排放总量控制和环境标准。相应完善农业、人口、民族、应对气候变化等政策。

第三节 实行各有侧重的绩效评价

在强化对各类地区提供基本公共服务、增强可持续发展能力等方面评价基础上，按照不同区域的主体功能定位，实行差别化的评价考核。对优化开发的城市化地区，强化经济结构、科技创新、资源利用、环境保护等的评价。对重点开发的城市化地区，综合评价经济增长、产业结构、质量效益、节能减排、环境保护和吸纳人口等。对限制开发的农产品主产区和重点生态功能区，分别实行农业发展优先和生态保护优先的绩效评价，不考核地区生产总值、工业等指标。对禁止开发的重点生态功能区，全面评价自然文化资源原真性和完整性保护情况。

第四节 建立健全衔接协调机制

发挥全国主体功能区规划在国土空间开发方面的战略性、基础性和约束性作用。按照推进形成主体功能区的要求，完善区域规划编制，做好专项规划、重大项目布局与主体功能区规划的衔接协调。推进市县空间规划工作，落实区域主体功能定位，明确功能区布局。研究制定各类主体功能区开发强度、环境容量等约束性指标并分解落实。完善覆盖全国、统一协调、更新及时的国土空间动态监测管理系统，开展主体功能区建设的跟踪评估。

第二十章 积极稳妥推进城镇化

优化城市化布局和形态，加强城镇化管理，不断提升城镇化的质量和水平。

第一节 构建城市化战略格局

按照统筹规划、合理布局、完善功能、以大带小的原则，遵循城市发展客观规律，以大城市为依托，以中小城市为重点，逐步形成辐射作用大的城市群，促进大中小城市和小城镇协调发展。构建以陆桥通道、沿长江通道为两条横

轴，以沿海、京哈京广、包昆通道为三条纵轴，以轴线上若干城市群为依托、其他城市化地区和城市为重要组成部分的城市化战略格局，促进经济增长和市场空间由东向西、由南向北拓展。

在东部地区逐步打造更具国际竞争力的城市群，在中西部有条件的地区培育壮大若干城市群。科学规划城市群内各城市功能定位和产业布局，缓解特大城市中心城区压力，强化中小城市产业功能，增强小城镇公共服务和居住功能，推进大中小城市基础设施一体化建设和网络化发展。积极挖掘现有中小城市发展潜力，优先发展区位优势明显、资源环境承载能力较强的中小城市。有重点地发展小城镇，把有条件的东部地区中心镇、中西部地区县城和重要边境口岸逐步发展成为中小城市。

第二节 稳步推进农业转移人口转为城镇居民

把符合落户条件的农业转移人口逐步转为城镇居民作为推进城镇化的重要任务。充分尊重农民在进城或留乡问题上的自主选择权，切实保护农民承包地、宅基地等合法权益。坚持因地制宜、分步推进，把有稳定劳动关系并在城镇居住一定年限的农民工及其家属逐步转为城镇居民。特大城市要合理控制人口规模，大中城市要加强和改进人口管理，继续发挥吸纳外来人口的重要作用，中小城市和小城镇要根据实际放宽落户条件。鼓励各地探索相关政策和办法，合理确定农业转移人口转为城镇居民的规模。

对暂时不具备在城镇落户条件的农民工，要改善公共服务，加强权益保护。以流入地全日制公办中小学为主，保证农民工随迁子女平等接受义务教育，并做好与高中阶段教育的衔接。将与企业建立稳定劳动关系的农民工纳入城镇职工基本养老和医疗保险。建立农民工基本培训补贴制度，推进农民工培训资金省级统筹。多渠道多形式改善农民工居住条件，鼓励采取多种方式将符合条件的农民工纳入城镇住房保障体系。

第三节 增强城镇综合承载能力

坚持以人为本、节地节能、生态环保、安全实用、突出特色、保护文化和自然遗产的原则，科学编制城市规划，健全城镇建设标准，强化规划约束力。合理确定城市开发边界，规范新城新区建设，提高建成区人口密度，调整优化建设用地结构，防止特大城市面积过度扩张。预防和治理“城市病”。

统筹地上地下市政公用设施建设，全面提升交通、通信、供电、供热、供气、供排水、污水垃圾处理等基础设施水平，增强消防等防灾能力。扩大城市绿化面积和公共活动空间，加快面向大众的城镇公共文化、体育设施建设。推进“城中村”和城乡结合部改造。加强建筑市场监管，规范建筑市场秩序。深化城市建设投融资体制改革，发行市政项目建设债券。加强城市综合管理。推动数字城市建设，提高信息化和精细化管理服务水平。注重文化传承与保护，改善城市人文环境。

图 4 “两横三纵”城市化战略格局



图 4 “两横三纵”城市化战略格局 新华社发

第六篇 绿色发展 建设资源节约型、环境友好型社会

面对日趋强化的资源环境约束，必须增强危机意识，树立绿色、低碳发展理念，以节能减排为重点，健全激励与约束机制，加快构建资源节约、环境友好的生产方式和消费模式，增强可持续发展能力，提高生态文明水平。

第二十一章 积极应对全球气候变化

坚持减缓和适应气候变化并重，充分发挥技术进步的作用，完善体制机制和政策体系，提高应对气候变化能力。

第一节 控制温室气体排放

综合运用调整产业结构和能源结构、节约能源和提高能效、增加森林碳汇等多种手段，大幅度降低能源消耗强度和二氧化碳排放强度，有效控制温室气体排放。合理控制能源消费总量，严格用能管理，加快制定能源发展规划，明确总量控制目标和分解落实机制。推进植树造林，新增森林面积1.25亿公顷。加快低碳技术研发应用，控制工业、建筑、交通和农业等领域温室气体排放。探索建立低碳产品标准、标识和认证制度，建立完善温室气体排放统计核算制度，逐步建立碳排放交易市场。推进低碳试点示范。

第二节 增强适应气候变化能力

制定国家适应气候变化总体战略，加强气候变化科学研究、观测和影响评估。在生产布局、基础设施、重大项目规划设计和建设中，充分考虑气候变化因素。加强适应气候变化特别是应对极端气候事件能力建设，加快适应技术研发推广，提高农业、林业、水资源等重点领域和沿海、生态脆弱地区适应气候变化水平。加强对极端天气和气候事件的监测、预警和预防，提高防御和减轻自然灾害的能力。

第三节 广泛开展国际合作

坚持共同但有区别的责任原则，积极参与国际谈判，推动建立公平合理的应对气候变化国际制度。加强气候变化领域国际交流和战略政策对话，在科学研究、技术研发和能力建设等方面开展务实合作，推动建立资金、技术转让国际合作平台和管理制度。为发展中国家应对气候变化提供支持和帮助。

第二十二章 加强资源节约和管理

落实节约优先战略，全面实行资源利用总量控制、供需双向调节、差别化管理，大幅度提高能源资源利用效率，提升各类资源保障程度。

第一节 大力推进节能降耗

抑制高耗能产业过快增长，突出抓好工业、建筑、交通、公共机构等领域节能，加强重点用能单位节能管理。

强化节能目标责任考核，健全奖惩制度。完善节能法规和标准，制订完善并严格执行主要耗能产品能耗限额和产品能效标准，加强固定资产投资项目节能评估和审查。健全节能市场化机制，加快推行合同能源管理和电力需求侧管理，完善能效标识、节能产品认证和节能产品政府强制采购制度。推广先进节能技术和产品。加强节能能力建设。开展万家企业节能低碳行动，深入推进节能减排全民行动。

专栏9 节能重点工程	
01	节能改造工程 继续实施热电联产、电机系统节能、能量系统优化、余热余压利用、锅炉（窑炉）改造、节约和替代石油、建筑节能、交通节能、绿色照明等节能改造项目。
02	节能产品惠民工程 加大对高效节能家电、汽车、电机、照明产品等的补贴推广力度，扩大实施范围。
03	节能技术产业化示范工程 支持余热余压利用、高效电机产品等重大、关键节能技术与产品示范项目，推动重大节能技术产品规模化生产和应用。
04	合同能源管理推广工程 推动节能服务公司采用合同能源管理方式为用能单位实施节能改造，扶持壮大节能服务产业。

专栏9 节能重点工程 新华社发

第二节 加强水资源节约

实行最严格的水资源管理制度，加强用水总量控制与定额管理，严格水资源保护，加快制定江河流域水量分配方案，加强水权制度建设，建设节水型社会。强化水资源有偿使用，严格水资源费的征收、使用和管理。推进农业节水增效，推广普及管道输水、膜下滴灌等高效节水灌溉技术，新增5 0 0 0万亩高效节水灌溉面积，支持旱作农业示范基地建设。在保障灌溉面积、灌溉保证率和农民利益的前提下，建立健全工农业用水水权转换机制。加强城市节约用水，提高工业用水效率，促进重点用水行业节水技术改造和居民生活节水。加强水量水质监测能力建设。实施地下水监测工程，严格控制地下水开采。大力推进再生水、矿井水、海水淡化和苦咸水利用。

第三节 节约集约利用土地

坚持最严格的耕地保护制度，划定永久基本农田，建立保护补偿机制，从严控制各类建设占用耕地，落实耕地占补平衡，实行先补后占，确保耕地保有量不减少。实行最严格的节约用地制度，从严控制建设用地总规模。按照节约集约和总量控制的原则，合理确定新增建设用地规模、结构、时序。提高土地保有成本，盘活存量建设用地，加大闲置土地清理处置力度，鼓励深度开发利用地上地下空间。强化土地利用总体规划和年度计划管控，严格用途管制，健全节约土地标准，加强用地节地责任和考核。单位国内生产总值建设用地下降 3 0 %。

第四节 加强矿产资源勘查、保护和合理开发

实施地质找矿战略工程，加大勘查力度，实现地质找矿重大突破，形成一批重要矿产资源的战略接续区。建立重要矿产资源储备体系。加强重要优势矿产保护和开采管理，完善矿产资源有偿使用制度，严格执行矿产资源规划分区管理制度，促进矿业权合理设置和勘查开发布局优化。实行矿山最低开采规模标准，推进规模化开采。发展绿色矿业，强化矿产资源节约与综合利用，提高矿产资源开采回采率、选矿回收率和综合利用率。推进矿山地质环境恢复治理和矿区土地复垦，完善矿山环境恢复治理保证金制度。加强矿产资源和地质环境保护执法监察，坚决制止乱挖滥采。

第二十三章 大力发展循环经济

按照减量化、再利用、资源化的原则，减量化优先，以提高资源产出效率为目标，推进生产、流通、消费各环节循环经济发展，加快构建覆盖全社会的资源循环利用体系。

第一节 推行循环型生产方式

加快推行清洁生产，在农业、工业、建筑、商贸服务等重点领域推进清洁生产示范，从源头和全过程控制污染物产生和排放，降低资源消耗。加强共伴生矿产及尾矿综合利用，提高资源综合利用水平。推进大宗工业固体废物和建筑、道路废弃物以及农林废物资源化利用，工业固体废物综合利用率达到 7 2 %。按照循环经济要求规划、建设和改造各类产业园区，实现土地集约利用、废物交换利用、能量梯级利用、废水循环利用和污染物集中处理。推动产业循环式组合，构筑链接循环的产业体系。资源产出率提高 1 5 %。

第二节 健全资源循环利用回收体系

完善再生资源回收体系，加快建设城市社区和乡村回收站点、分拣中心、集散市场“三位一体”的回收网络，推进再生资源规模化利用。加快完善再制造旧件回收体系，推进再制造产业发展。建立健全垃圾分类回收制度，完善分类回收、密闭运输、集中处理体系，推进餐厨废弃物等垃圾资源化利用和无害化处理。

第三节 推广绿色消费模式

倡导文明、节约、绿色、低碳消费理念，推动形成与我国国情相适应的绿色生活方式和消费模式。鼓励消费者购买使用节能节水产品、节能环保型汽车和节能省地型住宅，减少使用一次性用品，限制过度包装，抑制不合理消费。推行政府绿色采购，逐步提高节能节水产品和再生利用产品比重。

第四节 强化政策和技术支撑

加强规划指导、财税金融等政策支持，完善法律法规和标准，实行生产者责任延伸制度，制订循环经济技术和产品名录，建立再生产品标识制度，建立完善循环经济统计评价制度。开发应用源头减量、循环利用、再制造、零排放和产业链链接技术，推广循环经济典型模式。深入推进国家循环经济示范，组织实施循环经济“十百千示范”行动。推进甘肃省和青海柴达木循环经济示范区等循环经济示范试点、山西资源型经济转型综合配套改革试验区建设。

专栏 10 循环经济重点工程

01 资源综合利用

支持共伴生矿产资源，粉煤灰、煤矸石、工业副产石膏、冶炼和化工废渣、尾矿、建筑废物等大宗固体废物以及秸秆、畜禽养殖粪污、废弃木料综合利用。培育一批资源综合利用示范基地。

02 废旧商品回收体系示范

建设 80 个网点布局合理、管理规范、回收方式多元、重点品种回收率高的废旧商品回收体系示范城市。

03 “城市矿产”示范基地

建设 50 个技术先进、环保达标、管理规范、利用规模化、辐射作用强的“城市矿产”示范基地，实现废旧金属、废弃电器电子产品、废纸、废塑料等资源再生利用、规模利用和高值利用。

04 再制造产业化

建设若干国家级再制造产业集聚区，培育一批汽车零部件、工程机械、矿山机械、机床、办公用品等再制造示范企业，实现再制造的规模化、产业化发展。完善再制造产品标准体系。

05 餐厨废弃物资源化

在 100 个城市（区）建设一批科技含量高、经济效益好的餐厨废弃物资源化利用设施，实现餐厨废弃物的资源化利用和无害化处理。

06 产业园区循环化改造

在重点园区或产业集聚区进行循环化改造。

07 资源循环利用技术示范推广

建设若干重大循环经济共性、关键技术专用和成套设备生产、应用示范项目与服务平台。

专栏 10 循环经济重点工程 新华社发

第二十四章 加大环境保护力度

以解决饮用水不安全和空气、土壤污染等损害群众健康的突出环境问题为重点，加强综合治理，明显改善环境质量。

第一节 强化污染物减排和治理

实施主要污染物排放总量控制。实行严格的饮用水水源地保护制度，提高集中式饮用水水源地水质达标率。加强造纸、印染、化工、制革、规模化畜禽养殖等行业污染治理，继续推进重点流域和区域水污染防治，加强重点湖库及河流环境保护和生态治理，加大重点跨界河流环境管理和污染防治力度，加强地下水污染防治。推进火电、钢铁、有色、化工、建材等行业二氧化硫和氮氧化物治理，强化脱硫脱硝设施稳定运行，加大机动车尾气治理力度。深化颗粒物污染防治。加强恶臭污染物治理。建立健全区域大气污染联防联控机制，控制区域复合型大气污染。地级以上城市空气质量达到二级标准以上的比例达到80%。有效控制城市噪声污染。提高城镇生活污水和垃圾处理能力，城市污水处理率和生活垃圾无害化处理率分别达到85%和80%。

第二节 防范环境风险

加强重金属污染综合治理，以湘江流域为重点，开展重金属污染治理与修复试点示范。加大持久性有机物、危险废物、危险化学品污染防治力度，开展受污染场地、土壤、水体等污染治理与修复试点示范。强化核与辐射监管能力，确保核与辐射安全。推进历史遗留的重大环境隐患治理。加强对重大环境风险源的动态监测与风险预警及控制，提高环境与健康风险评估能力。

第三节 加强环境监管

健全环境保护法律法规和标准体系，完善环境保护科技和经济政策，加强环境监测、预警和应急能力建设。加大环境执法力度，实行严格的环保准入，依法开展环境影响评价，强化产业转移承接的环境监管。严格落实环境保护目标责任制，强化总量控制指标考核，健全重大环境事件和污染事故责任追究制度，建立环保社会监督机制。

专栏 11 环境治理重点工程	
01	城镇生活污水、垃圾处理设施建设工程 加快建设城镇生活污水、污泥、垃圾处理处置设施，同步建设和合理配套污水收集管网、垃圾收运设施。
02	重点流域水环境整治工程 加强“三河三湖”、松花江、三峡库区及上游、丹江口库区及上游、黄河中上游等重点流域综合治理，加大长江中下游、珠江流域和生态脆弱的高原湖泊水污染防治力度，推进渤海等重点海域综合治理。
03	脱硫脱硝工程 新建燃煤机组配套建设脱硫、脱硝装置，新建水泥生产线安装效率不低于 60%的脱硝装置，钢铁烧结机和石化行业安装脱硫装置。
04	重金属污染防治工程 加强重点区域、重点行业 and 重点企业重金属污染防治，重点企业基本实现稳定达标排放，湘江等流域、区域重金属污染治理取得明显成效。

专栏 11 环境治理重点工程 新华社发

第二十五章 促进生态保护和修复

坚持保护优先和自然修复为主，加大生态保护和建设力度，从源头上扭转生态环境恶化趋势。

第一节 构建生态安全屏障

加强重点生态功能区保护和管理，增强涵养水源、保持水土、防风固沙能力，保护生物多样性，构建以青藏高原生态屏障、黄土高原—川滇生态屏障、东北森林带、北方防沙带和南方丘陵山地带以及大江大河重要水系为骨架，以其他国家重点生态功能区为重要支撑，以点状分布的国家禁止开发区域为重要组成的生态安全战略格局。

第二节 强化生态保护与治理

继续实施天然林资源保护工程，巩固和扩大退耕还林还草、退牧还草等成果，推进荒漠化、石漠化和水土流失综合治理，保护好林草植被和河湖、湿地。搞好森林草原管护，加强森林草原防火和病虫害防治，实施草原生态保护补

偿奖励机制。强化自然保护区建设监管，提高管护水平。加强生物安全管理，加大生物物种资源保护和管理力度，有效防范物种资源丧失与流失，积极防治外来物种入侵。

第三节 建立生态补偿机制

按照谁开发谁保护、谁受益谁补偿的原则，加快建立生态补偿机制。加大对重点生态功能区的均衡性转移支付力度，研究设立国家生态补偿专项资金。推行资源型企业可持续发展准备金制度。鼓励、引导和探索实施下游地区对上游地区、开发地区对保护地区、生态受益地区对生态保护地区的生态补偿。积极探索市场化生态补偿机制。加快制定实施生态补偿条例。



专栏 12 生态保护和修复重点工程 新华社发

图 5 “两屏三带”生态安全战略格局



图5 “两屏三带”生态安全战略格局 新华社发

第二十六章 加强水利和防灾减灾体系建设

加强水利基础设施建设，在继续推进大江大河治理基础上，积极开展重要支流、湖泊和中小河流治理，增强城乡供水和防洪能力。健全防灾减灾体系，增强抵御自然灾害能力。

第一节 提高供水保障能力

完善南北调配、东西互济、河库联调的水资源调配体系，建设一批跨流域调水和骨干水源工程，统筹推进中小微型水源工程建设，增加水资源供给和储备能力。推动解决西南等地区工程性缺水和西北等地区资源性缺水问题。新增年供水能力400亿立方米。加强雨洪资源和云水资源利用。推进水文水资源管理基础设施和重大水利工程调度管理系统建设。

第二节 增强防洪能力

继续加强淮河、长江、黄河、洞庭湖、鄱阳湖等大江大河大湖治理和重要蓄滞洪区建设，建成一批控制性枢纽工程，提高重点防洪保护区的防洪能力。加大中小河流堤防建设和河道整治力度，基本完成流域面积200平方公里以上有防洪任务的重点中小河流治理。加快病险水库和水闸除险加固，消除安全隐患，增强防洪能力。加强海堤达标建设和重要河口综合治理。搞好跨界河流国土防护治理。

第三节 加强山洪地质灾害地震灾害防治

提高山洪、地质灾害防治能力，加快建立灾害调查评价体系、监测预警体系、防治体系、应急体系，加快实施搬迁避让和重点治理。加强重点时段、重点地区山洪地质灾害防治，对滑坡、泥石流等重点突发性地质灾害隐患实施监测预警和综合治理示范，开展重要城市和地区地面沉降、地裂缝等缓变性地质灾害的综合治理。加强气象灾害监测预警预报和信息发布系统建设。提高地震监测分析与震灾防御能力。

专栏 13 水利和防灾减灾重点工程

01 城乡水源及供水工程

完成南水北调东、中线一期主体和配套工程建设，加快建设贵州黔中引水、青海引大济湟调水总干渠等重点水资源调配工程。加快推进云南滇中引水、陕西引汉济渭、吉林中部引水、安徽引江济巢等调水工程前期工作。建成西藏旁多、云南小中甸、辽宁青山、四川小井沟、海南红岭、江西浯溪口等一批大型水库以及西南等地区一批中型水库。

02 大江大河大潮和中小河流治理工程

继续推进淮河干流扩大行洪能力、长江中下游河势控制、黄河宁蒙河段治理及下游河段治理等河道整治和堤防建设，加快四川亭子口、湖南涪天河、江西峡江、广西大藤峡、河南河口村等流域控制性枢纽工程建设，加强洞庭湖、鄱阳湖重点圩垸整治，加强海堤达标建设和重要河口治理。加强中小河流治理，优先治理洪涝灾害易发、人口密集、保护对象重要的河流及河段。

03 地质灾害防治工程

完成特大型地质灾害隐患点的治理。对地质灾害隐患点实施居民搬迁。建设地质灾害隐患点监测预警系统。

专栏 13 水利和防灾减灾重点工程 新华社发

第七篇 创新驱动 实施科教兴国战略和人才强国战略

全面落实国家中长期科技、教育、人才规划纲要，大力提高科技创新能力，加快教育改革发展，发挥人才资源优势，推进创新型国家建设。

第二十七章 增强科技创新能力

坚持自主创新、重点跨越、支撑发展、引领未来的方针，加快建设国家创新体系，着力提高企业创新能力，促进科技成果向现实生产力转化，推动经济发展更多依靠科技创新驱动。

第一节 推进重大科学技术突破

把握科技发展趋势，超前部署基础研究和前沿技术研究，推动重大科学发现和新学科产生，在物质科学、生命科学、空间科学、地球科学、纳米科技等领域抢占未来科技竞争制高点。促进科技进步与产业升级、民生改善紧密结合，面向经济社会发展重大需求，在现代农业、装备制造、生态环保、能源资源、信息网络、新型材料、公共安全和健康等领域取得新突破。加快实施国家重大科技专项，增强共性、核心技术突破能力。

第二节 加快建立以企业为主体的技术创新体系

深化科技体制改革，促进全社会科技资源高效配置和综合集成。重点引导和支持创新要素向企业集聚，加大政府科技资源对企业的支持力度，加快建立以企业为主体、市场为导向、产学研相结合的技术创新体系，使企业真正成为研究开发投入、技术创新活动、创新成果应用的主体。增强科研院所和高校创新动力，鼓励大型企业加大研发投入，激发中小企业创新活力，推动建立企业、科研院所和高校共同参与的创新战略联盟，发挥企业家和科技领军人才在科技创新中的重要作用。加强军民科技资源集成融合，鼓励发展科技中介服务，提高服务企业能力。发挥国家创新型城市、自主创新示范区、高新区的集聚辐射带动作用，加快形成若干区域创新中心，把北京中关村逐步建设成为具有全球影响力的科技创新中心。

第三节 加强科技基础设施建设

围绕增强原始创新、集成创新和引进消化吸收再创新能力，强化基础性、前沿性技术和共性技术研究平台建设，建设和完善国家重大科技基础设施，加强相互配套、开放共享和高效利用。在重点学科和战略高技术领域新建若干国家科学中心、国家（重点）实验室，构建国家科技基础条件平台。在关键产业技术领域建设一批国家工程实验室，优化国家工程中心建设布局。加强企业技术中心建设，支持面向企业的技术开发平台和技术创新服务平台建设。深入实施全民科学素质行动计划，加强科普基础设施建设，强化面向公众的科学普及。

第四节 强化科技创新支持政策

强化支持企业创新和科研成果产业化的财税金融政策。保持财政科技经费投入稳定增长，加大政府对基础研究投入，深化科研经费管理制度改革。全面落实企业研发费用加计扣除等促进技术进步的税收激励政策。实施知识产权质押等鼓励创新的金融政策。建立健全技术产权交易市场。实施知识产权战略，完善知识产权法律制度，加强知识产权的

创造、运用、保护和管理，加大知识产权执法力度。鼓励采用和推广具有自主知识产权的技术标准。完善科技成果评价奖励制度，加强科研诚信建设。



专栏 14 科技创新能力建设重点 新华社发

第二十八章 加快教育改革发展

全面贯彻党的教育方针，保障公民依法享有受教育的权利，办好人民满意的教育。按照优先发展、育人为本、改革创新、促进公平、提高质量的要求，推动教育事业科学发展，提高教育现代化水平。

第一节 统筹发展各级各类教育

积极发展学前教育，学前一年毛入园率提高到 85%。巩固九年义务教育普及成果，全面提高质量和水平。基本普及高中阶段教育，推动普通高中多样化发展。大力发展职业教育，加快发展面向农村的职业教育。全面提高高等教育质量，加快世界一流大学、高水平大学和重点学科建设，扩大应用型、复合型、技能型人才培养规模。重视和支持民族教育发展，推进“双语教学”。关心和支持特殊教育。加快发展继续教育，建设全民学习、终身学习的学习型社会。

第二节 大力促进教育公平

合理配置公共教育资源，重点向农村、边远、贫困、民族地区倾斜，加快缩小教育差距。促进义务教育均衡发展，统筹规划学校布局，推进义务教育学校标准化建设。实行县（市）域内城乡中小学教师编制和工资待遇同一标准，以及教师和校长交流制度。取消义务教育阶段重点校和重点班。新增高校招生计划向中西部倾斜，扩大东部高校在中西部地区招生规模，创新东西部高校校际合作机制。改善特殊教育学校办学条件，逐步实行残疾学生高中阶段免费教育。健全国家资助制度，扶助经济困难家庭学生完成学业。

第三节 全面实施素质教育

遵循教育规律和学生身心发展规律，坚持德育为先、能力为重，改革教学内容、方法和评价制度，促进学生德智体美全面发展。建立国家义务教育质量基本标准和监测制度，切实减轻中小学生课业负担。全面实施高中学业水平考试和综合素质评价，克服应试教育倾向。实行工学结合、校企合作、顶岗实习的职业教育培养模式，提高学生就业的技能和本领。全面实施高校本科教学质量和教学改革工程，健全教学质量保障体系。完善研究生培养机制。严格教师资质，加强师德师风建设，提高校长和教师专业化水平，鼓励优秀人才终身从教。

第四节 深化教育体制改革

改进考试招生办法，逐步形成分类考试、综合评价、多元录取的制度。加快建设现代学校制度，推进政校分开、管办分离。落实和扩大学校办学自主权。进一步明确中央和地方责任，加强省级政府教育统筹。鼓励引导社会力量兴办教育，落实民办学校与公办学校平等的法律地位，规范办学秩序。扩大教育开放，加强国际交流合作和引进优质教育资源。健全以政府投入为主、多渠道筹集教育经费的体制，2012年财政性教育经费支出占国内生产总值比例达到4%。

专栏 15 教育发展重点工程

01 义务教育学校标准化建设

改造义务教育阶段薄弱学校，实现城乡中小学校舍、师资、设备、图书、体育场地基本达标。

02 义务教育教师队伍建设

实施农村义务教育学校教师特设岗位计划，加强教师全员培训和农村学校薄弱学科教师队伍建设。建设边远艰苦地区教师周转宿舍。

03 农村学前教育推进

重点支持中西部贫困地区乡村幼儿园建设，基本普及学前一年教育。

04 职业教育基础能力建设

支持职业教育实训基地、中高等职教示范学校建设，加强“双师型”教师队伍建设。

05 高等教育质量提升

继续实施“985 工程”和“211 工程”。实施中西部高等教育振兴计划。

06 民族教育发展

支持边境县和民族自治地方贫困县高中阶段学校建设。加强民族地区双语教师培训。支持民族院校建设。

07 特殊教育学校建设

新建、改扩建一批特殊教育学校，配备必要的教学生活、康复训练设施。

08 经济困难家庭学生资助

改善民族地区、贫困地区农村小学生营养状况，提高农村经济困难寄宿生生活补助标准，完善助学体系。

09 教育信息化建设

支持农村学校信息基础设施建设，建设国家数字化教学资源库和公共服务平台。

10 教育国际交流合作

实施留学中国计划。办好一批示范性中外合作学校和研究机构。鼓励海外办学。支持孔子学院建设。

专栏 15 教育发展重点工程 新华社发

第二十九章 造就宏大的高素质人才队伍

大力实施人才强国战略，坚持服务发展、人才优先、以用为本、创新机制、高端引领、整体开发的指导方针，

加强现代化建设需要的各类人才队伍建设，为加快转变经济发展方式、实现科学发展提供人才保证。

第一节 突出培养造就创新型科技人才

围绕提高科技创新能力、建设创新型国家，以高层次创新型科技人才为重点，造就一批世界水平的科学家、科技领军人才、工程师和高水平创新团队。创新教育方式，突出培养学生科学精神、创造性思维 and 创新能力。加强实践培养，依托国家重大科研项目和重大工程、重点学科和重点科研基地、国际学术交流合作项目，建设高层次创新型科技人才培养基地。注重培养一线创新人才和青年科技人才。积极引进和用好海外高层次创新创业人才。

第二节 促进各类人才队伍协调发展

大力开发装备制造、生物技术、新材料、航空航天、国际商务、能源资源、农业科技等经济领域和教育、文化、政法、医药卫生等社会领域急需紧缺专门人才，统筹推进党政、企业经营管理、专业技术、高技能、农村实用、社会工作等各类人才队伍建设，实现人才数量充足、结构合理、整体素质和创新能力显著提升，满足经济社会发展对人才的多样化需求。

第三节 营造优秀人才脱颖而出的环境

坚持党管人才原则。建立健全政府宏观管理、市场有效配置、单位自主用人、人才自主择业的体制机制。建立人才工作目标责任制。推动人才管理部门职能转变，规范行政行为，扩大和落实单位用人自主权。深化国有企业和事业单位人事制度改革。创新人才管理体制和人才培养开发、评价发现、选拔任用、流动配置和激励保障机制，营造尊重人才、有利于优秀人才脱颖而出和充分发挥作用的社会环境。改进人才服务和管理方式，落实国家重大人才政策，抓好重大人才工程，推动人才事业全面发展。

专栏 16 重大人才工程

(1)创新人才推进计划；(2)青年英才开发计划；(3)企业经营管理人才素质提升工程；(4)高素质教育人才培养工程；(5)文化名家工程；(6)全民健康卫生人才保障工程；(7)海外高层次人才引进计划；(8)专业技术人才知识更新工程；(9)国家高技能人才振兴计划；(10)现代农业人才支撑计划；(11)边远贫困地区、边疆民族地区和革命老区人才支持计划；(12)高校毕业生基层培养计划。

专栏 16 重大人才工程 新华社发

第八篇 改善民生 建立健全基本公共服务体系

坚持民生优先，完善就业、收入分配、社会保障、医疗卫生、住房等保障和改善民生的制度安排，推进基本公共服务均等化，努力使发展成果惠及全体人民。

第三十章 提升基本公共服务水平

坚持以人为本、服务为先，履行政府公共服务职责，提高政府保障能力，逐步缩小城乡区域间基本公共服务差距。

第一节 建立健全基本公共服务体系

明确基本公共服务范围 and 标准，加快完善公共财政体制，保障基本公共服务支出，强化基本公共服务绩效考核和行政问责。合理划分中央与地方管理权限，健全地方政府为主、统一与分级相结合的公共服务管理体制。

专栏 17 “十二五”时期基本公共服务范围和重点

01 公共教育

①九年义务教育免费，农村义务教育阶段寄宿制学校免住宿费，并为经济困难家庭寄宿生提供生活补助；②对农村学生、城镇经济困难家庭学生和涉农专业学生实行中等职业教育免费；③为经济困难家庭儿童、孤儿和残疾儿童接受学前教育提供补助。

02 就业服务

①为城乡劳动者免费提供就业信息、就业咨询、职业介绍和劳动调解仲裁；②为失业人员、农民工、残疾人、新成长劳动力免费提供基本职业技能培训；③为就业困难人员和零就业家庭提供就业援助。

03 社会保障

①城镇职工和居民享有基本养老保险，农村居民享有新型农村社会养老保险；②城镇职工和居民享有基本医疗保险，农村居民享有新型农村合作医疗；③城镇职工享有失业保险、工伤保险、生育保险；④为城乡困难群体提供最低生活保障、医疗救助、殡葬救助等服务；⑤为孤儿、残疾人、五保户、高龄老人等特殊群体提供福利服务。

04 医疗卫生

①免费提供居民健康档案、预防接种、传染病防治、儿童保健、孕产妇保健、老年人保健、健康教育、高血压等慢性病管理、重性精神疾病管理等基本公共卫生服务；②实施艾滋病防治、肺结核防治、农村妇女孕前和孕早期补服叶酸、农村妇女住院分娩补助、农村妇女宫颈癌乳腺癌检查、贫困人群白内障复明等重大公共卫生服务专项；③实施国家基本药物制度，基本药物均纳入基本医疗保障药物报销目录。

05 人口计生

①提供免费避孕药具、孕前优生健康检查、生殖健康技术和宣传教育等计划生育服务；②免费为符合条件的育龄群众提供再生育技术服务。

06 住房保障

①为城镇低收入住房困难家庭提供廉租住房；②为城镇中等偏下收入住房困难家庭提供公共租赁住房。

07 公共文化

①基层公共文化、体育设施免费开放；②农村广播电视全覆盖，为农村免费提供电影放映、送书送报送戏等公益性文化服务。

08 基础设施

①行政村通公路和客运班车，城市建成区公共交通全覆盖；②行政村通电，无电地区人口全部用上电；③邮政服务做到乡乡设所、村村通邮。

09 环境保护

①县县具备污水、垃圾无害化处理能力和环境监测评估能力；②保障城乡饮用水水源地安全。

专栏 17 “十二五”时期基本公共服务范围和重点 新华社发

第二节 创新公共服务供给方式

改革基本公共服务提供方式，引入竞争机制，扩大购买服务，实现提供主体和提供方式多元化。推进非基本公共服务市场化改革，放宽市场准入，鼓励社会资本以多种方式参与，增强多层次供给能力，满足群众多样化需求。

第三十一章 实施就业优先战略

坚持把促进就业放在经济社会发展的优先位置，健全劳动者自主择业、市场调节就业、政府促进就业相结合的机制，创造平等就业机会，提高就业质量，努力实现充分就业。

第一节 实施更加积极的就业政策

大力发展劳动密集型产业、服务业和小型微型企业，千方百计扩大就业创业规模。完善税费减免、岗位补贴、培训补贴、社会保险补贴、技能鉴定补贴等政策，促进高校毕业生、农村转移劳动力、城镇就业困难人员就业。完善和落实小额担保贷款、财政贴息、场地安排等鼓励自主创业政策，促进各类群体创业带动就业。建立健全政府投资和重大项目建设带动就业机制。完善就业援助政策，多渠道开发公益性岗位。鼓励开展对外劳务合作。

第二节 加强公共就业服务

健全统一规范灵活的人力资源市场，完善城乡公共就业服务体系，推动就业信息全国联网，为劳动者提供优质高效的就业服务。健全面向全体劳动者的职业培训制度，加强职业技能培训能力建设。对未能升学的应届初中毕业生等新成长劳动力普遍实行劳动预备制培训。足额提取并合理使用企业职工教育培训经费，鼓励企业开展职工岗位技能培训。加强创业培训，将有创业愿望和培训需求的人员纳入培训范围。完善城镇调查失业率统计，健全失业监测预警制度，开展就业需求预测。

第三节 构建和谐劳动关系

健全协调劳动关系三方机制，发挥政府、工会和企业作用，努力形成企业和职工利益共享机制，建立规范有序、公正合理、互利共赢、和谐稳定的劳动关系。全面推行劳动合同制度，不断扩大集体合同覆盖面。全面推进劳动用工备案制度。规范劳务派遣用工。改善劳动条件，加快劳动标准体系建设，加强劳动定额标准管理。完善劳动争议处理机制，加强劳动争议调解仲裁，加大劳动保障监察执法力度，切实维护劳动者权益。

第三十二章 合理调整收入分配关系

坚持和完善按劳分配为主体、多种分配方式并存的分配制度，初次分配和再分配都要处理好效率和公平的关系，再分配更加注重公平，加快形成合理有序的收入分配格局，努力提高居民收入在国民收入分配中的比重，提高劳动报酬在初次分配中的比重，尽快扭转收入差距扩大趋势。

第一节 深化工资制度改革

按照市场机制调节、企业自主分配、平等协商确定、政府监督指导的原则，形成反映劳动力市场供求关系和企业经济效益的工资决定机制和增长机制。健全工资支付保障机制。完善最低工资和工资指导线制度，逐步提高最低工资标准，建立企业薪酬调查和信息发布制度，积极稳妥扩大工资集体协商覆盖范围。改革国有企业工资总额管理办法，加强对部分行业工资总额和工资水平的双重调控，缩小行业间工资水平差距。完善公务员工资制度。完善符合事业单位特点、体现岗位绩效和分级分类管理的事业单位收入分配制度。

第二节 健全资本、技术、管理等要素参与分配制度

完善公开、公平、公正的公共资源出让制度，建立国有土地、海域、森林、矿产等公共资源出让收益全民共享机制，出让收益主要用于公共服务支出。扩大国有资本收益上交范围，提高上交比例，统一纳入公共财政。完善股份制企业特别是上市公司分红制度。创造条件增加城乡居民财产性收入。保障技术成果在收入分配中的应得份额。建立健全根据经营管理绩效、风险和责任确定薪酬的制度，严格规范国有企业、国有控股金融机构经营管理人员特别是高层管理人员的收入，严格控制职务消费。

第三节 加快完善再分配调节机制

加快健全以税收、社会保障、转移支付为主要手段的再分配调节机制。合理调整个人所得税税基和税率结构，提高工资薪金所得费用扣除标准，减轻中低收入者税收负担，加大对高收入者的税收调节力度。逐步建立健全财产税制度。调整财政支出结构，提高公共服务支出比重，加大社会保障投入，较大幅度提高居民转移性收入。

第四节 整顿和规范收入分配秩序

健全法律法规，强化政府监管，加大执法力度，加快形成公开透明、公正合理的收入分配秩序。保护合法收入，坚决取缔非法收入。清理规范国有企业和机关事业单位工资外收入、非货币性福利等。加强政府非税收入管理，清理规范各种行政事业性收费和政府性基金。加快收入信息监测系统建设。建立收入分配统筹协调机制。

第三十三章 健全覆盖城乡居民的社会保障体系

坚持广覆盖、保基本、多层次、可持续方针，加快推进覆盖城乡居民的社会保障体系建设，稳步提高保障水平。

第一节 加快完善社会保险制度

实现新型农村社会养老保险制度全覆盖。完善实施城镇职工和居民养老保险制度，全面落实城镇职工基本养老保险省级统筹，实现基础养老金全国统筹，切实做好城镇职工基本养老保险关系转移接续工作。逐步推进城乡养老保障制度有效衔接。推动机关事业单位养老保险制度改革。发展企业年金和职业年金。扩大工伤保险覆盖面，提高保障水平，健全预防、补偿、康复相结合的工伤保险制度。完善失业、生育保险制度。发挥商业保险补充性作用。继续通过划拨国有资产、扩大彩票发行等渠道充实全国社会保障基金，积极稳妥推进养老基金投资运营。

第二节 加强社会救助体系建设

完善城乡最低生活保障制度，规范管理，分类施保，实现应保尽保。健全低保标准动态调整机制，合理提高低保标准和补助水平。加强城乡低保与最低工资、失业保险和扶贫开发等政策的衔接。提高农村五保供养水平。做好自然灾害救助工作。完善临时救助制度，保障低保边缘群体的基本生活。

第三节 积极发展社会福利和慈善事业

以扶老、助残、救孤、济困为重点，逐步拓展社会福利的保障范围，推动社会福利由补缺型向适度普惠型转变，逐步提高国民福利水平。坚持家庭、社区和福利机构相结合，逐步健全社会福利服务体系，推动社会福利服务社会化。加强残疾人、孤儿福利服务。加强优抚安置工作。加快发展慈善事业，增强全社会慈善意识，积极培育慈善组织，落实并完善公益性捐赠的税收优惠政策。

第三十四章 完善基本医疗卫生制度

按照保基本、强基层、建机制的要求，增加财政投入，深化医药卫生体制改革，建立健全基本医疗卫生制度，加快医疗卫生事业发展，优先满足群众基本医疗卫生需求。

第一节 加强公共卫生服务体系建设

完善重大疾病防控等专业公共卫生服务网络。逐步提高人均基本公共卫生服务经费标准，扩大国家基本公共卫生服务项目，实施重大公共卫生服务专项，积极预防重大传染病、慢性病、职业病、地方病和精神疾病，提高重大突发公共卫生事件处置能力。逐步建立农村医疗急救网络。普及健康教育，实施国民健康行动计划。全面推行公共场所禁烟。70%以上的城乡居民建立电子健康档案。孕产妇死亡率降到22/10万，婴儿死亡率降到12‰。

第二节 加强城乡医疗服务体系建设

加强以县医院为龙头、乡镇卫生院和村卫生室为基础的农村三级医疗卫生服务网络建设，完善以社区卫生服务为基础的新型城市医疗卫生服务体系，新增医疗卫生资源重点向农村和城市社区倾斜。大力推进基层医疗卫生机构综合改革，建立多渠道补偿机制，形成新的运行机制。加强以全科医生为重点的基层医疗卫生队伍建设，完善鼓励全科医生长期在基层服务政策，每万人口全科医师数达到2人。加快推行分级诊疗、双向转诊制度，形成各类城市医院和基层医疗机构分工协作格局。完善区域卫生规划，鼓励和引导社会资本举办医疗机构，放宽社会资本和外资举办医疗机构的准入范围，形成多元办医格局。

第三节 健全医疗保障体系

健全覆盖城乡居民的基本医疗保障体系，进一步完善城镇职工基本医疗保险、城镇居民基本医疗保险、新型农村合作医疗和城乡医疗救助制度。逐步提高城镇居民医保和新农合人均筹资标准及保障水平并缩小差距。提高城镇职工医保、城镇居民医保、新农合最高支付限额和住院费用支付比例，全面推进门诊统筹。做好各项制度间的衔接，整合经办资源，逐步提高统筹层次，加快实现医保关系转移接续和医疗费用异地就医结算。全面推进基本医疗费用即时结算，改革付费方式。积极发展商业健康保险，完善补充医疗保险制度。

第四节 完善药品供应保障体系

建立和完善以国家基本药物制度为基础的药品供应保障体系。基层医疗卫生机构全面实施国家基本药物制度，其他医疗卫生机构逐步实现全面配备、优先使用基本药物。建立基本药物目录动态调整机制，完善价格形成机制和动态调整机制。提高基本药物实际报销水平。加强药品生产管理，整顿药品流通秩序，规范药品集中采购和医疗机构合理用药。

第五节 积极稳妥推进公立医院改革

坚持公立医院的公益性质，积极探索政事分开、管办分开、医药分开、营利性和非营利性分开的有效形式。推进现代医院管理制度，建立科学合理的用人机制和分配制度。改革公立医院补偿机制，积极推进支付方式改革。以病人为中心大力改进公立医院内部管理，优化服务流程，规范诊疗行为，改善医患关系，方便群众就医。推进注册医师多点执业，建立住院医师规范化培训制度。注重调动医务人员积极性。

第六节 支持中医药事业发展

坚持中西医并重，发展中医医疗和预防保健服务，推进中医药继承与创新，重视民族医药发展。发展中医药教育，加强中医医疗机构和中医药人才队伍建设。加强中药资源保护、研究开发和合理利用，推进质量认证和标准建设。医疗保障政策和基本药物政策要鼓励中医药服务的提供和使用。

专栏 18 医疗卫生重点工程	
01	基本医疗保障体系 提高城乡三项基本医疗保险参保率，提高筹资和保障能力，实现全民享有基本医疗保障。
02	公共卫生服务体系 改善卫生监督、精神卫生、农村应急救治等专业卫生服务机构基础设施条件。
03	医疗服务体系 推进基层医疗卫生机构标准化建设，提高县级医院（含中医院）服务能力，加强省级妇儿专科医院、边远地区地市级综合医院、县级中医医院建设。
04	全科医生培养基地 建成一批标准化的全科医生培养基地，通过转岗和规范化培训途径培养 15 万名全科医生。
05	医药卫生信息化 推进基层医疗卫生信息化建设。建设三级医院与县级医院远程医疗系统，加强公立医院信息化建设。

专栏 18 医疗卫生重点工程
 新华社发

第三十五章 提高住房保障水平

坚持政府调控和市场调节相结合，加快完善符合国情的住房体制机制和政策体系，逐步形成总量基本平衡、结构基本合理、房价与消费能力基本适应的住房供需格局，实现广大群众住有所居。

第一节 健全住房供应体系

立足保障基本需求、引导合理消费，加快构建以政府为主提供基本保障、以市场为主满足多层次需求的住房供应体系。对城镇低收入住房困难家庭，实行廉租住房制度。对中等偏下收入住房困难家庭，实行公共租赁住房保障。对中高收入家庭，实行租赁与购买商品住房相结合的制度。建立健全经济、适用、环保和节约资源的住房标准体系，倡导符合国情的住房消费模式。

第二节 加大保障性住房供给

强化各级政府责任，加大保障性安居工程建设力度，基本解决保障性住房供应不足的问题。多渠道筹集廉租房房源，完善租赁补贴制度。重点发展公共租赁住房，逐步使其成为保障性住房的主体。加快各类棚户区改造，规范发展经济适用住房。建立稳定投入机制，加大财政资金、住房公积金贷款、银行贷款的支持力度，引导社会力量参与保障性住房建设运营。加强保障性住房管理，制定公平合理、公开透明的保障性住房配租政策和监管程序，严格规范准入、退出管理和租费标准。

第三节 改善房地产市场调控

进一步落实地方政府责任和问责机制，把保障基本住房、稳定房价和加强市场监管纳入各地经济社会发展的工作目标，由省级人民政府负总责，市、县级人民政府负直接责任。完善土地供应政策，增加住房用地供应总量，优先安排保障性住房用地，有效扩大普通商品住房供给。健全差别化住房信贷、税收政策，合理引导自住和改善性住房需求，有效遏制投机投资性购房。加快制定基本住房保障法，修订完善城市房地产管理法等相关法律法规。完善住房公积金制度，加强管理和扩大覆盖范围。加强市场监管，规范房地产市场秩序。加快住房信息系统建设，完善信息发布制度。

第三十六章 全面做好人口工作

控制人口总量，提高人口素质，优化人口结构，促进人口长期均衡发展。

第一节 加强计划生育服务

坚持计划生育基本国策，逐步完善政策。完善计划生育家庭优先优惠政策体系，提高家庭发展能力。提高计划生育家庭奖励扶助金、“少生快富”工程奖励金和特别扶助金的标准，扩大范围并建立动态调整机制。继续推进人口和计划生育服务体系建设，拓展服务范围。综合治理出生人口性别比偏高问题。加大出生缺陷预防力度，做好健康教育、优生咨询、高危人群指导、孕前筛查、营养素补充等服务工作，降低出生缺陷发生率和农村 5 岁以下儿童生长迟缓率。加强流动人口计划生育服务管理。

第二节 促进妇女全面发展

落实男女平等基本国策，实施妇女发展纲要，全面开发妇女人力资源，切实保障妇女合法权益，促进妇女就业创业，提高妇女参与经济发展和社會管理能力。加强妇女劳动保护、社会福利、卫生保健、扶贫减贫及法律援助等工作，完善性别统计制度，改善妇女发展环境。严厉打击暴力侵害妇女、拐卖妇女等违法犯罪行为。

第三节 保障儿童优先发展

坚持儿童优先原则，实施儿童发展纲要，依法保障儿童生存权、发展权、受保护权和参与权。改善儿童成长环境，提升儿童福利水平，消除对女童的歧视，促进儿童身心健康发展。加强婴幼儿早期启蒙教育和独生子女社会行为教育。切实解决留守儿童教育、孤残儿童、艾滋病孤儿和流浪未成年人救助等问题。严厉打击拐卖儿童、弃婴等违法犯罪行为。

第四节 积极应对人口老龄化

建立以居家为基础、社区为依托、机构为支撑的养老服务体系。加快发展社会养老服务，培育壮大老龄事业和产业，加强公益性养老服务设施建设，鼓励社会资本兴办具有护理功能的养老服务机构，每千名老人拥有养老床位数达到30张。拓展养老服务领域，实现养老服务从基本生活照料向医疗健康、辅具配置、精神慰藉、法律服务、紧急援助等方面延伸。增加社区老年活动场所和便利化设施。开发利用老年人力资源。

第五节 加快残疾人事业发展

健全残疾人社会保障体系和服务体系，为残疾人生活和发展提供稳定的制度性保障。实施重点康复和托养工程、0—6岁残疾儿童抢救性康复工程和“阳光家园”计划，推进残疾人“人人享有康复服务”。大力开展残疾人就业服务和职业培训。加大对农村残疾人生产扶助和生活救助力度。丰富残疾人文化体育生活。构建辅助器具适配体系，推进无障碍建设。制定和实施国家残疾预防行动计划，有效控制残疾的发生和发展。

专栏 19 改善民生行动计划

- 01 扩大城乡就业规模**
城镇年均新增就业 900 万人，年均转移农业劳动力 800 万人。企业劳动合同签订率达到 90%，集体合同签订率达到 80%。
- 02 提高最低工资标准**
最低工资标准年均增长 13%以上。绝大多数地区最低工资标准达到当地城镇从业人员平均工资的 40%以上。
- 03 提高养老保障水平**
实现城镇职工基础养老金全国统筹。城镇参加基本养老保险人数新增 1 亿人。城镇职工基本养老金稳定增长，城镇 60 岁以上非就业居民享受基础养老金待遇。实现新型农村社会养老保险制度全覆盖，提高基础养老金水平。
- 04 提高医疗保障水平**
城乡三项基本医疗保险参保人数新增 6000 万以上。财政对城镇居民基本医疗保险和新型农村合作医疗的补助标准逐步提高，政策范围内的医保基金支付水平提高到 70%以上。
- 05 提高城乡低保标准**
城乡居民最低生活保障标准年均增长 10%以上。
- 06 减少农村贫困人口数量**
加大扶贫投入，逐步提高扶贫标准，显著减少贫困人口数量。
- 07 减轻居民税收负担**
“十二五”前期提高个人所得税工资薪金所得费用扣除标准，合理调整个人所得税税率结构，中后期建立健全综合与分类相结合的个人所得税制度。
- 08 实施城镇保障性安居工程**
建设城镇保障性住房和棚户区改造住房 3600 万套（户），全国保障性住房覆盖面达到 20%左右。土地出让净收益用于保障性住房建设、各类棚户区改造的比例不低于 10%。
- 09 完善就业和社会保障服务体系**
加强公共就业、社会保险、劳动监察和调解仲裁等服务设施建设。推行社会保障一卡通，全国统一的社会保障卡发放数量达到 8 亿张，覆盖 60%人口。
- 10 增加国有资本收益用于民生支出**
扩大国有资本收益上交范围，逐步提高国有资本收益上交比例，新增部分主要用于社会保障等民生支出。

第九篇 标本兼治 加强和创新社会管理

适应经济体制深刻变革、社会结构深刻变动、利益格局深刻调整、思想观念深刻变化的新形势，创新社会管理体制，加强社会管理能力建设，建立健全中国特色社会主义社会管理体系，确保社会既充满活力又和谐稳定。

第三十七章 创新社会管理体制

坚持多方参与、共同治理，统筹兼顾、动态协调的原则，完善社会管理格局，创新社会管理机制，形成社会管理和服务合力。

第一节 健全社会管理格局

按照健全党委领导、政府负责、社会协同、公众参与的社会管理格局的要求，加强社会管理法律、体制、能力建设。坚持党委的领导核心作用，总揽全局、把握方向、整合力量、统筹各方，提高引领社会、组织社会、管理社会、服务社会的能力。发挥政府的主导作用，强化社会管理和公共服务职能，建设服务型政府，提高服务型管理能力。发挥人民团体、基层自治组织、各类社会组织和企业事业单位的协同作用，推进社会管理的规范化、专业化、社会化和法制化。广泛动员和组织群众依法有序参与社会管理，培养公民意识，履行公民义务，实现自我管理、自我服务、自我发展。

第二节 创新社会管理机制

加快构建源头治理、动态管理和应急处置相结合的社会管理机制。加强源头治理，更加注重民生和制度建设，坚持科学民主依法决策，防止和减少社会问题的产生；加强动态管理，更加注重平等沟通和协商，解决群众合法合理诉求，及时化解社会矛盾；加强应急处置，更加注重应急能力建设，有效应对和妥善处置突发公共事件，最大限度地增加和谐因素，化解消极因素，激发社会活力。

第三十八章 强化城乡社区自治和服务功能

全面开展城市社区建设，积极推进农村社区建设，健全新型社区管理和服务体制，把社区建设成为管理有序、服务完善、文明祥和的社会生活共同体。

第一节 完善社区治理结构

健全社区党组织领导的基层群众自治制度，推进社区居民依法民主管理社区公共事务和公益事业，实现政府行政管理与基层群众自治有效衔接和良性互动。完善社区居民委员会组织体系，加强城乡结合部、城中村、流动人口聚居地等的社区居民委员会建设。积极培育社区服务性、公益性、互助性社会组织，发挥业主委员会、物业管理机构、驻区单位积极作用，引导各类社会组织、志愿者参与社区管理和服 务。鼓励因地制宜创新社区管理和服 务模式。

第二节 构建社区管理和服 务平台

健全基层管理和服 务体系，推动管理重心下移，延伸基本公共服 务职能。规范发展社区服 务站等专 业服 务机构，有效承接基层政府委托事项。以居民需求为导向，整合人口、就业、社保、民政、卫生、文化以及综治、维稳、信访等管理职能和服 务资源，加快社区信息化建设，构建社区综合管理和服 务平台。完善优秀人才服 务社区激励机制，推进社区工作人员专业化、职业化。加快建立政府投入与社会投入相结合的经费保障机制。加强流动人口服 务管理。

专栏 20 城乡社区服 务能力提升计划

01 社区综合服 务平台建设

实施社区服 务体系建设工程，因地制宜建设街道（乡镇）社区服 务中心和城乡社区服 务站，改善公共设施和服 务用房。

02 社区信息化建设

建设集行政管理、社会事务、便民服 务于一体的社区信息服务网络。社会保障卡信息服务落到城乡社区。

03 社区服 务人才队伍建设

实施50万大学生服 务城乡社区计划。社区服 务人员普遍接受一次岗位培训。注册社区志愿者占居民人口10%以上。

专栏 20 城乡社区服 务能力提升计划 新华社发

第三十九章 加强社会组织建设

坚持培育发展和管理监督并重，推动社会组织健康有序发展，发挥其提供服务、反映诉求、规范行为的作用。

第一节 促进社会组织发展

改进社会组织管理，建立健全统一登记、各司其职、协调配合、分级负责、依法监管的社会组织管理体制。重点培育、优先发展经济类、公益慈善类、民办非企业单位和城乡社区社会组织。推动行业协会、商会改革和发展，强化行业自律，发挥沟通企业与政府的作用。完善扶持政策，推动政府部门向社会组织转移职能，向社会组织开放更多的公共资源和领域，扩大税收优惠种类和范围。

第二节 加强社会组织监管

完善法律监督、政府监督、社会监督、自我监督相结合的监管体系。健全法律法规，严格依法监管。建立社会组织监管机制和管理信息平台，制定社会组织行为规范和活动准则，提高政府监管效力。实行社会组织信息公开和评估制度，完善失信惩罚机制，强化社会监管。引导社会组织完善内部治理结构，提高自律性。

第四十章 完善维护群众权益机制

加强和完善党和政府主导的维护群众权益机制，形成科学有效的利益协调机制、诉求表达机制、矛盾调处机制和权益保障机制，切实维护群众合法权益。

第一节 拓宽社情民意表达渠道

完善公共决策的社会公示制度、公众听证制度和专家咨询论证制度，扩大公众参与程度。完善信访工作机制，注重民意收集与信息反馈，落实领导干部接待群众来访、处理群众信访制度。发挥人民团体、行业协会、大众传媒等的社会利益表达功能，发挥互联网通达社情民意新渠道作用，积极主动回应社会关切。

第二节 完善社会矛盾调解机制

完善化解社会矛盾的领导协调、排查预警、疏导转化、调解处置机制。加强人民调解、行政调解、司法调解联动，整合各方面力量，有效防范和化解劳动争议、征地拆迁、环境污染、食品药品安全、企业重组和破产等引发的社会

矛盾。建立重大工程项目建设和重大政策制定的社会稳定风险评估机制。完善群众工作制度，依靠基层党政组织、行业管理组织、群众自治组织，充分发挥工会、共青团、妇联的作用，共同维护群众权益，兼顾好各方面群众关切，积极化解社会矛盾。

第四十一章 加强公共安全体系建设

适应公共安全形势变化的新特点，推动建立主动防控与应急处置相结合、传统方法与现代手段相结合的公共安全体系。

第一节 保障食品药品安全

制定和完善食品药品安全标准。建立食品药品质量追溯制度，形成来源可追溯、去向可查证、责任可追究的全责任链。健全食品药品安全应急体系，强化快速通报和快速反应机制。加强食品药品安全风险监测评估预警和监管执法，提高监管的有效性和公信力。继续实施食品药品监管基础设施建设工程。加强检验检测、认证检查和不良反应监测等食品药品安全技术支撑能力建设。加强基层快速检测能力建设，整合社会检测资源，构建社会公共检测服务平台。强化基本药物监管，确保用药安全。

第二节 严格安全生产管理

落实企业安全生产责任制，建立健全企业安全生产预防机制。加强安全监管监察能力建设，严格安全目标考核与责任追究。健全安全技术标准体系，严格安全许可。实行重大隐患治理逐级挂牌督办和整改效果评价制度，深化煤矿、交通运输等领域安全专项治理。健全协调联动机制，严厉打击非法违法生产经营。防范治理粉尘与高毒物质等重大职业危害。开展安全科技攻关和装备研发，规范发展安全专业技术服务机构，加强对中小企业安全技术援助和服务。加强安全宣传教育与培训。单位国内生产总值生产安全事故死亡率下降 3.6%，工矿商贸就业人员生产安全事故死亡率下降 2.6%。

第三节 健全突发事件应急体系

坚持预防与应急并重、常态与非常态结合的原则，建立健全统一指挥、结构合理、反应灵敏、保障有力、运转高效的突发事件应急体系，提高危机管理和风险管理能力。健全应急管理组织体系，完善应急预案体系，强化基层应急管理能力。加强应急队伍建设，建立以专业队伍为基本力量，以公安、武警、军队为骨干和突击力量，以专家队伍、企事业单位专兼职队伍和志愿者队伍为辅助力量的应急队伍体系，提高生命救治能力。建立健全应急物资储备体系，加强综合管理，优化布局 and 方式，统筹安排实物储备和能力储备。建立健全应急教育培训体系。完善特大灾害国际救援机制。

第四节 完善社会治安防控体系

坚持打防结合、预防为主，专群结合、依靠群众的方针，完善社会治安防控体系，加强城乡社区警务、群防群治等基层基础建设，做好刑罚执行和教育矫治工作。完善和规范安全技术防范工作，广泛开展平安创建活动，加强社会治安综合治理。加强公共安全设施建设。建设国家人口基础信息库。加强特殊人群安置、救助、帮教、管理和医疗工作，加大社会治安薄弱环节、重点地区整治力度。加强情报信息、防范控制和快速处置能力，增强公共安全和社会治安保障能力。加强刑事犯罪预警工作，严密防范、依法打击各种违法犯罪活动，切实保障人民生命财产安全。严格公正廉洁执法，提高执法能力、执法水平和执法公信力。

第十篇 传承创新 推动文化大发展大繁荣

坚持社会主义先进文化前进方向，弘扬中华文化，建设和谐文化，发展文化事业和文化产业，满足人民群众不断增长的精神文化需求，充分发挥文化引导社会、教育人民、推动发展的功能，增强民族凝聚力和创造力。

第四十二章 提高全民族文明素质

全面持续有效地提高全民族文明素质，为现代化建设提供有力的思想保证、精神动力和智力支持。

第一节 建设社会主义核心价值体系

加强走中国特色社会主义道路和实现中华民族伟大复兴的理想信念教育，大力弘扬以爱国主义为核心的民族精神和以改革创新为核心的时代精神，努力践行社会主义荣辱观。倡导爱国守法、敬业诚信和勤俭节约，构建传承中华传

统美德、符合社会主义精神文明要求、适应社会主义市场经济的道德和行为规范。深入推进社会公德、职业道德、家庭美德、个人品德建设。

第二节 拓展群众性精神文明创建活动

弘扬科学精神，加强人文关怀，注重心理疏导，培育奋发进取、理性平和、开放包容的社会心态。提倡修身律己、尊老爱幼、勤勉做事、平实做人，推动形成我为人人、人人为我的社会氛围。强化职业操守，支持创新创业，鼓励劳动致富，发扬团队精神。广泛开展志愿服务，建立完善社会志愿服务体系。

第三节 营造良好的社会文化环境

保护青少年身心健康，为青少年营造健康成长的空间。加强青少年文化场所建设，创造出更多青少年喜闻乐见、益智益德的文化作品，广泛开展面向青少年的各类文化体育活动。积极倡导企业文化建设，深化文明城市创建活动，推进农村乡风文明建设。切实加强文化市场监管，有效遏制违法有害信息传播。综合运用经济、教育、法律、行政、舆论手段，引导人们知荣辱、讲正气、尽义务，形成扶正祛邪、惩恶扬善的社会风气。

第四十三章 推进文化创新

适应群众文化需求新变化新要求，弘扬主旋律，提倡多样化，使精神文化产品和社会文化生活更加丰富多彩。

第一节 创新文化内容形式

立足当代中国实践，传承优秀民族文化，借鉴世界文明成果，反映人民主体地位和现实生活，创作生产更多思想深刻、艺术精湛、群众喜闻乐见的文化精品，扶持体现民族特色和国家水准的重大文化项目，研究设立国家艺术基金，提高文化产品质量。推进学科体系、学术观点、科研方法创新，大力推进哲学社会科学创新体系建设，实施哲学社会科学创新工程，繁荣发展哲学社会科学。

第二节 深化文化体制机制改革

加快推进公益性文化事业单位改革，探索建立事业单位法人治理结构，创新公共文化服务运行机制。深入推进经营性文化单位转企改制，建立现代企业制度。完善统一、开放、竞争、有序的现代文化市场体系，促进文化产品和要素在更大范围内合理流动。加快推进文化管理体制改革的。建立健全符合文化企业特点的国有文化资产管理体制和运行机制。加快完善版权法律政策体系，提高版权执法监管能力，严厉打击各类侵权盗版行为。

第四十四章 繁荣发展文化事业和文化产业

坚持一手抓公益性文化事业、一手抓经营性文化产业，始终把社会效益放在首位，实现经济效益和社会效益有机统一。

第一节 大力发展文化事业

增强公共文化产品和服务供给。公共博物馆、图书馆、文化馆、纪念馆、美术馆等公共文化设施免费向社会开放。鼓励扶持少数民族文化产品创作生产。注重满足残疾人等特殊人群的公共文化服务需求。建立健全公共文化服务体系。以农村基层和中西部地区为重点，继续实施文化惠民工程。改善农村文化基础设施，支持老少边穷地区建设和改造文化服务网络。完善城市社区文化设施，促进基层文化资源整合和综合利用。广泛开展群众性文化活动。加强重要新闻媒体建设，重视互联网等新兴媒体建设、运用、管理，把握正确舆论导向，提高传播能力。加强文物、历史文化名城名镇名村、非物质文化遗产和自然遗产保护，拓展文化遗产传承利用途径。依法推进语言文字工作。建立国家文化艺术荣誉制度。

第二节 加快发展文化产业

推动文化产业成为国民经济支柱性产业，增强文化产业整体实力和竞争力。实施重大文化产业项目带动战略，加强文化产业基地和区域性特色文化产业群建设。推进文化产业结构调整，大力发展文化创意、影视制作、出版发行、印刷复制、演艺娱乐、数字内容和动漫等重点文化产业，培育骨干企业，扶持中小企业，鼓励文化企业跨地域、跨行业、跨所有制经营和重组，提高文化产业规模化、集约化、专业化水平。推进文化产业转型升级，推进文化科技创新，研发制定文化产业技术标准，提高技术装备水平，改造提升传统产业，培育发展新兴文化产业。加快中西部地区中小城市影院建设。鼓励和支持非公有制经济以多种形式进入文化产业领域，逐步形成以公有制为主体、多种所有制共同发展的产

业格局。构建以优秀民族文化为主体、吸收外来有益文化的对外开放格局，积极开拓国际文化市场，创新文化“走出去”模式，增强中华文化国际竞争力和影响力，提升国家软实力。

专栏 21 文化事业重点工程	
01	公共文化服务体系建设工程 继续推进广播电视村村通、农家书屋工程、文化资源共享工程、“西新工程”、农村数字电影放映工程、边疆少数民族地区新闻出版东风工程建设。规划建设一批地市级公共图书馆、文化馆、博物馆。
02	文化和自然遗产保护工程 重点支持国家重大文化和自然遗产地、全国重点文物保护单位、中国历史文化名城名镇名村保护设施建设，推进非物质文化遗产保护利用设施建设试点。做好历史档案和文化典籍保护整理工作。
03	传播体系建设工程 重点加强媒体传播能力、民族文字出版和民族语言广播、文化传播渠道、国家应急广播体系建设。
04	重大文化设施建设 推进国家美术馆、中国工艺美术馆等一批代表国家文化形象的重点文化设施建设。
05	红色旅游重点景区建设 实施红色旅游二期规划，完善全国红色旅游经典景区配套基础设施，提升陈列布展水平。

专栏 21 文化事业重点工程 新华社发

第十一篇 改革攻坚 完善社会主义市场经济体制

以更大决心和勇气全面推进各领域改革，更加重视改革顶层设计和总体规划，明确改革优先顺序和重点任务，深化综合配套改革试验，进一步调动各方面积极性，尊重群众首创精神，大力推进经济体制改革，积极稳妥推进政治体制改革，加快推进文化体制、社会体制改革，在重要领域和关键环节取得突破性进展。

第四十五章 坚持和完善基本经济制度

坚持公有制为主体、多种所有制经济共同发展的基本经济制度，营造各种所有制经济依法平等使用生产要素、公平参与市场竞争、同等受到法律保护的体制环境。

第一节 深化国有企业改革

推进国有经济战略性调整，健全国有资本有进有退、合理流动机制，促进国有资本向关系国家安全和国民经济命脉的重要行业和关键领域集中。推动具备条件的国有大型企业实现整体上市，不具备整体上市条件的国有大型企业要加快股权多元化改革，有必要保持国有独资的国有大型企业要加快公司制改革，完善企业法人治理结构。推进铁路、盐业等体制改革，实现政企分开、政资分开。深化电力体制改革，稳步开展输配分开试点。继续推进电信、石油、民航和市政公用事业改革。稳步推进国有林场和国有林区管理体制改革。深化垄断行业改革，进一步放宽市场准入，形成有效竞争的市场格局。

第二节 完善国有资产管理体制

坚持政府公共管理职能和国有资产出资人职能分开，完善经营性国有资产管理 and 国有企业监管体制机制。探索实行公益性和竞争性国有企业分类管理。健全覆盖全部国有企业、分级管理的国有资本经营预算和收益分享制度，合理分配和使用国有资本收益。完善国有金融资产、行政事业单位资产和自然资源资产监管体制。

第三节 支持和引导非公有制经济发展

消除制约非公有制经济发展的制度性障碍，全面落实促进非公有制经济发展的政策措施。鼓励和引导民间资本进入法律法规未明文禁止准入的行业和领域，市场准入标准和优惠扶持政策要公开透明，不得对民间资本单独设置附加条件。鼓励和引导非公有制企业通过参股、控股、并购等多种形式，参与国有企业改制重组。完善鼓励非公有制经济发展的法律制度，优化外部环境，加强对非公有制企业的服务、指导和规范管理。改善对民间投资的金融服务。切实保护民间投资的合法权益。

第四十六章 推进行政体制改革

按照转变职能、理顺关系、优化结构、提高效能的要求，加快建立法治政府和服务型政府。

第一节 加快转变政府职能

健全政府职责体系，提高经济调节和市场监管水平，强化社会管理和公共服务职能。加快推进政企分开、政资分开、政事分开、政府与市场中介组织分开，调整和规范政府管理的事项，深化行政审批制度改革，减少政府对微观经

济活动的干预。继续优化政府结构、行政层级、职能责任，坚定推进大部门制改革，着力解决机构重叠、职责交叉、政出多门问题。在有条件的地方探索省直接管理县（市）的体制。完善公务员制度。深化各级政府机关事务管理体制改革的，降低行政成本。

第二节 完善科学民主决策机制

完善重大事项决策机制，建立健全公众参与、专家咨询、风险评估、合法性审查和集体讨论决定的决策程序，实行科学决策、民主决策和依法决策。对涉及经济社会发展全局的重大事项，要广泛征询意见，充分协商和协调。对专业性、技术性较强的重大事项，要认真进行专家论证、技术咨询、决策评估。对同群众利益密切相关的重大事项，要实行公示、听证等制度。严格依法行政，健全行政执法体制机制，完善行政复议和行政诉讼制度。

第三节 推行政府绩效管理和行政问责制度

建立科学的政府绩效评估指标体系和评估机制，实行内部考核与公众评议、专家评价相结合的方法，发挥绩效评估对推动科学发展的导向和激励作用。健全对行政权力的监督制度。强化审计监督。推行行政问责制，明确问责范围，规范问责程序，健全责任追究制度和纠错改正机制，提高政府执行力和公信力。

第四节 加快推进事业单位分类改革

按照政事分开、事企分开、管办分开、营利性与非营利性分开的要求，积极稳妥推进科技、教育、文化、卫生、体育等事业单位分类改革。严格认定标准和范围，对主要承担行政职能的逐步将其行政职能划归行政机构或转为行政机构。规范转制程序，完善过渡政策，将主要从事生产经营活动的逐步转为企业，建立健全法人治理结构。继续保留的事业单位强化公益属性，推进人事管理、国有资产和财政支持方式等方面的改革。

第四十七章 加快财税体制改革

理顺各级政府间财政分配关系，健全公共财政体系，完善预算制度和税收制度，积极构建有利于转变经济发展方式的财税体制。

第一节 深化财政体制改革

按照财力与事权相匹配的要求，在合理界定事权基础上，进一步理顺各级政府间财政分配关系，完善分税制。围绕推进基本公共服务均等化和主体功能区建设，完善转移支付制度，增加一般性特别是均衡性转移支付规模和比例，调减和规范专项转移支付。推进省以下财政体制改革，稳步推进省直管县财政管理制度改革，加强县级政府提供基本公共服务的财力保障。建立健全地方政府债务管理体系，探索建立地方政府发行债券制度。

第二节 完善预算管理制度

实行全口径预算管理，完善公共财政预算，细化政府性基金预算，健全国有资本经营预算，在完善社会保险基金预算基础上研究编制社会保障预算，建立健全有机衔接的政府预算体系。完善预算编制和执行管理制度，强化预算支出约束和预算执行监督，健全预算公开机制，增强预算透明度。深化部门预算、国库集中收付、政府采购及国债管理制度改革。进一步推进政府会计改革，逐步建立政府财务报告制度。

第三节 改革和完善税收制度

按照优化税制结构、公平税收负担、规范分配关系、完善税权配置的原则，健全税制体系，加强税收法制建设。扩大增值税征收范围，相应调减营业税等税收。合理调整消费税征收范围、税率结构和征税环节。逐步建立健全综合与分类相结合的个人所得税制度，完善个人所得税征管机制。继续推进费改税，全面推进资源税和耕地占用税改革。研究推进房地产税改革。逐步健全地方税体系，赋予省级政府适当税政管理权限。

第四十八章 深化金融体制改革

全面推动金融改革、开放和发展，构建组织多元、服务高效、监管审慎、风险可控的金融体系，不断增强金融市场功能，更好地为加快转变经济发展方式服务。

第一节 深化金融机构改革

继续深化国家控股的大型金融机构改革，完善现代金融企业制度，强化内部治理和风险管理，提高创新发展能力和国际竞争力。继续深化国家开发银行改革，推动中国进出口银行和中国出口信用保险公司改革，研究推动中国农业发展银行改革，继续推动中国邮政储蓄银行改革。建立存款保险制度。促进证券期货经营机构规范发展。强化保险机构的创新服务能力和风险内控能力，加强保险业偿付能力监管，深化保险资金运用管理体制改革，稳步提高资金运作水平。促进金融资产管理公司商业化转型。积极稳妥推进金融业综合经营试点。

第二节 加快多层次金融市场体系建设

大力发展金融市场，继续鼓励金融创新，显著提高直接融资比重。拓宽货币市场广度和深度，增强流动性管理功能。深化股票发审制度市场化改革，规范发展主板和中小板市场，推进创业板市场建设，扩大代办股份转让系统试点，加快发展场外交易市场，探索建立国际板市场。积极发展债券市场，完善发行管理体制，推进债券品种创新和多样化，稳步推进资产证券化。推进期货和金融衍生品市场发展。促进创业投资和股权投资健康发展，规范发展私募基金市场。加强市场基础性制度建设，完善市场法律法规。继续推动资产管理、外汇、黄金市场发展。

第三节 完善金融调控机制

优化货币政策目标体系，健全货币政策决策机制，改善货币政策的传导机制和环境。构建逆周期的金融宏观审慎管理制度框架，建立健全系统性金融风险防范预警体系、评估体系和处置机制。稳步推进利率市场化改革，加强金融市场基准利率体系建设。完善以市场供求为基础的有管理的浮动汇率制度，推进外汇管理体制改革，扩大人民币跨境使用，逐步实现人民币资本项目可兑换。改进外汇储备经营管理，拓宽使用渠道，提高收益水平。

第四节 加强金融监管

完善金融监管体制机制，加强金融监管协调，健全金融监管机构之间以及与宏观调控部门之间的协调机制。完善地方政府金融管理体制，强化地方政府对地方中小金融机构的风险处置责任。制定跨行业、跨市场金融监管规则，强化对系统重要性金融机构的监管。完善金融法律法规。加快社会信用体系建设，规范发展信用评级机构。参与国际金融准则修订，完善我国金融业稳健标准。加强与国际组织和境外监管机构的国际合作。维护国家金融稳定和安全。

第四十九章 深化资源性产品价格和环保收费改革

建立健全能够灵活反映市场供求关系、资源稀缺程度和环境损害成本的资源性产品价格形成机制，促进结构调整、资源节约和环境保护。

第一节 完善资源性产品价格形成机制

继续推进水价改革，完善水资源费、水利工程供水价格和城市供水价格政策。积极推进电价改革，推行大用户电力直接交易和竞价上网试点，完善输配电价形成机制，改革销售电价分类结构。积极推行居民用电、用水阶梯价格制度。进一步完善成品油价格形成机制，积极推进市场化改革。理顺天然气与可替代能源比价关系。按照价、税、费、租联动机制，适当提高资源税税负，完善计征方式，将重要资源产品由从量定额征收改为从价定率征收，促进资源合理开发利用。

第二节 推进环保收费制度改革

建立健全污染者付费制度，提高排污费征收率。改革垃圾处理费征收方式，适度提高垃圾处理费标准和财政补贴水平。完善污水处理收费制度。积极推进环境税费改革，选择防治任务繁重、技术标准成熟的税目开征环境保护税，逐步扩大征收范围。

第三节 建立健全资源环境产权交易机制

引入市场机制，建立健全矿业权和排污权有偿使用和交易制度。规范发展探矿权、采矿权交易市场，发展排污权交易市场，规范排污权交易价格行为，健全法律法规和政策体系，促进资源环境产权有序流转和公开、公平、公正交易。

第十二篇 互利共赢 提高对外开放水平

适应我国对外开放由出口和吸收外资为主转向进口和出口、吸收外资和对外投资并重的新形势，必须实行更加积极主动的开放战略，不断拓展新的开放领域和空间，扩大和深化同各方利益的汇合点，完善更加适应发展开放型经济要求的体制机制，有效防范风险，以开放促发展、促改革、促创新。

第五十章 完善区域开放格局

坚持扩大开放与区域协调发展相结合，协同推动沿海、内陆、沿边开放，形成优势互补、分工协作、均衡协调的区域开放格局。

第一节 深化沿海开放

全面提升沿海地区开放型经济发展水平，加快从全球加工装配基地向研发、先进制造和服务基地转变。率先建立与国际化相适应的管理体制和运行机制，增强区域国际竞争软实力。推进服务业开放和国际服务贸易发展，吸引国际服务业要素集聚。深化深圳等经济特区、上海浦东新区、天津滨海新区开发开放，加快上海国际经济、金融、航运、贸易中心建设。

第二节 扩大内陆开放

以中心城市和城市群为依托，以各类开发区为平台，加快发展内陆开放型经济。发挥资源和劳动力比较优势，优化投资环境，扩大外商投资优势产业领域，积极承接国际产业和沿海产业转移，培育形成若干国际加工制造基地、服务外包基地。推进重庆两江新区开发开放。

第三节 加快沿边开放

发挥沿边地缘优势，制定和实行特殊开放政策，加快重点口岸、边境城市、边境（跨境）经济合作区和重点开发开放试验区建设，加强基础设施与周边国家互联互通，发展面向周边的特色外向型产业群和产业基地，把黑龙江、吉林、辽宁、内蒙古建成向东北亚开放的重要枢纽，把新疆建成向西开放的重要基地，把广西建成与东盟合作的新高地，把云南建成向西南开放的重要桥头堡，不断提升沿边地区对外开放的水平。

第五十一章 优化对外贸易结构

继续稳定和拓展外需，加快转变外贸发展方式，推动外贸发展从规模扩张向质量效益提高转变、从成本优势向综合竞争优势转变。

第一节 培育出口竞争新优势

保持现有出口竞争优势，加快培育以技术、品牌、质量、服务为核心竞争力的新优势。提升劳动密集型出口产品质量和档次，扩大机电产品和高技术产品出口，严格控制高耗能、高污染、资源性产品出口。完善政策措施，促进加工贸易从组装加工向研发、设计、核心元器件制造、物流等环节拓展，延长国内增值链条。完善海关特殊监管区域政策和功能，鼓励加工贸易企业向海关特殊监管区域集中。鼓励企业建立国际营销网络，提高开拓国际市场能力。积极开拓新兴市场，推进出口市场多元化。

第二节 提升进口综合效应

优化进口结构，积极扩大先进技术、关键零部件、国内短缺资源和节能环保产品进口，适度扩大消费品进口，发挥进口对宏观经济平衡和结构调整的重要作用，优化贸易收支结构。发挥我国巨大市场规模的吸引力和影响力，促进进口来源地多元化。完善重要农产品进出口调控机制，有效利用国际资源。

第三节 大力发展服务贸易

促进服务出口，扩大服务业对外开放，提高服务贸易在对外贸易中的比重。在稳定和拓展旅游、运输、劳务等传统服务出口同时，努力扩大文化、中医药、软件和信息服务、商贸流通、金融保险等新兴服务出口。大力发展服务外包，建设若干服务外包基地。扩大金融、物流等服务业对外开放，稳步开放教育、医疗、体育等领域，引进优质资源，提高服务业国际化水平。

第五十二章 统筹“引进来”与“走出去”

坚持“引进来”和“走出去”相结合，利用外资和对外投资并重，提高安全高效地利用两个市场、两种资源的能力。

第一节 提高利用外资水平

优化结构，引导外资更多投向现代农业、高新技术、先进制造、节能环保、新能源、现代服务业等领域，鼓励投向中西部地区。丰富方式，鼓励外资以参股、并购等方式参与境内企业兼并重组，促进外资股权投资和创业投资发展。引进海外高层次人才和先进技术，鼓励外资企业在华设立研发中心，借鉴国际先进管理理念、制度、经验，积极融入全球创新体系。优化投资软环境，保护投资者合法权益。做好外资并购安全审查。有效利用国外优惠贷款和国际商业贷款，完善外债管理。

第二节 加快实施“走出去”战略

按照市场导向和企业自主决策原则，引导各类所有制企业有序开展境外投资合作。深化国际能源资源开发和加工互利合作。支持在境外开展技术研发投资合作，鼓励制造业优势企业有效对外投资，创建国际化营销网络和知名品牌。扩大农业国际合作，发展海外工程承包和劳务合作，积极开展有利于改善当地民生的项目合作。逐步发展我国大型跨国公司和跨国金融机构，提高国际化经营水平。做好海外投资环境研究，强化投资项目的科学评估。提高综合统筹能力，完善跨部门协调机制，加强实施“走出去”战略的宏观指导和服务。加快完善对外投资法律法规制度，积极商签投资保护、避免双重征税等多双边协定。健全境外投资促进体系，提高企业对外投资便利化程度，维护我国海外权益，防范各类风险。“走出去”的企业和境外合作项目，要履行社会责任，造福当地人民。

第五十三章 积极参与全球经济治理和区域合作

扩大同发达国家的交流合作，增进相互信任，提高合作水平。深化同周边国家的睦邻友好和务实合作，维护地区和平稳定，促进共同发展繁荣。加强同发展中国家的团结合作，深化传统友谊，维护共同利益。积极开展多边合作。

推动国际经济体系改革，促进国际经济秩序朝着更加公正合理的方向发展。积极参与二十国集团等全球经济治理机制合作，推动建立均衡、普惠、共赢的多边贸易体制，反对各种形式的保护主义。积极推动国际金融体系改革，促

进国际货币体系合理化。加强与主要经济体宏观经济政策协调。积极参与国际规则和标准的修订制定，在国际经济、金融组织中发挥更大作用。

加快实施自由贸易区战略，进一步加强与主要贸易伙伴的经济联系，深化同新兴市场国家和发展中国家的务实合作。利用亚太经合组织等各类国际区域和次区域合作机制，加强与其他国家和地区的区域合作。加强南南合作。优化对外援助结构，创新对外援助方式，增加对发展中国家民生福利性项目、社会公共设施、自主发展能力建设等领域的经济和技术援助。

第十三篇 发展民主 推进社会主义政治文明建设

坚持党的领导、人民当家作主、依法治国有机统一，发展社会主义民主政治，建设社会主义法治国家。

第五十四章 发展社会主义民主政治

坚持和完善人民代表大会制度、中国共产党领导的多党合作和政治协商制度、民族区域自治制度以及基层群众自治制度，不断推进社会主义政治制度自我完善和发展。健全民主制度，丰富民主形式，拓宽民主渠道，依法实行民主选举、民主决策、民主管理、民主监督，保障人民的知情权、参与权、表达权、监督权。支持人民代表大会依法履行职权。巩固和壮大最广泛的爱国统一战线。支持人民政协围绕团结和民主两大主题履行职能。支持工会、共青团、妇联等人民团体依照法律和各自章程开展工作，参与社会管理和公共服务。贯彻落实党和国家的民族政策，保障少数民族合法权益，开展民族团结宣传教育和创建活动，巩固和发展平等团结互助和谐的社会主义民族关系。全面贯彻党的宗教工作基本方针，发挥宗教界人士和信教群众在促进经济社会发展中的积极作用。鼓励新的社会阶层人士投身中国特色社会主义建设。做好侨务工作，支持海外侨胞、归侨侨眷关心和参与祖国现代化建设与和平统一大业。

第五十五章 全面推进法制建设

全面落实依法治国基本方略，坚持科学立法、民主立法，完善中国特色社会主义法律体系。重点加强加快转变经济发展方式、改善民生和发展社会事业以及政府自身建设等方面的立法。加强宪法和法律实施，维护社会主义法制的统一、尊严、权威。完善行政执法与刑事司法衔接机制，推进依法行政、公正廉洁执法。深化司法体制改革，优化司法

职权配置，规范司法行为，建设公正高效权威的社会主义司法制度。实施“六五”普法规划，深入开展法制宣传教育，树立社会主义法治理念，弘扬法治精神，形成人人学法守法的良好社会氛围。加强法律援助。加强人权保障，促进人权事业全面发展。

第五十六章 加强反腐倡廉建设

坚持以人为本、执政为民，以保持和人民群众血肉联系为重点，扎实推进政风建设。坚持标本兼治、综合治理、惩防并举、注重预防的方针，以完善惩治和预防腐败体系为重点，加强反腐倡廉建设。严格执行廉政建设责任制。加强领导干部廉洁自律和严格管理，认真落实领导干部收入、房产、投资、配偶子女从业等情况定期报告制度。深入推进改革和制度创新，逐步建成内容科学、程序严密、配套完备、有效管用的反腐倡廉制度体系。建立健全决策权、执行权、监督权既相互制约又相互协调的权力结构和运行机制，积极推进政务公开和经济责任审计，加强对权力运行的制约和监督。加大查办违纪违法案件工作力度。开展社会领域防治腐败工作。加强反腐败国际交流合作。

第十四篇 深化合作 建设中华民族共同家园

从中华民族根本利益出发，推进“一国两制”实践和祖国和平统一大业，深化内地与港澳经贸合作，推进海峡两岸经济关系发展，为实现中华民族伟大复兴而共同努力。

第五十七章 保持香港澳门长期繁荣稳定

坚定不移贯彻“一国两制”、“港人治港”、“澳人治澳”、高度自治的方针，严格按照特别行政区基本法办事，全力支持特别行政区行政长官和政府依法施政。支持香港、澳门充分发挥优势，在国家整体发展中继续发挥重要作用。

第一节 支持港澳巩固提升竞争优势

继续支持香港发展金融、航运、物流、旅游、专业服务、资讯以及其他高增值服务业，支持香港发展成为离岸人民币业务中心和国际资产管理中心，支持香港发展高价值货物存货管理及区域分销中心，巩固和提升香港国际金融、

贸易、航运中心的地位，增强金融中心的全球影响力。支持澳门建设世界旅游休闲中心，加快建设中国与葡语国家商贸合作服务平台。

第二节 支持港澳培育新兴产业

支持港澳增强产业创新能力，加快培育新的经济增长点，推动经济社会协调发展。支持香港环保、医疗服务、教育服务、检测和认证、创新科技、文化创意等优势产业发展，拓展合作领域和服务范围。支持澳门推动经济适度多元化，加快发展休闲旅游、会展商务、中医药、教育服务、文化创意等产业。

第三节 深化内地与港澳经济合作

加强内地和香港、澳门交流合作，继续实施更紧密经贸关系安排。深化粤港澳合作，落实粤港、粤澳合作框架协议，促进区域经济共同发展，打造更具综合竞争力的世界级城市群。支持建设以香港金融体系为龙头、珠江三角洲城市金融资源和服务为支撑的金融合作区域，打造世界先进制造业和现代服务业基地，构建现代流通经济圈，支持广东在对港澳服务业开放中先行先试，并逐步将先行先试措施拓展到其他地区。加快共建粤港澳优质生活圈步伐。加强规划协调，完善珠江三角洲地区与港澳的交通运输体系。加强内地与港澳文化、教育等领域交流与合作。

专栏 22 粤港澳合作重大项目

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|----|--|
| 01 | 港珠澳大桥
建设海中桥隧工程、三地口岸和连接线，实现香港、珠海、澳门三地高速公路连通。 |
| 02 | 广深港客运专线
建设客运专线并与武广客运专线、杭福深客运专线接驳。 |
| 03 | 港深西部快速轨道线
研究建设途经深圳前海地区、连接香港国际机场和深圳宝安国际机场的香港第三条过境直通铁路。 |
| 04 | 莲塘/香园围口岸
缩短香港至深圳东部之间车程，增强处理车流量和旅客流量能力，提高粤港东部地区出入境通行效率。 |
| 05 | 深圳前海开发
加快城市轨道交通、铁路网、城市道路、水上交通和口岸建设，到 2020 年建成亚太地区重要的生产性服务业中心，把前海打造成粤港现代服务业创新合作示范区。 |
| 06 | 广州南沙新区开发
打造服务内地、连接港澳的商业服务中心、科技创新中心和教育培训基地，建设临港产业配套服务合作区。 |
| 07 | 珠海横琴新区开发
规划面积106.46平方公里，逐步建设成为探索粤港澳合作新模式的示范区、深化改革开放和科技创新的先行区、促进珠江口西岸地区产业升级的新平台。 |

专栏 22 粤港澳合作重大项目 新华社发

第五十八章 推进两岸关系和平发展和祖国统一大业

坚持“和平统一、一国两制”方针和现阶段发展两岸关系、推进祖国和平统一进程八项主张，全面贯彻推动两岸关系和平发展重要思想和六点意见，牢牢把握两岸关系和平发展主题，反对和遏制“台独”分裂活动。巩固两岸关系发展的政治、经济、文化基础，全面深化两岸经济合作，努力加强两岸文化、教育、旅游等领域交流，积极扩大两岸各界往来，持续推进两岸交往机制化进程，构建两岸关系和平发展框架。

第一节 建立健全两岸经济合作机制

积极落实两岸经济合作框架协议和两岸其他协议，推进货物贸易、服务贸易、投资和经济合作的后续协商，促进两岸货物和服务贸易进一步自由化，逐步建立公平、透明、便利的投资及其保障机制，建立健全具有两岸特色的经济合作机制。

第二节 全面深化两岸经济合作

扩大两岸贸易，促进双向投资，加强新兴产业和金融等现代服务业合作，推动建立两岸货币清算机制。明确两岸产业合作布局和重点领域，开展双方重大项目合作。推进两岸中小企业合作，提升中小企业竞争力。加强两岸在知识产权保护、贸易促进及贸易便利化、海关、电子商务等方面的合作。积极支持大陆台资企业转型升级。依法保护台湾同胞正当权益。

第三节 支持海峡西岸经济区建设

充分发挥海峡西岸经济区在推进两岸交流合作中的先行先试作用，努力构筑两岸交流合作的前沿平台，建设两岸经贸合作的紧密区域、两岸文化交流的重要基地和两岸直接往来的综合枢纽。发挥福建对台交流的独特优势，提升台商投资区功能，促进产业深度对接，加快平潭综合实验区开放开发，推进厦门两岸区域性金融服务中心建设。支持其他台商投资相对集中地区经济发展。

第十五篇 军民融合 加强国防和军队现代化建设

着眼国家安全和发展战略全局，统筹经济建设和国防建设，在全面建设小康社会进程中实现富国和强军的统一。

第五十九章 加强国防和军队现代化建设

坚持以毛泽东军事思想、邓小平新时期军队建设思想、江泽民国防和军队建设思想为指导，把科学发展观作为国防和军队建设的重要指导方针，着眼履行新世纪新阶段军队历史使命，以新时期军事战略方针为统揽，以推动国防和军队建设科学发展为主题，以加快转变战斗力生成模式为主线，全面加强军队革命化现代化正规化建设。

加强军队思想政治建设，坚持党对军队绝对领导的根本原则和制度，坚持人民军队的根本宗旨，大力弘扬听党指挥、服务人民、英勇善战的优良传统，培育当代革命军人核心价值观。进一步拓展和深化军事斗争准备，以提高基于信息系统的体系作战能力为根本着力点，深入推进军事训练转变，坚持科技强军，加强国防科研和武器装备建设，加快全面建设现代后勤步伐，加紧培养新型高素质军事人才，提高以打赢信息化条件下局部战争能力为核心的完成多样化军事任务的能力。坚持依法治军、从严治军，加强科学管理，积极稳妥地推进国防和军队改革，优化领导管理体制，健全

联合作战指挥体制，推动军事理论、军事技术、军事组织、军事管理创新。建设现代化武装警察力量，增强执勤处突和反恐维稳能力。加强后备力量建设，巩固军政军民团结。

第六十章 推进军民融合式发展

坚持国家主导、制度创新、市场运作、军民兼容原则，统筹经济建设和国防建设，充分依托和利用社会资源，提高国防实力和军事能力，大力推进军地资源开放共享和军民两用技术相互转移，逐步建立适应社会主义市场经济规律、满足打赢信息化条件下局部战争需要的中国特色军民融合式发展体系。

建立和完善军民结合、寓军于民的武器装备科研生产体系、军队人才培养体系和军队保障体系。建设先进的国防科技工业，优化结构，增强以信息化为导向、以先进研发制造为基础的核心能力，加快突破制约科研生产的基础瓶颈，推动武器装备自主化发展。完善武器装备采购制度。改进军队人才征招选拔，完善从地方直接征召各类人才的政策制度。完善退役军人安置政策，加强退役军人培训和就业安置工作。稳步推进以生活保障、通用物资储备、装备维修等为重点的军队保障社会化改革，形成与国家人事劳动和社会保障法规体系相适应的军队职工管理制度，建立军民结合的军事物流体系和军地一体的战略投送力量体系。

坚持经济建设贯彻国防需求，加大重大基础设施和海洋、空天、信息等关键领域军民深度融合和共享力度，完善政策机制和标准规范，推动经济建设和国防建设协调发展、良性互动。强化全民国防观念，健全国防动员体系，加强人民武装、国民经济动员、人民防空、交通战备建设和国防教育，增强国防动员平时服务、急时应急、战时应战的能力。

第十六篇 强化实施 实现宏伟发展蓝图

本规划经过全国人民代表大会审议批准，具有法律效力。要举全国之力，集全民之智，实现未来五年宏伟发展蓝图。

第六十一章 完善规划实施和评估机制

推动规划顺利实施，主要依靠发挥市场配置资源的基础性作用；各级政府要正确履行职责，合理配置公共资源，引导调控社会资源，保障规划目标和任务的完成。

第一节 明确规划实施责任

本规划提出的预期性指标和产业发展、结构调整等任务，主要依靠市场主体的自主行为实现。各级政府要通过完善市场机制和利益导向机制，创造良好的政策环境、体制环境和法治环境，打破市场分割和行业垄断，激发市场主体的积极性和创造性，引导市场主体行为与国家战略意图相一致。

本规划确定的约束性指标和公共服务领域的任务，是政府对人民群众的承诺。主要约束性指标要分解落实到有关部门和各省、自治区、直辖市。促进基本公共服务均等化的任务，要明确工作责任和进度，主要通过政府运用公共资源全力完成。

第二节 强化政策统筹协调

围绕规划提出的目标和任务，加强经济社会发展政策的统筹协调，注重政策目标与政策工具、短期政策与长期政策的衔接配合。按照公共财政服从和服务于公共政策的原则，优化财政支出结构和政府投资结构，逐步增加中央政府投资规模，建立与规划任务相匹配的中央政府投资规模形成机制，重点投向民生和社会事业、农业农村、科技创新、生态环保、资源节约等领域，更多投向中西部地区和老少边穷地区。

第三节 实行综合评价考核

加快制定并完善有利于推动科学发展、加快转变经济发展方式的绩效评价考核体系和具体考核办法，弱化对经济增长速度的评价考核，强化对结构优化、民生改善、资源节约、环境保护、基本公共服务和社会管理等目标任务完成情况的综合评价考核，考核结果作为各级政府领导班子调整和领导干部选拔任用、奖励惩戒的重要依据。

第四节 加强规划监测评估

完善监测评估制度，加强监测评估能力建设，加强服务业、节能减排、气候变化、劳动就业、收入分配、房地产等方面统计工作，强化对规划实施情况跟踪分析。国务院有关部门要加强对规划相关领域实施情况的评估，接受全国人民代表大会及其常务委员会的监督检查。规划主管部门要对约束性指标和主要预期性指标完成情况进行评估，并向国务院提交规划实施年度进展情况报告，以适当方式向社会公布。在规划实施的中期阶段，由国务院组织开展全面评估，

并将中期评估报告提交全国人民代表大会常务委员会审议。需要对本规划进行调整时，国务院要提出调整方案，报全国人民代表大会常务委员会批准。

第六十二章 加强规划协调管理

推进规划体制改革，加快规划法制建设，以国民经济和社会发展规划为统领，以主体功能区规划为基础，以专项规划、国土规划和土地利用规划、区域规划、城市规划为支撑，形成各类规划定位清晰、功能互补、统一衔接的规划体系，完善科学化、民主化、规范化的编制程序，健全责任明确、分类实施、有效监督的实施机制。

国务院有关部门要组织编制一批国家级专项规划特别是重点专项规划，细化落实本规划提出的主要任务。国家级重点专项规划，要围绕经济社会发展关键领域和薄弱环节，着力解决突出问题，形成落实本规划的重要支撑和抓手。

地方规划要切实贯彻国家战略意图，结合地方实际，突出地方特色。要做好地方规划与本规划提出的发展战略、主要目标和重点任务的协调，特别要加强约束性指标的衔接。

加强年度计划与本规划的衔接，对主要指标应当设置年度目标，充分体现本规划提出的发展目标和重点任务。年度计划报告要分析本规划的实施进展情况，特别是约束性指标的完成情况。

全国各族人民要紧密团结在以胡锦涛同志为总书记的党中央周围，高举中国特色社会主义伟大旗帜，解放思想、实事求是、与时俱进、开拓创新，为实现国民经济和社会第十二个五年规划和全面建设小康社会宏伟目标而奋斗！

**THE OUTLINE OF THE 11TH
FIVE-YEAR PLAN FOR NATIONAL
ECONOMIC AND SOCIAL
DEVELOPMENT OF THE PEOPLE'S
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中华人民共和国国民经济和社会发展第十一个五年规划纲要

2006年3月14日第十届全国人民代表大会第四次会议批准

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中华人民共和国国民经济和社会发展第十一个五年(2006~2010年)规划纲要根据《中共中央关于制定国民经济和社会发展第十一个五年规划的建议》编制,主要阐明国家战略意图,明确政府工作重点,引导市场主体行为,是未来五年我国经济社会发展的宏伟蓝图,是全国各族人民共同的行动纲领,是政府履行经济调节、市场监管、社会管理和公共服务职责的重要依据。

第一篇 指导原则和发展目标

第一章 全面建设小康社会的关键时期

“十五”时期是不平凡的五年,我国综合国力明显增强,人民生活明显改善,国际地位明显提高。面对复杂多变的国内外形势,在全国各族人民共同努力下,我们有效抑制经济运行中出现的不稳定不健康因素,成功战胜非典疫情和重大自然灾害的挑战,从容应对加入世界贸易组织后的新变化,国民经济持续较快发展,“十五”计划确定的主要发展目标提前实现。工业化、城镇化、市场化、国际化步伐加快,经济体制改革不断深化,对外贸易迈上新台阶,国家财政收入大幅度增加,价格总水平保持基本稳定,城乡面貌和人民生活进一步改善,民族团结不断巩固,各项社会事业取得新进步,国防和军队建设取得新进展,社会主义民主政治和精神文明建设继续加强。更为重要的是,党中央提出了树立科学发展观和构建社会主义和谐社会的重大战略思想。这些都为“十一五”时期的发展奠定了良好基础。面向未来,我们站在一个新的历史起点上。

**THE OUTLINE OF THE 13TH
FIVE-YEAR PLAN FOR NATIONAL
ECONOMIC AND SOCIAL
DEVELOPMENT OF HEBEI
PROVINCE**

**(Approved by the Fourth Meeting of the
Twelfth People's Congress of Hebei
Province on January 13, 2016)**

Source: Website of the People's Government of Hebei
Province

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河北省国民经济和社会发展 第十三个五年规划纲要

(2016 年 1 月 13 日河北省
第十二届人民代表大会第四次会议批准)

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**THE OUTLINE OF THE 12TH
FIVE-YEAR PLAN FOR NATIONAL
ECONOMIC AND SOCIAL
DEVELOPMENT OF HEBEI
PROVINCE
(2011-2015)**

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“十二五”时期，是河北省深入贯彻落实科学发展观、全面建设小康社会的重要时期，是推进经济结构战略性调整、加快发展方式转变的关键时期，是深化改革开放、完善社会主义市场经济体制的攻坚时期。科学编制并有效实施河北省国民经济和社会发展的第十二个五年规划，将为全面建成小康社会打下具有决定性意义的基础，对于实现科学发展、富民强省的奋斗目标具有重大意义。

本规划纲要依据《中共河北省委关于制定国民经济和社会发展的第十二个五年规划的建议》编

制，主要阐明全省经济社会发展战略意图，明确政府工作重点，引导市场主体行为，是未来五年河北省经济社会发展的宏伟蓝图，是全省人民共同的行动纲领。规划期为2011-2015年。

第一章 发展基础和面临形势

一、“十一五”时期经济社会发展取得重大成就

“十一五”时期是极不平凡的五年。面对复杂多变的国内外形势和艰巨繁重的发展改革任务，省委、省政府团结带领全省人民，坚持以邓小平理论和“三个代表”重要思想为指导，深入贯彻落实科学发展观，按照党中央、国务院重大决策部署，积极应对国际金融危机严重冲击，着力推动经济发展方式转变，迎难而上，开拓进取，全省经济保持平稳较快发展，社会事业全面进步，城乡面貌焕然一新，人民生活明显改善。

——综合经济实力跨上新台阶。坚持把发展作为第一要务，集中精力谋发展，整体实力显著增强。2010年，全省生产总值预计达到20000亿元，五年平均增长11.7%，人均生产总值由2005年的1.47万元提高到2.8万元；全部财政收入达到2410亿元，其中地方一般预算收入1330亿元，分别是2005年的2.3倍和2.6倍。

——经济结构调整取得新进展。大力实施重点产业调整和振兴规划，钢铁、装备制造、石化等传统产业升级步伐加快，电子信息、生物医药、新能源等新兴产业加速发展；科技创新能力明显增强，预计高新技术产业增加值达到1220亿元，是2005年的3.5倍；现代服务业不断壮大，服务业增加值达到6850亿元，是2005年的1.8倍。“十一五”节能减排目标如期实现，单位生产总值能耗比2005年下降20%，化学需氧量、二氧化硫排放量比2005年削减15%以上。曹妃甸新区、沧州渤海新区、北戴河新区等沿海重点开发地区加快建设，进入了大规模聚集生产要素阶段。

（责任编辑：尹彦宏）

来源：河北日报

THE OUTLINE OF THE 11TH FIVE-YEAR PLAN FOR NATIONAL ECONOMIC AND SOCIAL DEVELOPMENT OF HEBEI PROVINCE

Source: Website of the People's Government of Hebei Province

[http://info.hebei.gov.cn//eportal/ui?
pageId=6778557&articleKey=3352291&columnId=330035](http://info.hebei.gov.cn//eportal/ui?pageId=6778557&articleKey=3352291&columnId=330035)

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河北省国民经济和社会发展第十一个五年规划纲要

资料来源：河北省人民政府官网 链接：<http://info.hebei.gov.cn//eportal/ui?pageld=6778557&articleKey=3352291&columnId=330035>

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附名词解释

“十一五”时期是我省全面建设小康社会进程中承前启后的关键时期。我们要在这一时期实现“翻两番、三步走”的第二步战略目标，加快完善社会主义市场经济体制，全面推进和谐河北建设，为实现第三步战略目标打好基础。《河北省国民经济和社会发展的第十一个五年规划纲要》根据《中共河北省委关于制定国民经济和社会发展的第十一个五年规划的建议》编制，主要阐明 2006-2010 年全省经济社会发展的指导原则、奋斗目标和主要任务，明确政府工作重点，引导市场主体行为，是经济社会发展的宏伟蓝图，是全省人民共同的行动纲领，是政府履行经济调节、市场监管、社会管理和公共服务职责的重要依据。

第一章 现实基础和发展环境

一、现实基础

进入新世纪，面对国内外环境的深刻变化和经济社会发展出现的新情况、新问题，全省人民在党中央、国务院和中共河北省委领导下，坚持以邓小平理论和“三个代表”重要思想为指导，树立和落实科学发展观，以经济建设为中心，把发展作为第一要务，弘扬树正气、讲团结、求发展主旋律，围绕“十五”计划确定的奋斗目标和战略重点，积极有效地贯彻落实国家宏观调控政策，深入实施四大主体战略和“一线两厢”区域发展布局，突出结构调整主线，强化重大建设项目建设和县域经济发展两大支撑，狠抓重大项目、国企改革、民营经济、对外开放四项重点经济工作，培育壮大十大主导产业，积极实施十项民心工程，成功战胜非典疫情和各种自然灾害的挑战，经济社会发展取得显著成绩，提前一年实现“翻两番、三步走”第一步战略目标。综合经济实力明显增强。2005 年，初步核算全省生产总值达到 10116.6 亿元，年均增长 11.2%，人均生产总值达到 14814 元，全部财政收入完成 1035.2 亿元。结构调整取得重要进展。产品结构和企业组织结构进一步优化，涌现出一批竞争力较强的优势企业，初步形成以十大主导产业为主体的产业发展格局。一批重大建设项目顺利实施，以沿海重化工产业带为代表的区域增长极初见端倪。

农业综合生产能力提高，畜牧、蔬菜、果品业三大农业支柱产业保持较快增长。基础设施支撑能力增强。铁路和高速公路通车里程分别达到 4887 公里和 2135 公里，分别居全国第二位和第五位，港口吞吐能力达到 2.88 亿吨，电力装机容量达到 2316 万千瓦，电话普及率达到 52.8%，互联网用户达到 311 万户。改革开放步伐加快。以“两增、两减、两分”为重点的国企改革向纵深推进，民营经济快速发展，农村税费、粮食流通、投资、财政、行政管理等项改革取得新进展。利用外资规模扩大，进出口贸易快速增长。社会事业全面进步。科技、教育、文化、卫生、体育、广播电视、新闻出版等事业发展加快，外事、侨务和民族、宗教工作取得新成绩。军民双拥共建全面推进，国防动员工作进一步加强。人民生活水平普遍提高。城镇居民人均可支配收入达到 9107.1 元，农村居民人均纯收入达到 3481.6 元，年均分别增长 10%和 7%。就业持续扩大，社会保障体系逐步健全，五年减少贫困人口 140 万。发展环境明显改善。政府职能转变步伐加快，民主法制和精神文明建设继续加强，创业宽松、社会文明、人居安全的良好环境逐渐形成。“十五”计划确定的主要目标提前实现，重点任务如期完成，为“十一五”时期更快更好发展奠定了良好基础。