

中华人民共和国外商投资法实施条例
Implementation Regulations for the Foreign Investment Law of the People's Republic
of China

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《中华人民共和国外商投资法实施条例》已经2019年12月12日国务院第74次常务会议通过，现予公布，自2020年1月1日起施行。
The Implementation Regulations for the Foreign Investment Law of the People's Republic of China passed by the 74th Executive Session of the State Council on 12 December 2019 is hereby promulgated and shall be implemented with effect from 1 January 2020.

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26 December 2019

2019年12月26日

中华人民共和国外商投资法实施条例 Implementation Regulations for the Foreign Investment Law of the People's Republic of China

第一章 总 则

Chapter 1 General Principles

第一条

Article 1 These Regulations are formulated pursuant to the Foreign Investment Law of the People's Republic of China (hereinafter referred to as the "Foreign Investment Law").

根据《中华人民共和国外商投资法》（以下简称外商投资法），制定本条例。

第二条

Article 2 The State encourages and promotes foreign investments, protects the legitimate rights and interests of foreign investors, standardises administration of foreign investments, continuously optimises the foreign investment environment, and promotes higher level of opening up.

国家鼓励和促进外商投资，保护外商投资合法权益，规范外商投资管理，持续优化外商投资环境，推进更高水平对外开放。

第三条

Article 3 Other investors referred to in item (1) and item (3) of the second paragraph of Article 2 of the Foreign Investment Law shall include Chinese natural persons.

外商投资法第二条第二款第一项、第三项所称其他投资者，包括

中国的自然人在内。

第四条

外商投资准入负面清单（以下简称负面清单）由国务院投资主管部门会同国务院商务主管部门等有关部门提出，报国务院发布或者报国务院批准后由国务院投资主管部门、商务主管部门发布。

国家根据进一步扩大对外开放和经济社会发展需要，适时调整负面清单。调整负面清单的程序，适用前款规定。

第五条

国务院商务主管部门、投资主管部门以及其他有关部门按照职责分工，密切配合、相互协作，共同做好外商投资促进、保护和管理工作的。

县级以上地方人民政府应当加强对外商投资促进、保护和管理工作的组织领导，支持、督促有关部门依照法律法规和职责分工开展外商投资促进、保护和管理工作的，及时协调、解决外商投资促进、保护和管理工作中的重大问题。

第二章 投资促进

第六条

政府及其有关部门在政府资金安排、土地供应、税费减免、资质许可、标准制定、项目申报、人力资源政策等方面，应当依法平等对待外商投资企业和内资企业。

政府及其有关部门制定的支持企业发展的政策应当依法公开；对政策实施中需要由企业申请办理的事项，政府及其有关部门应当公开

Article 4 The Foreign Investment Admission Negative List (hereinafter referred to as the "Negative List") shall be proposed by the investment promotion administrative authorities of the State Council jointly with the commerce administrative authority of the State Council and other relevant State Council departments, submitted to the State Council for promulgation or submitted to the State Council for approval, and thereafter promulgated by the investment promotion administrative authority and the commerce administrative authority of the State Council.

The State shall, based on the needs of further opening up and economic and social development, make adjustment to the Negative List in due course. The provisions of the preceding paragraph shall apply to the procedures for adjustment of the Negative List.

Article 5 The commerce administrative authority, the investment promotion administrative authority and other relevant departments of the State Council shall cooperate closely and collaborate together in accordance with the division of duties, and carry out promotion, protection and administration of foreign investments jointly.

The local People's Governments of county level and above shall strengthen organisation and leadership for promotion, protection and administration of foreign investments, support and supervise the relevant departments to carry out promotion, protection and administration of foreign investments pursuant to laws and regulations and in accordance with division of work, and promptly coordinate and resolve major issues in promotion, protection and administration of foreign investments.

Chapter 2 Investment Promotion

Article 6 The Governments and their relevant departments shall accord equal treatment to foreign investment enterprises and Chinese-funded enterprises in terms of government funding, land supply, tax reduction and exemption, qualification licensing, formulation of standards, project declaration, human resource policies etc pursuant to the law.

The policies formulated by the Governments and their relevant departments to support enterprise development shall be announced pursuant to the law; for matters that need to be applied for by the enterprise during the implementation of the policy, the Governments and their relevant departments shall announce the criteria, workflow and deadlines etc for processing the applications, and accord equal treatment to foreign investment enterprises and Chinese-funded enterprises

申请办理的条件、流程、时限等，并在审核中依法平等对待外商投资企业 and 内资企业。

第七条

制定与外商投资有关的行政法规、规章、规范性文件，或者政府及其有关部门起草与外商投资有关的法律、地方性法规，应当根据实际情况，采取书面征求意见以及召开座谈会、论证会、听证会等多种形式，听取外商投资企业和有关商会、协会等方面的意见和建议；对反映集中或者涉及外商投资企业重大权利义务问题的意见和建议，应当通过适当方式反馈采纳的情况。

与外商投资有关的规范性文件应当依法及时公布，未经公布的不得作为行政管理依据。与外商投资企业生产经营活动密切相关的规范性文件，应当结合实际，合理确定公布到施行之间的时间。

第八条

各级人民政府应当按照政府主导、多方参与的原则，建立健全外商投资服务体系，不断提升外商投资服务能力和水平。

第九条

政府及其有关部门应当通过政府网站、全国一体化在线政务服务平台集中列明有关外商投资的法律、法规、规章、规范性文件、政策措施和投资项目信息，并通过多种途径和方式加强宣传、解读，为外国投资者和外商投资企业提供咨询、指导等服务。

第十条

外商投资法第十三条所称特殊

pursuant to the law in the examination and approval process.

Article 7 For formulation of administrative regulations, rules and normative documents in relation to foreign investments, or drafting of laws and local regulations in relation to foreign investments by the Governments and their relevant departments, the Governments and their relevant departments shall, in accordance with the actual circumstances, adopt various ways such as soliciting written opinions, holding seminars, forums, hearings etc, to solicit opinions and recommendations from foreign investment enterprises and related chambers of commerce and associations; bulk and repetitive opinions and recommendations or opinions and recommendations which involve significant rights and obligations of foreign investment enterprises shall be addressed and adopted through appropriate means.

Normative documents in relation to foreign investments shall be promptly announced pursuant to the law; normative documents which are yet to be announced shall not serve as administrative basis. Normative documents which are closely related to the production and business activities of foreign investment enterprises shall, in light of actual conditions, reasonably determine the timeframe from announcement to implementation.

Article 8 All levels of People's Governments shall establish and improve upon their foreign investment service system in accordance with the principle of "government taking lead, participation by multiple parties", and continuously improve upon foreign investment service competency and standard.

Article 9 The Governments and their relevant departments shall set out centrally information in relation to foreign investment laws, regulations, rules, normative documents, policy measures and investment projects through government websites and the national integrated online government service platform, strengthen publicity and interpretation through various channels and methods, and provide advisory, guidance services etc to foreign investors and foreign investment enterprises.

Article 10 Special economic zones referred to in Article 13 of the Foreign Investment Law shall mean specific zones established with approval of the State for the purpose of implementing further opening up policies and measures.

经济区域，是指经国家批准设立、实行更大力度的对外开放政策措施的特定区域。

国家在部分地区实行的外商投资试验性政策措施，经实践证明可行的，根据实际情况在其他地区或者全国范围内推广。

第十一条

国家根据国民经济和社会发展的需要，制定鼓励外商投资产业目录，列明鼓励和引导外国投资者投资的特定行业、领域、地区。鼓励外商投资产业目录由国务院投资主管部门会同国务院商务主管部门等有关部门拟订，报国务院批准后由国务院投资主管部门、商务主管部门发布。

第十二条

外国投资者、外商投资企业可以依照法律、行政法规或者国务院的规定，享受财政、税收、金融、用地等方面的优惠待遇。

外国投资者以其在中国境内的投资收益在中国境内扩大投资的，依法享受相应的优惠待遇。

第十三条

外商投资企业依法和内资企业平等参与国家标准、行业标准、地方标准和团体标准的制定、修订工作。外商投资企业可以根据需要自行制定或者与其他企业联合制定企业标准。

外商投资企业可以向标准化行政主管部门和有关行政主管部门提出标准的立项建议，在标准立项、起草、技术审查以及标准实施信息

Foreign investment pilot policies and measures implemented by the State in certain regions which are proven feasible in practice shall be promoted to other regions or nationwide in accordance with actual conditions.

Article 11 The State shall formulate the Catalogue of Encouraged Foreign Investment Industries in accordance with national economic and social development needs, setting out specific industries, fields and regions to encourage and guide investments by foreign investors. The Catalogue of Encouraged Foreign Investment Industries shall be drafted by the investment promotion administrative authority of the State Council jointly with the commerce administrative authority of the State Council and other relevant authorities, submitted to the State Council for approval and thereafter announced by the investment promotion administrative authority and the commerce administrative authority of the State Council.

Article 12 Foreign investors and foreign investment enterprises may, pursuant to laws, administrative regulations or the provisions of the State Council, enjoy preferential incentives for finance, tax, monetary, land use etc.

Foreign investors using investment gains derived in China to carry out further investments in China shall enjoy the corresponding preferential incentives pursuant to the law.

Article 13 Foreign investment enterprises shall participate in the formulation and revision of national standards, industry standards, local standards and group standards on an equal basis in accordance with the law together with Chinese-funded enterprises. A foreign investment enterprise may, based on its needs, formulate enterprise standards on its own or jointly with another enterprise.

Foreign investment enterprises may submit project establishment proposal for a standard to the standardisation administrative authority and the relevant administrative authorities, give opinions and recommendations in the process of standard project establishment, drafting, technical review for standards, as well as information feedback and evaluation, and undertake the relevant tasks for drafting, technical review of standards and foreign language translation of standards

反馈、评估等过程中提出意见和建议，并按照规定承担标准起草、技术审查的相关工作以及标准的外文翻译工作。

标准化行政主管部门和有关行政主管部门应当建立健全相关工作机制，提高标准制定、修订的透明度，推进标准制定、修订全过程信息公开。

第十四条

国家制定的强制性标准对外商投资企业和内资企业平等适用，不得专门针对外商投资企业适用高于强制性标准的技术要求。

第十五条

政府及其有关部门不得阻挠和限制外商投资企业自由进入本地区和本行业的政府采购市场。

政府采购的采购人、采购代理机构不得在政府采购信息发布、供应商条件确定和资格审查、评标标准等方面，对外商投资企业实行差别待遇或者歧视待遇，不得以所有制形式、组织形式、股权结构、投资者国别、产品或者服务品牌以及其他不合理的条件对供应商予以限定，不得对外商投资企业在中国境内生产的产品、提供的服务和内资企业区别对待。

第十六条

外商投资企业可以依照《中华人民共和国政府采购法》（以下简称政府采购法）及其实施条例的规定，就政府采购活动事项向采购人、采购代理机构提出询问、质疑，向政府采购监督管理部门投

pursuant to the provisions.

The standardisation administrative authority and the relevant administrative authorities shall establish and improve upon the relevant work systems, improve the transparency of formulation and revision of standards, and promote information transparency of the entire process of formulation and revision of standards.

Article 14 Mandatory standards formulated by the State shall apply equally to foreign investment enterprises and Chinese-funded enterprises, and shall not specifically target foreign investment enterprises in applying technical requirements which are higher than the mandatory standards.

Article 15 The Governments and their relevant departments shall not hinder and restrict free access of foreign investment enterprises to the government procurement market of their locality and their industry.

The government procurement officers and procurement agencies for government procurement shall not impose differential treatment or discriminatory treatment on foreign investment enterprises in terms of announcement of government procurement information, determination of supplier criteria and qualification examination, bid evaluation standards etc; shall not limit supplies by way of ownership form, organisation form, equity structure, investor nationality, product or service branding and other unreasonable criteria; shall not differentiate products manufactured and services provided in China by foreign investment enterprises from Chinese-funded enterprises.

Article 16 Foreign investment enterprises may, pursuant to the provisions of the Government Procurement Law of the People's Republic of China (hereinafter referred to as the "Government Procurement Law") and its Implementation Regulations, inquire and question procurement officers, procurement agencies in respect of government procurement activities and matters, and raise complaints to government procurement regulatory authorities. The procurement officers, procurement agencies and government procurement regulatory authorities shall reply or make a handling decision within the stipulated period.

诉。采购人、采购代理机构、政府采购监督管理部门应当在规定的期限内作出答复或者处理决定。

第十七条

Article 17 The government procurement regulatory authority and other relevant authorities shall strengthen supervision and inspection for government procurement activities, rectify, investigate and deal with illegal acts and violations pertaining to discriminatory treatment of foreign investment enterprises pursuant to the law.

政府采购监督管理部门和其他有关部门应当加强对政府采购活动的监督检查，依法纠正和查处对外商投资企业实行差别待遇或者歧视待遇等违法违规行为。

第十八条

Article 18 Foreign investment enterprises may obtain financing in China or overseas pursuant to the law via public offering of securities such as shares and corporate bonds, as well as public or non-public offering of other financing instruments, borrowing foreign debts etc.

外商投资企业可以依法在境内或者境外通过公开发行股票、公司债券等证券，以及公开或者非公开发行其他融资工具、借用外债等方式进行融资。

第十九条

Article 19 Local People's Governments of county level and above may, pursuant to the provisions of laws, administrative regulations, local regulations and within their statutory powers, formulate foreign investment promotion and facilitation policies and measures such as fee reduction and exemption, land use index assurance, provision of public services etc.

县级以上地方人民政府可以根据法律、行政法规、地方性法规的规定，在法定权限内制定费用减免、用地指标保障、公共服务提供等方面的外商投资促进和便利化政策措施。

Local People's Governments of county level and above formulating foreign investment promotion and facilitation policies and measures shall be oriented towards promoting quality development, be favourable for promoting economic benefits, social benefits and ecological benefits, and be favourable for continuous optimisation of foreign investment environment.

县级以上地方人民政府制定外商投资促进和便利化政策措施，应当以推动高质量发展为导向，有利于提高经济效益、社会效益、生态效益，有利于持续优化外商投资环境。

第二十条

Article 20 The relevant administrative authorities shall formulate and announce foreign investment guidelines, and provide services and convenience to foreign investors and foreign investment enterprises. Foreign investment guidelines shall include introduction of investment environment, foreign investment working guide, investment project information as well as the relevant data and information etc, and be updated promptly.

有关主管部门应当编制和公布外商投资指引，为外国投资者和外商投资企业提供服务 and 便利。外商投资指引应当包括投资环境介绍、外商投资办事指南、投资项目信息以及相关数据信息等内容，并及时更新。

第三章 投资保护
第二十一条

Chapter 3 Investment Protection
Article 21 The State shall not implement requisitioning for investments

of foreign investors.

国家对外国投资者的投资不实行征收。

Under special circumstances where the State implements requisitioning pursuant to the law for an investment of a

在特殊情况下，国家为了公共利益的需要依照法律规定对外国投资者的投资实行征收的，应当依照法定程序、以非歧视性的方式进行，并按照被征收投资的市场价值及时给予补偿。

foreign investor for the sake of public interests, such requisitioning shall be carried out in accordance with statutory procedures and in a non-discriminatory manner, and compensation shall be made promptly in accordance with the market value of the requisitioned investment.

外国投资者对征收决定不服的，可以依法申请行政复议或者提起行政诉讼。

Where the foreign investor disagrees with the requisitioning decision, it may apply for administrative review or file an administrative lawsuit pursuant to the law.

第二十二条

外国投资者在中国境内的出资、利润、资本收益、资产处置所得、取得的知识产权许可使用费、依法获得的补偿或者赔偿、清算所得等，可以依法以人民币或者外汇自由汇入、汇出，任何单位和个人不得违法对币种、数额以及汇入、汇出的频次等进行限制。

Article 22 Capital contribution, profits, capital gains, proceeds from asset disposal, intellectual property licensing fee, compensation obtained legitimately, liquidation proceeds etc derived in China by foreign investors may be remitted into or out of China freely in Renminbi or a foreign currency pursuant to the law; no organisation or individual shall restrict the currency type and amount as well as the frequency of inward, outward remittance etc against the law.

Wage income and other legitimate income of expatriate employees and Hong Kong, Macau and Taiwan employees of foreign investment enterprises may be remitted out of China freely pursuant to the law.

外商投资企业的外籍职工和香港、澳门、台湾职工的工资收入和其他合法收入，可以依法自由汇出。

第二十三条

国家加大对知识产权侵权行为的惩处力度，持续强化知识产权执法，推动建立知识产权快速协同保护机制，健全知识产权纠纷多元化解决机制，平等保护外国投资者和外商投资企业的知识产权。

Article 23 The State shall impose heftier punishment for intellectual property infringement, continuously strengthen law enforcement for intellectual property, promote establishment of an intellectual property speedy collaborative protection mechanism, improve upon the intellectual property dispute multi-pronged resolution mechanism, and accord equal protection for intellectual property of foreign investors and foreign investment enterprises.

Where the formulation of standards involves patents of foreign investors and foreign investment enterprises, it shall be handled pursuant to the relevant administrative provisions on the patents involved in the standards.

标准制定中涉及外国投资者和外商投资企业专利的，应当按照标准涉及专利的有关管理规定办理。

第二十四条

Article 24 Administrative agencies (including organisations tasked with

行政机关（包括法律、法规授权的具有管理公共事务职能的组织，下同）及其工作人员不得利用实施行政许可、行政检查、行政处罚、行政强制以及其他行政手段，强制或者变相强制外国投资者、外商投资企业转让技术。

第二十五条

行政机关依法履行职责，确需外国投资者、外商投资企业提供涉及商业秘密的材料、信息的，应当限定在履行职责所必需的范围内，并严格控制知悉范围，与履行职责无关的人员不得接触有关材料、信息。

行政机关应当建立健全内部管理制度，采取有效措施保护履行职责过程中知悉的外国投资者、外商投资企业的商业秘密；依法需要与其他行政机关共享信息的，应当对信息中含有的商业秘密进行保密处理，防止泄露。

第二十六条

政府及其有关部门制定涉及外商投资的规范性文件，应当按照国务院的规定进行合法性审核。

外国投资者、外商投资企业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，在依法对行政行为申请行政复议或者提起行政诉讼时，可以一并请求对该规范性文件进行审查。

第二十七条

外商投资法第二十五条所称政

public administration functions as empowered by laws and regulations, same hereinafter) and their staff shall not make use of administrative licensing, administrative inspection, administrative punishment, administrative enforcement and other administrative means to compel directly or under any pretext technology transfer by foreign investors and foreign investment enterprises.

Article 25 When administrative agencies perform duties pursuant to the law, where it is necessary for foreign investors and foreign investment enterprises to provide materials and information involving commercial secrets, it shall be limited to the scope required for performance of duties, and the scope of persons privy to such materials and information shall be strictly controlled, and persons who are not unrelated to performance of duties shall not have access to the relevant materials and information.

Administrative agencies shall establish and improve upon their internal management system, and adopt effective measures to protect the commercial secrets of foreign investors and foreign investment enterprises which have come into their knowledge in the course of performance of duties; where it is necessary to share information with another administrative agency, the commercial secrets in the information shall be handled confidentially to prevent divulgence.

Article 26 Normative documents formulated by investments Governments and their relevant departments which involve foreign investments shall be subject to legality examination pursuant to the provisions of the State Council.

Where a foreign investor or a foreign investment enterprise asserts that the normative document formulated by a State Council department or a local People's Government and its departments which serves as the basis for an administrative act is illegal, and applies for administrative review or files an administrative lawsuit against the said administrative act pursuant to the law, the foreign investor or the foreign investment enterprise may simultaneously request for examination of the said normative document.

Article 27 Policy commitments referred to in Article 25 of the Foreign Investment Law shall mean written commitments made by all levels of local People's Governments and their relevant departments within their statutory powers with respect to supporting policies, preferential treatment and facilitation criteria etc which are applicable for

策承诺，是指地方各级人民政府及其有关部门在法定权限内，就外国投资者、外商投资企业在本地区投资所适用的支持政策、享受的优惠待遇和便利条件等作出的书面承诺。政策承诺的内容应当符合法律、法规规定。

第二十八条

地方各级人民政府及其有关部门应当履行向外国投资者、外商投资企业依法作出的政策承诺以及依法订立的各类合同，不得以行政区划调整、政府换届、机构或者职能调整以及相关责任人更替等为由违约毁约。因国家利益、社会公共利益需要改变政策承诺、合同约定的，应当依照法定权限和程序进行，并依法对外国投资者、外商投资企业因此受到的损失及时予以公平、合理的补偿。

第二十九条

县级以上人民政府及其有关部门应当按照公开透明、高效便利的原则，建立健全外商投资企业投诉工作机制，及时处理外商投资企业或者其投资者反映的问题，协调完善相关政策措施。

国务院商务主管部门会同国务院有关部门建立外商投资企业投诉工作部际联席会议制度，协调、推动中央层面的外商投资企业投诉工作，对地方的外商投资企业投诉工作进行指导和监督。县级以上地方人民政府应当指定部门或者机构负责受理本地区外商投资企业或者其投资者的投诉。

国务院商务主管部门、县级以

investments by foreign investors and foreign investment enterprises in the locality. The contents of policy commitments shall comply with the provisions of laws and regulations.

Article 28 All levels of local People's Governments and their relevant departments shall perform policy commitments made to foreign investors and foreign investment enterprises pursuant to the law as well as various contracts concluded pursuant to the law, and shall not breach contract on the grounds of adjustment of administrative zoning, change of government, institutional or functional adjustment or replacement of the relevant accountable personnel etc. Where it is necessary to change policy commitment or contract agreement for national interests or public interest, the change shall be made in accordance with stator powers and procedures, and the losses incurred by foreign investors and foreign investment enterprises therefrom shall be fairly and reasonably compensated pursuant to the law.

Article 29 People's Governments of county level and above and their relevant departments shall, in accordance with the principles of openness and transparency, efficiency and convenience, establish and improve upon a foreign investment enterprise complaint lodgment and handling mechanism, promptly deal with issues reflected by foreign investment enterprises or their investors, coordinate and improve upon the relevant policies and measures.

The commerce administrative authority of the State Council shall, jointly with the relevant departments of the State Council, establish an inter-ministerial joint meeting system for handling of foreign investment enterprise complaints, coordinate and push forth foreign investment enterprise complaints handling works at central level, guide and supervise handling of foreign investment enterprises at various localities. Local People's Governments of county level and above shall designate departments or agencies to take charge of complaints from foreign investment enterprises or their investors at the locality.

The commerce administrative authority of the State Council and the departments or agencies designated by local People's Governments of county level and above shall improve upon

<p>上地方人民政府指定的部门或者机构应当完善投诉工作规则、健全投诉方式、明确投诉处理时限。投诉工作规则、投诉方式、投诉处理时限应当对外公布。</p>	<p>the complaints handling work rules, improve upon the complaints handling methods, and specify the complaints handling timeframe. The complaints handling work rules, complaints handling methods and complaints handling timeframe shall be announced publicly.</p>
<p>第三十条</p> <p>外商投资企业或者其投资者认为行政机关及其工作人员的行政行为侵犯其合法权益，通过外商投资企业投诉工作机制申请协调解决的，有关方面进行协调时可以向被申请的行政机关及其工作人员了解情况，被申请的行政机关及其工作人员应当予以配合。协调结果应当以书面形式及时告知申请人。</p>	<p>Article 30 Where a foreign investment enterprise or its investor(s) assert(s) that the administrative act of an administrative agency and its staff infringes upon its legitimate rights and interests, and seek(s) a coordinated settlement through the foreign investment enterprise complaints handling system, the complaints handling department may obtain information from the administrative agency and its staff against which the complaint is made, and the administrative agency and its staff against which the complaint is made shall cooperate. The complainant shall be promptly notified in writing of the coordination outcome.</p> <p>If a foreign investment enterprise or its investor(s) applies for a coordinated settlement of relevant issues pursuant to the provisions of the preceding paragraph, this shall not prejudice its right to apply for administrative review or to file an administrative lawsuit pursuant to the law.</p>
<p>外商投资企业或者其投资者依照前款规定申请协调解决有关问题的，不影响其依法申请行政复议、提起行政诉讼。</p>	
<p>第三十一条</p> <p>对外商投资企业或者其投资者通过外商投资企业投诉工作机制反映或者申请协调解决问题，任何单位和个人不得压制或者打击报复。</p>	<p>Article 31 Where a foreign investment enterprise or its investor(s) submit(s) a feedback or seeks coordinated settlement of issues through the foreign investment enterprise complaints handling system, no organisation or individual shall suppress or retaliate.</p> <p>Except for the foreign investment enterprise complaints handling system, foreign investment enterprises or their investors may provide feedback to the governments and their relevant departments through other legitimate channels.</p>
<p>除外商投资企业投诉工作机制外，外商投资企业或者其投资者还可以通过其他合法途径向政府及其有关部门反映问题。</p>	
<p>第三十二条</p> <p>外商投资企业可以依法成立商会、协会。除法律、法规另有规定外，外商投资企业有权自主决定参加或者退出商会、协会，任何单位和个人不得干预。</p>	<p>Article 32 Foreign investment enterprises may establish chambers of commerce or associations pursuant to the law. Unless otherwise stipulated by laws and regulations, foreign investment enterprises shall have the right to decide autonomously on joining or exiting any chamber of commerce or association, and no organisation or individual may interfere.</p> <p>Chambers of commerce and associations shall, pursuant to the provisions of laws and regulations and their articles of association, strengthen industry self-governance, promptly</p>
<p>商会、协会应当依照法律法规</p>	<p>provide industry feedback, and provide services such as</p>

和章程的规定，加强行业自律，及时反映行业诉求，为会员提供信息咨询、宣传培训、市场拓展、经贸交流、权益保护、纠纷处理等方面的服务。

国家支持商会、协会依照法律法规和章程的规定开展相关活动。

第四章 投资管理
第三十三条

负面清单规定禁止投资的领域，外国投资者不得投资。负面清单规定限制投资的领域，外国投资者进行投资应当符合负面清单规定的股权要求、高级管理人员要求等限制性准入特别管理措施。

第三十四条

有关主管部门在依法履行职责过程中，对外国投资者拟投资负面清单内领域，但不符合负面清单规定的，不予办理许可、企业登记注册等相关事项；涉及固定资产投资项目核准的，不予办理相关核准事项。

有关主管部门应当对负面清单规定执行情况加强监督检查，发现外国投资者投资负面清单规定禁止投资的领域，或者外国投资者的投资活动违反负面清单规定的限制性准入特别管理措施的，依照外商投资法第三十六条的规定予以处理。

第三十五条

外国投资者在依法需要取得许可的行业、领域进行投资的，除法律、行政法规另有规定外，负责实施许可的有关主管部门应当按照与内资一致的条件和程序，审核外国投资者的许可申请，不得在许可条

information advisory, publicity and training, market development, economic and trade exchange, protection of interests, dispute resolution etc to their members.

The State supports chambers of commerce and associations to carry out the relevant activities pursuant to laws and regulations and their articles of association.

Chapter 4 Investment Management

Article 33 Foreign investors shall not invest in fields for which investment is prohibited by the Negative List. Investments by foreign investors in fields for which investment is restricted by the Negative List shall comply with the restrictive admission special administrative measures such as equity requirements, senior management personnel requirements etc stipulated by the Negative List.

Article 34 When performing their duties pursuant to the law, the relevant administrative authorities shall not process licensing, enterprise registration etc for proposed investments by foreign investors in the fields set out in the Negative List if the investment does not comply with the provisions of the Negative List; where approval for fixed asset investment projects is involved, the relevant approval shall not be processed.

The relevant administrative authorities shall strengthen supervision and inspection on implementation of the provisions of the Negative List, and take action pursuant to the provisions of Article 36 of the Foreign Investment Law upon discovery of investment by foreign investors in fields for which investment is prohibited by the Negative List, or investment activities of foreign investors which violate the restrictive admission special administrative measures stipulated by the Negative List.

Article 35 Where a foreign investor invests in an industry or a field for which it is required to obtain licensing pursuant to the law,

unless otherwise stipulated by laws and administrative regulations, the relevant administrative authorities responsible for implementation of licensing shall examine licensing application of the foreign investor in accordance with the criteria and procedures which are also applicable for Chinese-

件、申请材料、审核环节、审核时限等方面对外国投资者设置歧视性要求。

负责实施许可的有关主管部门应当通过多种方式，优化审批服务，提高审批效率。对符合相关条件和要求的许可事项，可以按照有关规定采取告知承诺的方式办理。

第三十六条

外商投资需要办理投资项目核准、备案的，按照国家有关规定执行。

第三十七条

外商投资企业的登记注册，由国务院市场监督管理部门或者其授权的地方人民政府市场监督管理部门依法办理。国务院市场监督管理部门应当公布其授权的市场监督管理部门名单。

外商投资企业的注册资本可以用人民币表示，也可以用可自由兑换货币表示。

第三十八条

外国投资者或者外商投资企业应当通过企业登记系统以及企业信用信息公示系统向商务主管部门报送投资信息。国务院商务主管部门、市场监督管理部门应当做好相关业务系统的对接和工作衔接，并为外国投资者或者外商投资企业报送投资信息提供指导。

第三十九条

外商投资信息报告的内容、范

funded investments, and shall not impose discriminatory requirements for foreign investors in terms of licensing criteria, application materials, examination and approval phases, examination and approval timeframe etc.

The relevant administrative authorities responsible for implementation of licensing shall, through various means, optimise examination and approval services, and improve upon examination and approval efficiency. Licensing applications which satisfy the relevant criteria and requirements may be handled by way of notification of commitment pursuant to the relevant provisions.

Article 36 Foreign investments which are required to undergo investment project approval or filing shall be handled pursuant to the relevant provisions of the State.

Article 37 Registration of foreign investment enterprises shall be handled pursuant to the law by the market regulatory authority of the State Council or the market regulatory authorities of local People's Governments empowered thereby.

The market regulatory authority of the State Council shall announce the list of the empowered market regulatory authorities.

The registered capital of a foreign investment enterprise may be denominated in Renminbi or a freely convertible currency.

Article 38 Foreign investors or foreign investment enterprises shall submit investment information through the enterprise registration system as well as the enterprise creditworthiness information announcement system to the commerce administrative authority. The commerce administrative authority and the market regulatory authority of the State Council shall carry out docking and convergence of the relevant work systems, and guide foreign investors or foreign investment enterprises in submission of investment information.

Article 39 The contents, scope, frequency and detailed workflow for foreign investment information reporting shall be determined and announced by the commerce administrative authority of the State Council jointly with the market regulatory authority of the State Council and other relevant authorities in accordance with the principles

围、频次和具体流程，由国务院商务主管部门会同国务院市场监督管理部门等有关部门按照确有必要、高效便利的原则确定并公布。商务主管部门、其他有关部门应当加强信息共享，通过部门信息共享能够获得的投资信息，不得再行要求外国投资者或者外商投资企业报送。

外国投资者或者外商投资企业报送的投资信息应当真实、准确、完整。

第四十条

国家建立外商投资安全审查制度，对影响或者可能影响国家安全的外商投资进行安全审查。

第五章 法律责任

第四十一条

政府和有关部门及其工作人员有下列情形之一的，依法依规追究责任：

（一）制定或者实施有关政策不依法平等对待外商投资企业和内资企业；

（二）违法限制外商投资企业平等参与标准制定、修订工作，或者专门针对外商投资企业适用高于强制性标准的技术要求；

（三）违法限制外国投资者汇入、汇出资金；

（四）不履行向外国投资者、外商投资企业依法作出的政策承诺以及依法订立的各类合同，超出法定权限作出政策承诺，或者政策承诺的内容不符合法律、法规规定。

第四十二条

of necessity, efficiency and convenience. The commerce administrative authority and other relevant authorities shall strengthen information sharing, and shall not require foreign investors or foreign investment enterprises to submit such investment information which can be obtained through inter-departmental information sharing.

Investment information submitted by foreign investors or foreign investment enterprises shall be true, accurate and complete.

Article 40 The State shall establish a foreign investment security review system, and conduct security review for foreign investments which have or may have an impact on national security.

Chapter 5 Legal Liability

Article 41 Under any of the following circumstances, the liability of the government and the relevant authorities and their staff shall be pursued in accordance with the law:

(1) formulate or implement policies which do not accord equal treatment to foreign investment enterprises and Chinese-funded enterprises;

(2) violate the law in restricting foreign investment enterprises from participating equally in the formulation and revision of standards, or specifically target foreign investment enterprises in applying technical requirements which are higher than the mandatory standards;

(3) violate the law in restricting inward or outward remittance of funds by foreign investors; or

(4) fail to perform policy commitments made pursuant to the law to foreign investors and foreign investment enterprises and various contracts concluded pursuant to the law, make policy commitments beyond their statutory powers, or make policy commitments which do not comply with laws and regulations.

Article 42 The liability of government procurement officers, procurement agencies for government procurement adopting unreasonable terms to impose differential or discriminatory treatment

政府采购的采购人、采购代理机构以不合理的条件对外商投资企业实行差别待遇或者歧视待遇的，依照政府采购法及其实施条例的规定追究其法律责任；影响或者可能影响中标、成交结果的，依照政府采购法及其实施条例的规定处理。

政府采购监督管理部门对外商投资企业的投诉逾期未作处理的，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。

第四十三条

行政机关及其工作人员利用行政手段强制或者变相强制外国投资者、外商投资企业转让技术的，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。

第六章 附则 第四十四条

外商投资法施行前依照《中华人民共和国中外合资经营企业法》、《中华人民共和国外资企业法》、《中华人民共和国中外合作经营企业法》设立的外商投资企业（以下称现有外商投资企业），在外商投资法施行后5年内，可以依照《中华人民共和国公司法》、《中华人民共和国合伙企业法》等法律的规定调整其组织形式、组织机构等，并依法办理变更登记，也可以继续保留原企业组织形式、组织机构等。

自2025年1月1日起，对未依法调整组织形式、组织机构等并办理变更登记的现有外商投资企业，市场监督管理部门不予办理其申请的其他登记事项，并将相关情形予

on foreign investment enterprises shall be pursued in accordance with the provisions of the Government Procurement Law and its Implementation Regulations; where the differential or discriminatory treatment has or may have an impact on the tender or transaction outcome, the matter shall be dealt with pursuant to the provisions of the Government Procurement Law and its Implementation Regulations.

Where the government procurement regulatory authorities fail to deal with a complaint of a foreign investment enterprise within the stipulated period, the person(s)-in-charge and other directly accountable personnel shall be punished pursuant to the law.

Article 43 Where the administrative agencies and their staff make use of administrative means to compel directly or under any pretext technology transfer by a foreign investor or a foreign investment enterprise,

the person(s)-in-charge and other directly accountable personnel shall be punished pursuant to the law.

Chapter 6 Supplementary Provisions

Article 44 Foreign investment enterprises established pursuant to the Law of the People's Republic of China on Sino-foreign Equity Joint Venture Enterprises, the Law of the People's Republic of China on Foreign Investment Enterprises and the Law of the People's Republic of China on Sino-foreign Cooperative Joint Venture Enterprises prior to implementation of the Foreign Investment Law (hereinafter referred to as the "existing foreign investment enterprises") may, within the five-year period following the implementation of the Foreign Investment Law, adjust their organisation form, organisation structure etc pursuant to the provisions of the Company Law of the People's Republic of China, the Partnership Enterprise Law of the People's Republic of China and related laws, and complete change registration pursuant to the law, or may continue to retain their original enterprise organisation form or organisation structure etc.

With effect from 1 January 2025, where an existing foreign investment enterprise has not adjusted its organisation form or organisation structure etc and complete the change registration pursuant to the law, the market regulatory authorities shall not process the application(s) for any other registration matter(s) of the said foreign investment enterprise, and shall announce the relevant information.

以公示。

第四十五条

现有外商投资企业办理组织形式、组织机构等变更登记的具体事宜，由国务院市场监督管理部门规定并公布。国务院市场监督管理部门应当加强对变更登记工作的指导，负责办理变更登记的市场监督管理部门应当通过多种方式优化服务，为企业办理变更登记提供便利。

Article 45 Specific matters of change registration pertaining to organisation form or organisation structure by the existing foreign investment enterprises shall be stipulated and announced by the market regulatory authority of the State Council. The market regulatory authority of the State Council shall strengthen guidance for change registration work, and the market regulatory authorities responsible for processing change registration shall facilitate change registration for enterprises through optimisation of various services.

第四十六条

现有外商投资企业的组织形式、组织机构等依法调整后，原合营、合作各方在合同中约定的股权或者权益转让办法、收益分配办法、剩余财产分配办法等，可以继续按照约定办理。

Article 46 Upon adjustment of organisation form or organisation structure of an existing foreign investment enterprise pursuant to the law, the equity or interests transfer method, gains distribution method, residual assets distribution method etc agreed in the contract between the equity joint venture or cooperative joint venture parties may continue to be handled in accordance with the agreement.

第四十七条

外商投资企业在中国境内投资，适用外商投资法和本条例的有关规定。

Article 47 The relevant provisions of the Foreign Investment Law and these Regulations shall apply to

investments in China by foreign investment enterprises.

第四十八条

香港特别行政区、澳门特别行政区投资者在内地投资，参照外商投资法和本条例执行；法律、行政法规或者国务院另有规定的，从其规定。

Article 48 Investments in Mainland China by investors from Hong Kong Special Administrative Region, Macau Special Administrative Region shall be handled with reference to the Foreign Investment Law and these Regulations; where the laws, administrative regulations or the State Council stipulate otherwise, such provisions shall prevail.

台湾地区投资者在大陆投资，适用《中华人民共和国台湾同胞投资保护法》（以下简称台湾同胞投资保护法）及其实施细则的规定；台湾同胞投资保护法及其实施细则未规定的事项，参照外商投资法和本条例执行。

The provisions of the Law of the People's Republic of China on the Protection of Investment by Taiwanese Compatriots (hereinafter referred to as the "Taiwanese Compatriot Investment Protection Law") and its Implementation Regulations shall apply to investments in Mainland China by investors from Taiwan; matters not stipulated in the Taiwanese Compatriot Investment Protection Law and its Implementation Regulations shall be handled with reference to the Foreign Investment Law and these Regulations.

定居在国外的中国公民在中国

Investments in China by Chinese residents who settle abroad shall be handled with reference to the Foreign Investment Law and these Regulations; where the laws, administrative

境内投资，参照外商投资法和本条例执行；法律、行政法规或者国务院另有规定的，从其规定。

第四十九条

本条例自2020年1月1日起施行。《中华人民共和国中外合资经营企业法实施条例》、《中外合资经营企业合营期限暂行规定》、

《中华人民共和国外资企业法实施细则》、《中华人民共和国中外合作经营企业法实施细则》同时废止。

2020年1月1日前制定的有关外商投资的规定与外商投资法和本条例不一致的，以外商投资法和本条例的规定为准。

regulations or the State Council stipulate(s) otherwise, such provisions shall prevail.

Article 49 These Regulations shall be implemented with effect from 1 January 2020. The Implementation Regulations for the Law of the People's Republic of China on Sino-foreign Equity Joint Venture Enterprises, the Interim Provisions on Joint Venture Term of Sino-foreign Equity Joint Venture Enterprises, the Implementation Regulations for the Law of the People's Republic of China on Wholly Foreign-owned Enterprises and the Implementation Regulations for the Law of the People's Republic of China on Sino-foreign Cooperative Joint Venture Enterprises shall be repealed simultaneously.

Where there is any discrepancy between the Foreign Investment Law and these Regulations and the provisions on foreign investments formulated before 1 January 2020, the provisions of the Foreign Investment Law and these Regulations shall prevail.



扫一扫，手机阅读更方便