

Note: The English text in this document is an AI translation (translated by Kimi K3, a large language model developed by Moonshot AI (月之暗面)) and is provided for reference only. In the interpretation of this Law, the Chinese text shall prevail.

中华人民共和国外商投资法

Foreign Investment Law of the People's Republic of China

时效性： 现行有效

Validity: Currently in force

发文机关： 全国人民代表大会

Issuing Authority: National People's Congress

文号： 主席令第 26 号

Document No.: Order of the President No. 26

发文日期： 2019 年 03 月 15 日

Date of Issuance: March 15, 2019

施行日期： 2020 年 01 月 01 日

Effective Date: January 1, 2020

效力级别： 法律

Hierarchy: Law

《中华人民共和国外商投资法》已由中华人民共和国第十三届全国人民代表大会第二次会议于 2019 年 3 月 15 日通过，现予公布，自 2020 年 1 月 1 日起施行。

The Foreign Investment Law of the People's Republic of China, adopted at the Second Session of the Thirteenth National People's Congress of the People's Republic of China on March 15, 2019, is hereby promulgated and shall come into force on January 1, 2020.

中华人民共和国主席 习近平

Xi Jinping, President of the People's Republic of China

2019 年 3 月 15 日

March 15, 2019

第一章 总 则

Chapter I General Provisions

第一条 为了进一步扩大对外开放，积极促进外商投资，保护外商投资合法权益，规范外商投资管理，推动形成全面开放新格局，促进社会主义市场经济健康发展，根据宪法，制定本法。

Article 1 This Law is formulated in accordance with the Constitution for the purposes of further expanding opening-up, actively promoting foreign investment, protecting the legitimate rights and interests of foreign investment, regulating the administration of foreign investment, fostering a new landscape of all-round opening-up, and promoting the sound development of the socialist market economy.

第二条 在中华人民共和国境内（以下简称中国境内）的外商投资，适用本法。

Article 2 This Law applies to foreign investment within the territory of the People's Republic of China (hereinafter referred to as "within China").

本法所称外商投资，是指外国的自然人、企业或者其他组织（以下称外国投资者）直接或者间接在中国境内进行的投资活动，包括下列情形：

For the purposes of this Law, "foreign investment" means investment activities conducted directly or indirectly within China by foreign natural persons, enterprises, or other organizations (hereinafter referred to as "foreign investors"), including the following circumstances:

（一）外国投资者单独或者与其他投资者共同在中国境内设立外商投资企业；

(1) A foreign investor, independently or jointly with other investors, establishes a foreign-invested enterprise within China;

（二）外国投资者取得中国境内企业的股份、股权、财产份额或者其他类似权益；

(2) A foreign investor acquires shares, equities, property shares, or other similar rights and interests in an enterprise within China;

（三）外国投资者单独或者与其他投资者共同在中国境内投资新建项目；

(3) A foreign investor, independently or jointly with other investors, invests in a new project within China;

（四）法律、行政法规或者国务院规定的其他方式的投资。

(4) Investment made by any other means prescribed by laws, administrative regulations, or the State Council.

本法所称外商投资企业，是指全部或者部分由外国投资者投资，依照中国法律在中国境内经登记注册设立的企业。

For the purposes of this Law, a "foreign-invested enterprise" means an enterprise that is wholly or partially invested by foreign investors and is registered and established within China in accordance with Chinese laws.

第三条 国家坚持对外开放的基本国策，鼓励外国投资者依法在中国境内投资。

Article 3 The State adheres to the basic State policy of opening-up and encourages foreign investors to invest within China in accordance with the law.

国家实行高水平投资自由化便利化政策，建立和完善外商投资促进机制，营造稳定、透明、可预期和公平竞争的市场环境。

The State implements policies of high-level investment liberalization and facilitation, establishes and improves mechanisms for the promotion of foreign investment, and fosters a stable, transparent, predictable, and fairly competitive market environment.

第四条 国家对外商投资实行准入前国民待遇加负面清单管理制度。

Article 4 The State applies the management system of pre-establishment national treatment plus a negative list to foreign investment.

前款所称准入前国民待遇，是指在投资准入阶段给予外国投资者及其投资不低于本国投资者及其投资的待遇；所称负面清单，是指国家规定在特定领域对外商投资实施的准入特别管理措施。国家对负面清单之外的外商投资，给予国民待遇。

For the purposes of the preceding paragraph, "pre-establishment national treatment" means treatment accorded to foreign investors and their investments at the investment admission stage that is no less favorable than that accorded to domestic investors and their investments; and "negative list" means the special administrative measures adopted by the State for the admission of foreign investment in specific fields. The State accords national treatment to foreign investment outside the negative list.

负面清单由国务院发布或者批准发布。

The negative list shall be issued by, or issued upon the approval of, the State Council.

中华人民共和国缔结或者参加的国际条约、协定对外国投资者准入待遇有更优惠规定的，可以按照相关规定执行。

Where an international treaty or agreement concluded or acceded to by the People's Republic of China provides for more favorable treatment regarding the admission of foreign investors, the relevant provisions may apply.

第五条 国家依法保护外国投资者在中国境内的投资、收益和其他合法权益。

Article 5 The State protects, in accordance with the law, the investments, returns, and other legitimate rights and interests of foreign investors within China.

第六条 在中国境内进行投资活动的外国投资者、外商投资企业，应当遵守中国法律法规，不得危害中国国家安全、损害社会公共利益。

Article 6 Foreign investors and foreign-invested enterprises conducting investment activities within China shall abide by Chinese laws and regulations and shall not endanger China's national security or harm public interests.

第七条 国务院商务主管部门、投资主管部门按照职责分工，开展外商投资促进、保护和管理的工作；国务院其他有关部门在各自职责范围内，负责外商投资促进、保护和管理的相关工作。

Article 7 The competent departments of the State Council for commerce and for investment shall, in accordance with their respective functions, carry out the promotion, protection, and administration of foreign investment; other relevant departments of the State Council shall, within the scope of their respective functions, be responsible for the relevant work concerning the promotion, protection, and administration of foreign investment.

县级以上地方人民政府有关部门依照法律法规和本级人民政府确定的职责分工，开展外商投资促进、保护和管理的工作。

The relevant departments of local people's governments at or above the county level shall, in accordance with laws and regulations and the division of functions determined by the people's governments at the same level, carry out the promotion, protection, and administration of foreign investment.

第八条 外商投资企业职工依法建立工会组织，开展工会活动，维护职工的合法权益。外商投资企业应当为本企业工会提供必要的活动条件。

Article 8 Employees of foreign-invested enterprises shall, in accordance with the law, establish trade union organizations and carry out trade union activities to safeguard their legitimate rights and interests. Foreign-invested enterprises shall provide the necessary conditions for the activities of their trade unions.

第二章 投资促进

Chapter II Investment Promotion

第九条 外商投资企业依法平等适用国家支持企业发展的各项政策。

Article 9 Foreign-invested enterprises shall equally enjoy, in accordance with the law, all State policies supporting the development of enterprises.

第十条 制定与外商投资有关的法律、法规、规章，应当采取适当方式征求外商投资企业的意见和建议。

Article 10 In formulating laws, regulations, and rules relating to foreign investment, appropriate means shall be adopted to solicit the opinions and suggestions of foreign-invested enterprises.

与外商投资有关的规范性文件、裁判文书等，应当依法及时公布。

Regulatory documents, adjudicative documents, and the like relating to foreign investment shall be promptly published in accordance with the law.

第十一条 国家建立健全外商投资服务体系，为外国投资者和外商投资企业提供法律法规、政策措施、投资项目信息等方面的咨询和服务。

Article 11 The State establishes and improves a foreign investment service system to provide foreign investors and foreign-invested enterprises with consultation and services regarding laws and regulations, policy measures, investment project information, and other aspects.

第十二条 国家与其他国家和地区、国际组织建立多边、双边投资促进合作机制，加强投资领域的国际交流与合作。

Article 12 The State establishes multilateral and bilateral investment promotion cooperation mechanisms with other countries, regions, and international organizations, and strengthens international exchanges and cooperation in the field of investment.

第十三条 国家根据需要，设立特殊经济区域，或者在部分地区实行外商投资试验性政策措施，促进外商投资，扩大对外开放。

Article 13 The State may, as needed, establish special economic zones or implement experimental policy measures for foreign investment in certain regions, so as to promote foreign investment and expand opening-up.

第十四条 国家根据国民经济和社会发展的需要，鼓励和引导外国投资者在特定行业、领域、地区投资。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优惠待遇。

Article 14 The State, in light of the needs of national economic and social development, encourages and guides foreign investors to invest in specific industries, fields, and regions. Foreign investors and foreign-invested enterprises may enjoy preferential treatment in accordance with laws, administrative regulations, or the provisions of the State Council.

第十五条 国家保障外商投资企业依法平等参与标准制定工作，强化标准制定的信息公开和社会监督。

Article 15 The State ensures that foreign-invested enterprises participate in standard-setting work on an equal footing in accordance with the law, and strengthens information disclosure and public supervision in standard-setting.

国家制定的强制性标准平等适用于外商投资企业。

Mandatory standards formulated by the State shall apply equally to foreign-invested enterprises.

第十六条 国家保障外商投资企业依法通过公平竞争参与政府采购活动。政府采购依法对外商投资企业在我国境内生产的产品、提供的服务平等对待。

Article 16 The State ensures that foreign-invested enterprises participate in government procurement activities through fair competition in accordance with the law. Government procurement shall, in accordance with the law, accord equal treatment to products produced and services provided by foreign-invested enterprises within China.

第十七条 外商投资企业可以依法通过公开发行股票、公司债券等证券和其他方式进行融资。

Article 17 Foreign-invested enterprises may, in accordance with the law, raise funds through the public issuance of stocks, corporate bonds, and other securities, or by other means.

第十八条 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，在法定权限内制定外商投资促进和便利化政策措施。

Article 18 Local people's governments at or above the county level may, in accordance with laws, administrative regulations, and local regulations, formulate policies and measures for the promotion and facilitation of foreign investment within their statutory authority.

第十九条 各级人民政府及其有关部门应当按照便利、高效、透明的原则，简化办事程序，提高办事效率，优化政务服务，进一步提高外商投资服务水平。

Article 19 People's governments at all levels and their relevant departments shall, in accordance with the principles of convenience, efficiency, and transparency, simplify administrative procedures, improve efficiency, and optimize government services, so as to further improve the level of foreign investment services.

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。

The relevant competent departments shall compile and publish foreign investment guides to provide services and facilitation for foreign investors and foreign-invested enterprises.

第三章 投资保护

Chapter III Investment Protection

第二十条 国家对外国投资者的投资不实行征收。

Article 20 The State shall not expropriate investments made by foreign investors.

在特殊情况下，国家为了公共利益的需要，可以依照法律规定对外国投资者的投资实行征收或者征用。征收、征用应当依照法定程序进行，并及时给予公平、合理的补偿。

Under special circumstances, the State may, for the needs of the public interest, expropriate or requisition the investments of foreign investors in accordance with the law. Such expropriation or requisition shall be conducted in accordance with statutory procedures, and fair and reasonable compensation shall be given in a timely manner.

第二十一条 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、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。

Article 21 Foreign investors' capital contributions, profits, capital gains, proceeds from asset disposal, royalties from the licensing of intellectual property rights, compensation or indemnity obtained in accordance with the law, liquidation proceeds, and the like within China may be freely remitted into and out of China in Renminbi or foreign exchange in accordance with the law.

第二十二条 国家保护外国投资者和外商投资企业的知识产权，保护知识产权权利人和相关权利人的合法权益；对知识产权侵权行为，严格依法追究法律责任。

Article 22 The State protects the intellectual property rights of foreign investors and foreign-invested enterprises, and protects the legitimate rights and interests of intellectual property rights holders and related rights holders; legal liability for intellectual property infringement shall be strictly pursued in accordance with the law.

国家鼓励在外商投资过程中基于自愿原则和商业规则开展技术合作。技术合作的条件由投资各方遵循公平原则平等协商确定。行政机关及其工作人员不得利用行政手段强制转让技术。

The State encourages technical cooperation in the course of foreign investment on the basis of the principle of voluntariness and commercial rules. The terms of technical cooperation shall be determined by the investing parties through equal consultation under the principle of fairness. Administrative organs and their staff shall not compel the transfer of technology by administrative means.

第二十三条 行政机关及其工作人员对于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，应当依法予以保密，不得泄露或者非法向他人提供。

Article 23 Administrative organs and their staff shall, in accordance with the law, keep confidential the trade secrets of foreign investors and foreign-invested enterprises that come to their knowledge in the performance of their duties, and shall not disclose or illegally provide them to others.

第二十四条 各级人民政府及其有关部门制定涉及外商投资的规范性文件，应当符合法律法规的规定；没有法律、行政法规依据的，不得减损外商投资企业的合法权益或者增加其义务，不得设置市场准入和退出条件，不得干预外商投资企业的正常生产经营活动。

Article 24 Regulatory documents concerning foreign investment formulated by people's governments at all levels and their relevant departments shall comply with laws and regulations; absent the basis of laws or administrative regulations, such documents shall not derogate from the legitimate rights and interests of foreign-invested enterprises or increase their obligations, shall not set conditions for market entry or exit, and shall not interfere with the normal production and business operations of foreign-invested enterprises.

第二十五条 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。

Article 25 Local people's governments at all levels and their relevant departments shall honor the policy commitments lawfully made to foreign investors and foreign-invested enterprises, and shall perform all types of contracts lawfully concluded.

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予以补偿。

Where policy commitments or contractual stipulations need to be changed for the sake of national interests or public interests, such changes shall be made in accordance with statutory authority and procedures, and foreign investors and foreign-invested enterprises shall be compensated in accordance with the law for the losses thereby incurred.

第二十六条 国家建立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。

Article 26 The State establishes a complaint-handling mechanism for foreign-invested enterprises to promptly address problems reported by foreign-invested enterprises or their investors and to coordinate the improvement of relevant policies and measures.

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的，可以通过外商投资企业投诉工作机制申请协调解决。

Where a foreign-invested enterprise or its investor believes that an administrative act of an administrative organ or its staff has infringed upon its legitimate rights and interests, it may apply for coordination and resolution through the complaint-handling mechanism for foreign-invested enterprises.

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的，除依照前款规定通过外商投资企业投诉工作机制申请协调解决外，还可以依法申请行政复议、提起行政诉讼。

Where a foreign-invested enterprise or its investor believes that an administrative act of an administrative organ or its staff has infringed upon its legitimate rights and interests, in addition to applying for coordination and resolution through the complaint-handling mechanism in accordance with the preceding paragraph, it may also apply for administrative reconsideration or file an administrative lawsuit in accordance with the law.

第二十七条 外商投资企业可以依法成立和自愿参加商会、协会。商会、协会依照法律法规和章程的规定开展相关活动，维护会员的合法权益。

Article 27 Foreign-invested enterprises may, in accordance with the law, establish and voluntarily join chambers of commerce and associations. Chambers of commerce and associations shall carry out relevant activities in accordance with laws, regulations, and their articles of association to safeguard the legitimate rights and interests of their members.

第四章 投资管理

Chapter IV Investment Administration

第二十八条 外商投资准入负面清单规定禁止投资的领域，外国投资者不得投资。

Article 28 Foreign investors shall not invest in fields where investment is prohibited under the negative list for foreign investment admission.

外商投资准入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条件。

Foreign investors investing in fields where investment is restricted under the negative list for foreign investment admission shall satisfy the conditions prescribed by the negative list.

外商投资准入负面清单以外的领域，按照内外资一致的原则实施管理。

Fields outside the negative list for foreign investment admission shall be administered under the principle of consistent treatment for domestic and foreign investment.

第二十九条 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。

Article 29 Where foreign investment requires verification and approval of, or record-filing for, the investment project, the relevant State provisions shall apply.

第三十条 外国投资者在依法需要取得许可的行业、领域进行投资的，应当依法办理相关许可手续。

Article 30 Foreign investors investing in industries or fields for which a license is required by law shall go through the relevant licensing procedures in accordance with the law.

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，法律、行政法规另有规定的除外。

The relevant competent departments shall review foreign investors' license applications under the same conditions and procedures as those applicable to domestic investment, unless otherwise provided by laws or administrative regulations.

第三十一条 外商投资企业的组织形式、组织机构及其活动准则，适用《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。

Article 31 The organizational form, institutional structure, and rules of conduct of foreign-invested enterprises shall be governed by 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 other laws.

第三十二条 外商投资企业开展生产经营活动，应当遵守法律、行政法规有关劳动保护、社会保险的规定，依照法律、行政法规和国家有关规定办理税收、会计、外汇等事宜，并接受相关主管部门依法实施的监督检查。

Article 32 In conducting production and business operations, foreign-invested enterprises shall comply with laws and administrative regulations concerning labor protection and social insurance, handle taxation, accounting, foreign exchange, and other matters in accordance with laws, administrative regulations, and relevant State provisions, and accept the supervision and inspection lawfully carried out by the relevant competent departments.

第三十三条 外国投资者并购中国境内企业或者以其他方式参与经营者集中的，应当依照《中华人民共和国反垄断法》的规定接受经营者集中审查。

Article 33 Foreign investors that merge with or acquire enterprises within China, or otherwise participate in a concentration of undertakings, shall be subject to a review of concentration of undertakings in accordance with the Anti-Monopoly Law of the People's Republic of China.

第三十四条 国家建立外商投资信息报告制度。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。

Article 34 The State establishes a foreign investment information reporting system. Foreign investors or foreign-invested enterprises shall submit investment information to the competent commerce departments through the enterprise registration system and the enterprise credit information publicity system.

外商投资信息报告的内容和范围按照确有必要原则确定；通过部门信息共享能够获得的投资信息，不得再行要求报送。

The content and scope of foreign investment information reports shall be determined under the principle of genuine necessity; investment information obtainable through interdepartmental information sharing shall not be required to be submitted again.

第三十五条 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。

Article 35 The State establishes a security review system for foreign investment, under which security review is conducted on foreign investment that affects or may affect national security.

依法作出的安全审查决定为最终决定。

A security review decision made in accordance with the law shall be final.

第五章 法律责任

Chapter V Legal Liability

第三十六条 外国投资者投资外商投资准入负面清单规定禁止投资的领域的，由有关主管部门责令停止投资活动，限期处分股份、资产或者采取其他必要措施，恢复到实施投资前的状态；有违法所得的，没收违法所得。

Article 36 Where a foreign investor invests in a field where investment is prohibited under the negative list for foreign investment admission, the relevant competent department shall order it to cease the investment activities and to dispose of the shares or assets or take other necessary measures within a prescribed time limit, so as to restore the state existing before the investment; any illegal gains shall be confiscated.

外国投资者的投资活动违反外商投资准入负面清单规定的限制性准入特别管理措施的，由有关主管部门责令限期改正，采取必要措施满足准入特别管理措施的要求；逾期不改正的，依照前款规定处理。

Where a foreign investor's investment activities violate the restrictive special administrative measures for admission prescribed by the negative list for foreign investment admission, the relevant competent department shall order rectification within a prescribed time limit and the adoption of necessary measures to meet the requirements of the special administrative measures for admission; where rectification is not made within the time limit, the matter shall be handled in accordance with the preceding paragraph.

外国投资者的投资活动违反外商投资准入负面清单规定的，除依照前两款规定处理外，还应当依法承担相应的法律责任。

Where a foreign investor's investment activities violate the negative list for foreign investment admission, in addition to being handled in accordance with the preceding two paragraphs, the foreign investor shall also bear corresponding legal liability in accordance with the law.

第三十七条 外国投资者、外商投资企业违反本法规定，未按照外商投资信息报告制度的要求报送投资信息的，由商务主管部门责令限期改正；逾期不改正的，处十万元以上五十万元以下的罚款。

Article 37 Where a foreign investor or foreign-invested enterprise, in violation of this Law, fails to submit investment information as required by the foreign investment information reporting system, the competent commerce department shall order rectification within a prescribed time limit; where rectification is not made within the time limit, a fine of not less than RMB 100,000 yuan but not more than RMB 500,000 yuan shall be imposed.

第三十八条 对外国投资者、外商投资企业违反法律、法规的行为，由有关部门依法查处，并按照国家有关规定纳入信用信息系统。

Article 38 Violations of laws and regulations by foreign investors or foreign-invested enterprises shall be investigated and handled by the relevant departments in accordance with the law, and shall be entered into the credit information system in accordance with relevant State provisions.

第三十九条 行政机关工作人员在外商投资促进、保护和管理工作中滥用职权、玩忽职守、徇私舞弊的，或者泄露、非法向他人提供履行职责过程中知悉的商业秘密的，依法给予处分；构成犯罪的，依法追究刑事责任。

Article 39 Where a staff member of an administrative organ, in the work of promoting, protecting, or administering foreign investment, abuses his or her powers, neglects his or her duties, or engages in malpractice for personal gain, or discloses or illegally provides to others trade secrets known in the performance of his or her duties, he or she shall be given a sanction in accordance with the law; where a crime is constituted, criminal liability shall be pursued in accordance with the law.

第六章 附 则

Chapter VI Supplementary Provisions

第四十条 任何国家或者地区在投资方面对中华人民共和国采取歧视性的禁止、限制或者其他类似措施的，中华人民共和国可以根据实际情况对该国家或者该地区采取相应的措施。

Article 40 Where any country or region adopts discriminatory prohibitions, restrictions, or other similar measures against the People's Republic of China in respect of investment, the People's Republic of China may, in light of the actual circumstances, take corresponding measures against that country or region.

第四十一条 对外国投资者在中国境内投资银行业、证券业、保险业等金融行业，或者在证券市场、外汇市场等金融市场进行投资的管理，国家另有规定的，依照其规定。

Article 41 Where the State provides otherwise for the administration of foreign investors' investment in financial industries such as banking, securities, and insurance within China, or their investment in financial markets such as the securities market and the foreign exchange market, such provisions shall apply.

第四十二条 本法自 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》、《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》同时废止。

Article 42 This Law shall come into force on January 1, 2020. The Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures, the Law of the People's Republic of China on Wholly Foreign-Owned Enterprises, and the Law of the People's Republic of China on Chinese-Foreign Contractual Joint Ventures shall be repealed simultaneously.

本法施行前依照《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，在本法施行后五年内可以继续保留原企业组织形式等。具体实施办法由国务院规定。

Foreign-invested enterprises established under the Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures, the Law of the People's Republic of China on Wholly Foreign-Owned Enterprises, and the Law of the People's Republic of China on Chinese-Foreign Contractual Joint Ventures prior to the implementation of this Law may retain their original organizational forms, among others, for five years after the implementation of this Law. Specific implementing measures shall be prescribed by the State Council.