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中华人民共和国外商投资法实施条例

Regulations of the People's Republic of China for the Implementation of the Foreign Investment Law

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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 Regulations of the People's Republic of China for the Implementation of the Foreign Investment Law, adopted at the 74th executive meeting of the State Council on December 12, 2019, are hereby promulgated and shall come into force on January 1, 2020.

总 理 李克强
Li Keqiang, Premier
2019 年 12 月 26 日

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中华人民共和国外商投资法实施条例

Regulations of the People's Republic of China for the Implementation of the Foreign Investment Law

第一章 总 则

Chapter I General Provisions

第一条 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。

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

第二条 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。

Article 2 The State encourages and promotes foreign investment, protects the legitimate rights and interests of foreign investment, regulates the administration of foreign investment, continuously optimizes the environment for foreign investment, and advances a higher level of opening-up.

第三条 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。

Article 3 The "other investors" referred to in Items (1) and (3) of the second paragraph of Article 2 of the Foreign Investment Law include natural persons of China.

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。

Article 4 The negative list for foreign investment admission (hereinafter referred to as the "negative list") shall be proposed by the competent investment department of the State Council in conjunction with the competent commerce department of the State Council and other relevant departments, and submitted to the State Council for issuance, or issued by the competent investment department and the competent commerce department of the State Council upon approval by the State Council.

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。

The State shall, in light of the needs of further expanding opening-up and economic and social development, adjust the negative list in a timely manner. The procedures for adjusting the negative list shall be governed by the preceding paragraph.

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。

Article 5 The competent commerce department, the competent investment department, and other relevant departments of the State Council shall, in accordance with their respective functions, closely cooperate and coordinate with one another to jointly carry out the promotion, protection, and administration of foreign investment.

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。

Local people's governments at or above the county level shall strengthen organizational leadership over the promotion, protection, and administration of foreign investment, support and urge the relevant departments to carry out such work in accordance with laws, regulations, and the division of functions, and promptly coordinate and resolve major problems arising in such work.

第二章 投资促进

Chapter II Investment Promotion

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。

Article 6 Governments and their relevant departments shall, in accordance with the law, treat foreign-invested enterprises and domestic-invested enterprises equally in terms of government funding arrangements, land supply, tax and fee reductions and exemptions, qualification licensing, standard-setting, project applications, human resources policies, and other aspects.

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和内资企业。

Policies formulated by governments and their relevant departments to support the development of enterprises shall be made public in accordance with the law; for matters requiring enterprises to file applications during policy implementation, governments and their relevant departments shall make public the conditions, procedures, and time limits for such applications, and shall treat foreign-invested enterprises and domestic-invested enterprises equally in accordance with the law in the review process.

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。

Article 7 In formulating administrative regulations, rules, or regulatory documents relating to foreign investment, or where governments and their relevant departments draft laws or local regulations relating to foreign investment, the opinions and suggestions of foreign-invested enterprises, relevant chambers of commerce, associations, and other parties shall be solicited in light of actual circumstances through various forms such as written solicitation of opinions and the holding of symposiums, demonstration meetings, and hearings; for opinions and suggestions that are raised in a concentrated manner or involve material rights and obligations of foreign-invested enterprises, feedback on their adoption shall be given in an appropriate manner.

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。

Regulatory documents relating to foreign investment shall be promptly published in accordance with the law, and those not published shall not serve as the basis for administrative management. For regulatory documents closely related to the production and business operations of foreign-invested enterprises, a reasonable interval between publication and effectiveness shall be determined in light of actual circumstances.

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。

Article 8 People's governments at all levels shall, in accordance with the principle of government leadership and multi-party participation, establish and improve the foreign investment service system, and continuously enhance the capacity and level of foreign investment services.

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。

Article 9 Governments and their relevant departments shall, through government websites and the national integrated online government service platform, set out in a centralized manner the laws, regulations, rules, regulatory documents, policy measures, and investment project information relating to foreign investment, strengthen publicity and interpretation through various channels and means, and provide consultation, guidance, and other services for foreign investors and foreign-invested enterprises.

第十条 外商投资法第十三条所称特殊经济区域，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。

Article 10 The "special economic zones" referred to in Article 13 of the Foreign Investment Law mean specific zones established with the approval of the State that implement opening-up policies and measures of greater intensity.

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。

Experimental policy measures for foreign investment implemented by the State in certain regions shall, once proven feasible in practice, be extended to other regions or nationwide in light of actual circumstances.

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。

Article 11 The State shall, in light of the needs of national economic and social development, formulate a catalogue of industries encouraged for foreign investment, setting out the specific industries, fields, and regions in which foreign investors are encouraged and guided to invest. The catalogue of industries encouraged for foreign investment shall be drafted by the competent investment department of the State Council in conjunction with the competent commerce department of the State Council and other relevant departments, and issued by the competent investment department and the competent commerce department of the State Council upon approval by the State Council.

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。

Article 12 Foreign investors and foreign-invested enterprises may, in accordance with laws, administrative regulations, or the provisions of the State Council, enjoy preferential treatment in fiscal, taxation, financial, land use, and other respects.

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。

Foreign investors that use their investment returns obtained within China to expand investment within China shall enjoy the corresponding preferential treatment in accordance with the law.

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。

Article 13 Foreign-invested enterprises shall, in accordance with the law, participate on an equal footing with domestic-invested enterprises in the formulation and revision of national standards, industry standards, local standards, and group standards. Foreign-invested enterprises may, as needed, formulate enterprise standards independently or jointly with other enterprises.

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。

Foreign-invested enterprises may propose standardization project proposals to the standardization administrative departments and the relevant competent departments, put forward opinions and suggestions in the processes of project initiation, drafting, technical review, feedback and evaluation of standard implementation information, and undertake the relevant work of standard drafting and technical review as well as the foreign-language translation of standards in accordance with the provisions.

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。

The standardization administrative departments and the relevant competent departments shall establish and improve relevant working mechanisms, enhance the transparency of standard formulation and revision, and advance the disclosure of information throughout the entire process of standard formulation and revision.

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。

Article 14 Mandatory standards formulated by the State shall apply equally to foreign-invested enterprises and domestic-invested enterprises, and technical requirements higher than the mandatory standards shall not be applied specifically to foreign-invested enterprises.

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。

Article 15 Governments and their relevant departments shall not obstruct or restrict foreign-invested enterprises from freely entering the government procurement market of the region and the industry.

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。

Procuring entities and procurement agencies in government procurement shall not accord differential or discriminatory treatment to foreign-invested enterprises in the release of government procurement information, the determination of supplier conditions and qualification review, bid evaluation criteria, and other aspects; shall not impose restrictions on suppliers on the basis of form of ownership, organizational form, equity structure, nationality of investors, brand of products or services, or other unreasonable conditions; and shall not treat differently the products produced and services provided by foreign-invested enterprises within China from those of domestic-invested enterprises.

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时限内作出答复或者处理决定。

Article 16 Foreign-invested enterprises may, in accordance with the Government Procurement Law of the People's Republic of China (hereinafter referred to as the "Government Procurement Law") and its implementing regulations, make inquiries and raise challenges to procuring entities and procurement agencies regarding government procurement activities, and lodge complaints with the government procurement supervision and administration departments. The procuring entities, procurement agencies, and government procurement supervision and administration departments shall make replies or handling decisions within the prescribed time limits.

第十七条 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。

Article 17 The government procurement supervision and administration departments and other relevant departments shall strengthen the supervision and inspection of government procurement activities, and in accordance with the law rectify and investigate and punish illegal acts such as according differential or discriminatory treatment to foreign-invested enterprises.

第十八条 外商投资企业可以依法在中国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。

Article 18 Foreign-invested enterprises may, in accordance with the law, raise funds within or outside China through the public issuance of stocks, corporate bonds, and other securities, as well as through the public or private issuance of other financing instruments, borrowing foreign debt, and other means.

第十九条 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。

Article 19 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 in such respects as fee reductions and exemptions, guarantees of land use quotas, and the provision of public services, within their statutory authority.

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。

In formulating policies and measures for the promotion and facilitation of foreign investment, local people's governments at or above the county level shall be oriented toward promoting high-quality development, conducive

to improving economic, social, and ecological benefits, and conducive to continuously optimizing the environment for foreign investment.

第二十条 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和便利。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。

Article 20 The relevant competent departments shall compile and publish foreign investment guides to provide services and facilitation for foreign investors and foreign-invested enterprises. Foreign investment guides shall include an introduction to the investment environment, guidelines for handling foreign investment matters, investment project information, relevant data and information, and other content, and shall be updated in a timely manner.

第三章 投资保护

Chapter III Investment Protection

第二十一条 国家对外国投资者的投资不实行征收。

Article 21 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。

Under special circumstances, where the State, for the needs of the public interest, expropriates the investments of foreign investors in accordance with the law, such expropriation shall be conducted in accordance with statutory procedures and in a non-discriminatory manner, and compensation shall be given in a timely manner according to the market value of the expropriated 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。

A foreign investor who disagrees with an expropriation decision may, in accordance with the law, apply for administrative reconsideration or file an administrative lawsuit.

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 Foreign investors' capital contributions, profits, capital gains, proceeds from asset disposal, royalties from intellectual property rights obtained, 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, and no entity or individual may unlawfully impose restrictions on the currency, amount, frequency of remittance, or the like.

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。

The wage income and other lawful income of foreign employees and employees from Hong Kong, Macao, and Taiwan of foreign-invested enterprises may be freely remitted out of China in accordance with the law.

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 intensify the punishment of intellectual property infringement, continuously strengthen intellectual property law enforcement, promote the establishment of a rapid and coordinated protection mechanism for intellectual property rights, improve the diversified resolution mechanism for intellectual property disputes, and equally protect the intellectual property rights of foreign investors and foreign-invested enterprises.

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。

Where patents of foreign investors or foreign-invested enterprises are involved in standard-setting, the matter shall be handled in accordance with the relevant administrative provisions on patents involved in standards.

第二十四条 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。

Article 24 Administrative organs (including organizations authorized by laws and regulations to perform the function of administering public affairs; the same below) and their staff shall not, by means of administrative licensing, administrative inspection, administrative punishment, administrative coercion, or other administrative means, compel or compel in a disguised form foreign investors or foreign-invested enterprises to transfer technology.

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。

Article 25 Where an administrative organ, in the lawful performance of its duties, truly needs foreign investors or foreign-invested enterprises to provide materials or information involving trade secrets, it shall confine the requirement to the scope necessary for the performance of its duties and strictly control the scope of access; personnel unrelated to the performance of duties shall not have access to the relevant materials or information.

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。

Administrative organs shall establish and improve internal management systems and take effective measures to protect the trade secrets of foreign investors and foreign-invested enterprises known in the performance of their duties; where information needs to be shared with other administrative organs in accordance with the law, the trade secrets contained in the information shall be treated confidentially to prevent disclosure.

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。

Article 26 Governments and their relevant departments shall, in formulating regulatory documents involving foreign investment, conduct a legality review in accordance with the provisions of the State Council.

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。

Where foreign investors or foreign-invested enterprises consider that a regulatory document formulated by a department of the State Council or a local people's government or its department, on which an administrative act is based, is unlawful, they may, when applying for administrative reconsideration or filing an administrative lawsuit against the administrative act in accordance with the law, request a review of the regulatory document at the same time.

第二十七条 外商投资法第二十五条所称政策承诺，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。

Article 27 The "policy commitments" referred to in Article 25 of the Foreign Investment Law mean the written commitments made by local people's governments at all levels and their relevant departments, within their statutory authority, regarding the supporting policies applicable to, and the preferential treatment and facilitation conditions enjoyed by, foreign investors and foreign-invested enterprises investing in the region. The content of policy commitments shall comply with laws and regulations.

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。

Article 28 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 perform all types of contracts lawfully concluded, and shall not breach or repudiate contracts on the grounds of adjustment of administrative divisions, change of government, adjustment of institutions or functions, or replacement of relevant responsible persons. 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 a timely, fair, and reasonable manner in accordance with the law for the losses thereby incurred.

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。

Article 29 People's governments at or above the county level and their relevant departments shall, in accordance with the principles of openness, transparency, efficiency, and convenience, establish and improve a complaint-handling mechanism for foreign-invested enterprises, promptly address problems reported by foreign-invested enterprises or their investors, and coordinate the improvement of relevant policies and measures.

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。

The competent commerce department of the State Council shall, in conjunction with the relevant departments of the State Council, establish an inter-ministerial joint conference system for the complaint work of foreign-invested enterprises, to coordinate and promote the complaint work of foreign-invested enterprises at the central level and to guide and supervise such work at the local level. Local people's governments at or above the county level shall designate a department or institution to be responsible for accepting complaints from foreign-invested enterprises or their investors in the region.

国务院商务主管部门、县级以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。

The competent commerce department of the State Council and the departments or institutions designated by local people's governments at or above the county level shall improve the rules for complaint work, diversify complaint channels, and clarify the time limits for handling complaints. The complaint work rules, complaint channels, and time limits for handling complaints shall be made public.

第三十条 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。

Article 30 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 and applies for coordination and resolution through the complaint-handling mechanism for foreign-invested enterprises, the relevant party conducting the coordination may inquire of the administrative organ complained against and its staff about the circumstances, and the administrative organ complained against and its staff shall cooperate. The result of the coordination shall be promptly communicated to the applicant in writing.

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。

Where a foreign-invested enterprise or its investor applies for coordination and resolution of the relevant problem in accordance with the preceding paragraph, this shall not affect its right to apply for administrative reconsideration or file an administrative lawsuit in accordance with the law.

第三十一条 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。

Article 31 No entity or individual shall suppress or retaliate against a foreign-invested enterprise or its investor for reporting problems or applying for coordination and resolution through the complaint-handling mechanism for foreign-invested enterprises.

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。

In addition to the complaint-handling mechanism for foreign-invested enterprises, foreign-invested enterprises or their investors may also report problems to governments and their relevant departments through other lawful channels.

第三十二条 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。

Article 32 Foreign-invested enterprises may, in accordance with the law, establish chambers of commerce and associations. Except as otherwise provided by laws and regulations, foreign-invested enterprises have the right to independently decide whether to join or withdraw from chambers of commerce and associations, and no entity or individual may interfere.

商会、协会应当依照法律法规和章程的规定，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。

Chambers of commerce and associations shall, in accordance with laws, regulations, and their articles of association, strengthen industry self-discipline, promptly reflect industry demands, and provide members with

services in information consultation, publicity and training, market expansion, economic and trade exchanges, rights protection, dispute resolution, and other aspects.

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。

The State supports chambers of commerce and associations in carrying out relevant activities in accordance with laws, regulations, and their articles of association.

第四章 投资管理

Chapter IV Investment Administration

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。

Article 33 Foreign investors shall not invest in fields where investment is prohibited under the negative list. Foreign investors investing in fields where investment is restricted under the negative list shall satisfy the restrictive special administrative measures for admission prescribed by the negative list, such as equity requirements and senior management personnel requirements.

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。

Article 34 In the course of lawfully performing their duties, where the relevant competent departments find that a foreign investor intends to invest in a field within the negative list but does not meet the requirements prescribed by the negative list, they shall not handle the licensing, enterprise registration, and other related matters; where the verification and approval of a fixed-asset investment project is involved, the relevant approval matters shall not be handled.

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。

The relevant competent departments shall strengthen the supervision and inspection of the implementation of the negative list, and upon discovering that a foreign investor has invested in a field where investment is prohibited under the negative list, or that a foreign investor's investment activities violate the restrictive special administrative measures for admission prescribed by the negative list, shall handle the matter in accordance with Article 36 of the Foreign Investment Law.

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。

Article 35 Where foreign investors invest in industries or fields for which a license is required by law, unless otherwise provided by laws or administrative regulations, the relevant competent department responsible for implementing the licensing shall review the foreign investors' license applications under the same conditions and procedures as those applicable to domestic investment, and shall not set discriminatory requirements for foreign investors in terms of licensing conditions, application materials, review steps, review time limits, and other aspects.

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。

The relevant competent departments responsible for implementing licensing shall optimize examination and approval services and improve examination and approval efficiency through various means. For licensing matters that meet the relevant conditions and requirements, the matter may be handled by means of notification and commitment in accordance with the relevant provisions.

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。

Article 36 Where foreign investment requires verification and approval of, or record-filing for, the investment project, the relevant State provisions shall apply.

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。

Article 37 The registration of foreign-invested enterprises shall be handled in accordance with the law by the market regulation department of the State Council or the market regulation departments of local people's governments authorized by it. The market regulation department of the State Council shall publish the list of the market regulation departments authorized by it.

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。

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

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。

Article 38 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. The competent commerce department and the market regulation department of the State Council shall ensure the interfacing and coordination of the relevant business systems, and provide guidance for foreign investors or foreign-invested enterprises in submitting investment information.

第三十九条 外商投资信息报告的内容、范围、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。

Article 39 The content, scope, frequency, and specific procedures of foreign investment information reporting shall be determined and published by the competent commerce department of the State Council in conjunction with the market regulation department of the State Council and other relevant departments under the principles of genuine necessity, efficiency, and convenience. The competent commerce departments and other relevant departments shall strengthen information sharing, and investment information obtainable through interdepartmental information sharing shall not be required to be submitted again by foreign investors or foreign-invested enterprises.

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。

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

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。

Article 40 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.

第五章 法律责任

Chapter V Legal Liability

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：

Article 41 Where a government or relevant department or its staff falls under any of the following circumstances, liability shall be pursued in accordance with the law and regulations:

（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；

(1) Formulating or implementing relevant policies without treating foreign-invested enterprises and domestic-invested enterprises equally in accordance with the law;

(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;

(2) Unlawfully restricting foreign-invested enterprises from equally participating in the formulation and revision of standards, or applying technical requirements higher than mandatory standards specifically to foreign-invested enterprises;

(三) 违法限制外国投资者汇入、汇出资金;

(3) Unlawfully restricting foreign investors from remitting funds into or out of China;

(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。

(4) Failing to honor policy commitments lawfully made to foreign investors and foreign-invested enterprises or to perform contracts lawfully concluded, making policy commitments beyond statutory authority, or making policy commitments whose content does not comply with laws and regulations.

第四十二条 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。

Article 42 Where a procuring entity or procurement agency in government procurement accords differential or discriminatory treatment to foreign-invested enterprises on unreasonable conditions, its legal liability shall be pursued in accordance with the Government Procurement Law and its implementing regulations; where the bid-winning or transaction result is or may be affected, the matter shall be handled in accordance with the Government Procurement Law and its implementing regulations.

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。

Where a government procurement supervision and administration department fails to handle a complaint from a foreign-invested enterprise within the prescribed time limit, the directly responsible supervisors and other directly responsible personnel shall be given sanctions in accordance with the law.

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。

Article 43 Where an administrative organ or its staff compels or compels in a disguised form, by administrative means, foreign investors or foreign-invested enterprises to transfer technology, the directly responsible supervisors and other directly responsible personnel shall be given sanctions in accordance with the law.

第六章 附 则

Chapter VI Supplementary Provisions

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。

Article 44 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, or the Law of the People's Republic of China on Chinese-Foreign Contractual Joint Ventures prior to the implementation of the Foreign Investment Law (hereinafter referred to as "existing foreign-invested enterprises") may, within five years after the implementation of the Foreign Investment Law, adjust their organizational forms, institutional structures, and the like in accordance with the Company Law of the People's Republic of China, the Partnership Enterprise Law of the People's Republic of China, and other laws, and complete modification registration in accordance with the law, or may continue to retain their original organizational forms, institutional structures, and the like.

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，并将相关情形予以公示。

Starting from January 1, 2025, for existing foreign-invested enterprises that have not adjusted their organizational forms, institutional structures, and the like and completed modification registration in accordance with the law, the market regulation departments shall not handle other registration matters applied for by them, and shall make the relevant circumstances public.

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 The specific matters concerning the modification registration of organizational forms, institutional structures, and the like by existing foreign-invested enterprises shall be prescribed and published by the market regulation department of the State Council. The market regulation department of the State Council shall strengthen guidance for the modification registration work, and the market regulation departments responsible for handling

modification registration shall optimize services in various ways to facilitate enterprises in completing modification registration.

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 After the organizational forms, institutional structures, and the like of existing foreign-invested enterprises have been adjusted in accordance with the law, the methods for the transfer of equity or rights and interests, the methods for the distribution of proceeds, the methods for the distribution of residual property, and the like agreed upon by the original joint venture or cooperation parties in the contracts may continue to be implemented as agreed.

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 Investment made by foreign-invested enterprises within China shall be governed by the relevant provisions of the Foreign Investment Law and these Regulations.

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 Investment in the mainland by investors from the Hong Kong Special Administrative Region and the Macao Special Administrative Region shall be handled with reference to the Foreign Investment Law and these Regulations; where laws, administrative regulations, or the State Council provide 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。

Investment in the mainland by investors from the Taiwan region shall be governed by the Law of the People's Republic of China on the Protection of Investments by Taiwan Compatriots (hereinafter referred to as the "Taiwan Compatriot Investment Protection Law") and its implementing rules; matters not covered by the Taiwan Compatriot Investment Protection Law and its implementing rules 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。

Investment within China by Chinese citizens residing abroad shall be handled with reference to the Foreign Investment Law and these Regulations; where laws, administrative regulations, or the State Council provide otherwise, such provisions shall prevail.

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。

Article 49 These Regulations shall come into force on January 1, 2020. The Regulations for the Implementation of the Law of the People's Republic of China on Chinese-Foreign Equity Joint Ventures, the Interim Provisions on the Joint Venture Period of Chinese-Foreign Equity Joint Ventures, the Rules for the Implementation of the Law of the People's Republic of China on Wholly Foreign-Owned Enterprises, and the Rules for the Implementation of the Law of the People's Republic of China on Chinese-Foreign Contractual Joint Ventures shall be repealed simultaneously.

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。

Provisions relating to foreign investment formulated before January 1, 2020 that are inconsistent with the Foreign Investment Law and these Regulations shall be superseded by the Foreign Investment Law and these Regulations.