

中华人民共和国外商投资法实施条例

Implementing Regulations of the Foreign Investment Law of the People's Republic of China

第一章 总 则

Chapter I: General Principles

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: The regulation is 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 foreign investment management, continues to optimize the environment for foreign investment, and promotes higher levels 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: Other investors referred to in Article 2, items 1, 2, and 3 of the Foreign Investment Law include natural persons in 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。

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

Article 4: The foreign investment negative list (hereinafter referred to as the negative list) shall be proposed jointly by the investment authority of the State Council and the competent commerce department of the State Council as well as other relevant departments. It shall be released by the investment and commerce authorities of the State Council after publication or approval by the State Council.

The state shall adjust the negative list in a timely manner in accordance with the needs of further opening up and economic and social development. The provisions of the preceding paragraph shall apply to the procedures for adjusting the negative list.

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。

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，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。

Article 5: The competent commerce, investment, and other relevant departments of the State Council shall closely cooperate and coordinate in accordance with the division of responsibilities in order to do a good job in promoting, protecting, and managing foreign investment.

Local governments at or above the county level shall strengthen their organizational leadership for the promotion, protection, and management of foreign investment, as well as support and urge relevant departments to carry out promotion, protection, and management of foreign investment in accordance with laws, regulations, and division of responsibilities. They shall also in a timely manner coordinate and resolve major issues regarding the promotion, protection, and management of foreign investment.

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。

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。

Article 6: The government and its related departments shall treat foreign-invested enterprises and domestic-funded enterprises equally in accordance with the law in terms of government funding arrangements, land supply, tax

reductions and exemptions, qualification permits, standard formulation, project declaration, and human resources policies.

The policies formulated by the government and relevant departments to support the development of enterprises should be disclosed in accordance with the law; In terms of matters that need to be handled based on the applications of enterprises during the implementation of the policy, the government and its related departments shall disclose the application conditions, procedures, and time limits, and treat foreign-invested enterprises and domestic-funded enterprises equally according to law in the review.

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。

Article 7: The formulation of administrative regulations, rules, and normative documents related to foreign investment, or the drafting of laws and local regulations related to foreign investment by the government and its relevant departments, shall be based on actual conditions, adopt measures such as written comment solicitation and convening symposiums, demonstration meetings and hearings to listen to opinions and suggestions from foreign-invested enterprises and related chambers of commerce and associations; Regarding opinions and suggestions on issues that are centrally reflected or involve major rights and obligations of foreign-invested enterprises, feedback should be provided through appropriate means.

Normative documents related to foreign investment shall be published in a timely manner in accordance with the law, and may not be used as the basis for administrative management without publication. Normative documents closely related to the production and operational activities of foreign-invested enterprises shall, in light of actual conditions, reasonably determine the time between publication and implementation.

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: The people's governments at all levels shall, in accordance with the principles of being government-led and having multi-party participation, establish and improve a foreign-investment service system and continuously enhance the capability 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: The government and its relevant departments shall publicize the laws, regulations, rules, normative documents, policies and measures, and investment project information on foreign investment through government websites and the national integrated online platform for government services. They shall strengthen publication and interpretation through various channels and methods in order to provide consulting services and guidance 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。

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。

Article 10: The term special economic zone as mentioned in Article 13 of the Foreign Investment Law refers to a specific area for implementing greater opening-up policies and measures established under the approval from the State.

The experimental policies and measures for foreign investment implemented by the State in pilot areas that have been proven to be feasible shall be promoted in other regions or across the country according to actual conditions.

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 accordance with the needs of national economic and social development, formulate the Catalogue of Industries Encouraged for Foreign Investment, and clarify the specific industries, fields, and regions that encourage and guide foreign investors and foreign-invested enterprises to invest in. The Catalogue of Industries Encouraged for Foreign Investment shall be formulated by the relevant investment authorities of the State Council in conjunction with the relevant commerce authorities of the State Council and shall be published by the relevant investment authorities of the State Council and relevant commerce authorities after 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。

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。

Article 12: Foreign investors and foreign-invested enterprises may enjoy preferential treatment in terms of finance, taxation, land use, etc., in accordance with laws, administrative regulations, and rules of the State Council.

If a foreign investor expands its investment in mainland China with income from its investment in mainland China, it shall enjoy corresponding preferential treatment according to 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。

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。

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。

Article 13: Foreign-invested enterprises shall equally participate in the formulation and revision of national standards, industry standards, local standards, and social organization standards with domestic-funded enterprises in accordance with the law. Foreign-invested enterprises may formulate enterprise standards on their own or jointly with other enterprises according to needs.

Foreign-invested enterprises may submit proposals for standards to the standardization administrative department and the relevant administrative departments, and provide opinions and suggestions during the process of standard proposal, drafting of standards, technical reviews, and feedback and evaluation of standards implementation information, and shall undertake relevant work in drafting of standards and technical reviews as well as foreign language translation of standards in accordance with regulations.

The standardization administrative department and relevant administrative departments shall establish and improve relevant working mechanisms,

improve the transparency of standard formulation and revision, and promote 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: The compulsory standards formulated by the state apply equally to foreign-invested enterprises and domestic-funded enterprises, and no technical requirements higher than the mandatory standards shall be specifically applied 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。

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。

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

The government procurement purchaser and the procurement agency shall not apply differential or discriminatory treatment to foreign-invested enterprises in terms of the publication of government procurement information, determination of supplier conditions, qualification review, evaluation criteria, etc.; shall not restrict suppliers based on ownership, organizational form, shareholding structure, investor nationality, product or service brand, or other unreasonable conditions; and shall not treat the products and services provided by foreign-invested enterprises in mainland China differently from those provided by domestic-funded 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 provisions of the Government Procurement Law of the People's Republic of China (hereinafter referred to as the Government Procurement Law) and its implementing regulations, raise inquiries and questions about government procurement activities with the purchaser and procurement agency, and file complaints with the government procurement supervision and administration department. The purchaser, the procurement agency and the government procurement supervision and administration department shall reply or make a decision within the prescribed time limit.

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 department and other relevant departments shall strengthen the supervision and inspection on government procurement activities, rectify and investigate illegal behaviors such as differential or discriminatory treatment of foreign-invested enterprises in accordance with the law.

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 in mainland China or overseas by means of public issuance of securities such as stocks and corporate bonds, public or non-public issuance of other financing instruments, and taking on foreign debt.

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。

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。

Article 19: Local governments at or above the county level may, in accordance with the provisions of laws, administrative regulations, and local regulations, formulate policies and measures for promotion and facilitation of foreign investment in areas such as fee reductions and exemptions, land use index guarantee, and public service provision within their statutory authority.

Local governments at or above the county level shall formulate policies and measures for promotion and facilitation of foreign investment, guided by the direction of promoting high-quality development, improving economic, social and ecological benefits, and continuously optimizing the foreign investment environment.

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 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。

Article 20: Relevant departments shall prepare and release foreign investment guidelines to provide services and facilities for foreign investors and foreign-invested enterprises. Foreign investment guidelines should include content such as the introduction of the investment environment, guidelines for foreign investment affairs, information on investment projects and related data information, and should 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。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。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。

Article 21: The State will not expropriate the investment of foreign investors. Under special conditions the state may expropriate foreign investor's investment for the need of public interests, however the process shall be conducted in a non-discriminatory manner in accordance with legal procedures, and timely compensation shall be made according to the market value of the expropriated investment. If foreign investors are not satisfied with the decision on expropriation, they may apply for administrative reconsideration or file an administrative lawsuit in accordance with laws.

外商投资企业外籍职工的工资收入和其他合法收入，依照中国税收法律、行政法规纳税后，可以依法自由汇出。

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。

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。

Article 22: Foreign investors' capital contributions, profits, capital gains, income from asset disposal, licensed intellectual property right royalties, compensation or indemnification obtained in accordance with law, liquidation income, etc., that are made or obtained in mainland China, may be freely transferred into or out of mainland China in RMB or foreign exchange in accordance with law. No work unit or individual may illegally restrict the currency, the amount, and the frequency of transfer.

The wage income and other lawful income of foreign employees and employees from Hong Kong, Macao, and Taiwan of foreign-invested enterprises shall be freely transferred out of mainland China after taxation according to Chinese tax laws and administrative regulations.

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。

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。

Article 23: The State shall increase the degrees of punishment for intellectual property rights infringement activity, continue to strengthen intellectual property rights enforcement, promote the establishment of a rapid collaborative protection mechanism for intellectual property rights, improve the diversified settlement mechanism for intellectual property disputes, and equally protect intellectual property rights of foreign investors and foreign-invested enterprises.

In the formulation of standards, patents belonging to foreign investors and foreign-invested enterprises shall be handled in accordance with the relevant provisions on standards concerning patents.

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 manage public affairs, same below) and their employees may not use supervision inspections, administrative punishments, administrative compulsion, or any other administrative actions to force or disguisedly force foreign investors and 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。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。

Article 25: If administrative organs, in performing their duties in accordance with the law, require foreign investors or foreign-invested enterprises to provide materials and information concerning trade secrets, they shall be limited to the extent necessary for the performance of its duties, and shall strictly control the scope of those with access to the knowledge. Personnel for which it is not related to the performance of their duties shall not be exposed to the relevant materials or information.

Administrative organs shall establish and improve their internal management systems and take effective measures to protect the trade secrets of foreign investors and foreign-invested enterprises that are learned during the course of performing their duties.

Where it is necessary to share information with other administrative agencies according to law, the business secrets contained in the information shall be dealt with accordingly to prevent leakage.

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。

Article 26: Normative documents formulated by the governments and its relevant departments that involve foreign investment shall go through legality review in accordance with the provisions of the State Council.

If foreign investors and foreign-invested enterprises believe normative documents formulated by State Council departments and local people's governments and their departments on which administrative actions are based are illegal, they may request a review of the normative documents when applying for administrative review and file a lawsuit against the administrative act.

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 as mentioned in Article 25 of the Foreign Investment Law refer to the written commitments made by local people's governments at all levels and their relevant departments within the legal authority on applicable supporting policies, preferential measures, and facilitation for foreign investors and foreign-invested enterprises to invest 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: The local people's governments at all levels and their relevant departments shall carry out policy commitments made to foreign investors and foreign-invested enterprises in accordance with the law and the various types of contracts signed according to law, and may not breach contracts due to matters like administrative division adjustment, government change, institutional or functional adjustment, and related personnel replacement.

If policy commitments or contractual agreements need to be changed due to national interests or social public interests, they shall be conducted in accordance with statutory authorities and procedures, and foreign investors and foreign-invested enterprises shall be compensated in a timely and fair manner according to law.

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。

Article 29: People's governments 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 mechanism for foreign-invested enterprises, address problems reported by foreign-invested enterprises or their investors in a timely manner, and coordinate and improve relevant policies and measures.

The commerce authorities of the State Council, in conjunction with relevant departments of the State Council, shall establish the inter-ministerial joint meeting mechanism for complaints by foreign-invested enterprises, to coordinate and promote complaints by foreign-invested enterprises at the central level and guide and supervise complaints by local foreign-invested enterprises. The local people's government above the county level shall designate a department or institution responsible for receiving complaints from foreign-invested enterprises or their investors in the region.

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。

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。

Article 30: Those foreign-invested enterprises and their investors who believe the administrative acts of administrative organs and their employees have infringed upon their lawful rights and interests, and apply for coordination and settlement through the complaint mechanism of foreign-invested enterprises, shall collect information on relevant issues from the applied administrative organs and their employees, and the applied administrative organs and their staff should cooperate. The result of the coordination shall be notified to the applicant in writing in a timely manner.

If a foreign-invested enterprise or its investor applies for a coordinated settlement of relevant issues in accordance with the provisions of the preceding paragraph, it shall not affect its application for administrative reconsideration and the filing of an administrative lawsuit.

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。

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。

Article 31: No work unit or individual may suppress or retaliate if foreign-invested enterprises or their investors report through the complaint working mechanism for foreign-invested enterprises or apply for coordination to solve related problems.

In addition to the complaint mechanism for foreign-invested enterprises, foreign-invested enterprises or their investors can also report problems to the government and its relevant departments through other legal 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。

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。

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。

Article 32: Foreign-invested enterprises may establish chambers of commerce and associations in accordance with law. Unless otherwise stipulated by laws and regulations, foreign-invested enterprises have the right to decide to participate in or withdraw from chambers of commerce and associations, and no work unit or individual may interfere.

In accordance with the provisions of laws, regulations, and articles of association, chambers of commerce and associations shall strengthen industry self-discipline, make timely reflections on industry demands, and provide members with services such as information consultation, publicity training, market development, economic and trade exchanges, rights protection, and dispute resolution.

The State shall support that chambers of commerce and associations conduct activities in accordance with the provisions of laws, regulations, and articles of association.

第四章投资管理

Chapter IV: Investment Management

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: In areas closed to investment by the Foreign Investment Negative List, foreign investors may not invest. In areas with restrictions on investment as stipulated by the Foreign Investment Negative List, foreign investors shall comply with the special access restriction measures such as the equity requirements and senior management requirements specified in the negative list.

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。

Article 34: The relevant competent authorities in the course of performing their duties according to law, shall not handle the license, enterprise registration, or any other related item to any FIE that has invested in an area covered by the negative list but not in compliance with the regulations governing the negative list; Relevant approval matters should not be handled if they involve the approval of fixed asset investment projects.

The relevant competent authorities should strengthen the supervision and inspection of the implementation of the negative list provisions, and if any foreign investors are found to have invested in areas prohibited by the negative list provisions, or that foreign investors' investment activities violate the special access restriction measures provided by the negative list provisions, relevant authorities should deal with the violators 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。

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。

Article 35: For industries or fields that require foreign investors to obtain a license to conduct investment according to law, except for where laws and administrative regulations stipulate otherwise, the relevant departments responsible for implementing the license should review the foreign investor's license applications according to the same conditions and processes as domestic investors. They may not place discriminatory requirements on foreign investors with regard to licensing conditions, review materials, review processes, review deadline, or other additional requirements.

The relevant competent authorities responsible for the implementation of licenses should use various means to optimize review and approval services and improve the efficiency of review and approval. Licensing items that meet the relevant conditions and requirements may be handled via notification and commitment in accordance with the relevant regulations.

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 approval and filing of investment projects, it shall be implemented in accordance with relevant national regulations.

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。

Article 37: The registration of foreign-invested enterprises shall be handled according to law by the market regulation department of the State Council or the market regulation department of the local people's government authorized by the State Council. The market regulation department of the State Council shall publish a list of the authorized market regulation departments of the local people's government.

The registration capital of the foreign-invested enterprises can use either renminbi or any other 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 should submit investment information to the commerce authorities through the enterprise registration system and enterprise credit information publicity system.

The State Council commerce authorities and State Council market regulation department should do a good job of docking and connecting the relevant operational systems, and strengthen guidance on investment information reporting for foreign investors and foreign-invested enterprises.

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。

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。

Article 39: The content, scope, frequency, and specific process of foreign investment information reports shall be confirmed by the relevant State Council commerce authorities in conjunction with State Council market regulation department and other relevant departments according to the principles of actual necessity, efficiency, and convenience. Commerce authorities and other relevant departments should strengthen information sharing, and investment information that can be obtained through departmental information sharing should not be required to be resubmitted by foreign investors or foreign-invested enterprises.

The investment information submitted by a foreign investor or foreign-invested enterprise should 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 country will establish a foreign investment security review system, and conduct security reviews for all foreign investments that influence or could influence national security.

第五章 法律责任

Chapter 5 Legal Liabilities

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。

Article 41: If the government and relevant departments and their staff members meet any of the following circumstances, they shall be held accountable according to the law and regulations:

- (1) Formulating or implementing related policies that do not treat FIEs and domestic-funded enterprises equally according to law;
- (2) Illegally restricting FIEs from participating in the formulation and revision of standards on an equal basis, or applying technical requirements higher than mandatory standards specifically for foreign-invested enterprises;
- (3) Illegally restricting foreign investors' remittances into and out of funds;
- (4) Failing to fulfill the policy commitments made to foreign investors and FIEs according to law and various types of contracts concluded in accordance with the law, making policy commitments beyond their legal authorities, or making the content of the policy commitments out of compliance 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。

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。

Article 42: If the government procurement, the purchaser or the procurement agency, practices discriminatory treatment on foreign-invested enterprises with unreasonable conditions, their legal liabilities shall be investigated in accordance with the provisions of the Government Procurement Law and its implementing regulations; If the government procurement, the purchaser or the procurement agency affects or may

affect the winning bid or the transaction result, it shall be handled in accordance with the provisions of the Government Procurement Law and its implementing regulations.

If the supervision and management department of the government procurement fails to resolve the complaint of the foreign-invested enterprise within the time limit, persons in charge to resolve the complaint shall be punished according to 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 administrative organs and their staff use administrative means to force or disguised force foreign investors or FIEs to transfer technology, the directly responsible persons and other directly responsible persons shall be punished according to 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。

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。

Article 44: Foreign-invested enterprises that are established in accordance with the PRC Chinese-Foreign Equity Joint Venture Law, the PRC Wholly Foreign-Owned Enterprises Law, or the PRC Chinese-Foreign Contractual Joint Venture Law before the Foreign Investment Law takes effect (hereinafter referred to as existing foreign-invested enterprises), can adjust their organizational forms or structures and change their registration in accordance with the provisions of the PRC Company Law and PRC Partnership Enterprise Law, or choose to retain their original organizational forms and structures within five years after the implementation of the Foreign Investment Law.

Starting on January 1, 2025, the market supervision and management department will not handle other registration matters applied for by existing foreign-invested enterprises that have not adjusted their organizational forms or structures or changed their registration in accordance with the law, and will publicize such relevant situations.

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 market supervision and management department of the State Council shall stipulate and announce the specific matters relating to changing the organizational forms and structures and changing registration for existing foreign-invested enterprises. The market supervision and management department of the State Council shall strengthen guidance on the work for changing registration. The market supervision and management department responsible for handling change in registration shall optimize services through multiple ways to provide convenience for enterprises making changes in 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 adjusting their organizational forms and structures in accordance with the laws, existing foreign-invested enterprises can continue

to handle the methods for equity or equity transfer, income distribution, and distribution of surplus assets as agreed to in the original contract for the joint venture and cooperating parties.

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 Foreign Investment Law and the relevant provisions of these Regulations shall apply to foreign-invested enterprises investing in China.

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。

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。

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。

Article 48: Investors from the Hong Kong Special Administrative Region and Macau Special Administrative Region investing in the Mainland shall reference the Foreign Investment Law and these Regulations in their execution; If otherwise provided by laws, administrative regulations, or the State Council, those provisions shall prevail.

Investors from Taiwan area shall invest in mainland China according to PRC Law on the Protection of Investments by Taiwan Compatriots and the Rules for Implementation of the PRC Law on the Protection of Investments by Taiwan Compatriots (hereinafter referred to as the Taiwan Compatriot Protection Law and its Implementation Rules); matters not covered by the Taiwan Compatriot Protection Law and its Implementing Rules shall be governed by the Foreign Investment Law and these regulations.

Chinese citizens with residence abroad may invest in mainland China in accordance with the Foreign Investment Law and these Regulations; If

otherwise provided by laws, administrative regulations, or the State Council, those 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。

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。

Article 49: These regulations shall take effect on January 1, 2020. The Regulation on the Implementation of the PRC Chinese-Foreign Equity Joint Venture Law, the Interim Provisions on the Contract Term of Chinese-Foreign Equity Joint Ventures, the Detailed Rules for the Implementation of the PRC Wholly Foreign-Owned Enterprises Law, and the Implementing Rules of the PRC Chinese-Foreign Contractual Joint Venture Law will be simultaneously abolished.

If any provisions on foreign investment formulated before January 1, 2020 are inconsistent with the Foreign Investment Law and these Regulations, the provisions of the Foreign Investment Law and these Regulations shall prevail.