

商务部就《中华人民共和国外国投资法（草案征求意见稿）》公开征求意见

Notice of the Ministry of Commerce on Soliciting Public Opinions on the *Foreign Investment Law of the People's Republic of China (Draft for Comments)*

为贯彻落实党的十八届三中全会、四中全会精神，根据《十二届全国人大常委会立法规划》和《国务院 2014 年立法工作计划》，商务部启动了《中外合资经营企业法》、《外资企业法》、《中外合作经营企业法》的修改工作，形成了《中华人民共和国外国投资法（草案征求意见稿）》。

With a view to enforcing the requirements laid down at the Third and the Fourth Plenary Sessions of the 18th Central Committee of the CPC, pursuant to the *Legislative Planning of the Standing Committee of the Twelfth National People's Congress* and the *2014 Legislative Work Plan of the State Council*, the Ministry of Commerce ("MOFCOM") has launched the revision of the *Law on Sino-foreign Equity Joint Ventures*, the *Law on Foreign-invested Enterprises* and the *Law on Sino-foreign Contractual Joint Ventures*, and formed the *Foreign Investment Law of the People's Republic of China (Draft for Comments)*.

我们认为，《外国投资法》应定位为一部深化体制改革的法，扩大对外开放的法，促进外商投资的法，规范外资管理的法。草案征求意见稿适应构建开放型经济新体制和实施高水平对外开放的要求，以统一内外资法律法规和创新外国投资法律制度为目标，实行准入前国民待遇加负面清单的管理模式，确立"有限许可加全面报告"的管理制度，完善外资国家安全审查制度，加强事中事后监管，加强投资促进和保护，为外国投资者来华投资创造稳定、透明和可预期的法律环境。

The MOFCOM is of the opinion that the *Foreign Investment Law* shall position itself as a law that serves to deepen institutional reform, expand liberalization, promote foreign investment and regulate foreign investment management. With the aim of unifying laws and regulations on domestic and foreign investment and innovating the legal system applicable to foreign investment, the Draft for Comments meets the requirements on building a new system of open economy and opening up to external parties at a higher level, adopts the management model of pre-entry national treatment plus negative list, establishes a management regime of "limited licensing plus comprehensive reporting", improves the foreign investment national security review system, strengthens interim and ex post regulation, and enhances investment promotion and protection, in a bid to create a stable, transparent and predictable legal environment for foreign investors to invest in Mainland China.

为广泛听取社会各界意见，现将草案征求意见稿向社会公布。公众可通过以下途径提出意见：

The Draft for Comments is hereby promulgated for extensively soliciting the opinions of the society at large. The public may put forward comments through the following channels:

1. 登陆商务部网站（网址：<http://www.mofcom.gov.cn>）进入"征求意见"点击"《中华人民共和国外国投资法（草案征求意见稿）》征求意见"提出意见；

1. Log onto MOFCOM's website (<http://www.mofcom.gov.cn>), and submit comments by clicking on the *Foreign Investment Law of the People's Republic of China (Draft for Comments)* under the column of "solicitation of opinions";

2. 电子邮件，邮箱：investmentlaw@mofcom.gov.cn;

2. E-mail comments to investmentlaw@mofcom.gov.cn;

3. 传真, 010-65198905;
3. Fax comments to 010-65198905; or
4. 信函, 通讯地址: 北京市东长安街 2 号商务部条约法律司, 邮编: 100731。
4. Send comments by post to: Department of Treaty and Law of the MOFCOM at No. 2 Dong Chang'an Avenue, Beijing Zip code: 100731.
请在电子邮件主题、传真首页和信封上注明"外国投资法公开征求意见"。 Please indicate the words "public comments on the *Foreign Investment Law*" on email subject lines, fax first pages and envelopes.

意见反馈截止日期为 2015 年 2 月 17 日。
The deadline for providing feedback is February 17, 2015.

附件:
Appendices:

1. 中华人民共和国外国投资法 (草案征求意见稿)
1. Foreign Investment Law of the People's Republic of China (Draft for Comments)
2. 中华人民共和国外国投资法 (草案征求意见稿) 说明
2. Notes on the Foreign Investment Law of the People's Republic of China (Draft for Comments)

商务部
Ministry of Commerce
2015 年 1 月 19 日
January 19, 2015

中华人民共和国外国投资法（草案征求意见稿）
Foreign Investment Law of the People's Republic of China (Draft for
Comments)

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Chapter 2: Foreign Investors and Foreign Investment
- 第三章 准入管理
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- 第四章 国家安全审查
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第一章 总则

Chapter 1: General Provisions

第一条 【立法目的】

Article 1 [Legislative purpose]

为扩大对外开放，促进和规范外国投资，保护外国投资者合法权益，维护国家安全和公共利益，促进社会主义市场经济健康发展，制定本法。

This law is formulated for the purpose of expanding and opening the domestic market, promoting and regulating foreign investment, protecting the legal rights of foreign investors, safeguarding national security and social-public interests, and accelerating the healthy development of a socialist market economy.

第二条 【适用范围】

Article 2 (Scope of application)

外国投资者在中国境内投资适用本法。

This Law shall apply to investments made in Mainland China by foreign investors.

第三条 【投资保护】

Article 3 [Investment protection]

国家依法保护外国投资者、外国投资企业的合法权益。

The State protects the legitimate rights and interests of foreign investors and foreign-invested enterprises in accordance with the law.

第四条 【遵守国内法】

Article 4 [Compliance with domestic laws]

外国投资者、外国投资企业应当遵守中国法律，不得损害国家安全和公共利益。

Foreign investors and foreign-invested enterprises shall comply with Chinese laws, and shall not undermine China's national security and public interests.

外国投资者、外国投资企业进行投资、从事经营活动，应当遵守社会公德、商业道德，诚实守信，接受社会监督，承担社会责任。

When making investment and engaging in business activities, foreign investors and foreign-invested enterprises shall abide by social ethics and business ethics, uphold honesty and trustworthiness, accept public supervision, and assume social responsibilities.

第五条 【外资管理制度】

Article 5 [Foreign investment management regime]

国家实行统一的外国投资管理制度。

The State adopts a unified foreign investment management regime.

第六条 【国民待遇】

Article 6 [National treatment]

外国投资者在中国境内投资享有国民待遇，但根据本法第二十三条【目录制定程序】所制定的外国投资特别管理措施目录（以下简称特别管理措施目录）另有规定的除外。

Foreign investors shall enjoy national treatment when investing in Mainland China, unless otherwise prescribed by the Catalogue of Special Management Measures for foreign investment (hereinafter referred to as the "Catalogue of Special Management Measures") formulated pursuant to Article 23 [Procedures for Catalogue Formulation] herein.

第七条 【投资促进】

Article 7 [Investment promotion]

国家制定和实施与社会主义市场经济相适应的外国投资促进政策，推动投资便利化，建立健全统一开放、竞争有序的市场体系。

The State shall formulate and adopt foreign investment promotion policies in accordance with the socialist market economy, promote investment facilitation, and establish and improve a market system that is unified, open, competitive and orderly.

第八条 【公开透明原则】

Article 8 [Principle of openness and transparency]

国家对外国投资者在中国境内投资的管理，应遵循公开、透明的原则。

The State shall manage the investment in Mainland China by foreign investors in an open and transparent manner.

第九条 【外国投资主管部门】

Article 9 [Competent foreign investment departments]

国务院外国投资主管部门依照本法主管全国外国投资管理和促进工作。

The competent foreign investment department of the State Council shall be in charge of foreign investment management and promotion at the national level in accordance with this Law.

县级以上地方各级人民政府外国投资主管部门依法定权限负责本辖区的外国投资管理和促进工作。

Competent foreign investment departments of local people's governments at and above the county level shall be in charge of foreign investment management and promotion work within their respective jurisdictions according to statutory authority.

第十条 【投资条约】

Article 10 [Investment treaties]

国家根据平等互利的原则，促进和发展同其他国家和地区的投资，缔结多双边、区域投资条约、公约、协定。

The State shall, according to the principle of equality and mutual benefit, promote and develop investment with other countries and regions, and conclude bilateral, multilateral and regional investment treaties, conventions and agreements.

第二章 外国投资者和外国投资

Chapter 2: Foreign Investors and Foreign Investment

第十一条 【外国投资者】

Article 11 [Foreign investors]

本法所称的外国投资者，是指在中国境内投资的以下主体：

For the purpose of this Law, foreign investors shall refer to the following parties that invest in Mainland China:

- (一) 不具有中国国籍的自然人；
- (1) Natural persons who do not hold Chinese nationality;
- (二) 依据其他国家或者地区法律设立的企业；
- (2) Enterprises established pursuant to the laws of other countries or regions;
- (三) 其他国家或者地区政府及其所属部门或机构；
- (3) Governments of other countries or regions and their subordinate departments or agencies; and
- (四) 国际组织。
- (4) International organizations.

受前款规定的主体控制的境内企业，视同外国投资者。

Domestic enterprises controlled by any of the parties prescribed under the preceding Paragraph shall be deemed as foreign investors.

第十二条 【中国投资者】

Article 12 [Chinese investors]

本法所称的中国投资者，是指以下主体：

For the purpose of this Law, the term “Chinese investors” shall refer to the following parties:

- (一) 具有中国国籍的自然人；
- (1) Natural persons of Chinese nationality;
- (二) 中国政府及其所属部门或机构；
- (2) The Chinese Government and its subordinate departments or agencies; and
- (三) 受前两项主体控制的境内企业。
- (3) Domestic enterprises controlled by any of the parties under the preceding two items.

第十三条 【境内企业】

Article 13 [Domestic enterprises]

本法所称的境内企业，是指依据中国法律在中国境内设立的企业。

For the purpose of this Law, the term “domestic enterprises” shall refer to enterprises established in Mainland China pursuant to Chinese laws.

第十四条 【外国投资企业】

Article 14 [Foreign-invested enterprises]

本法所称的外国投资企业，是指全部或者部分由外国投资者投资、依据中国法律在中国境内设立的企业。

For the purpose of this Law, the term “foreign-invested enterprises” shall refer to enterprises established in Mainland China pursuant to Chinese laws that are solely or partially invested by foreign investors.

第十五条 【外国投资】

Article 15 [Foreign investment]

本法所称的外国投资，是指外国投资者直接或者间接从事的如下投资活动： For the purpose of this Law, the term “foreign investment” shall refer to any of the following investment activities directly or indirectly carried out by a foreign investor:

- (一) 设立境内企业；
- (1) To establish a domestic enterprise;
- (二) 取得境内企业的股份、股权、财产份额、表决权或者其他类似权益；
- (2) To acquire the shares, equities, property shares, voting rights or other similar rights and interests of a domestic enterprise;
- (三) 向其持有前项所称权益的境内企业提供一年期以上融资；
- (3) To provide financing of one year or longer for a domestic enterprise in which the foreign investor holds any of the rights and interests as prescribed by the preceding item;
- (四) 取得境内或其他属于中国资源管辖领域自然资源勘探、开发的特许权，或者取得基础设施建设、运营的特许权；
- (4) To obtain concession rights for natural resources exploration or exploitation in the Mainland or other areas subject to China's resource jurisdiction, or to obtain concession rights for infrastructure construction or operations;
- (五) 取得境内土地使用权、房屋所有权等不动产权利；
- (5) To obtain the right to use domestic land, the ownership of domestic properties and other domestic real estate rights; or

(六) 通过合同、信托等方式控制境内企业或者持有境内企业权益。

(6) To control a domestic enterprise or hold the rights and interests of a domestic enterprise through contracts, trusts and other means.

境外交易导致境内企业的实际控制权向外国投资者转移的，视同外国投资者在中国境内投资。

Overseas transactions that result in the transfer of the actual control over a domestic enterprise to a foreign investor shall be deemed as investment in Mainland China by the foreign investor.

第十六条 【不动产权利】

Article 16 [Real estate rights]

外国投资者取得中国境内土地使用权、房屋所有权等不动产权利的，适用有关法律法规的规定，同时还应遵守本法第四章【国家安全审查】、第五章【信息报告】的规定。

Where a foreign investor obtains the right to use domestic land, the ownership of domestic properties and other domestic real estate rights, relevant laws and regulations, as well as the provisions of Chapter 4 [National Security Review] and Chapter 5 [Information Reporting] herein shall apply.

第十七条 【非营利组织】

Article 17 [Non-profit organizations]

外国投资者在中国境内设立非营利组织或取得非营利组织权益的，适用有关法律法规的规定，同时还应遵守本法第四章【国家安全审查】、第五章【信息报告】的规定。

Where a foreign investor sets up a non-profit organization or obtains the rights and interests of a non-profit organization in Mainland China, relevant laws and regulations, as well as the provisions of Chapter 4 [National Security Review] and Chapter 5 [Information Reporting] of this Law shall apply.

第十八条 【控制】

Article 18 [Control]

本法所称的控制，就某一企业而言，是指符合以下条件之一的情形：

For the purpose of this Law, a party shall have control over an enterprise when it meets any of the following circumstances:

(一) 直接或者间接持有该企业百分之五十以上的股份、股权、财产份额、表决权或者其他类似权益的。

(1) Where the party directly or indirectly holds 50% or more of the shares, equity, property shares, voting rights or other similar rights and interests of the subject enterprise;

(二) 直接或者间接持有该企业的股份、股权、财产份额、表决权或者其他类似权益虽不足百分之五十，但具有以下情形之一的：

(2) Where the party directly or indirectly holding less than 50% of the shares, equity, property shares, voting rights or other similar rights and interests of the subject enterprise, but falls under any of the following circumstances:

1. 有权直接或者间接任命该企业董事会或类似决策机构半数以上成员；

1. The party is entitled to, directly or indirectly, appoint at least half of the members of the board of directors or a similar decision-making body of the subject enterprise;

2. 有能力确保其提名人员取得该企业董事会或类似决策机构半数以上席位；

2. The party has the ability to ensure that its nominated persons can obtain at least half of the seats on the board of directors or a similar decision-making body of the subject enterprise; or

3.所享有的表决权足以对股东会、股东大会或者董事会等决策机构的决议产生重大影响。

3. The voting rights to which the party is entitled are sufficient to exert a material impact on the resolutions of the shareholders' meeting, the general meeting, the board of directors or other decision-making bodies of the enterprise. or

(三) 通过合同、信托等方式能够对该企业的经营、财务、人事或技术等施加决定性影响的。

(3) Where the party is able to exert a decisive influence on the operations, finance, personnel, technology, etc. of the subject enterprise through contracts, trust or other means.

第十九条 【实际控制人】

Article 19 [Actual controller]

本法所称的实际控制人，是指直接或者间接控制外国投资者或者外国投资企业的自然人或者企业。

For the purpose of this Law, the term “actual controllers” shall refer to natural persons or enterprises that directly or indirectly control foreign investors or foreign-invested enterprises.

第三章 准入管理

Chapter 3: Market Access Administration

第一节 一般规定

Section 1: General Provisions

第二十条 【外资准入制度】

Article 20 [Foreign investment market access regime]

国家实行统一的外国投资准入制度，对禁止或限制外国投资的领域依据特别管理措施目录实施管理。

The State shall adopt a unified foreign investment market access regime, and manage fields in which foreign investment is prohibited or restricted pursuant to the *Catalogue of Special Management Measures*.

第二十一条 【外资准入主管部门】

Article 21 [Competent department in charge of foreign investment market access]

外国投资主管部门会同有关部门对外国投资实施准入管理。

The competent foreign investment department shall manage the market access of foreign investment in conjunction with other relevant departments.

第二十二条 【特别管理措施目录】

Article 22 [Catalogue of Special Management Measures]

对外国投资者及其投资给予低于中国投资者及其投资的待遇或施加其他限制的，须以法律、行政法规或国务院决定的形式予以规定，并纳入特别管理措施目录。

Where foreign investors and their investments are to be given treatment less favorable than that granted to Chinese investors and their investments or are to be subject to other restrictions, such treatment or restrictions shall be prescribed in the form of laws, administrative regulations or decisions of the State Council, and be included in the *Catalogue of Special Management Measures*.

第二十三条 【目录制定程序】

Article 23 [Procedures for catalogue formulation]

特别管理措施目录由国务院统一制定并发布。

The Catalogue of Special Management Measures shall be formulated and promulgated by the State Council in a unified manner.

国务院外国投资主管部门会同有关部门，根据国家缔结的多双边、区域投资条约、公约、协定和有关外国投资的法律、行政法规、国务院决定，提出制定或调整特别管理措施目录的建议，提交国务院审议。

The competent foreign investment department of the State Council shall, in conjunction with other relevant departments and pursuant to the bilateral, multilateral and regional investment treaties, conventions and agreements concluded by the State, as well as relevant laws, administrative regulations and decisions of the State Council on foreign investment, raise suggestions on formulating or adjusting the Catalogue of Special Management Measures, and submit these suggestions to the State Council for deliberation.

第二十四条 【目录分类】

Article 24 [Catalogue classification]

特别管理措施目录分为禁止实施目录和限制实施目录。

The Catalogue of Special Management Measures shall be divided into a list of prohibited investment and a list of restricted investment.

限制实施目录应详细列明对外国投资的限制条件。

The list of restricted investment shall detail the restrictive conditions on foreign investment.

第二十五条 【禁止实施目录】

Article 25 [List of prohibited investment]

外国投资者不得投资禁止实施目录列明的领域。

Foreign investors are not allowed to invest in the fields specified in the list of prohibited investment.

外国投资者直接或者间接持有境内企业的股份、股权、财产份额或者其他权益、表决权，该境内企业不得投资禁止实施目录中列明的领域，国务院另有规定的除外。

Where a foreign investor directly or indirectly holds the shares, equity, property shares or other rights and interests, or voting rights of a domestic enterprise, the domestic enterprise shall not invest in the fields specified in the list of prohibited investment, unless otherwise prescribed by the State Council.

第二十六条 【限制实施目录】

Article 26 [List of restricted investment]

限制实施目录包括以下情形：

The list of restricted investment shall include the following scenarios:

(一) 超过国务院规定的金额标准的投资；

(1) Investments exceeding the relevant monetary thresholds prescribed by the State Council; and

(二) 限制实施外国投资的领域。

(2) Fields in which foreign investment is restricted.

外国投资涉及限制实施目录所列情形的，应符合限制实施目录规定的条件，并依照本法向外国投资主管部门申请外国投资准入许可。

A foreign investor who falls under any of the scenarios specified in the list of restricted investment shall satisfy the conditions prescribed in the list of restricted investment, and shall apply for market access licensing of foreign investment to the competent foreign investment department in accordance with this Law.

未在限制实施目录中列明的，无需申请准入许可。

Foreign investors are not required to apply for market access licensing for investments not specified in the list of restricted investment.

第二节 准入许可 Section 2: Market Access Licensing

第二十七条 【外资准入许可申请】

Article 27 [Applying for foreign investment market access licensing]

实施本法第二十六条【限制实施目录】第一款第（一）项规定的投资，应向国务院外国投资主管部门申请准入许可。

A foreign investor that intends to make investment under Item (1) of Paragraph 1 of Article 26 [List of restricted investment] herein shall apply for market access licensing to the competent foreign investment department of the State Council.

实施本法第二十六条【限制实施目录】第一款第（二）项规定的投资，应向国务院外国投资主管部门或省、自治区、直辖市人民政府外国投资主管部门申请准入许可。具体许可权限划分，由国务院规定。

A foreign investor that intends to make investment under Item (2) of Paragraph 1 of Article 26 [List of restricted investment] herein shall apply for market access licensing to the competent foreign investment department of the State Council or the competent foreign investment department of the people's government of the relevant province, autonomous region or centrally-administered municipality. Specific division of the licensing authority shall be prescribed by the State Council.

第二十八条 【投资数额的累积计算】

Article 28 [Cumulative calculation of the investment amount]

外国投资者在两年内针对同一投资事项多次实施投资，其投资金额累积达到限制实施目录中规定的标准的，应当依照本法申请准入许可。

A foreign investor shall apply for market access licensing in accordance with this Law if it repeatedly invests in the same investment item within two years and the cumulative amount of investment reaches the threshold prescribed in the list of restricted investment.

第二十九条 【融资计入投资数额】

Article 29 [Including financing in the investment amount]

外国投资者向其持有权益的境内企业直接或间接提供一年以上融资的，应将融资数额纳入投资数额加以计算。

Where a foreign investor directly or indirectly provides financing of one year or longer for a domestic enterprise in which it holds rights and interests, the amount of financing provided shall be included in the amount of investment for calculation.

第三十条 【准入许可申请材料】

Article 30 [Application materials for market access licensing]

外国投资者依据本法第二十七条【外资准入许可申请】向外国投资主管部门提出准入许可申请时，应提交以下材料：

A foreign investor shall submit the following materials when applying for market access licensing to the competent foreign investment department in accordance with Article 27 [Applying for foreign investment market access licensing] herein:

（一）申请书，包括：

(1) A written application, covering:

1. 外国投资者及其实际控制人的情况；

1. The profiles of the foreign investor and the actual controller thereof;

2. 外国投资基本信息，包括投资金额、投资领域、投资区域、投资方式、出资比例和方式等；

2. Basic information on the proposed foreign investment, including the amount, fields and geographical areas of the investment, investment methods, percentages and methods of capital contribution, etc.;

3.符合特别管理措施要求的说明;

3. Statements that the proposed foreign investment meets the requirements of special management measures;

4.外国投资对能源资源、技术创新、就业、环境保护、安全生产、区域发展、资本项目管理、行业发展的影响;

4. The impact of the proposed foreign investment on energy resources, technological innovation, employment, environmental protection, production safety, regional development, capital account management and industrial development;

5.对是否触发国家安全审查和反垄断审查的说明;

5. Statements on whether the proposed foreign investment triggers national security review and anti-monopoly review;

6.需申领前置性行业许可的,提交行业主管部门颁发的许可证件;

6. Licensing certificates issued by competent industry departments, applicable where prior industry licensing is required;

7.涉及外国投资企业的设立或变更的,提交该外国投资企业的组织形式、治理结构等信息;

7. Information on the organizational form, governance structure, etc. of a foreign-invested enterprise, applicable where establishment or modification of the subject foreign-invested enterprise is involved; and

8.通知和送达方式。

8. Methods of notification and correspondence.

(二) 与申请书内容有关的文件和证明材料;

(2) Documents and supporting materials related to the contents of the written application; and

(三) 外国投资者及其实际控制人的陈述、声明及对申请材料真实性、完整性的承诺。

(3) Statements and declarations of the foreign investor and the actual controller thereof, and their declaration on the authenticity and completeness of the application materials.

外国投资主管部门可要求外国投资者补充提交与前款规定内容相关的材料。

The competent foreign investment department may require the foreign investor to submit supplementary materials related to the contents prescribed in the preceding Paragraph.

第三十一条 【受理】

Article 31 [Application acceptance]

申请材料齐全并符合法定形式的,外国投资主管部门应当受理准入许可申请,并向申请人出具受理回执。

Where the application materials submitted by an applicant are complete and in the statutory form, the relevant competent foreign investment department shall accept the market access licensing application, and issue an acknowledgement of application acceptance to the applicant.

申请材料不齐全或不符合法定形式的,应当场或者在 5 个工作日内一次告知申请人需要补正的全部内容,逾期不告知的,自收到申请材料之日起即为受理。

Where the application materials are incomplete or are not in the statutory form, the competent foreign investment department shall inform the applicant, on the spot or within five working days, of all the materials to be supplemented/corrected at one time, failing which, the said department shall be deemed to have accepted the application from the date of receipt of the application materials.

第三十二条 【审查因素】

Article 32 [Factors subject to review]

外国投资主管部门应从以下方面对外国投资进行准入审查：

A competent foreign investment department shall conduct market access review of the proposed foreign investment by a foreign investor from the following perspectives:

- (一) 对国家安全的影响；
- (1) Its impact on national security;
- (二) 是否符合特别管理措施目录规定的条件；
- (2) Whether it satisfies the conditions specified in the Catalogue of Special Management Measures;
- (三) 对能源资源、技术创新、就业、环境保护、安全生产、区域发展、资本项目管理、竞争、社会公共利益等的影响；
- (3) Its impact on energy resources, technological innovation, employment, environmental protection, production safety, regional development, capital account management, competition, social and public interests, etc.;
- (四) 对于行业发展的实际影响与控制力；
- (4) Its actual impact on, and control over industry development;
- (五) 国际条约义务；
- (5) International treaty obligations;
- (六) 外国投资者及其实际控制人的情况；
- (6) The profiles of the foreign investor and the actual controller thereof; and
- (七) 国务院规定的其他因素。
- (7) Other factors prescribed by the State Council.

第三十三条 【准入许可和行业许可的关系】

Article 33 [Relationship between market access licensing and industry licensing]

外国投资涉及需申领前置性行业许可的领域的，外国投资主管部门在审查决定中说明行业许可获得情况。

Where a proposed foreign investment involves fields subject to prior industry licensing, the competent foreign investment department shall state the situations concerning the approval of industry licensing in its review decision.

外国投资涉及需申领非前置性行业许可的领域的，外国投资主管部门应在审查时征求相关行业主管部门意见。行业主管部门出具审查意见书，外国投资主管部门在审查决定中说明行业主管部门的审查意见。

Where a proposed foreign investment involves fields subject to non-prior industry licensing, the competent foreign investment department shall consult relevant competent industry departments at the time of review. The competent industry departments shall issue written review comments, which shall be stated by the competent foreign investment department in its review decision.

第三十四条 【准入许可和安审的衔接】

Article 34 [Connection between market access licensing and national security review]

外国投资主管部门在进行准入审查时，发现外国投资事项危害或可能危害国家安全的，应暂停准入审查程序，并书面告知申请人提交国家安全审查申请；进行准入审查的省、自治区、直辖市人民政府外国投资主管部门应将有关情况报告国务院外国投资主管部门。除非申请人撤回准入许可申请，外国投资者应当按照本法第四章【国家安全审查】提交国家安全审查申请。

Where a competent foreign investment department finds that matters of foreign investment endanger or may endanger national security during market access licensing, it shall suspend the market access review process and notify the relevant

applicant in writing to submit an application for national security review. The competent foreign investment department of the people's government of the relevant province, autonomous region or centrally-administered municipality which conducts market access review shall report relevant information to the competent foreign investment department of the State Council. Unless the applicant withdraws its application for market access licensing, the foreign investor concerned shall submit an application for national security review pursuant to Chapter 4 [National Security Review] herein.

第三十五条 【审查期限】

Article 35 [Review period]

外国投资主管部门应在受理准入许可申请之日起 30 个工作日内完成审查。情况复杂的可延长 30 个工作日。

The competent foreign investment department shall complete review within 30 working days upon the date of acceptance of an application for market access licensing. The review period may be extended by another 30 working days under complicated circumstances.

发生本法第三十四条【准入许可和安审的衔接】规定的情形并进入国家安全审查程序的，进行国家安全审查的期限不计入前款所列的审查期限。

Where the procedures for national security review are activated under the circumstances prescribed by Article 34 [Connection between market access licensing and national security review] herein, the period for national security review shall not be included in the review period prescribed in the preceding Paragraph.

第三十六条 【审查决定】

Article 36 [Review decision]

外国投资主管部门依法对外国投资事项作出批准、附加条件批准或不予批准的书面决定，并通知申请人；作出附加条件批准或不予批准决定的，应当说明理由。

The competent foreign investment department shall, pursuant to the law, make a written decision on approval, conditional approval or rejection of foreign investment matters, and notify the applicant concerned of the said decision. The said department shall explain relevant reasons if it makes a decision on conditional approval or rejection.

第三十七条 【附加条件的类型】

Article 37 [Types of additional conditions]

外国投资主管部门作出审查决定时可附加以下一项或几项条件：

The competent foreign investment department may attach one or more of the following conditions to a review decision:

- (一) 资产或业务剥离；
- (1) Divestment of assets or business;
- (二) 持股比例限制；
- (2) Limits on the percentages of shareholding;
- (三) 经营期限要求；
- (3) Requirements on the operating period;
- (四) 投资区域限制；
- (4) Restrictions on investment regions;
- (五) 当地用工比例或数量要求；
- (5) Requirements on the percentage or number of local employment; and/or
- (六) 国务院规定的其他条件。
- (6) Other conditions prescribed by the State Council.

外国投资主管部门附加以上一项或多项条件的，应在审查决定中列明。

The competent foreign investment department shall list one or more of the aforesaid conditions in its review decision if such conditions are to be attached.

第三十八条 【征求意见】

Article 38 [Soliciting opinions]

外国投资主管部门进行准入审查时，可征求相关部门、地方和其他利害关系人意见。

When conducting market access review, the competent foreign investment department may consult relevant departments, regions and other stakeholders.

第三十九条 【征求社会公众意见】

Article 39 [Soliciting public opinions]

外国投资主管部门进行准入审查时，认为申请事项可能对社会公共利益造成重大影响的，可通过召开论证会、举行公开听证等方式征求社会公众意见。

When conducting market access review, the competent foreign investment department may solicit public opinions by holding panel discussions or public hearings if it considers that the matters under application may have a significant impact on public interests.

第四十条 【申辩机会】

Article 40 [Opportunity for self-defense]

外国投资主管部门进行准入审查，拟作出附加条件批准或者不予批准决定的，应给予外国投资者申辩的机会。

Where the competent foreign investment department intends to make a decision on conditional approval or non-approval during market access review, it shall give the foreign investor concerned the opportunity to defend its position.

第四十一条 【批准决定时效】

Article 41 [Validity period of an approval decision]

外国投资者自批准决定作出之日起 1 年内未实施投资行为的，应向作出批准决定的外国投资主管部门说明情况。外国投资主管部门认为有必要的，外国投资者应重新提出准入许可申请。

A foreign investor that fails to make the relevant investment within one year from the date of the approval decision shall explain relevant situations to the competent foreign investment department that has made the approval decision. Where the competent foreign investment department deems it necessary, the foreign investor shall submit a new application for market access licensing.

第四十二条 【办理手续】

Article 42 [Handling formalities]

外国投资依照本法须经准入许可的，外国投资者应在获得准入许可后办理登记、外汇、税务等手续。

Where a proposed foreign investment is subject to market access licensing in accordance with this Law, the foreign investor concerned shall go through the procedures for registration, foreign exchange administration, taxation, etc. after obtaining market access licensing.

外国投资依照本法无需申请准入许可的，外国投资者可依据相关法律法规办理登记、外汇、税务等手续。

Where a proposed foreign investment is not subject to market access licensing in accordance with this Law, the foreign investor concerned may go through the procedures for registration, foreign exchange administration, taxation, etc. in accordance with relevant laws and regulations.

第四十三条 【许可决定的公开】

Article 43 [Disclosure of licensing decisions]

外国投资主管部门应向社会公布外国投资准入许可决定，但依法不予公开的除外。

The competent foreign investment department shall make public its market access licensing decisions on foreign investment, unless such decisions shall not be disclosed in accordance with the law.

第四十四条 【遵守附加条件的报告】

Article 44 [Reports on compliance with additional conditions]

外国投资依照本法获得附加条件准入许可的，外国投资者或外国投资企业在依据本法第五章【信息报告】第四节【定期报告】提交年度报告时应同时说明上一年度遵守附加条件开展经营活动的有关情况。

Where market access licensing is granted to a foreign investment with additional conditions attached in accordance with this Law, the relevant foreign investor or foreign-invested enterprise shall, at the same time of submitting an annual report pursuant to Section 4 [Periodic Reports] of Chapter 5 [Information Reporting] herein, explain the situations on conducting business operations in the preceding year in compliance with the additional conditions attached.

第四十五条 【实际控制情形下视为内资】

Article 45 [Circumstances of actual control deemed as domestic investment]

本法第十一条【外国投资者】第一款第（二）项所规定的外国投资者，受中国投资者控制的，其在中国境内从事限制实施目录范围内的投资，在申请准入许可时，可提交书面证明材料，申请将其投资视作中国投资者的投资。

Where a foreign investor prescribed by Item (2) of Paragraph 1 of Article 11 [Foreign investors] herein is controlled by a Chinese investor, the foreign investor may, when applying for market access licensing for its investment in Mainland China that is included in the scope of the list of restricted investment, submit supporting materials in writing to apply for having its investment deemed as investment by the said Chinese investor.

外国投资主管部门在进行准入许可审查时，应对外国投资者依据前款规定提出的申请进行审查，作出是否视作中国投资者的投资的审查意见，并在准入许可决定中予以说明。

The relevant competent foreign investment department shall, when conducting market access licensing review, review the application submitted by the foreign investor in accordance with the preceding Paragraph, issue review opinions on whether to deem the investment as investment by the Chinese investor, and explain the same in its market access licensing decision.

第四十六条 【外资准入审查指南】

Article 46 [Guidelines for market access review of foreign investment]

国务院外国投资主管部门应编制和公布外国投资准入审查指南。

The competent foreign investment department of the State Council shall prepare and publish guidelines for market access review of foreign investment.

第四十七条 【咨询】

Article 47 [Inquiry]

外国投资者及其利害关系人可就外国投资准入许可的范围和程序向本法第二十七条【外资准入许可申请】规定的外国投资主管部门提出咨询。

A foreign investor and its interested parties may make inquiries on the scope and procedures of foreign investment market access licensing to the competent foreign

investment department prescribed by Article 27 [Applying for foreign investment market access licensing] herein.

外国投资主管部门应在接到咨询申请后 10 个工作日内作出答复。

The competent foreign investment department shall reply within 10 working days upon receipt of the inquiry application.

第四章 国家安全审查 **Chapter 4: National Security Review**

第四十八条 【安全审查制度】

Article 48 [National security review regime]

为确保国家安全，规范和促进外国投资，国家建立统一的外国投资国家安全审查制度，对任何危害或可能危害国家安全的外国投资进行审查。

With a view to ensuring national security, and regulating and promoting foreign investment, the State shall establish a unified foreign investment national security review regime to review any foreign investment that endangers or may endanger national security.

第四十九条 【安审联席会议】

Article 49 [Joint conference for national security review]

国务院建立外国投资国家安全审查部际联席会议（以下简称联席会议），承担外国投资国家安全审查的职责。

The State Council shall establish an inter-ministerial joint conference for foreign investment national security review (hereinafter referred to as the "Joint Conference") to assume the responsibilities for national security review of foreign investment.

国务院发展改革部门和国务院外国投资主管部门共同担任联席会议的召集单位，会同外国投资所涉及的相关部门具体实施外国投资国家安全审查。

The development and reform department and the competent foreign investment department of the State Council shall serve as co-conveners of the Joint Conference, and shall work together with relevant departments involved in foreign investment to conduct specific national security review of foreign investment.

第五十条 【投资者申请安审】

Article 50 [Applying for national security review by investors]

外国投资危害或可能危害国家安全的，外国投资者可向国务院外国投资主管部门提交国家安全审查申请。

Where a proposed foreign investment endangers or may endanger national security, the foreign investor concerned may submit an application to the competent foreign investment department of the State Council for national security review.

第五十一条 【安审申请材料】

Article 51 [Application materials for national security review]

外国投资者向国务院外国投资主管部门提出国家安全审查申请时，应提交以下材料：

A foreign investor shall submit the following materials when applying for national security review to the competent foreign investment department of the State Council:

（一）申请书，包括：

(1) A written application, covering:

1. 外国投资者及其实际控制人、高级管理人员情况；

1. The profiles of the foreign investor and the actual controller and senior management personnel thereof;

2. 外国投资基本信息，包括投资金额、投资领域、投资区域、投资方式、出资比例和方式、经营计划等；

2. Basic information on the proposed foreign investment, including the amount, fields and geographical areas of the investment, investment methods, percentages and methods of capital contribution, business plans, etc.;

3. 外国投资危害或可能危害国家安全的说明；

3. Statements that the proposed foreign investment endangers or may endanger national security;

4. 涉及外国投资企业的设立或变更的，提交该外国投资企业的组织形式、治理结构等信息；

4. Information on the organizational form, governance structure, etc. of a foreign-invested enterprise, applicable where the establishment or modification of the foreign-invested enterprise is involved; and

5. 通知和送达方式。

5. Methods of notification and correspondence.

(二) 与申请书内容有关的文件和证明材料；

(2) Documents and supporting materials related to the contents of the written application; and

(三) 外国投资者及其实际控制人的陈述、声明及对申请材料真实性、完整性的承诺。

(3) Statements and declarations of the foreign investor and the actual controller thereof, and their declaration on the authenticity and completeness of the application materials.

国务院外国投资主管部门可在国家安全审查过程中要求外国投资者及其他当事人补充提交相关材料。

The competent foreign investment department of the State Council may require the foreign investor and other parties concerned to submit relevant supplementary materials during the process of national security review.

第五十二条 【预约商谈】

Article 52 [Making appointments for discussion]

向国务院外国投资主管部门提出安全审查申请之前，外国投资者可就有关程序性问题提出预约商谈的请求，提前沟通有关情况。

Prior to applying for national security review to the competent foreign investment department of the State Council, a foreign investor may request to make an appointment to discuss relevant procedural issues and communicate relevant situations in advance.

第五十三条 【确定是否需要进行安审】

Article 53 [Determining whether to proceed with national security review]

国务院外国投资主管部门应在收到第五十一条【安审申请材料】规定的申请材料后15个工作日内告知申请人有关外国投资事项是否需要进行国家安全审查。

The competent foreign investment department of the State Council shall, within 15 working days upon receipt of the application materials prescribed by Article 51 [Application materials for national security review] herein, inform the applicant of whether national security review is needed for the foreign investment concerned.

需要进行国家安全审查的，国务院外国投资主管部门在告知申请人后5个工作日内提请联席会议进行审查。

Where national security review is necessary, the competent foreign investment department of the State Council shall request the Joint Conference to conduct review within 5 working days upon informing the applicant of relevant situations.

第五十四条 【投资者撤回安审申请】

Article 54 [Withdrawing national security review applications by investors]

外国投资者提出国家安全审查申请后，未经国务院外国投资主管部门同意，不得撤回申请。

After submitting an application for national security review, a foreign investor shall not withdraw the said application without the consent of the competent foreign investment department of the State Council.

第五十五条 【依职权启动安审】

Article 55 [Commencing national security review *ex officio*]

联席会议可依职权决定对危害或可能危害国家安全的外国投资进行国家安全审查。

The Joint Conference may decide, *ex officio*, to conduct national security review of foreign investment that endangers or may endanger national security.

有关部门、行业协会、同业企业、上下游企业及外国投资者以外的其他当事人认为某一外国投资需要进行国家安全审查的，可向国务院外国投资主管部门提出进行国家安全审查的建议。联席会议认为确有必要进行国家安全审查的，可以决定进行审查。

Where relevant departments, industrial associations, enterprises in the same industry, upstream and downstream enterprises and parties concerned other than the relevant foreign investor itself are of the opinion that national security review is needed for a certain foreign investment, they may raise suggestions on conducting national security review to the competent foreign investment department of the State Council. The Joint Conference may decide to conduct national security review if it deems such review as genuinely necessary.

联席会议作出启动国家安全审查决定的，国务院外国投资主管部门应书面告知外国投资者。

Where the Joint Conference decides to commence national security review, the competent foreign investment department of the State Council shall inform the foreign investor concerned in writing.

第五十六条 【再次进行安审】

Article 56 [Re-conducting national security review]

具有下列情形的，联席会议可依据本法第五十五条【依职权启动安审】对已审查的外国投资再次进行国家安全审查：

Under any of the following circumstances, the Joint Conference may, pursuant to Article 55 [Commencing national security review *ex officio*] herein, conduct another round of national security review of a foreign investment that has already been reviewed:

(一) 外国投资者或其他当事人在审查过程中隐瞒有关情况，提供虚假材料或者进行虚假陈述的；

(1) Where the relevant foreign investor or other parties concerned have concealed relevant situations, provided false materials or made false statements during the original review; or

(二) 外国投资者或其他当事人违反了审查决定中所附限制性条件实施投资的。

(2) Where the relevant foreign investor or other parties concerned have made the investment in breach of the restrictive conditions attached to the original review decision.

第五十七条 【安审因素】

Article 57 [Factors subject to national security review]

对外国投资进行国家安全审查应当考虑的因素包括：

Factors that shall be considered during the national security review of a proposed foreign investment include:

- (一) 对国防安全, 包括对国防需要的国内产品生产能力、国内服务提供能力和有关设备设施的影响, 对重点、敏感国防设施安全的影响;
- (1) Its impact on national defense security, including the impact on the capacity for producing domestic products and providing domestic services needed for national defense, the impact on relevant equipment and facilities needed for national defense, and the impact on the safety of key and sensitive national defense installations;
- (二) 对涉及国家安全关键技术研发能力的影响;
- (2) Its impact on the research and development ("R&D") capacity of key technologies involving national security;
- (三) 对涉及国家安全领域的我国技术领先地位的影响;
- (3) Its impact on China's technological leadership in fields involving national security;
- (四) 对受进出口管制的两用物项和技术扩散的影响;
- (4) Its impact on the proliferation of dual-use items and technologies subject to import and export control;
- (五) 对我国关键基础设施和关键技术的影响;
- (5) Its impact on China's critical infrastructure and key technologies;
- (六) 对我国信息和网络安全的影响;
- (6) Its impact on China's information and network security;
- (七) 对我国在能源、粮食和其他关键资源方面长期需求的影响;
- (7) Its impact on China's long-term demand in terms of energy, grains and other critical resources;
- (八) 外国投资事项是否受外国政府控制;
- (8) Whether matters of the proposed foreign investment are controlled by a foreign government;
- (九) 对国家经济稳定运行的影响;
- (9) Its impact on the stable operation of the national economy;
- (十) 对社会公共利益和公共秩序的影响;
- (10) Its impact on public interests and the public order; and
- (十一) 联席会议认为应当考虑的其他因素。
- (11) Other factors necessary to be considered in the opinion of the Joint Conference.

第五十八条 【安审决定类型】

Article 58 [Types of national security review decisions]

根据国家安全审查结果, 国务院或者联席会议可作出如下决定:

According to the results of national security review of a proposed foreign investment, the State Council or the Joint Conference may make any of the following decisions:

- (一) 外国投资不危害国家安全的, 予以通过;
- (1) The proposed foreign investment shall be approved if it does not endanger national security;
- (二) 外国投资危害或者可能危害国家安全、但可通过附加限制性条件消除的, 予以附条件通过;
- (2) The proposed foreign investment shall be conditionally approved if it endangers or may endanger national security, but such danger can be eliminated by attaching additional restrictive conditions; or
- (三) 外国投资危害或者可能危害国家安全且无法消除的, 不予通过。
- (3) The proposed foreign investment shall not be approved if it endangers or may endanger national security, and such danger cannot be eliminated.

第五十九条 【配合安审义务】

Article 59 [Obligations to cooperate with national security review]

外国投资者及其他当事人应配合联席会议进行国家安全审查, 提供审查需要的信息, 接受有关询问或核查。

The foreign investor and other parties concerned shall cooperate with the Joint Conference during national security review, provide information needed for the review, and accept relevant inquiries or verification.

第六十条 【安审阶段】

Article 60 [Stages of national security review]

联席会议进行国家安全审查，分为一般性审查阶段和特别审查阶段。

National security review conducted by the Joint Conference shall be divided into the a stage of general review and a stage of special review.

第六十一条 【一般性审查时限】

Article 61 [General review period]

一般性审查应在国务院外国投资主管部门依据本法第五十三条【确定是否需要进行安审】提请联席会议进行审查之日或者联席会议依据本法第五十五条【依职权启动安审】决定进行国家安全审查之日起 30 个工作日内完成。

General review shall be completed within 30 working days upon the date when the competent foreign investment department of the State Council requests the Joint Conference to conduct review pursuant to Article 53 [Determining whether to proceed with national security review] herein or upon the date when the Joint Conference decides to conduct national security review pursuant to Article 55 [Commencing national security review *ex officio*] herein.

第六十二条 【一般性审查意见】

Article 62 [General review opinions]

经过一般性审查后，如联席会议认为外国投资不危害国家安全的，应形成审查意见，并书面通知国务院外国投资主管部门；认为外国投资可能存在危害国家安全风险的，应决定进行特别审查，并书面通知国务院外国投资主管部门。

After general review, if the Joint Conference is of the opinion that a proposed foreign investment is not detrimental to national security, it shall form review opinions and notify the competent foreign investment department of the State Council in writing; and, if the Joint Conference is of the opinion that the proposed foreign investment may run the risks of endangering national security, it shall decide to conduct special review, and notify the competent foreign investment department of the State Council in writing.

国务院外国投资主管部门在收到联席会议审查意见后 5 个工作日内书面通知申请人和有关当事人。

The competent foreign investment department of the State Council shall notify the relevant applicant and parties concerned in writing within 5 working days upon receipt of the review opinions from the Joint Conference.

第六十三条 【特别审查时限】

Article 63 [Special review period]

特别审查应在依据本法第六十二条【一般性审查意见】规定启动特别审查程序之日起 60 个工作日内完成。

Special review shall be completed within 60 working days upon the date of activation of the special review process under Article 62 [General review opinions] herein.

启动特别审查程序后，联席会议应当组织对外国投资的安全评估，并结合评估意见进行审查。

Once the special review is activated, the Joint Conference shall organize security assessment of the proposed foreign investment, and conduct review in light of assessment opinions.

第六十四条 【特别审查意见】

Article 64 [Special review opinions]

经特别审查后，联席会议认为外国投资不危害国家安全的，应提出书面审查意见并书面通知国务院外国投资主管部门；国务院外国投资主管部门在收到联席会议审查意见后 5 个工作日内书面通知申请人和有关当事人。

After special review, if the Joint Conference is of the opinion that a proposed foreign investment is not detrimental to national security, it shall issue written review opinions and notify the competent foreign investment department of the State Council in writing, and the latter shall notify the relevant applicant and parties concerned in writing within 5 working days upon receipt of the review opinions from the Joint Conference.

在特别审查过程中，联席会议认为外国投资危害或可能危害国家安全的，应提出书面审查意见，报请国务院决定。予以通过的，由国务院外国投资主管部门书面通知申请人和有关当事人；予以否决的，由国务院作出否决决定。

During special review, if the Joint Conference is of the opinion that the proposed foreign investment endangers or may endanger national security, it shall issue written review opinions and submit the same to the State Council for decision. Where the proposed foreign investment is approved, the competent foreign investment department of the State Council shall notify the relevant applicant and parties concerned in writing; and, where the proposed foreign investment is vetoed, the State Council shall make the veto decision.

第六十五条 【附加限制性条件】

Article 65 [Attaching additional restrictive conditions]

为避免有关外国投资对国家安全可能产生的危害，申请人可在审查决定作出前向国务院外国投资主管部门提出对有关外国投资附加限制性条件的建议。

To avoid the danger that a proposed foreign investment may impose on national security, the applicant concerned may raise suggestions to the competent foreign investment department of the State Council on attaching additional restrictive conditions to the proposed foreign investment before a review decision is made.

联席会议应对该建议的有效性和可行性进行评估。

The Joint Conference shall evaluate the effectiveness and feasibility of such suggestions.

联席会议可根据评估结果与有关当事人议定附加限制性条件，包括对投资进行必要的调整，以消除对国家安全可能产生的危害。

The Joint Conference may negotiate and agree with the parties concerned on the additional restrictive conditions to be attached based on evaluation results, including necessary adjustments to the proposed investment, so as to eliminate the possible danger to national security.

第六十六条 【附条件通过】

Article 66 [Conditional approval]

经过评估并与当事人达成一致，联席会议可作出予以附条件通过的决定，并书面通知国务院外国投资主管部门告知申请人和有关当事人。

After conducting evaluation and reaching agreements with the parties concerned, the Joint Conference may make a decision to conditionally approve a proposed foreign investment, and shall notify the competent foreign investment department of the State Council in writing to inform the relevant applicant and parties concerned.

第六十七条 【附条件的监督执行】

Article 67 [Supervision and implementation of additional conditions]

外国投资按照本法获得附加限制性条件通过国家安全审查的，外国投资者、外国投资企业在依据本法第五章【信息报告】第四节【定期报告】提交年度报告时应同时说明上一年度遵守限制性条件的有关情况。

Where a foreign investment passes national security review with additional restrictive conditions attached in accordance with this Law, the relevant foreign investor or foreign-invested enterprise shall, at the same time of submitting an annual report pursuant to Section 4 [Periodic Reports] of Chapter 5 [Information Reporting] herein, explain its compliance with the additional restrictive conditions attached in the preceding year.

国务院外国投资主管部门应当会同有关部门采取适当措施监督限制性条件的执行情况。有关当事人违反限制性条件对国家安全造成危害或者有可能造成危害的，国务院外国投资主管部门可依据本法第五十六条【再次进行安审】规定再次提请国家安全审查。

The competent foreign investment department of the State Council shall, in conjunction with relevant departments, take appropriate measures to supervise the implementation of restrictive conditions. Where the party concerned breaches the restrictive conditions, and thus causes or may cause harm to national security, the competent foreign investment department of the State Council may request for another round of national security review pursuant to Article 56 [Re-conducting national security review] herein.

第六十八条 【安审指南】

Article 68 [Guidelines for national security review]

国务院外国投资主管部门应编制和公布外国投资国家安全审查指南。

The competent foreign investment department of the State Council shall prepare and publish guidelines for national security review of foreign investment.

第六十九条 【安审年度报告】

Article 69 [Annual reports on national security review]

国务院外国投资主管部门应编制和公布外国投资国家安全审查年度报告。

The competent foreign investment department of the State Council shall prepare and publish annual reports on national security review of foreign investment.

第七十条 【安审临时措施】

Article 70 [Interim measures for national security review]

国家安全审查程序进行中，国务院外国投资主管部门可采取必要的临时措施，以维护国家安全。

During national security review, the competent foreign investment department of the State Council may take necessary interim measures to safeguard national security.

第七十一条 【安审强制措施】

Article 71 [Compulsory measures for national security review]

经过国家安全审查认定外国投资对国家安全已经造成或可能造成重大危害的，国务院外国投资主管部门应责令当事人不得实施或者终止外国投资，或采取转让相关股权、资产或其他有效措施，消除或者避免外国投资对国家安全的危害。

Where it is found after national security review that a foreign investment has caused or may cause significant harm to national security, the competent foreign investment department of the State Council shall order the parties concerned to refrain from or terminate the foreign investment, or to transfer relevant equities or assets, or to take other effective measures to eliminate or avoid the danger of the foreign investment on national security.

国务院外国投资主管部门可会同有关部门采取必要措施，消除或者避免外国投资对国家安全的危害。

The competent foreign investment department of the State Council may take necessary measures in conjunction with relevant departments to eliminate or avoid the danger of foreign investment on national security.

第七十二条 【法律责任承担】

Article 72 [Assumption of legal liabilities]

外国投资者未申请国家安全审查而实施投资，国务院外国投资主管部门依据本法第七十条【安审临时措施】、第七十一条【安审强制措施】采取措施给已实施投资造成损失的，由外国投资者承担。

Where a foreign investor makes investment without applying for national security review, the losses to the investment caused by the measures taken by the competent foreign investment department of the State Council in accordance with Article 70 [Interim measures for national security review] or Article 71 [Compulsory measures for national security review] herein shall be borne by the foreign investor.

第七十三条 【行政复议和诉讼的豁免】

Article 73 [Exemption from administrative reconsideration and litigation]

对于依据本章作出的国家安全审查决定，不得提起行政复议和行政诉讼。

No administrative reconsideration application and administrative lawsuit may be filed against national security review decisions made in accordance with this Chapter.

第七十四条 【外国投资金融领域安全审查制度】

Article 74 [Security review regime for foreign investment in the financial sector]

外国投资者投资金融领域的国家安全审查制度，由国务院另行规定。

The national security review regime for investment in the financial sector made by foreign investors shall be separately prescribed by the State Council.

第五章 信息报告

Chapter 5: Information Reporting

第一节 一般规定

Section 1: General Provisions

第七十五条 【信息报告制度】

Article 75 [Information reporting regime]

国家建立和完善外国投资信息报告制度，及时、准确、全面掌握全国外国投资情况和外国投资企业运营状况，为制定和完善外国投资法律法规及政策、促进和引导外国投资提供依据。

The State shall establish and improve the foreign investment information reporting regime, so as to have a timely, accurate and complete grasp of the situations of foreign investment and the operating conditions of foreign-invested enterprises nationwide, and provide bases for formulating and fine-tuning foreign investment laws, regulations and policies, and promoting and guiding foreign investment.

第七十六条 【信息报告管理】

Article 76 [Information reporting management]

国务院外国投资主管部门建立外国投资信息报告系统，制定信息报告管理制度，负责全国外国投资信息的汇总、分析、发布和对外交流工作。

The competent foreign investment department of the State Council shall establish a foreign investment information reporting system, develop information reporting management systems, and be responsible for the summarization, analysis, publication and external exchange of foreign investment information at the national level.

第七十七条 【外国投资分析报告】

Article 77 [Foreign investment analysis reports]

国务院外国投资主管部门编写并发布年度外国投资分析报告，包括外国投资的行业分析、经济效益、社会影响以及政策建议等内容。

The competent foreign investment department of the State Council shall prepare and publish annual foreign investment analysis reports covering industry analysis, economic benefits, social impact, policy recommendations, etc. concerning foreign investment.

第七十八条 【信息报告主体】

Article 78 [Parties subject to information reporting]

外国投资者、外国投资企业应当依据本法履行信息报告义务。

Foreign investors and foreign-invested enterprises shall fulfill information reporting obligations in accordance with this Law.

第七十九条 【信息报告途径】

Article 79 [Information reporting channels]

外国投资者、外国投资企业通过外国投资信息报告系统向外国投资主管部门报告信息。

Foreign investors and foreign-invested enterprises shall report information to competent foreign investment departments via the foreign investment information reporting regime.

第八十条 【如实报告】

Article 80 [Truthful reporting]

外国投资者、外国投资企业应当依照本法真实、准确、完整地提供信息，不得有虚假记载、误导性陈述或重大遗漏。

Foreign investors and foreign-invested enterprises shall provide information in a truthful, accurate and complete manner in accordance with this Law. The information provided shall not contain any false records, misleading statements or material omissions.

第八十一条 【组合投资报告】

Article 81 [Reports on portfolio investments]

外国投资者购买境内上市公司股票，应按《证券法》和国务院证券监督管理机构的相关规定履行报告、公告及其他法定义务。

A foreign investor that purchases the shares of a domestically-listed company shall fulfill reporting, announcement and other statutory obligations pursuant to the *Securities Law* and relevant provisions of the securities regulatory authority of the State Council.

外国投资者购买境内上市公司股票 10%以上，或者不足 10%但导致境内上市公司控制权发生变更的，应当依照本章规定履行报告义务。

A foreign investor that purchases 10% or more of the shares of a domestically-listed company, or that causes changes to the control of a domestically-listed company despite only purchasing less than 10% of its shares shall fulfill reporting obligations in accordance with this Chapter.

外国投资者购买境内上市公司股票不足 10%且未导致境内上市公司控制权发生变更的，应当依照本法第九十三条【年度报告内容—组合投资】履行报告义务。

A foreign investor that purchases less than 10% of the shares of a domestically-listed company and that does not cause changes to the control thereof shall fulfill reporting obligations in accordance with Article 93 [Contents of annual reports – portfolio investments] herein.

第八十二条 【报告信息公示】

Article 82 [Public disclosure of reported information]

国务院外国投资主管部门可通过外国投资信息报告系统向社会公示外国投资者、外国投资企业提供的信息。

The competent foreign investment department of the State Council may, via the foreign investment information reporting system, make public the information provided by foreign investors and foreign-invested enterprises.

第八十三条 【报告信息查询】

Article 83 [Inquiry of reported information]

公民、法人或者其他组织可依法向外国投资主管部门申请查询外国投资信息。

Citizens, legal persons or other organizations may apply to competent foreign investment departments for inquiring about foreign investment information pursuant to the law.

第八十四条 【信息公示的例外】

Article 84 [Exception to information disclosure]

外国投资信息涉及外国投资者、外国投资企业的商业秘密、个人隐私的，不予公开，法律、行政法规另有规定的除外。

Foreign investment information that involves the trade secrets or personal privacy of foreign investors and foreign-invested enterprises shall not be disclosed, unless otherwise prescribed by laws and administrative regulations.

第二节 外国投资事项报告

Section 2: Reporting of Foreign Investment Matters

第八十五条 【信息报告时间】

Article 85 [Time of information reporting]

外国投资者或外国投资企业应在投资实施前或投资实施之日起 30 日内依照本节规定提交信息报告。

A foreign investor or foreign-invested enterprise shall submit information reports in accordance with this Section prior to the investment or within 30 days from the date of investment.

法律法规对实施外国投资有登记要求的，以完成相应登记之日为投资实施之日；没有登记要求的，以投资交易完成之日为投资实施之日。

Where a foreign investment is subject to registration pursuant to laws and regulations, the date of completion of the appropriate registration shall be the date of investment. Where a foreign investment is not subject to any registration requirements, the date of completion of the investment transaction shall be the date of investment.

第八十六条 【实际投资变化报告】

Article 86 [Reports on changes in actual investment]

外国投资者在投资实施前提交信息报告，实际投资情况发生变化的，应在投资实施之日起 30 日内报告变化情况。

Where a foreign investor submits information reports prior to the investment, and the actual investment situations subsequently undergo changes, the foreign investor shall report such changes within 30 days from the date of investment.

第八十七条 【信息报告内容】

Article 87 [Contents subject to information reporting]

外国投资者在中国境内投资涉及外国投资企业的设立或变更的，外国投资企业应报告以下信息：

Where the investment in Mainland China by a foreign investor involves the establishment or change of a foreign-invested enterprise, the foreign-invested enterprise shall report the following information:

(一) 外国投资者基本信息，包括名称、住所、注册地、实际控制人、组织形式、主营业务、联系人及联系方式；

(1) The profile of the foreign investor, including its name, domicile, place of registration, actual controller, organizational form, core business, contact persons and contact details;

(二) 外国投资基本信息，包括投资金额、投资来源地、投资领域、投资区域、投资时间、投资方式、出资比例和方式，获得相关行政许可或备案的情况；

(2) Basic information on the foreign investment, including the amount, fields and geographical areas of the investment, places of investment sources, investment time and methods, percentages and methods of capital contribution, and information on obtaining relevant administrative licensing or record-filing; and

(三) 外国投资企业基本信息，包括名称、住所、组织机构代码、注册地、股权结构、投资金额、注册资本、实际控制人、组织形式、经营范围、联系人及联系方式；

(3) The profile of the foreign-invested enterprise, including its name, domicile, organizational code, place of registration, equity structure, amount of investment, registered capital, actual controller, organizational form, business scope, contact persons and contact details.

外国投资者在中国境内投资不涉及外国投资企业的设立或变更的，仅需报告前款（一）和（二）项内容。

Where the investment in Mainland China by a foreign investor does not involve the establishment or change of a foreign-invested enterprise, only contents prescribed by Item (1) and Item (2) of the preceding Paragraph need to be reported.

外国投资主管部门可要求外国投资者或外国投资企业补充提交与前两款规定信息相关的材料。

The relevant competent foreign investment department may require the foreign investor or the foreign-invested enterprise to make supplementary submissions of materials related to the information prescribed in the preceding two paragraphs.

第八十八条 【准入许可情况的报告】

Article 88 [Reporting on market access licensing]

外国投资需按照本法规定获得准入许可的，应在获得准入许可后 30 日内履行报告义务。除按照本法第八十七条【信息报告内容】报告有关信息外，还应报告获得准入许可的有关情况。

Where a foreign investment is subject to market access licensing in accordance with this Law, the relevant foreign investor shall fulfill reporting obligations within 30 days after obtaining the market access licensing. In addition to reporting relevant information in accordance with Article 87 [Contents subject to information reporting] herein, the foreign investor shall also report situations on obtaining the market access licensing.

第三节 外国投资事项变更报告

Section 3: Reporting of Changes in Foreign Investment Matters

第八十九条 【变更报告内容】

Article 89 [Changes subject to reporting]

外国投资事项发生变更的，外国投资者或外国投资企业应在变更事项发生后 30 日内提交变更报告。

In the event of changes to foreign investment matters, a foreign investor or foreign-invested enterprise shall submit reports on such changes within 30 days after the occurrence of the changes.

前款所称变更包括：

For the purpose of the preceding Paragraph, changes shall include:

（一）外国投资者的名称、住所、注册地、实际控制人、组织形式、主营业务、联系人及联系方式发生变更；

(1) Changes of the name, domicile, place of registration, actual controller, organizational form, core business, contact persons and contact details of the foreign investor;

（二）外国投资者的身份因发生合并、分立、破产、解散、撤销、吊销、注销或改变国籍、死亡而发生变更；

(2) Changes of the identity of the foreign investor due to merger, division, bankruptcy, dissolution, cancellation, revocation, deregistration or change of nationality, or death;

（三）外国投资的投资金额、投资来源地、投资领域、投资区域、投资时间、投资方式、出资比例和方式，获得相关行政许可或备案的情况发生变更；(3) Changes of the amount, fields or geographical areas of the foreign investment, places of investment sources, investment time or methods, percentages or methods of capital contribution, or information on obtaining relevant administrative licensing or record-filing of the foreign investment;

（四）外国投资权益被转让、出租、抵押或质押；

(4) Where the rights and interests of foreign investment are transferred, leased, mortgaged or pledged;

（五）外国投资企业的名称、住所、组织机构代码、注册地、股权结构、投资金额、注册资本、实际控制人、组织形式、经营范围、联系人及联系方式发生变更；

(5) Changes of the name, domicile, organizational code, place of registration, equity structure, amount of investment, registered capital, actual controller, organizational form, business scope, contact persons and contact details of the foreign-invested enterprise; or

（六）外国投资企业的身份因发生合并、分立、破产、解散、撤销、吊销、注销而发生变更；

(6) Changes of the status of the foreign-invested enterprise due to merger, division, bankruptcy, dissolution, cancellation, revocation or deregistration.

外国投资主管部门可要求外国投资者或外国投资企业补充提交与前款规定信息相关的材料。

The relevant competent foreign investment department may require the foreign investor or the foreign-invested enterprise to make supplementary submissions of materials related to the information prescribed in the preceding Paragraph.

第九十条 【触发新的准入许可】

Article 90 [Triggering new market access licensing requirements]

发生本法第八十九条【变更报告内容】规定的变更情形，触发新的外国投资准入许可的，外国投资者应依照本法申请准入许可。

Where a foreign investor experiences any of the changes prescribed by Article 89 [Changes subject to reporting] herein, which triggers new market access licensing

requirements on foreign investment, the foreign investor shall apply for market access licensing in accordance with this Law.

第九十一条 【违反准入许可条件】

Article 91 [Breaching conditions for market access licensing]

发生本法第八十九条【变更报告内容】规定的变更情形，可能违反外国投资准入许可所附条件的，外国投资者在提交变更报告时应同时予以说明，并提出解决方案。作出准入许可的外国投资主管部门可视情形开展调查，必要时可要求采取补救措施或依照本法重新申请准入许可。

Where a foreign investor experiences any of the changes prescribed by Article 89 [Changes subject to reporting] herein, which may result in violation of the conditions attached to market access licensing of its foreign investment, the foreign investor shall provide explanations at the same time of submitting the report on changes, and propose solutions. The competent foreign investment department that grants the market access licensing may conduct investigation depending on actual circumstances, and may, where necessary, require the foreign investor to take remedial measures or re-apply for market access licensing pursuant to this Law.

第四节 定期报告

Section 4: Periodic Reports

第九十二条 【年度报告内容】

Article 92 [Contents of an annual report]

外国投资者在中国境内投资涉及外国投资企业的设立或变更的，外国投资企业应在每年4月30日前提交上一年度的信息报告，包括以下内容：

Where the investment in Mainland China by a foreign investor involves the establishment or change of a foreign-invested enterprise, the foreign-invested enterprise shall, by April 30 each year, submit its information report of the preceding year which shall cover the following aspects:

（一）外国投资者基本信息，包括名称、住所、注册地、实际控制人、组织形式、主营业务、联系人及联系方式；

(1) The profile of the foreign investor, including its name, domicile, place of registration, actual controller, organizational form, core business, contact persons and contact details;

（二）外国投资基本信息，包括投资金额、投资来源地、投资领域、投资区域、投资时间、投资方式、出资比例和方式，获得相关行政许可或备案的情况；

(2) Basic information on the foreign investment, including the amount, fields and geographical areas of the investment, places of investment sources, investment time and methods, percentages and methods of capital contribution, and information on obtaining relevant administrative licensing or record-filing;

（三）外国投资企业基本信息，包括名称、住所、组织机构代码、注册地、股权结构、投资金额、注册资本、实际控制人、组织形式、经营范围、联系人及联系方式；

(3) The profile of the foreign-invested enterprise, including its name, domicile, organizational code, place of registration, equity structure, amount of investment, registered capital, actual controller, organizational form, business scope, contact persons and contact details;

（四）上一年度外国投资企业经营状况信息，包括行业领域、主要产品或服务、进出口、用工情况、纳税、研发等；

(4) Information on the business conditions of the foreign-invested enterprise in the preceding year, including industry fields, main products or services, import and export, employment situations, tax payment, R&D, etc.;

(五) 上一年度外国投资企业财务会计信息, 包括资产、负债、所有者权益、收入、费用、利润等;

(5) Financial and accounting information of the foreign-invested enterprise in the preceding year, including assets, liabilities, owner's equity, revenue, expenses, profits, etc.;

(六) 上一年度外国投资企业与外国投资者及其关联方开展的投资和进出口贸易情况等;

(6) Information on investment, import and export trade, etc. between the foreign-invested enterprise and the foreign investor and its affiliated parties in the preceding year; and

(七) 上一年度外国投资企业在境内外涉及的重大诉讼、行政复议、行政或刑事处罚以及依照本法第八章【投诉协调处理】提起的投诉等有关情况;

(7) Material litigation, administrative reconsideration, and administrative or criminal punishments involving the foreign-invested enterprise in the preceding year both at home and abroad, and complaints lodged by the foreign-invested enterprise in accordance with Chapter 8 [Coordination and handling of complaints] herein.

外国投资者在中国境内投资不涉及外国投资企业的设立或变更的, 应在每年 4 月 30 日前提交年度报告, 内容包括前款第(一)、(二)项规定的信息以及上一年度投资资产的交易和投资收益情况。

Where the investment in Mainland China by a foreign investor does not involve the establishment or change of a foreign-invested enterprise, the foreign investor shall, by April 30 each year, submit an annual report which shall cover the information specified in Item (1) and Item (2) of the preceding Paragraph, as well as the transactions and returns on investment assets in the preceding year.

外国投资主管部门可要求外国投资者或外国投资企业补充提交与前两款规定信息相关的材料。

The relevant competent foreign investment department may require the foreign investor or the foreign-invested enterprise to make supplementary submissions of materials related to the information prescribed in the preceding two paragraphs.

第九十三条 【年度报告内容—组合投资】

Article 93 [Contents of annual reports – portfolio investments]

外国投资者购买境内上市公司股票不足 10%且未导致境内上市公司控制权发生变更的, 购买境内上市公司股票的外国投资者应在每年 4 月 30 日前提交包括以下信息的年度报告:

A foreign investor that purchases less than 10% of the shares of a domestically-listed company and that does not cause changes to the control thereof shall, by April 30 each year, submit an annual report that contains the following information:

(一) 外国投资者的名称、住所、注册地、实际控制人、组织形式、主营业务、联系人及联系方式;

(1) The name, domicile, place of registration, actual controller, organizational form, core business, contact persons and contact details of the foreign investor;

(二) 上市公司的名称、股票代码、经营范围;

(2) The name, ticker and business scope of the domestically-listed company; and

(三) 上一年度股票交易情况。

(3) Information on stock trading in the preceding year.

第九十四条 【重点外国投资企业的季度报告】

Article 94 [Quarterly reporting by key foreign-invested enterprises]

由外国投资者控制的外国投资企业, 其资产总额、销售额或营业收入超过 100 亿元人民币, 或其子公司数量超过 10 家的, 应在每季度结束后 30 日内报告季度经营状况信息和财务会计信息。

Where a foreign-invested enterprise controlled by a foreign investor has total assets, sales revenue or operating revenue exceeding RMB 10 billion, or has over ten subsidiaries, the foreign-invested enterprise shall, within 30 days following the end of each quarter, report its quarterly operating conditions and financial and accounting information.

第九十五条 【整合报告】

Article 95 [Integrated reporting]

外国投资企业应当整合其直接或间接控制的境内企业的相关信息后一并报告。

A foreign-invested enterprise shall submit reports after integrating relevant information on the domestic enterprises directly or indirectly controlled thereby.

第五节 外国投资统计

Section 5: Foreign Investment Statistics Work

第九十六条 【外国投资统计】

Article 96 [Foreign investment statistics work]

国务院外国投资主管部门依据《统计法》和国家有关规定，建立健全外国投资统计调查制度和统计标准，组织、协调和管理全国范围内的外国投资统计调查工作，结合外国投资者、外国投资企业信息报告内容，开展统计分析，发布统计数据，并做好档案管理、数据信息共享和对外交流工作。

The competent foreign investment department of the State Council shall, pursuant to the *Statistics Law* and relevant provisions of the State, establish and improve a foreign investment statistical survey system and statistical standards, organize, coordinate and manage foreign investment statistical survey work nationwide, conduct statistical analysis in light of the information reported by foreign investors and foreign-invested enterprises, publish statistical data, and properly carry out archives management, data and information sharing and exchange with external parties.

第九十七条 【统计报告】

Article 97 [Statistical reports]

国务院外国投资主管部门对外国投资者、外国投资企业提交信息报告的相关内容进行汇总、归纳，编写并发布外国投资统计报告。

The competent foreign investment department of the State Council shall collate and summarize relevant contents contained in the information reports submitted by foreign investors and foreign-invested enterprises, and prepare and publish foreign investment statistical reports.

第九十八条 【提供信息义务】

Article 98 [Obligations to provide information]

国务院外国投资主管部门开展外国投资统计工作时，可依法要求有关地方、部门提供相关信息和数据，有关地方、部门应当予以配合。

The competent foreign investment department of the State Council may, during foreign investment statistics work, require relevant regions and departments to provide pertinent information and data pursuant to the law, and the regions and departments concerned shall provide cooperation.

第九十九条 【统计数据共享】

Article 99 [Sharing of statistical data]

国务院外国投资主管部门应当依法向相关部门提供外国投资统计数据。

The competent foreign investment department of the State Council shall provide foreign investment statistical data for other relevant departments pursuant to the law.

第六章 投资促进 Chapter 6: Investment Promotion

第一百条 【投资促进机制】

Article 100 [Investment promotion mechanism]

国家制定外国投资发展战略，建立和完善外国投资促进机制，引导外国投资与我国国民经济和社会发展相适应，提升利用外国投资的质量和水平。

The State shall formulate foreign investment development strategies, and establish and improve the foreign investment promotion mechanism to guide foreign investment to meet the needs of China's national economic and social development, and improve the quality and level of foreign investment utilization.

第一百零一条 【投资促进政策】 国家依法制定财政、税收、金融、人才、产业、培训、研发等方面的政策措施，促进外国投资。

Article 101 [Investment promotion policies] The State shall formulate policy measures in terms of fiscal management, taxation, finance, human resources, industry, training, R&D and other aspects pursuant to the law to promote foreign investment.

第一百零二条 【行业区域政策】

Article 102 [Regional and industry-specific policies]

国家根据国内经济社会发展和产业转移形势需要，促进外国投资者在国家鼓励的行业领域，以及特殊经济区域、民族自治地方和经济不发达地区投资，举办产品、服务或者技术先进的外国投资企业。

The State shall, according to domestic economic and social development and the needs of industry transfer, promote foreign investors to invest and establish foreign-invested enterprises with advantages in products, services or technologies in industries encouraged by the State, and special economic zones, ethnic autonomous regions and economically underdeveloped regions.

第一百零三条 【投资促进服务】

Article 103 [Investment promotion services]

国家建立外国投资公共服务体系，向外国投资者和其他社会公众提供与外国投资相关的法律法规、政策措施、投资项目和信息等方面的投资促进服务。The State shall establish a public service system for foreign investment to provide foreign investors and other members of the public with investment promotion services in terms of laws and regulations, policy measures, investment projects and information, etc. that are related to foreign investment.

第一百零四条 【投资促进秩序】

Article 104 [Investment promotion order]

国家推动建立合理规范的投资促进秩序。

The State shall promote the establishment of a reasonable and standardized investment promotion order.

不得以损害国家安全、社会公共利益、公众生命健康、生态环境、劳动者权益等方式鼓励外国投资。

It is prohibited to encourage foreign investment by ways that are detrimental to national security, public interests, people's life and health, ecological environment, labor rights and interests, etc.

第一百零五条 【国际投资促进机构】

Article 105 [International investment promotion agency]

国家支持国际投资促进机构组织开展外国投资促进活动。国际投资促进机构在国务院外国投资主管部门指导下履行以下职责：

The State shall support an international investment promotion agency to organize and carry out activities to promote foreign investment. The international investment promotion agency shall perform the following duties under the guidance of the competent foreign investment department of the State Council:

(一) 实施国家关于外国投资的战略规划和政策措施；

(1) To implement the strategic planning and policy measures of the State on foreign investment;

(二) 建立并实施全国投资环境评价体系；

(2) To establish and implement the national investment environment evaluation system;

(三) 建立全国性外国投资公共信息、项目与咨询服务平台；

(3) To establish a national foreign investment public information, projects and consulting services platform;

(四) 开展全国性投资促进活动和投资促进培训工作；

(4) To carry out national investment promotion activities and investment promotion training;

(五) 设立海外投资促进代表机构；

(5) To establish overseas representative offices for investment promotion;

(六) 与其他国家或地区的投资促进机构、国际投资促进组织开展交流与合作；

(6) To engage in exchange and cooperation with the investment promotion agencies of other countries or regions and international investment promotion organizations; and

(七) 接受和协调处理外国投资者投诉，协助维护外国投资者和外国投资企业的合法权益。

(7) To accept and coordinate the handling of complaints from foreign investors, and help safeguard the legitimate rights and interests of foreign investors and foreign-invested enterprises.

第一百零六条 【国际投资交流平台】

Article 106 [International investment exchange platform]

国际投资促进机构举办建立国际投资交流平台，推动和促进跨国投资。

The international investment promotion agency shall organize and establish international investment exchange platforms to promote and facilitate cross-border investment.

第一百零七条 【投资信息网站和数据库】

Article 107 [Investment information websites and databases]

国际投资促进机构建立和完善国际投资促进网站和国际投资项目数据库。 The international investment promotion agency shall set up and improve international investment promotion websites and international investment project databases.

第一百零八条 【地方投资促进】

Article 108 [Local investment promotion]

国家鼓励各地方建立和完善国际投资促进工作机制，设立专门的投资促进机构。

The State encourages all regions to set up and consummate international investment promotion mechanisms, and establish special investment promotion agencies.

第一百零九条 【特殊经济区域】

Article 109 [Special economic zones]

国务院可以设立特殊经济区域，促进外国投资，扩大对外开放。
The State Council may set up special economic zones to promote foreign investment and expand liberalization.

第一百一十条 【特殊经济区域管理】
Article 110 [Management of special economic zones]
国务院外国投资主管部门及相关主管部门根据各自职责对特殊经济区域进行指导、服务和管理。
The competent foreign investment department of the State Council and other relevant competent departments shall guide, serve and manage special economic zones according to their respective responsibilities.

第七章 投资保护 Chapter 7: Investment Protection

第一百一十一条 【征收】
Article 111 [Expropriation]
除特殊情况外，国家对外国投资不实行征收。
Except under special circumstances, the State shall not expropriate foreign investment.
国家根据社会公共利益需要对外国投资实行征收的，应依照法定程序进行，并依法给予补偿。
Where it is necessary to expropriate foreign investment for public interests, the State shall conduct expropriation according to statutory procedures, and make compensation in accordance with the law.

第一百一十二条 【征用】
Article 112 [Requisition]
因抢险、救灾等紧急需要，依照法律规定的权限和程序，可以征用外国投资者、外国投资企业在中国境内的不动产或者动产。
Due to rescue, disaster relief or other urgent needs, the real estate assets or moveable assets of foreign investors and foreign-invested enterprises within Mainland China may be requisitioned in accordance with the authority and procedures prescribed by law.
征用外国投资者、外国投资企业在中国境内的不动产或者动产的，应当依法支付合理的使用费。被征用的不动产或者动产使用后，应当返还被征用人。被征用的不动产或者动产损毁、灭失的，应当依法予以补偿。
Where the real estate assets or moveable assets of foreign investors and foreign-invested enterprises within Mainland China are requisitioned, reasonable use fees shall be paid in accordance with the law. The requisitioned real estate assets or movable assets shall be returned to the relevant foreign investors and foreign-invested enterprises after their use. Compensation shall be made in accordance with the law for the damage or loss, if any, of the requisitioned real estate assets or movable assets.

第一百一十三条 【国家赔偿】
Article 113 [State compensation]
国家机关及其工作人员违法行使职权给外国投资者、外国投资企业造成损失的，外国投资者、外国投资企业有权依法要求赔偿。
Where State organs and their staff members cause losses to foreign investors or foreign-invested enterprises by exercising authority in violation of the law, the

affected foreign investors or foreign-invested enterprises shall be entitled to claim compensation pursuant to the law.

第一百一十四条 【转移】

Article 114 [Transfer]

除法律、行政法规另有规定外，国家允许外国投资者的出资、利润、资产处置所得、依法获得的补偿或赔偿等合法财产自由转入或转出。

Unless otherwise prescribed by laws and administrative regulations, the State allows the free inflow and outflow of the capital contribution, profits, asset disposal incomes, lawfully-obtained compensations or damages and other lawful assets of foreign investors.

第一百一十五条 【透明度】

Article 115 [Transparency]

国家依法及时公布与外国投资有关的法律法规和司法判决。

The State shall promptly publish laws, regulations and judicial judgments relating to foreign investment pursuant to the law.

外国投资者、外国投资企业可依法参与法律法规制定程序，并发表评论意见。

Foreign investors and foreign-invested enterprises may participate in the formulation of laws and regulations, and raise opinions and comments pursuant to the law.

第一百一十六条 【知识产权保护】

Article 116 [Intellectual property rights protection]

国家依法保护外国投资者、外国投资企业的知识产权。

The State protects the intellectual property rights of foreign investors and foreign-invested enterprises in accordance with the law.

第一百一十七条 【商协会】

Article 117 [Chambers of commerce and industry associations]

外国投资者、外国投资企业可依法成立和自愿参加商会、协会，在法律法规和组织章程规定范围内开展相关活动，维护自身权益。

Foreign investors and foreign-invested enterprises may establish chambers of commerce and industry associations pursuant to the law, voluntarily join such chambers and associations, and carry out relevant activities within the scope prescribed by laws, regulations and the articles of association of relevant organizations, so as to protect their own rights and interests.

第一百一十八条 【纠纷解决】

Article 118 [Dispute resolution]

外国投资者在中国境内投资和经营活动中产生纠纷的，可依照相关法律法规通过协商、调解、投诉、复议、仲裁或者诉讼等方式解决。

The disputes, if any, encountered by foreign investors during investment and business activities within Mainland China may be resolved by negotiation, mediation, lodging complaints, applying for reconsideration, arbitration or litigation and other means in accordance with relevant laws and regulations.

第八章 投诉协调处理

Chapter 8: Coordination and Handling of Complaints

第一百一十九条 【投诉协调处理机制】

Article 119 [Complaint coordination and handling mechanism]

国家建立外国投资投诉协调处理机制，负责外国投资者、外国投资企业与行政机关之间投资争议的协调和处理。

The State shall establish a coordination and handling mechanism for foreign investment complaints which shall be responsible for the coordination and handling of the investment disputes between foreign investors and foreign-invested enterprises on the one hand and administrative organs on the other hand.

第一百二十条 【投诉协调处理中心职责】

Article 120 [Responsibilities of the complaint coordination and handling center]

国际投资促进机构设立全国外国投资投诉协调处理中心，协调处理在全国范围内影响重大的外国投资投诉事项，履行以下职责：

The international investment promotion agency shall set up a national foreign investment complaint coordination and handling center which shall coordinate and handle foreign investment complaints of significant influence across the country, and perform the following duties:

（一）受理、转送外国投资投诉事项；

(1) To accept and forward foreign investment complaints;

（二）与有关地方、部门协调处理外国投资投诉事项；

(2) To coordinate with relevant regions and departments to handle foreign investment complaints;

（三）督促、检查外国投资投诉事项处理方案的落实情况；

(3) To supervise and inspect the implementation of the handling solutions for foreign investment complaints;

（四）根据外国投资投诉事项具体情况，向有关地方、部门提出完善政策和改进工作的建议；

(4) To raise suggestions to relevant regions and departments on fine-tuning policies and improving work according to the specific situations of foreign investment complaints; and

（五）研究分析外国投资投诉情况，向国务院外国投资主管部门提交报告。(5) To study and analyze foreign investment complaints, and submit reports to the competent foreign investment department of the State Council.

第一百二十一条 【请求协助】

Article 121 [Request for assistance]

根据外国投资投诉协调处理工作需要，全国外国投资投诉协调处理中心可要求有关地方、部门说明情况、提供材料并提供其他必要的协助。

According to the needs for the coordination and handling of foreign investment complaints, the national foreign investment complaint coordination and handling center may request relevant regions and departments to explain situations, submit materials and provide other necessary assistance.

第一百二十二条 【协调处理建议】

Article 122 [Coordination and handling suggestions]

全国外国投资投诉协调处理中心根据本法第一百二十条【投诉协调处理中心职责】向有关地方、部门提出建议的，有关地方和部门应当予以处理并及时反馈处理情况。

Where the national foreign investment complaint coordination and handling center raises suggestions to relevant regions and departments under Article 120 [Responsibilities of the complaint coordination and handling center] herein, the relevant regions and departments shall deal with relevant situations and provide timely feedback.

第一百二十三条 【投诉协调处理机构】

Article 123 [Complaint coordination and handling agencies]

县级以上地方各级人民政府根据需要设立外国投资投诉协调处理机构，在本辖区内受理并协调处理外国投资者、外国投资企业在投资争议中针对行政机关的投诉，并负责办理全国外国投资投诉协调处理中心转交的投诉事项。

Local people's governments at and above the county level shall, according to actual needs, set up foreign investment complaint coordination and handling agencies which shall accept, and coordinate and handle the complaints lodged by foreign investors and foreign-invested enterprises against administrative organs during investment disputes within their respective jurisdictions, and shall be responsible for handling the complaints forwarded thereto by the national foreign investment complaint coordination and handling center.

第一百二十四条 【投诉协调处理原则】

Article 124 [Principles for complaint coordination and handling]

外国投资投诉协调处理机构遵循公平、公正、合法的原则，依据本法及相关法律法规的规定协调处理投诉。

Foreign investment complaint coordination and handling agencies shall coordinate and handle complaints by following the principles of fairness, impartiality and legality, and in accordance with this Law and other relevant laws and regulations.

第一百二十五条 【如实投诉】

Article 125 [Truthfully lodging complaints]

外国投资者、外国投资企业投诉时应如实反映情况，提供相应证据，并配合外国投资投诉协调处理机构开展工作。

Foreign investors and foreign-invested enterprises shall truthfully reflect relevant situations and provide corresponding evidence when lodging complaints, and cooperate with foreign investment complaint coordination and handling agencies in their work.

第九章 监督检查

Chapter 9: Supervision and Inspection

第一百二十六条 【监督检查】

Article 126 [Supervision and inspection]

外国投资主管部门应当加强对外国投资者、外国投资企业是否遵守本法的监督检查。

Competent foreign investment departments shall strengthen the supervision and inspection of the compliance of foreign investors and foreign-invested enterprises with this Law.

工商、税务、外汇、审计等其他行政主管部门依法履行监督检查职能。 Other administrative departments in charge of industry and commerce, taxation, foreign exchange, audit, etc. shall perform supervision and inspection functions pursuant to the law.

第一百二十七条 【监督检查启动】

Article 127 [Launching supervision and inspection]

外国投资主管部门可依下列情形启动对外国投资者、外国投资企业的监督检查：

A competent foreign investment department may launch supervision and inspection of foreign investors and foreign-invested enterprises under any of the following circumstances:

(一) 定期抽样检查；

(1) Regular inspection by spot checks;

- (二) 根据举报进行检查;
- (2) Inspection according to tip-offs;
- (三) 根据有关部门、司法机关的建议和反映的情况进行检查;
- (3) Inspection according to the suggestions raised, and situations reported, by relevant departments or judicial organs; or
- (四) 其他依职权启动的检查。
- (4) Inspection otherwise launched *ex officio*.

第一百二十八条 【抽样检查】

Article 128 [Inspection by spot checks]

抽样检查分为不定向抽样检查和定向抽样检查。

Inspection by spot checks shall be divided into non-specific inspection by spot checks and targeted inspection by spot checks.

不定向抽样检查是指外国投资主管部门随机确定被检查人和被检查事项; 定向抽样检查是指外国投资主管部门按照外国投资类型、经营规模、所属行业、地理区域等特定条件随机确定被检查人。

Non-specific inspection by spot checks shall mean that a competent foreign investment department randomly determines the parties and the matters to be inspected. Targeted inspection by spot checks shall mean that a competent foreign investment department randomly determines the parties to be inspected according to the type, business scale, industry, geographical regions and other specific conditions of foreign investment.

第一百二十九条 【举报】

Article 129 [Lodging tip-offs]

对于涉嫌违反本法的行为, 任何单位和个人均有权向外国投资主管部门举报。

Any entity or individual shall be entitled to lodge tip-offs against alleged violations of this Law to competent foreign investment departments.

举报人可要求外国投资主管部门予以保密。

Whistleblowers may require competent foreign investment departments to keep confidential their information.

第一百三十条 【对举报的核实】

Article 130 [Verification of tip-offs]

举报人应当提供举报人的基本情况、被举报人的基本情况、涉嫌违反本法的相关事实和证据。

A whistleblower shall provide its basic information, the basic information of the party against whom the tip-off is lodged, and relevant facts and evidence of the alleged violations of this Law.

外国投资主管部门认为有必要的, 应当进行核实。

The relevant competent foreign investment department shall conduct verification if it deems verification necessary.

第一百三十一条 【检查内容】

Article 131 [Aspects subject to inspection]

检查内容包括:

Inspection shall cover the following aspects:

- (一) 是否在禁止实施目录列明的领域实施投资;
- (1) Whether a foreign investor has invested in a field specified in the list of prohibited investment;
- (二) 是否未经许可在限制实施目录列明的领域实施投资;

(2) Whether a foreign investor has invested in a field specified in the list of restricted investment without first obtaining licensing;

(三) 是否遵守准入许可决定所附加的条件;

(3) Whether a foreign investor has complied with the additional conditions attached to the relevant market access licensing decision;

(四) 是否遵守国家安全审查决定所附加的限制性条件;

(4) Whether a foreign investor has complied with the restrictive conditions attached to the relevant national security review decision;

(五) 是否履行信息报告义务;

(5) Whether a foreign investor has performed information reporting obligations;

(六) 是否履行外国投资主管部门作出的行政处罚决定;

(6) Whether a foreign investor has complied with the administrative punishment decision made by the relevant competent foreign investment department;

(七) 是否存在危害国家安全和社会公共利益的行为;

(7) Whether a foreign investor has committed any acts detrimental to national security and public interests; and

(八) 是否存在其他违反本法的情形。

(8) Whether a foreign investor has otherwise violated this Law.

第一百三十二条 【检查方式】

Article 132 [Inspection methods]

外国投资主管部门开展检查工作，可以采取网络监测、问卷调查、实地核查等方式。

Competent foreign investment departments may conduct inspection by online monitoring, questionnaire survey, field verification and other means.

第一百三十三条 【实地核查】

Article 133 [Field verification]

外国投资主管部门开展实地核查工作，检查人员不得少于二人，在检查中应当出示证件。检查人员应当填写实地核查记录表，如实记录核查情况，并由被检查企业或者人员签字或者盖章。无法取得签字或者盖章的，检查人员应当注明原因，必要时可邀请有关人员作为见证人。

When a competent foreign investment department carries out field verification, there shall be at least two inspection officers who shall produce certificates during inspection. The inspection officers shall fill out the field verification sheet, faithfully record verification situations, and have the said sheet signed or sealed by the enterprise or personnel inspected. Where such signatures or seals are unable to be obtained, the inspection officers shall note down the reasons therefor, and may, where necessary, invite relevant persons to serve as witnesses.

第一百三十四条 【专业结论】

Article 134 [Professional conclusions]

根据检查需要，外国投资主管部门可委托会计师事务所、税务师事务所、律师事务所等专业机构提供验资、审计、鉴证、咨询等专业服务。

According to inspection needs, a competent foreign investment department may entrust accounting firms, tax firms, law firms and other professional institutions to provide capital verification, audit, assurance, consulting and other professional services.

外国投资主管部门可采用其他政府部门作出的检查、核查结果。

Competent foreign investment departments may adopt the inspection and verification results issued by other government departments.

第一百三十五条 【配合检查】

Article 135 [Cooperating with inspection]

检查时，外国投资主管部门可以依法查阅或者要求被检查人提供有关材料，被检查人应当如实提供。

A competent foreign investment department may access, or require the party under inspection to provide, relevant materials pursuant to the law during inspection, and the party under inspection shall truthfully provide relevant materials.

第一百三十六条 【检查纪律】

Article 136 [Inspection discipline]

外国投资主管部门实施检查不得妨碍被检查人正常的生产经营活动，不得接受被检查人提供的财物或服务，不得谋取其他非法利益。

During inspection, competent foreign investment departments may not hinder the normal production and operation activities of the parties under inspection, may not accept valuables or services provided by the parties under inspection, and may not seek for other illegal benefits.

第一百三十七条 【检查处理】

Article 137 [Inspection handling]

检查中发现被检查人可能存在违反本法行为的，外国投资主管部门可依法开展调查，经调查确认存在违法行为的，根据本法第十章【法律责任】的规定予以处罚。

Where it is found during inspection that the party under inspection may have violated this Law, the relevant competent foreign investment department may carry out investigation in accordance with the law, and shall mete out punishments pursuant to Chapter 10 [Legal liabilities] herein if illegalities are confirmed upon investigation.

第一百三十八条 【信息共享】

Article 138 [Information sharing]

外国投资主管部门、其他有关行政主管部门应当实现外国投资管理的信息共享。

Competent foreign investment departments and other relevant competent administrative departments shall share information on foreign investment management.

第一百三十九条 【地方检查】

Article 139 [Local inspection]

国务院外国投资主管部门负责指导全国外国投资监督检查工作，根据需要开展或者组织地方外国投资主管部门开展检查工作。

The competent foreign investment department of the State Council shall be responsible for guiding foreign investment supervision and inspection at the national level, and shall carry out, or organize local competent foreign investment departments to carry out inspection according to actual needs.

县级以上地方各级人民政府外国投资主管部门负责组织或者开展本辖区的外国投资检查工作。

Competent foreign investment departments of local people's governments at and above the county level shall be responsible for organizing or carrying out foreign investment inspection within their respective jurisdictions.

第一百四十条 【对地方检查的指导和监督】

Article 140 [Guidance and supervision of local inspection]

上级外国投资主管部门应当加强对下级外国投资主管部门开展检查工作的指导和监督，及时纠正有关违法行为。

Superior competent foreign investment departments shall strengthen guidance and supervision of subordinate competent foreign investment departments in their inspection work, and promptly correct relevant illegalities.

第一百四十一条 【诚信档案】

Article 141 [Integrity files]

国务院外国投资主管部门建立外国投资诚信档案系统。

The competent foreign investment department of the State Council shall establish a foreign investment integrity file system.

外国投资诚信档案系统记录的信息包括外国投资者、外国投资企业在设立登记、生产经营等活动中所形成的信息，以及外国投资主管部门和其他主管部门在监督检查中掌握的反映其诚信状况的信息。

Information recorded in the foreign investment integrity file system shall include information generated during the establishment registration, production and operation, and other activities of foreign investors and foreign-invested enterprises, and information reflecting the integrity of foreign investors and foreign-invested enterprises that is obtained by competent foreign investment departments and other competent departments during supervision and inspection.

外国投资诚信档案系统管理的具体办法，由国务院另行规定。

Specific measures for management of the foreign investment integrity file system shall be separately prescribed by the State Council.

第一百四十二条 【诚信信息的公开】

Article 142 [Disclosure of integrity information]

外国投资主管部门可依法将有关外国投资者、外国投资企业的诚信信息予以公开。

A competent foreign investment department may, pursuant to the law, make public the integrity information of foreign investors and foreign-invested enterprises.

社会公众可以申请查询外国投资者、外国投资企业的诚信信息。

The public may apply for inquiring about the integrity information of foreign investors and foreign-invested enterprises.

依据前两款公开或者向其他人员披露的诚信信息不得含有外国投资者、外国投资企业的商业秘密、个人隐私，法律、行政法规另有规定的除外。

Integrity information made public or disclosed to other parties in accordance with the preceding two paragraphs shall not contain the trade secrets and personal privacy of foreign investors and foreign-invested enterprises, unless otherwise prescribed by laws and administrative regulations.

第一百四十三条 【诚信信息的修正】

Article 143 [Modification and correction of integrity information]

外国投资者和外国投资企业可以查询外国投资诚信档案系统中的自身诚信信息，如认为有关信息记录不完整或者有错误的，可以提供相关证明材料并申请修正。经核实属实的，予以修正。

Foreign investors and foreign-invested enterprises may inquire about their own integrity information recorded in the foreign investment integrity file system, and may provide relevant supporting materials to apply for modification or correction if they are of the opinion that relevant information records are incomplete or erroneous. Modification and correction shall be made if such incompleteness or errors are verified as true.

第十章 法律责任

Chapter 10: Legal Liabilities

第一百四十四条 【在禁止目录内投资】

Article 144 [Investing in fields specified in the list of prohibited investment]

外国投资者在禁止实施目录列明的领域投资的，投资所在地省、自治区、直辖市人民政府外国投资主管部门应责令停止实施投资、限期处分股权或其他资产，没收非法所得，并处 10 万元以上、100 万元以下或非法投资额 10% 以下的罚款。

Where a foreign investor invests in a field specified in the list of prohibited investment, the competent foreign investment department of the people's government of the province, autonomous region or municipality directly under the Central Government at the place of investment shall order the foreign investor to stop the investment and dispose of equities or other assets within the prescribed time period, confiscate its illegal gains, and concurrently impose on the foreign investor a fine of not less than RMB 100,000 but not more than RMB 1 million, or a fine of up to 10% of the amount of illegal investment.

第一百四十五条 【违反准入许可规定】

Article 145 [Violating provisions on market access licensing]

外国投资者未经许可在限制实施目录列明的领域投资的，投资所在地省、自治区、直辖市人民政府外国投资主管部门应责令停止投资、限期处分股权或其他资产，没收非法所得，并处 10 万元以上、100 万元以下或非法投资额 10% 以下的罚款。

Where a foreign investor invests in a field specified in the list of restricted investment without first obtaining licensing, the competent foreign investment department of the people's government of the province, autonomous region or municipality directly under the Central Government at the place of investment shall order the foreign investor to stop the investment and dispose of equities or other assets within the prescribed time period, confiscate its illegal gains, and concurrently impose on the foreign investor a fine of not less than RMB 100,000 but not more than RMB 1 million, or a fine of up to 10% of the amount of illegal investment.

外国投资者违反外国投资准入许可附加条件的，作出许可决定的外国投资主管部门应责令限期改正，并处 5 万元以上、50 万元以下或投资额 5% 以下的罚款；逾期不改正的，或情节严重的，外国投资主管部门可撤销准入许可。Where a foreign investor breaches the additional conditions attached to the market access licensing decision on its foreign investment, the competent foreign investment department that makes the licensing decision shall order the foreign investor to make correction within the prescribed time period, and concurrently impose thereon a fine of not less than RMB 50,000 but not more than RMB 500,000, or a fine of up to 5% of the investment amount. Where the foreign investor fails to correct by the prescribed deadline or falls under grave circumstances, the competent foreign investment department may revoke its market access licensing.

第一百四十六条 【违反国家安全审查规定】

Article 146 [Violating provisions on national security review]

外国投资者有下列情形之一的，国务院外国投资主管部门应责令限期改正，处 10 万元以上、100 万元以下或投资额 10% 以下的罚款，并可依据本法第五十六条【再次进行安审】的规定再次提起国家安全审查：

Where a foreign investor falls under any of the following circumstances, the competent foreign investment department of the State Council shall order the foreign investor to make correction within the prescribed time period, impose thereon a fine of not less than RMB 100,000 but not more than RMB 1 million, or a fine of up to 10% of the investment amount, and may request for another round of national security review pursuant to Article 56 [Conducting another round of national security review] herein:

(一) 在国家安全审查过程中隐瞒有关情况，提供虚假材料或进行虚假陈述的；

(1) Where the foreign investor conceals relevant situations, provides false materials or makes false statements during national security review; or

(二) 违反国家安全审查决定中所附限制性条件的。

(2) Where the foreign investor breaches the restrictive conditions attached to the relevant national security review decision.

第一百四十七条 【违反信息报告义务的行政法律责任】

Article 147 [Administrative legal liabilities for violating information reporting obligations]

外国投资者或外国投资企业违反本法规定，未能按期履行或逃避履行信息报告义务，或在进行信息报告时隐瞒真实情况、提供误导性或虚假信息的，投资所在地省、自治区、直辖市人民政府外国投资主管部门应责令限期改正；逾期不改正的，或情节严重的，处5万元以上、50万元以下或投资额5%以下的罚款。

Where a foreign investor or foreign-invested enterprise violates this Law, and fails to perform information reporting obligations as scheduled or evades the performance of such obligations, or conceals true situations or provides false or misleading information during information reporting, the competent foreign investment department of the people's government of the province, autonomous region or municipality directly under the Central Government at the place of investment shall order the foreign investor or foreign-invested enterprise to make correction within the prescribed time period, and shall impose thereon a fine of not less than RMB 50,000 but not more than RMB 500,000, or a fine of up to 5% of the investment amount if the foreign investor fails to correct by the prescribed deadline or falls under grave circumstances.

第一百四十八条 【违反信息报告义务的刑事法律责任】

Article 148 [Criminal legal liabilities for violating information reporting obligations]

外国投资者或外国投资企业违反本法规定，逃避履行信息报告义务，或在进行信息报告时隐瞒真实情况、提供误导性或虚假信息，情节特别严重的，对单位判处罚金，对其直接负责的主管人员和其他责任人员，处一年以下有期徒刑或拘役。

Where a foreign investor or foreign-invested enterprise falls under extraordinarily grave circumstances by evading the performance of information reporting obligations, or by concealing true situations or providing false or misleading information during information reporting in violation of this Law, the entity concerned shall be sentenced to fines, while the person-in-charge subject to direct liabilities and other personnel subject to liabilities shall be sentenced to fixed-term imprisonment of one year or less or criminal detention.

第一百四十九条 【规避行为的法律责任】

Article 149 [Legal liabilities for circumventing the compliance with this Law]

外国投资者、外国投资企业以代持、信托、多层次再投资、租赁、承包、融资安排、协议控制、境外交易或其他任何方式规避本法规定，在禁止实施目录列明的领域投资、未经许可在限制实施目录列明的领域投资或违反本法规定的信息报告义务的，分别依照本法第一百四十四条【在禁止目录内投资】、第一百四十五条【违反准入许可规定】、第一百四十七条【违反信息报告义务的行政法律责任】或第一百四十八条【违反信息报告义务的刑事法律责任】进行处罚。

Where a foreign investor or foreign-invested enterprise circumvents this Law by agency holding, trust, multi-level re-investment, leasing, contracting, financing arrangements, agreement-based control, overseas transactions or any other means, and invests in a field specified in the list of prohibited investment, or invests in a field specified in the list of restricted investment without first obtaining licensing, or violates the information reporting obligations prescribed herein, the foreign investor or foreign-invested enterprise shall be punished respectively in accordance with Article 144 [Investing in fields specified in the list of prohibited investment], Article 145 [Violating provisions on market access licensing], Article 147 [Administrative legal

liabilities for violating information reporting obligations] or Article 148 [Criminal legal liabilities for violating information reporting obligations] herein.

第一百五十条 【强制执行措施】

Article 150 [Compulsory enforcement measures]

外国投资者、外国投资企业逾期不履行外国投资主管部门作出的行政处罚决定的，外国投资主管部门可以采取以下措施：

Where a foreign investor or foreign-invested enterprise fails to perform the administrative punishment decision made by the relevant competent foreign investment department within the prescribed time period, the said department may take the following measures:

(一) 到期不缴纳罚款的，每日按罚款数额的万分之五加处罚款；

(1) Imposing late fines at 5% of the amount of fine per day if the foreign investor or foreign-invested enterprise fails to pay the fine by the due date;

(二) 根据法律规定，将查封、扣押的财物拍卖或者将冻结的存款划拨抵缴罚款；

(2) Auctioning off the assets sealed off or seized, or transferring the deposits frozen to offset fines pursuant to the law; or

(三) 申请人民法院强制执行。

(3) Applying to a competent people's court for compulsory enforcement.

第一百五十一条 【吊销证照和刑事法律责任】

Article 151 [Revoking licenses and criminal legal liabilities]

外国投资者、外国投资企业违反本法规定，相关行业主管部门可依法吊销许可证件，工商行政管理部门可依法吊销外国投资企业的营业执照；构成犯罪的，依法追究刑事责任。

Where foreign investors or foreign-invested enterprises violate this Law, relevant competent industry departments may revoke their licenses pursuant to the law, and relevant administrations for industry and commerce may revoke the business licenses of the foreign-invested enterprises in accordance with the law; and, where criminal offenses are constituted, the foreign investors or foreign-invested enterprises shall be investigated for criminal liabilities pursuant to the law.

第一百五十二条 【管理部门工作人员的法律 responsibility】

Article 152 [Legal liabilities of the staff members of management departments]

外国投资主管部门及其他相关管理部门工作人员在履行职责中有徇私舞弊、滥用职权或玩忽职守行为的，依法给予行政处分；构成犯罪的，依法追究刑事责任。

The staff members of competent foreign investment departments and other relevant management departments shall be given administrative sanctions pursuant to the law if they practice favoritism for personal gains, abuse power or neglect duties during the performance of duties, and shall be investigated for criminal liabilities pursuant to the law if criminal offenses are constituted.

第十一章 附则

Chapter 11: Supplementary Provisions

第一百五十三条 【生效前存续企业】

Article 153 [Enterprises in existence prior to the effective date hereof]

本法生效前依法存续的外国投资企业，除本章另有规定外，应适用本法的规定。Foreign-invested enterprises that are in lawful existence prior to the effective date hereof shall be governed by this Law, unless otherwise prescribed in this Chapter.

第一百五十四条 【生效前存续企业的变更】

Article 154 [Changes of enterprises in existence prior to the effective date hereof]

本法生效前依法存续的外国投资企业，在本法生效后变更经营事项，属于本法规定应当申请准入许可情形的，应申请准入许可。

Where a foreign-invested enterprise in lawful existence prior to the effective date hereof changes operating matters after this Law comes into effect, the foreign-invested enterprise shall apply for market access licensing if it falls under any of the circumstances prescribed herein where market access licensing shall be applied for.

本法生效前依法存续的外国投资企业，在本法生效后新增加投资金额达到限制实施目录中规定的标准的，应当申请准入许可。

A foreign-invested enterprise in lawful existence prior to the effective date hereof shall apply for market access licensing if it newly increases the amount of investment after this Law comes into effect and therefore reaches the relevant threshold prescribed in the list of restricted investment.

第一百五十五条 【原有条件下继续经营】

Article 155 [Continuing operations under original conditions]

本法生效前依法存续的外国投资企业，可在原批准的经营范围、期限和其他条件下继续经营。

A foreign-invested enterprise in lawful existence prior to the effective date hereof may continue its operations under the business scope, operating period and other conditions originally approved.

第一百五十六条 【经营期限】

Article 156 [Operating period]

本法生效后，投资各方可自行约定经营期限，但外国投资主管部门依据本法有关规定作出的以经营期限作为准入条件的除外。

After this Law comes into effect, the parties to an investment may agree on the operating period at their discretion, except where a competent foreign investment department lists the operating period as a market access condition in accordance with this Law.

本法公布后生效前经营期限届满，投资各方有意继续经营的，本法生效后可向工商行政管理机关办理变更手续。

Where the operating period of an investment expires during the period after the promulgation but before the effective date hereof, and the parties to the investment intend to continue operation, they may go through the formalities for change with the relevant administration for industry and commerce after this Law comes into effect.

投资各方自行约定或变更经营期限损害第三方权益的，第三方可依相关法律法规主张权利。

Where the parties to an investment prejudice the rights and interests of a third party by agreeing on the operating period at their discretion or changing the operating period, the third party may claim its rights pursuant to relevant laws and regulations.

第一百五十七条 【变更企业组织形式和组织机构】

Article 157 [Changing the organizational forms and organizational structures of enterprises]

本法生效前依法存续的外国投资企业，在本法生效后三年内应按照《公司法》、《合伙企业法》、《个人独资企业法》等法律法规变更企业组织形式和组织机构，但企业既有经营期限在本法生效后三年内届满且拟延长经营期限的，应在企业既有经营期限内进行变更。

A foreign-invested enterprise in lawful existence prior to the effective date hereof shall, within three years after this Law comes into effect, change its organizational form and organizational structure pursuant to the *Company Law*, the *Law on Partnership Enterprises*, the *Law on Sole Proprietorship Enterprises* and other

relevant laws and regulations, provided that the said enterprise shall make relevant changes within its current operating period if the current operating period expires within three years after this Law comes into effect and the said enterprise intends to extend its operating period.

依前款规定完成变更之前，继续适用《中外合资经营企业法》、《外资企业法》、《中外合作经营企业法》中关于企业组织形式和组织机构的规定。

Before changes are completed in accordance with the preceding Paragraph, the provisions on the organizational forms and organizational structures of enterprises prescribed by the *Law on Sino-foreign Equity Joint Ventures*, the *Law on Foreign-invested Enterprises* and the *Law on Sino-foreign Contractual Joint Ventures* shall continue to apply.

第一百五十八条 【协议控制的处理】

Article 158 [Handling of agreement-based control]

(参见“关于《中华人民共和国外国投资法（草案征求意见稿）》的说明”)

Please refer to the *Notes on the Foreign Investment Law of the People's Republic of China (Draft for Comments)*.

第一百五十九条 【取得外国国籍】

Article 159 [Obtaining foreign citizenship]

具有中国国籍的自然人取得外国国籍的，其在中国境内的投资不论发生于本法生效之前或之后，均属于外国投资，应当适用本法的相关规定，国务院另有规定的除外。

Once a natural person of Chinese nationality obtains foreign citizenship, his/her investment in Mainland China shall be foreign investment regardless of whether such investment is made before or after the effective date of this Law, and shall therefore be governed by this Law, unless otherwise stipulated by the State Council.

第一百六十条 【取得外国永久居留权】

Article 160 [Obtaining foreign permanent residency]

具有中国国籍的自然人取得外国永久居留权，有关法律、行政法规对其在中国境内投资的待遇另有规定的，从其规定。

Where natural persons of Chinese nationality obtain foreign permanent residency, the provisions otherwise prescribed by relevant laws and administrative regulations on the treatment of their investments in Mainland China shall prevail.

第一百六十一条 【取得中国永久居留权】

Article 161 [Obtaining Mainland permanent residency]

具有外国国籍的自然人取得中国永久居留权，有关法律、行政法规对其在中国境内投资的待遇另有规定的，从其规定。

Where natural persons of foreign citizenship obtain Mainland permanent residency, the provisions otherwise prescribed by relevant laws and administrative regulations on the treatment of their investments in Mainland China shall prevail.

第一百六十二条 【台湾同胞投资】

Article 162 [Investment by Taiwanese compatriots]

台湾同胞投资者在大陆投资的，参照适用本法，但法律、行政法规另有规定的除外。

Unless otherwise prescribed by laws and administrative regulations, this Law shall apply, *mutatis mutandis*, to investments in Mainland China by Taiwanese compatriots.

对台湾同胞投资者在大陆投资的特别待遇，由国务院另行规定。

Special treatment of investments in Mainland China by Taiwanese compatriots shall be separately prescribed by the State Council.

第一百六十三条 【港澳同胞和华侨投资】

Article 163 [Investment by Hong Kong and Macao compatriots and overseas Chinese]

港澳同胞投资者和华侨在内地投资的，参照适用本法，但法律、行政法规另有规定的除外。

Unless otherwise prescribed by laws and administrative regulations, this Law shall apply, *mutatis mutandis*, to investments in Mainland China by Hong Kong and Macao compatriots and overseas Chinese.

对港澳同胞投资者和华侨在内地投资的特别待遇，由国务院另行规定。Special treatment of investments in Mainland China by Hong Kong and Macao compatriots and overseas Chinese shall be separately prescribed by the State Council.

第一百六十四条 【法律适用】

Article 164 [Application of law]

外国投资者签订的在中国境内履行的投资合同，适用中国法律。

Investment contracts signed by foreign investors that are to be performed in Mainland China shall be governed by Chinese laws.

第一百六十五条 【应对措施】

Article 165 [Countermeasures]

任何国家或者地区对中国投资者及其投资采取歧视性措施的，国家可以根据实际情况采取相应的措施。

Where any country or region takes discriminatory measures against Chinese investors and their investments, the State may take appropriate measures in response according to actual situations.

第一百六十六条 【金融领域外国投资】

Article 166 [Foreign investment in the financial sector]

外国投资者投资银行、证券、保险等金融领域的，由相关金融主管部门依据有关法律、行政法规实施准入许可和监督检查。

Where foreign investors invest in banking, securities, insurance and other financial fields, relevant competent financial departments shall conduct market access licensing, and supervision and inspection, in accordance with pertinent laws and administrative regulations.

第一百六十七条 【计价货币】

Article 167 [Denominated currency]

外国投资管理和统计采用人民币作为主要计价货币。

Foreign investment management and statistics shall mainly be denominated in RMB.

第一百六十八条 【是否包括本数】

Article 168 [Whether the given figure is included]

本法所称“以上”、“以下”、“达到”包括本数，“超过”、“少于”、“不足”不包括本数。

For the purpose of this Law, the expressions of "以上" (literally "more than"), "以下" (literally "less than") and "达到" (literally "reach") shall include the given figure, while the expressions of "超过" (literally "exceed"), "少于" (literally "less than") and "不足" (literally "less than") shall not include the given figure.

第一百六十九条 【实施办法】

Article 169 [Implementing measures]

国务院可以依据本法制定实施办法。

The State Council may formulate implementing measures in accordance with this Law.

第一百七十条 【生效】

Article 170 [Effective date]

本法自 20 年 月 日起施行。《中外合资经营企业法》、《外资企业法》和《中外合作经营企业法》同时废止。

This Law shall come into effect on MM DD, 20XX. The *Law on Sino-foreign Equity Joint Ventures*, the *Law on Foreign-invested Enterprises* and the *Law on Sino-foreign Contractual Joint Ventures* shall be simultaneously repealed.