Civil Code of the PRC — Book I: General Part

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Unofficial English translation prepared for reference only. The official Chinese text prevails.

Contents

Table of Contents 1

Chapter I — Basic Provisions 1

Chapter II — Natural Persons 2

Chapter III — Legal Persons 6

Chapter IV — Unincorporated Organizations 11

Chapter V — Civil Rights 11

Chapter VI — Civil Juristic Acts 12

Chapter VII — Agency 15

Chapter VIII — Civil Liability 16

Chapter IX — Limitation of Actions 17

Chapter X — Calculation of Time Periods 18

Table of Contents

- Chapter I — Basic Provisions
- Chapter II — Natural Persons
- Chapter III — Legal Persons
- Chapter IV — Unincorporated Organizations
- Chapter V — Civil Rights
- Chapter VI — Civil Juristic Acts
- Chapter VII — Agency
- Chapter VIII — Civil Liability
- Chapter IX — Limitation of Actions
- Chapter X — Calculation of Time Periods

Chapter I — Basic Provisions

Article 1 — This Law is enacted in accordance with the Constitution for the purposes of protecting the lawful rights and interests of civil subjects, regulating civil relations, maintaining social and economic order, meeting the needs of the development of socialism with Chinese characteristics, and promoting the core socialist

values.

Article 2 — The civil law regulates the personal and property relationships among natural persons, legal persons, and unincorporated organizations as equal subjects.

Article 3 — The personal rights, property rights, and other lawful rights and interests of civil subjects are protected by law and shall not be infringed upon by any organization or individual.

Article 4 — All civil subjects are equal in legal status in civil activities.

Article 5 — Civil subjects engaging in civil activities shall follow the principle of voluntariness, and establish, alter, or terminate civil legal relationships in accordance with their own will.

Article 6 — Civil subjects engaging in civil activities shall follow the principle of fairness and reasonably determine the rights and obligations of all parties.

Article 7 — Civil subjects engaging in civil activities shall follow the principle of good faith, uphold honesty, and honor commitments.

Article 8 — Civil subjects engaging in civil activities shall not violate the law or offend public order and good customs.

Article 9 — Civil subjects engaging in civil activities shall be conducive to conserving resources and protecting the ecological environment.

Article 10 — Civil disputes shall be resolved in accordance with the law; where the law has no provisions, custom may be applied, provided that public order and good customs are not offended.

Article 11 — Where other laws have special provisions on civil relations, such provisions shall prevail.

Article 12 — The laws of the People's Republic of China shall apply to civil activities within the territory of the People's Republic of China, unless otherwise provided by law.

Chapter II — Natural Persons

Article 13 — A natural person shall have the capacity for civil rights from birth to death, and may enjoy civil rights and assume civil obligations in accordance with the law.

Article 14 — All natural persons shall have equal capacity for civil rights.

Article 15 — The time of birth and death of a natural person shall be based on the time recorded in the birth certificate or death certificate; in the absence of a birth certificate or death certificate, the time recorded in the household registration or other valid identity registration shall govern. Where there is other evidence sufficient to overturn the aforesaid recorded time, the time proven by such evidence shall govern.

Article 16 — A fetus shall be deemed to have the capacity for civil rights when the protection of its interests is involved, such as inheritance and acceptance of gifts. However, if the fetus is stillborn, its capacity for civil rights shall be deemed never to have existed.

Article 17 — A natural person who has reached the age of 18 is an adult. A natural person under the age of 18 is a minor.

Article 18 — An adult has full capacity for civil conduct and may independently perform civil juristic acts. A minor who has reached the age of 16 and whose main source of livelihood is his own labor income shall be deemed to be a person with full capacity for civil conduct.

Article 19 — A minor who has reached the age of 8 is a person with limited capacity for civil conduct and may perform civil juristic acts through or with the consent or ratification of his legal representative, but may independently perform civil juristic acts that are purely beneficial or that are commensurate with his age and intelligence.

Article 20 — A minor under the age of 8 is a person without capacity for civil conduct and shall be represented by his legal representative in performing civil juristic acts.

Article 21 — An adult who is unable to recognize his own conduct is a person without capacity for civil conduct and shall be represented by his legal representative in performing civil juristic acts. The provisions of the preceding paragraph shall apply to a minor who has reached the age of 8 but is unable to recognize his own conduct.

Article 22 — An adult who is unable to fully recognize his own conduct is a person with limited capacity for civil conduct and may perform civil juristic acts through or with the consent or ratification of his legal representative, but may independently perform civil juristic acts that are purely beneficial or that are commensurate with his mental health condition.

Article 23 — The guardian of a person without or with limited capacity for civil conduct shall be his legal representative.

Article 24 — Where an adult who is unable to or unable to fully recognize his own conduct, his interested parties or relevant organizations may apply to a people's court for a determination that the adult is a person without or with limited capacity for civil conduct. Where a person has been determined by a people's court to be a person without or with limited capacity for civil conduct, the people's court may, upon the application of the person, his interested parties, or relevant organizations, determine him to be a person with limited or full capacity for civil conduct based on the recovery of his mental health condition. The relevant organizations referred to in this Article include residents' committees, villagers' committees, schools, medical institutions, women's federations, disabled persons' federations, organizations for the elderly established in accordance with the law, civil affairs departments, and the like.

Article 25 — The domicile of a natural person shall be the place recorded in the household registration or other valid identity registration; where his habitual residence is different from his domicile, his habitual residence shall be deemed his domicile.

Article 26 — Parents have the obligation to support, educate, and protect their minor children. Adult children have the obligation to support, assist, and protect their parents.

Article 27 — The parents of a minor shall be his guardians. Where both parents of a minor are deceased or have no capacity to act as guardians, the following persons with guardianship capacity shall act as guardians in the order listed: (1) paternal or maternal grandparents; (2) elder brothers or sisters; (3) other individuals or organizations willing to act as guardians, provided that the consent of the residents' committee, villagers' committee, or civil affairs department for the minor's domicile has been obtained.

Article 28 — For an adult without or with limited capacity for civil conduct, the following persons with guardianship capacity shall act as guardians in the order listed: (1) spouse; (2) parents and children; (3) other close relatives; (4) other individuals or organizations willing to act as guardians, provided that the consent of the residents' committee, villagers' committee, or civil affairs department for the ward's domicile has been obtained.

Article 29 — A parent who acts as a guardian may designate a guardian for his child by will.

Article 30 — Persons who have the qualifications for guardianship in accordance with the law may agree on the guardian. The true will of the ward shall be respected in the agreement.

Article 31 — Where a dispute arises over the determination of a guardian, the residents' committee, villagers' committee, or civil affairs department for the ward's domicile may appoint a guardian. Where a party disagrees with such appointment, he may apply to a people's court for the appointment of a guardian; the party may also directly apply to a people's court for the appointment of a guardian. The residents' committee, villagers' committee, civil affairs department, or people's court shall respect the true will of the ward and appoint a guardian from among persons with guardianship qualifications in accordance with the principle that

best serves the interests of the ward. Pending the appointment of a guardian as provided in the first paragraph of this Article, the residents' committee, villagers' committee, relevant organizations prescribed by law, or civil affairs department for the ward's domicile shall act as temporary guardian. A guardian shall not be removed from office after being appointed without authorization; unauthorized removal shall not exempt a person from guardianship obligations.

Article 32 — Where no person with guardianship qualifications is available, the civil affairs department shall act as guardian, or the residents' committee or villagers' committee with the conditions to perform guardianship duties for the ward's domicile may act as guardian.

Article 33 — An adult with full capacity for civil conduct may, through consultation with his close relatives or other individuals or organizations willing to act as guardians, designate in writing his own guardian in advance; where the adult loses full or partial capacity for civil conduct in the future, the designated guardian shall perform guardianship duties.

Article 34 — The duties of a guardian are to represent the ward in performing civil juristic acts and to protect the personal rights, property rights, and other lawful rights and interests of the ward. The right of a guardian to perform guardianship duties in accordance with the law shall be protected by law. Where a guardian fails to perform his guardianship duties or infringes upon the lawful rights and interests of the ward, he shall bear legal liability. Where a guardian is temporarily unable to perform his guardianship duties due to an emergency such as a sudden incident and the ward is left unattended, the residents' committee, villagers' committee, or civil affairs department for the ward's domicile shall make necessary arrangements for the temporary care of the ward.

Article 35 — A guardian shall perform guardianship duties in accordance with the principle that best serves the interests of the ward. A guardian shall not dispose of the ward's property except for the purpose of safeguarding the ward's interests. When performing guardianship duties, a guardian of a minor shall respect the true will of the ward based on the ward's age and mental health condition. When performing guardianship duties, the guardian of an adult shall respect the true will of the ward to the greatest extent possible, and assist and facilitate the ward in performing civil juristic acts commensurate with the ward's mental health condition. The guardian shall not interfere with matters within the ward's capacity to handle independently.

Article 36 — Where a guardian falls under any of the following circumstances, the people's court shall, upon the application of the relevant individual or organization, disqualify the guardian, make arrangements for necessary temporary guardianship measures, and appoint a new guardian in accordance with the law in the best interests of the ward: (1) committing acts that seriously harm the physical and mental health of the ward; (2) being negligent in performing guardianship duties or being unable to perform guardianship duties and refusing to delegate part or all of the guardianship duties to others, resulting in the ward being in a state of distress; or (3) committing other acts that seriously infringe upon the lawful rights and interests of the ward. The relevant individuals and organizations referred to in this Article include other persons with guardianship qualifications in accordance with the law, residents' committees, villagers' committees, schools, medical institutions, women's federations, disabled persons' federations, organizations for the protection of minors, organizations for the elderly established in accordance with the law, civil affairs departments, and the like. Where individuals and organizations other than the civil affairs departments as provided in the preceding paragraph fail to apply to the people's court for the disqualification of the guardian in a timely manner, the civil affairs departments shall apply to the people's court.

Article 37 — A parent, child, or spouse who is disqualified from guardianship by a people's court in accordance with the law shall continue to bear the obligations of support, education, or financial assistance.

Article 38 — Where a ward's parent or child, having been disqualified from guardianship by a people's court, has shown true repentance, the people's court may, upon his application and in the premise of respecting

the true will of the ward, reinstate his guardianship as the circumstances require, except where the guardian was disqualified for intentionally committing a criminal offense against the ward. The guardianship relationship between the guardian appointed by the people's court and the ward shall be terminated simultaneously upon the reinstatement of guardianship.

Article 39 — A guardianship shall be terminated under any of the following circumstances: (1) the ward has obtained or regained full capacity for civil conduct; (2) the guardian has lost the capacity to act as a guardian; (3) the ward or the guardian has died; or (4) other circumstances prescribed by law for termination of guardianship. Where a ward is still in need of guardianship after the termination of the guardianship relationship, another guardian shall be determined in accordance with the law.

Article 40 — Where a natural person's whereabouts have been unknown for two years, his interested parties may apply to a people's court for a declaration that the natural person is a missing person.

Article 41 — The period during which a natural person's whereabouts are unknown shall be calculated from the day following the day when the person's whereabouts were last known. Where the person's whereabouts become unknown during a war, the period shall be calculated from the date of the end of the war or from the date on which the relevant authority determines the person's whereabouts to be unknown.

Article 42 — The property of a missing person shall be placed in the custody of his spouse, adult children, parents, or other persons willing to act as custodians. Where a dispute arises over custody or none of the aforementioned persons is available or capable of acting as custodian, the property shall be placed in the custody of a person appointed by the people's court.

Article 43 — A property custodian shall properly manage the property of the missing person and safeguard his property rights and interests. The taxes, debts, and other expenses owed by a missing person shall be paid by the property custodian out of the property of the missing person. Where a property custodian causes loss of the property of the missing person intentionally or by gross negligence, he shall be liable for compensation.

Article 44 — Where a property custodian fails to perform his custodial duties, infringes upon the property rights and interests of the missing person, or loses his capacity to act as custodian, an interested party of the missing person may apply to the people's court for a change of the property custodian. A property custodian may, with just cause, apply to the people's court for a change of the property custodian. Where the people's court changes the property custodian, the new property custodian shall have the right to request the original property custodian to deliver the relevant property and report on the management of the property in a timely manner.

Article 45 — Where a missing person reappears, the people's court shall, upon the application of the person or an interested party, revoke the declaration of disappearance. Where a missing person reappears, he shall have the right to request the property custodian to deliver the relevant property and report on the management of the property in a timely manner.

Article 46 — A natural person may be declared dead by a people's court upon the application of an interested party under any of the following circumstances: (1) the person's whereabouts have been unknown for four years; or (2) the person's whereabouts have been unknown for two years due to an accident. Where the person's whereabouts have been unknown due to an accident and it is impossible for the person to have survived as certified by the relevant authority, the two-year period requirement shall not apply.

Article 47 — Where the same natural person is the subject of both an application for declaration of death and an application for declaration of disappearance by the interested parties and both meet the statutory requirements, the people's court shall declare the person's death.

Article 48 — The date on which the people's court renders the judgment declaring a person's death shall be deemed the date of the person's death; where a person is declared dead due to an accident resulting in

unknown whereabouts, the date of the accident shall be deemed the date of the person's death.

Article 49 — Where a natural person is declared dead but is not dead, the validity of civil juristic acts performed by the natural person during the period of the declaration of death shall not be affected.

Article 50 — Where a person who has been declared dead reappears, the people's court shall, upon the application of the person or an interested party, revoke the declaration of death.

Article 51 — The marital relationship of a person who has been declared dead shall be terminated on the date of the declaration of death. Where the declaration of death is revoked, the marital relationship shall be automatically resumed from the date of the revocation of the declaration of death, unless the spouse has remarried or makes a written statement to the marriage registration authority that he or she does not wish to resume the marital relationship.

Article 52 — Where a child of a person who has been declared dead has been adopted by another person in accordance with the law during the period of the declaration of death, the person shall not claim the adoption invalid on the ground that he did not consent to the adoption after the revocation of the declaration of death.

Article 53 — Where the declaration of death of a person is revoked, the person shall have the right to request the return of property acquired by civil subjects pursuant to the provisions of Book VI of this Code; where the original property cannot be returned or is no longer in existence, appropriate compensation shall be provided. Where an interested party has concealed the true circumstances, causing another person to be declared dead and thereby acquire his property, the interested party shall, in addition to returning the property, bear liability for compensation.

Article 54 — A natural person who engages in industrial or commercial operations and is registered in accordance with the law is an individual industrial and commercial household. An individual industrial and commercial household may adopt a trade name.

Article 55 — Members of a rural collective economic organization who have obtained the right to operate rural land in accordance with the law and engage in household operations of the contracted land are rural usufructuary households.

Article 56 — The debts of an individual industrial and commercial household shall be paid from the property of the individual if the operation is conducted by the individual, or from the property of the family if the operation is conducted by the family; where it is impossible to distinguish, the debts shall be paid from the property of the family. The debts of a rural usufructuary household shall be paid from the property of the family engaged in the operation of the contracted rural land. Where the operation is in fact conducted by some members of the household, the debts shall be paid from the property of such members.

Chapter III — Legal Persons

Article 57 — A legal person is an organization that has the capacity for civil rights and the capacity for civil conduct, independently enjoys civil rights and assumes civil obligations in accordance with the law.

Article 58 — A legal person shall be established in accordance with the law. A legal person shall have its own name, organizational structure, domicile, and property or funding. The specific conditions and procedures for the establishment of a legal person shall be governed by laws and administrative regulations. Where laws or administrative regulations provide that the establishment of a legal person shall be subject to the approval of the relevant authorities, such provisions shall apply.

Article 59 — The capacity for civil rights and the capacity for civil conduct of a legal person shall arise from the time of its establishment and cease upon its termination.

Article 60 — A legal person shall bear civil liability independently with all of its property.

Article 61 — The person in charge of the operations of a legal person as set forth in the law or the articles of association of the legal person shall be the legal representative of the legal person, who shall engage in civil activities on behalf of the legal person. The legal effect of civil juristic acts performed by the legal representative in the name of the legal person shall be attributed to the legal person. Restrictions imposed by the articles of association of the legal person or the governing body of the legal person on the legal representative's power of representation shall not be asserted against bona fide counterparts.

Article 62 — Where the legal representative causes damage to another person in the performance of his duties, the legal person shall bear civil liability. After bearing civil liability, the legal person may seek recovery from the legal representative at fault in accordance with the law or the articles of association of the legal person.

Article 63 — The domicile of a legal person shall be the place where its principal place of business is located. Where a legal person is required to be registered in accordance with the law, the place of its principal place of business shall be registered as its domicile.

Article 64 — Where a change occurs in the registration particulars of a legal person during its existence, the legal person shall apply for registration of the change with the registration authority in accordance with the law.

Article 65 — The actual circumstances of a legal person that are inconsistent with the registered particulars shall not be asserted against bona fide counterparts.

Article 66 — The registration authority shall, in accordance with the law, make public the registration particulars of a legal person in a timely manner.

Article 67 — In the case of a merger of legal persons, the rights and obligations of the legal persons shall be enjoyed and assumed by the surviving legal person. In the case of a division of a legal person, the rights and obligations of the legal person shall be enjoyed and assumed jointly and severally by the legal persons resulting from the division, unless otherwise agreed upon by the creditors and debtors.

Article 68 — Where a legal person is terminated under any of the following circumstances after liquidation and deregistration has been completed, it shall be dissolved: (1) the legal person is dissolved; (2) the legal person is declared bankrupt; or (3) other circumstances prescribed by law. Where laws or administrative regulations provide that the termination of a legal person shall be subject to the approval of the relevant authorities, such provisions shall apply.

Article 69 — A legal person shall be dissolved under any of the following circumstances: (1) the term of existence as provided in the articles of association of the legal person has expired, or other causes for dissolution as provided in the articles of association of the legal person have arisen; (2) the governing body of the legal person resolves to dissolve the legal person; (3) dissolution is required as a result of the merger or division of the legal person; (4) the business license or registration certificate of the legal person has been revoked in accordance with the law, or the legal person has been ordered to close down or has been deregistered; or (5) other circumstances prescribed by law have arisen.

Article 70 — Where a legal person is dissolved except in the case of merger or division, the liquidation obligors shall promptly form a liquidation committee to conduct liquidation. The members of the executive body or decision-making body of the legal person, such as directors and executive directors, shall be the liquidation obligors, unless otherwise provided by laws or administrative regulations. Where the liquidation obligors fail to perform their liquidation obligations in a timely manner and cause damage, they shall bear civil liability; where the competent authority or an interested party applies to a people's court for the appointment of relevant personnel to form a liquidation committee for liquidation, the people's court shall grant such application.

Article 71 — The procedures for liquidation and the powers of the liquidation committee of a legal person shall be governed by the provisions of relevant laws; in the absence of such provisions, the relevant provisions of the Company Law shall apply mutatis mutandis.

Article 72 — During the liquidation period, a legal person shall continue to exist but shall not engage in activities unrelated to the liquidation. The remaining property of the legal person after liquidation shall be disposed of in accordance with the provisions of the articles of association of the legal person or the resolution of the governing body of the legal person, unless otherwise provided by law. The legal person shall be terminated upon the completion of liquidation and deregistration; where liquidation is not required in accordance with the law, the legal person shall be terminated upon deregistration.

Article 73 — Where a legal person is declared bankrupt, it shall be terminated upon the completion of the bankruptcy liquidation and deregistration in accordance with the law.

Article 74 — A legal person may establish branches in accordance with the law. Where the establishment of a branch is required to be registered by laws or administrative regulations, such provisions shall apply. A branch engages in civil activities in its own name, and the civil liability arising therefrom shall be borne by the legal person; it may also be paid first from the property managed by the branch, and the shortfall, if any, shall be met by the legal person.

Article 75 — The legal effect of civil juristic acts performed by the promoters for the establishment of a legal person shall be attributed to the legal person if the legal person is established; where the legal person is not established, the legal effect shall be attributed to the promoters, and the promoters shall bear joint and several liability if there are two or more promoters. Where a promoter performs civil juristic acts in his own name for the establishment of a legal person and the counterparty chooses to request the legal person to assume liability, the legal person shall assume liability if it is established.

Article 76 — A legal person that is established for the purpose of obtaining profits and distributing the profits to its shareholders or other members is a for-profit legal person. For-profit legal persons include limited liability companies, companies limited by shares, and other enterprise legal persons.

Article 77 — A for-profit legal person shall be established upon registration in accordance with the law. A business license shall be issued by the registration authority. The date of issuance of the business license shall be the date of establishment of the for-profit legal person.

Article 78 — A registration authority shall issue a business license to a for-profit legal person that is established in accordance with the law. The date of issuance of the business license shall be the date of establishment of the for-profit legal person.

Article 79 — The promoters of a for-profit legal person shall formulate the articles of association of the legal person.

Article 80 — A for-profit legal person shall establish a governing body. The governing body shall exercise the authority to amend the articles of association of the legal person, elect or replace members of the executive body and the supervisory body, and other powers prescribed by the articles of association of the legal person.

Article 81 — A for-profit legal person shall establish an executive body. The executive body shall exercise the authority to convene meetings of the governing body, decide on the business and investment plans of the legal person, decide on the establishment of internal management bodies of the legal person, and other powers prescribed by the articles of association of the legal person. Where the executive body is the board of directors or an executive director, the chairman of the board of directors, the executive director, or a manager shall be the legal representative in accordance with the articles of association of the legal person; where no board of directors or executive director is established, the person in charge specified in the articles of association of the legal person shall be the executive body and the legal representative.

Article 82 — Where a for-profit legal person has a supervisory body such as a board of supervisors or a supervisor, the supervisory body shall exercise the authority to inspect the financial affairs of the legal person in accordance with the law, supervise the performance of duties by members of the executive body and senior management of the legal person, and other powers prescribed by the articles of association of the legal person.

Article 83 — An investor of a for-profit legal person shall not abuse his rights as an investor to harm the interests of the legal person or other investors; where the abuse of investor rights causes losses to the legal person or other investors, the investor shall bear civil liability in accordance with the law. An investor of a for-profit legal person shall not abuse the independent status of the legal person or the limited liability of investors to harm the interests of creditors; where the abuse of the independent status of a legal person or the limited liability of investors to evade debts and seriously harm the interests of creditors, the investor shall bear joint and several liability for the debts of the legal person.

Article 84 — The controlling investor, actual controller, director, supervisor, and senior management of a for-profit legal person shall not use affiliated relationships to harm the interests of the legal person; where the use of affiliated relationships causes losses to the legal person, the person shall be liable for compensation.

Article 85 — Where a resolution of a meeting of the governing body or executive body of a for-profit legal person is convened in a procedure, voting method, or content that violates laws, administrative regulations, or the articles of association of the legal person, an investor may request the people's court to revoke the resolution within 60 days from the date of the resolution. However, the civil legal relationship already formed between the for-profit legal person and a bona fide counterpart based on the resolution shall not be affected.

Article 86 — In conducting business activities, a for-profit legal person shall abide by business ethics, maintain transaction security, accept supervision by the government and the public, and assume social responsibilities.

Article 87 — A legal person established for public welfare or other non-profit purposes, which does not distribute profits to its members, promoters, or investors, is a non-profit legal person. Non-profit legal persons include public institutions, social organizations, foundations, social service institutions, and the like.

Article 88 — A public institution that meets the requirements for a legal person and is registered in accordance with the law for the purpose of providing public services shall obtain the status of a public institution legal person; where registration is not required by law, the public institution shall obtain the status of a public institution legal person from the date of its establishment.

Article 89 — Where a public institution legal person has a board of directors, the board of directors shall be its decision-making body, unless otherwise provided by law. The legal representative of a public institution legal person shall be in accordance with the provisions of laws, administrative regulations, or the articles of association of the legal person.

Article 90 — A social organization that meets the requirements for a legal person and is established upon the consent of its members for the common will of its members for public welfare or the common interests of its members, and registered in accordance with the law, shall obtain the status of a social organization legal person; where registration is not required by law, the social organization shall obtain the status of a social organization legal person from the date of its establishment.

Article 91 — A social organization legal person shall formulate articles of association in accordance with the law. A social organization legal person shall establish a governing body such as a members' congress or a members' representative assembly. A social organization legal person shall establish an executive body such as a board of directors. The chairman of the board of directors, president, or the person in charge shall act as the legal representative in accordance with the articles of association of the legal person.

Article 92 — A foundation or social service institution that meets the requirements for a legal person and is established with donated property for the purpose of public welfare and registered in accordance with the law shall obtain the status of a donor-funded legal person. A site of a religious activity that is established in accordance with the law and meets the requirements for a legal person may apply for registration as a legal person and obtain the status of a donor-funded legal person if registered. The provisions of laws and administrative regulations on religious sites shall apply.

Article 93 — The articles of association of a donor-funded legal person shall be formulated for the establishment of the legal person. A donor-funded legal person shall establish a decision-making body such as a board of directors or a democratic management organization and an executive body. The chairman of the board of directors or the person in charge shall act as the legal representative in accordance with the articles of association of the legal person. A donor-funded legal person shall establish a supervisory body such as a board of supervisors.

Article 94 — A donor shall have the right to inquire about the use and management of the donated property to the donor-funded legal person and to provide opinions and suggestions. The donor-funded legal person shall respond to the donor's inquiry in a timely and truthful manner. Where a decision made by the decision-making body, executive body, or legal representative of a donor-funded legal person violates the procedures prescribed by the articles of association of the legal person, the donor or other interested parties, or the competent authority may apply to the people's court for revocation of the decision. However, the civil legal relationship already formed between the donor-funded legal person and a bona fide counterpart based on the decision shall not be affected.

Article 95 — When a non-profit legal person established for public welfare purposes is terminated, it shall not distribute the remaining property to its promoters, investors, or members. The remaining property shall be used for public welfare purposes in accordance with the articles of association of the legal person or a resolution of the governing body; where it cannot be disposed of in accordance with the articles of association of the legal person or a resolution of the governing body, the competent authority shall arrange for the transfer of the remaining property to a legal person with the same or similar purposes and shall make an announcement.

Article 96 — Government agencies, rural collective economic organizations, urban and rural cooperative economic organizations, and basic-level self-governing mass organizations as provided in this Section shall have the status of special legal persons.

Article 97 — A government agency with independent funding and the statutory functions of an organ of the state shall have the status of a government agency legal person from the date of its establishment and may engage in civil activities necessary for the performance of its functions.

Article 98 — A government agency legal person shall be dissolved upon its abolition, and its civil rights and obligations shall be enjoyed and assumed by the successor government agency legal person; where there is no successor government agency legal person, the rights and obligations shall be enjoyed and assumed by the government agency legal person that made the decision to abolish it.

Article 99 — A rural collective economic organization shall obtain the status of a legal person in accordance with the law. Where laws and administrative regulations have provisions on rural collective economic organizations, such provisions shall apply.

Article 100 — An urban or rural cooperative economic organization shall obtain the status of a legal person in accordance with the law. Where laws and administrative regulations have provisions on urban and rural cooperative economic organizations, such provisions shall apply.

Article 101 — A residents' committee or villagers' committee shall have the status of a basic-level self-governing mass organization legal person and may engage in civil activities necessary for the

performance of its functions. Where a village collective economic organization has not been established, the villagers' committee may perform the functions of the village collective economic organization in accordance with the law.

Chapter IV — Unincorporated Organizations

Article 102 — An unincorporated organization is an organization that does not have the status of a legal person but is capable of engaging in civil activities in its own name in accordance with the law. Unincorporated organizations include sole proprietorship enterprises, partnership enterprises, professional service organizations without legal person status, and the like.

Article 103 — An unincorporated organization shall be registered in accordance with the law as prescribed by law. Where the establishment of an unincorporated organization requires approval by the relevant authority in accordance with laws or administrative regulations, such provisions shall apply.

Article 104 — Where the property of an unincorporated organization is insufficient to pay its debts, its investors or promoters shall assume unlimited liability, unless otherwise provided by law.

Article 105 — An unincorporated organization may designate one or more members to engage in civil activities on behalf of the organization.

Article 106 — An unincorporated organization shall be dissolved under any of the following circumstances: (1) the term of existence as provided in the articles of association of the organization has expired, or other causes for dissolution as provided in the articles of association of the organization have arisen; (2) the investors or promoters decide to dissolve the organization; or (3) other circumstances prescribed by law have arisen.

Article 107 — An unincorporated organization shall be liquidated upon dissolution.

Article 108 — The provisions of Section 1 of Chapter III of this Book shall apply mutatis mutandis to unincorporated organizations.

Chapter V — Civil Rights

Article 109 — The personal liberty and personal dignity of a natural person shall be protected by law.

Article 110 — A natural person shall enjoy the right to life, the right to body, the right to health, the right to name, the right to portrait, the right to reputation, the right to honor, the right to privacy, the right to freedom of marriage, and other rights. A legal person or unincorporated organization shall enjoy the right to name, the right to reputation, the right to honor, and other rights.

Article 111 — The personal information of a natural person shall be protected by law. Any organization or individual that needs to obtain the personal information of another person shall do so in accordance with the law, ensure the security of the information, and shall not illegally collect, use, process, or transmit the personal information of another person, nor illegally trade, provide, or disclose the personal information of another person.

Article 112 — The personal rights of a natural person arising from marriage or family relationships shall be protected by law.

Article 113 — The property rights of civil subjects shall be equally protected by law.

Article 114 — Civil subjects shall enjoy real rights in accordance with the law. Real rights are the exclusive rights of the right holder to directly control a specific thing in accordance with the law, including ownership, usufruct rights, and security interests. Property shall be categorized as immovable property and movable property. Where a right is the object of a real right, the relevant provisions shall apply, unless otherwise provided by law.

Article 115 — Property includes immovable property and movable property. Where laws provide that a right shall be the object of a real right, such provisions shall apply.

Article 116 — The types and contents of real rights shall be prescribed by law.

Article 117 — Where immovable property or movable property is expropriated for public interest purposes, fair and reasonable compensation shall be provided in accordance with the statutory limits of authority and procedures.

Article 118 — Civil subjects shall enjoy creditor's rights in accordance with the law. Creditor's rights are the rights of the right holder to request a specific obligor to perform or not perform certain acts arising from contracts, torts, negotiorum gestio, unjust enrichment, and other provisions of law.

Article 119 — A contract formed in accordance with the law shall be legally binding on the parties.

Article 120 — Where civil rights and interests are infringed upon, the infringed party shall have the right to request the infringer to assume tort liability.

Article 121 — A person who manages the affairs of another person without a statutory or contractual obligation in order to avoid the other person suffering loss shall have the right to request the beneficiary to reimburse the necessary expenses incurred.

Article 122 — Where a person is unjustly enriched without legal grounds to the detriment of another person, the person suffering the loss shall have the right to request the unjustly enriched person to return the unjust enrichment.

Article 123 — Civil subjects shall enjoy intellectual property rights in accordance with the law. Intellectual property rights are the exclusive rights enjoyed by the right holder in accordance with the law with respect to the following objects: (1) works; (2) inventions, utility models, and designs; (3) trademarks; (4) geographical indications; (5) trade secrets; (6) layout-designs of integrated circuits; (7) new plant varieties; and (8) other objects prescribed by law.

Article 124 — A natural person shall enjoy the right to inheritance in accordance with the law. The lawful private property of a natural person may be inherited in accordance with the law.

Article 125 — Civil subjects shall enjoy equity interests and other investment rights in accordance with the law.

Article 126 — Civil subjects shall enjoy other civil rights and interests prescribed by law.

Article 127 — Where laws have provisions on the protection of data and network virtual property, such provisions shall apply.

Article 128 — Where laws have special provisions on the protection of civil rights of minors, the elderly, persons with disabilities, women, consumers, and the like, such provisions shall apply.

Article 129 — Civil rights may be acquired through civil juristic acts, factual acts, events prescribed by law, or other means prescribed by law.

Article 130 — Civil subjects shall exercise civil rights in accordance with their own will without interference.

Article 131 — When exercising rights, civil subjects shall perform obligations prescribed by law and agreed upon by the parties.

Article 132 — Civil subjects shall not abuse their civil rights to harm the interests of the state, public interests, or the lawful rights and interests of others.

Chapter VI — Civil Juristic Acts

Article 133 — Civil juristic acts are acts of civil subjects to establish, alter, or terminate civil legal relationships through expressions of intent.

Article 134 — A civil juristic act may be established based on the expression of intent of two or more parties or the expression of intent of a single party. A civil juristic act may also be established by a resolution of a legal person or an unincorporated organization made in accordance with the procedures and voting method prescribed by law or the articles of association.

Article 135 — Civil juristic acts may be in written form, oral form, or other forms; where laws or administrative regulations provide or the parties agree that a particular form shall be adopted, such form shall be adopted.

Article 136 — A civil juristic act shall become effective upon its establishment, unless otherwise provided by law or otherwise agreed upon by the parties. The actor shall not alter or rescind a civil juristic act without authorization, unless permitted by law or consented to by the other party.

Article 137 — An expression of intent made through dialogue shall become effective when the counterparty knows the content of the expression. An expression of intent made in a form other than dialogue shall become effective when it reaches the counterparty. Where an expression of intent is made in the form of a data message and the counterparty has designated a specific system to receive the data message, the expression of intent shall become effective when the data message enters such specific system; where no specific system has been designated, the expression of intent shall become effective when the counterparty knows or ought to know that the data message has entered its system. Where the parties have otherwise agreed on the effective time of an expression of intent made in the form of a data message, such agreement shall prevail.

Article 138 — Where an expression of intent is not made to a specific counterparty, it shall become effective when the expression is completed, unless otherwise provided by law.

Article 139 — An expression of intent made by public notice shall become effective when the public notice is issued.

Article 140 — An actor may make an expression of intent expressly or impliedly. Silence shall be deemed an expression of intent only when it is so provided by law, agreed upon by the parties, or consistent with the customary practice between the parties.

Article 141 — An actor may withdraw an expression of intent. The notice of withdrawal of an expression of intent shall reach the counterparty before or simultaneously with the expression of intent.

Article 142 — Where an expression of intent is made to a counterparty, the meaning of the expression shall be interpreted in accordance with the language and words used, taking into account the relevant provisions, the nature and purpose of the act, custom, and the principle of good faith. Where an expression of intent is not made to a counterparty, the true intent of the actor shall not be interpreted solely on the basis of the language and words used, but shall be determined taking into account the relevant provisions, the nature and purpose of the act, custom, and the principle of good faith.

Article 143 — A civil juristic act shall be valid if the following conditions are satisfied: (1) the actor has the corresponding capacity for civil conduct; (2) the expression of intent is genuine; and (3) the act does not violate the mandatory provisions of laws or administrative regulations, nor offend public order and good customs.

Article 144 — A civil juristic act performed by a person without capacity for civil conduct shall be void.

Article 145 — A civil juristic act performed by a person with limited capacity for civil conduct that is purely beneficial or commensurate with his age, intelligence, or mental health condition shall be valid; other civil juristic acts shall become valid upon consent or ratification by his legal representative. The counterparty may urge the legal representative to ratify within 30 days of receipt of the notice. Where the legal representative

fails to respond, the ratification shall be deemed to have been refused. Before the civil juristic act is ratified, a bona fide counterparty shall have the right to revoke the act. Revocation shall be made by notice.

Article 146 — A civil juristic act performed by an actor and a counterparty on the basis of a false expression of intent shall be void. The validity of a civil juristic act concealed by a false expression of intent shall be governed by the provisions of relevant laws.

Article 147 — Where a civil juristic act is performed based on a material misunderstanding, the actor shall have the right to request a people's court or an arbitral institution to revoke the act.

Article 148 — Where a party by fraudulent means causes the other party to perform a civil juristic act against the other party's true intent, the defrauded party shall have the right to request a people's court or an arbitral institution to revoke the act.

Article 149 — Where a third party commits fraud, causing a party to perform a civil juristic act against the party's true intent, the defrauded party shall have the right to request a people's court or an arbitral institution to revoke the act, if the other party knew or ought to have known of the fraud.

Article 150 — Where a party performs a civil juristic act against the party's true intent as a result of coercion by the other party or a third party, the coerced party shall have the right to request a people's court or an arbitral institution to revoke the act.

Article 151 — Where a party takes advantage of the other party's precarious situation or lack of judgment, resulting in the civil juristic act being manifestly unfair at the time it was performed, the injured party shall have the right to request a people's court or an arbitral institution to revoke the act.

Article 152 — The right to revoke a civil juristic act shall be extinguished under any of the following circumstances: (1) the party has not exercised the right within one year from the date on which the party knew or ought to have known of the grounds for revocation, or within 90 days from the date on which the party with a material misunderstanding knew or ought to have known of the grounds for revocation; (2) the party subject to coercion has not exercised the right within one year from the date on which the coercion ceased; (3) the party has expressly stated or has indicated by conduct that it has waived the right to revoke after learning of the grounds for revocation. Where a party has not exercised the right to revoke within five years from the date on which the civil juristic act was performed, the right to revoke shall be extinguished.

Article 153 — A civil juristic act that violates the mandatory provisions of laws or administrative regulations shall be void, unless such mandatory provisions do not cause the civil juristic act to be void. A civil juristic act that offends public order and good customs shall be void.

Article 154 — A civil juristic act in which an actor maliciously colludes with a counterparty to harm the lawful rights and interests of another person shall be void.

Article 155 — A void or revoked civil juristic act shall have no legal effect from the outset.

Article 156 — Where part of a civil juristic act is void without affecting the validity of the other part, the other part shall remain valid.

Article 157 — After a civil juristic act is void, revoked, or determined to be of no effect, the property acquired by the actor as a result of the act shall be returned; where return is impossible or unnecessary, compensation shall be made at an appraised value. The party at fault shall compensate the other party for the losses suffered as a result; where both parties are at fault, each shall bear corresponding liability, unless otherwise provided by law.

Article 158 — A condition may be attached to a civil juristic act, unless the nature of the act precludes such attachment. A civil juristic act with a condition precedent shall become effective upon satisfaction of the condition. A civil juristic act with a condition subsequent shall become void upon satisfaction of the condition.

Article 159 — Where a party, for its own benefit, improperly prevents the satisfaction of a condition, the condition shall be deemed to have been satisfied; where a party improperly facilitates the satisfaction of a condition, the condition shall be deemed not to have been satisfied.

Article 160 — A time limit may be attached to a civil juristic act, unless the nature of the act precludes such attachment. A civil juristic act with a time limit for effectiveness shall become effective upon expiration of the time limit. A civil juristic act with a time limit for termination shall become void upon expiration of the time limit.

Chapter VII — Agency

Article 161 — A civil subject may perform civil juristic acts through an agent. Acts that must be performed by the principal in person in accordance with the provisions of law, the agreement of the parties, or the nature of the civil juristic act shall not be performed through an agent.

Article 162 — Civil juristic acts performed by an agent in the name of the principal within the scope of the authority of agency shall have binding effect on the principal.

Article 163 — Agency includes agency by mandate and agency by operation of law. A mandated agent shall exercise the power of agency as authorized by the principal. A legal agent shall exercise the power of agency as prescribed by law.

Article 164 — An agent who fails to perform or fully perform his duties, thereby causing damage to the principal, shall bear civil liability. Where an agent maliciously colludes with a counterparty to harm the lawful rights and interests of the principal, the agent and the counterparty shall bear joint and several liability.

Article 165 — Where the authorization of agency is in writing, the power of attorney shall clearly state the name of the agent, the matters authorized, the scope and duration of the authority, and shall be signed or sealed by the principal.

Article 166 — Where two or more agents are authorized to handle the same matter for the principal, the agents shall jointly exercise the power of agency, unless otherwise agreed upon by the parties.

Article 167 — Where an agent has been aware or ought to have been aware that the matter authorized is illegal but still performs the agency act, or where a principal has been aware or ought to have been aware that the agency act is illegal but fails to object, the principal and the agent shall bear joint and several liability.

Article 168 — An agent shall not perform civil juristic acts with himself in the name of the principal, unless the principal consents or ratifies the act. An agent shall not simultaneously act as the agent of the other party to the same civil juristic act in the name of the principal that he represents, unless both principals consent or ratify the act.

Article 169 — Where an agent needs to delegate the authority of agency to a third party, he shall obtain the consent or ratification of the principal. Where the delegation of the authority of agency to a third party has been consented to or ratified by the principal, the principal may directly instruct the third party agent on the matters authorized, and the agent shall only be liable for the selection of the third party agent and the instructions given to the third party agent. Where the delegation of authority of agency to a third party is not consented to or ratified by the principal, the agent shall bear liability for the acts of the third party agent, unless the agent needs to delegate the authority of agency to a third party in an emergency situation in order to safeguard the interests of the principal.

Article 170 — Civil juristic acts performed by a staff member of a legal person or unincorporated organization in the course of handling matters authorized by the legal person or unincorporated organization on behalf of the legal person or unincorporated organization within the scope of the powers of his position shall have binding effect on the legal person or unincorporated organization. Restrictions imposed by a legal person or unincorporated organization on the powers of the staff member’s position to handle matters on behalf of the

legal person or unincorporated organization shall not be asserted against a bona fide counterparty.

Article 171 — Where an actor has no power of agency, acts beyond the power of agency, or acts after the power of agency has been terminated, the act shall have no binding effect on the principal unless ratified by the principal. The counterparty may urge the principal to ratify within 30 days of receipt of the notice. Where the principal fails to respond, the ratification shall be deemed to have been refused. Before the act is ratified, a bona fide counterparty shall have the right to revoke the act. Revocation shall be made by notice. Where the act is not ratified, the bona fide counterparty shall have the right to request the actor to perform the obligation or to compensate for the losses suffered, provided that the compensation shall not exceed the benefits that the counterparty could have obtained had the principal ratified the act. Where the counterparty knows or ought to know that the actor has no power of agency, the counterparty and the actor shall bear liability in accordance with their respective faults.

Article 172 — Where an actor has no power of agency, acts beyond the power of agency, or acts after the power of agency has been terminated, and the counterparty has reason to believe that the actor has the power of agency, the agency act shall be valid.

Article 173 — Agency by mandate shall be terminated under any of the following circumstances: (1) the term of agency has expired or the matters authorized have been completed; (2) the principal revokes the mandate or the agent resigns the mandate; (3) the agent has lost capacity for civil conduct; (4) the agent or the principal has died; or (5) the legal person or unincorporated organization as the agent or the principal has been terminated.

Article 174 — Where the principal dies after the agency by mandate, the agency act performed by the mandated agent shall be valid under any of the following circumstances: (1) the agent does not know and ought not to know of the death of the principal; (2) the successors of the principal ratify the act; (3) the power of attorney expressly provides that the agency shall be terminated upon the completion of the matters authorized; or (4) the agency act has commenced before the death of the principal and the continued performance of the agency act is necessary for the benefit of the successors of the principal. The provisions of the preceding paragraph shall apply mutatis mutandis where a legal person or unincorporated organization as the principal is terminated.

Article 175 — Legal agency shall be terminated under any of the following circumstances: (1) the principal has obtained or regained full capacity for civil conduct; (2) the agent has lost capacity for civil conduct; (3) the agent or the principal has died; or (4) other circumstances prescribed by law.

Chapter VIII — Civil Liability

Article 176 — Civil subjects shall perform civil obligations and bear civil liability in accordance with the provisions of law or the agreement of the parties.

Article 177 — Where two or more persons bear liability in proportion to their respective shares, each shall bear liability in accordance with the share of liability as determined; where the shares cannot be determined, each shall bear liability equally.

Article 178 — Where two or more persons bear joint and several liability, the right holder shall have the right to request some or all of the jointly and severally liable persons to bear liability. The share of liability of each jointly and severally liable person shall be determined in accordance with the respective degree of fault; where the degree of fault of each person cannot be determined, each shall bear liability equally. A jointly and severally liable person who has actually borne more than his share of liability shall have the right to seek recovery from other jointly and severally liable persons. Joint and several liability shall be prescribed by law or agreed upon by the parties.

Article 179 — The primary methods of bearing civil liability are: (1) cessation of the infringement; (2) removal of the nuisance; (3) elimination of the danger; (4) restitution of property; (5) restoration to the original condition; (6) repair, reworking, or replacement; (7) continued performance; (8) compensation for losses; (9) payment of liquidated damages; (10) elimination of adverse effects and rehabilitation of reputation; and (11) extension of apologies. Where laws provide for punitive damages, such provisions shall apply. The methods of bearing civil liability as provided in this Article may be applied separately or concurrently.

Article 180 — A person who is unable to perform a civil obligation due to force majeure shall not bear civil liability, unless otherwise provided by law. Force majeure means unforeseeable, unavoidable, and insurmountable objective circumstances.

Article 181 — A person who causes damage by acting in self-defense shall not bear civil liability. Where self-defense exceeds the necessary limits and causes undue damage, the person acting in self-defense shall bear appropriate civil liability.

Article 182 — A person who causes damage by acting to avert a danger in an emergency shall not bear civil liability, and the person who created the danger shall bear civil liability. Where the danger arises from natural causes, the person who acts to avert the danger in an emergency shall not bear civil liability but may provide appropriate compensation. Where the measures taken to avert the danger in an emergency are inappropriate or exceed the necessary limits, causing undue damage, the person who acts to avert the danger in an emergency shall bear appropriate civil liability.

Article 183 — Where a person acting to protect the civil rights and interests of another person suffers damage, the infringer shall bear civil liability and the beneficiary may provide appropriate compensation. Where there is no infringer, the infringer has fled, or the infringer is unable to bear civil liability, and the victim requests compensation, the beneficiary shall provide appropriate compensation.

Article 184 — A person who voluntarily provides emergency assistance and causes damage to the recipient of assistance shall not bear civil liability.

Article 185 — Whoever infringes upon the name, portrait, reputation, or honor of a hero or a martyr and thereby harms the public interest shall bear civil liability.

Article 186 — Where a party breaches a contract and thereby causes damage to the other party’s personal or property rights, the injured party shall have the right to choose to request the party to bear liability for breach of contract or to bear tort liability.

Article 187 — Where a civil subject is required to bear civil liability, administrative liability, and criminal liability concurrently for the same act, the assumption of administrative liability or criminal liability shall not affect the assumption of civil liability; where the civil subject’s property is insufficient for payment, the property shall be used first for the assumption of civil liability.

Chapter IX — Limitation of Actions

Article 188 — The limitation period for a party to request a people’s court to protect civil rights shall be three years, unless otherwise provided by law. The limitation period shall be calculated from the date on which the right holder knows or ought to know that his right has been infringed and who the obligor is, unless otherwise provided by law. However, no protection shall be granted if 20 years have elapsed from the date on which the right was infringed; under special circumstances, the people’s court may decide to extend the limitation period upon the application of the right holder.

Article 189 — Where the parties agree to perform an obligation in installments, the limitation period shall be calculated from the date on which the last installment is due for performance.

Article 190 — Where a person without capacity for civil conduct or with limited capacity for civil conduct claims against his legal representative, the limitation period shall be calculated from the date on which the

legal agency is terminated.

Article 191 — Where a minor claims for damages for sexual assault, the limitation period shall be calculated from the date on which the victim reaches the age of 18.

Article 192 — Where the limitation period has expired, the obligor may raise a defense of non-performance. Where the obligor agrees to perform after the expiration of the limitation period, he shall not raise a defense based on the expiration of the limitation period; where the obligor has voluntarily performed, he shall not request restitution.

Article 193 — A people's court shall not apply the provisions on the limitation of actions on its own initiative.

Article 194 — The limitation period shall be suspended if, within the last six months of the limitation period, the right holder is unable to exercise the right to claim due to the following obstacles: (1) force majeure; (2) the right holder without capacity for civil conduct or with limited capacity for civil conduct has no legal representative, or the legal representative has died, lost capacity for civil conduct, or lost the power of agency; (3) no successor or administrator of the estate has been determined after the commencement of succession; (4) the right holder is controlled by the obligor or other persons; or (5) other obstacles that cause the right holder unable to exercise the right to claim. The limitation period shall continue to run after the expiration of six months from the date on which the cause of suspension is eliminated.

Article 195 — The limitation period shall be interrupted under any of the following circumstances, and the limitation period shall be recalculated from the time of interruption or the time when the relevant procedure is concluded: (1) the right holder makes a claim to the obligor for performance; (2) the obligor agrees to perform the obligation; (3) the right holder files a lawsuit or applies for arbitration; or (4) other circumstances with the same effect as filing a lawsuit or applying for arbitration.

Article 196 — The provisions on the limitation of actions shall not apply to the following claims: (1) a claim for cessation of the infringement, removal of the nuisance, or elimination of the danger; (2) a claim for the return of property by the right holder of a real right in immovable or registered movable property; (3) a claim for payment of alimony, maintenance, or support payments; or (4) other claims to which the limitation of actions does not apply in accordance with the law.

Article 197 — The time period, calculation method, and grounds for suspension or interruption of the limitation of actions shall be prescribed by law; any agreement by the parties to the contrary shall be void. A party's anticipatory waiver of the benefit of the limitation of actions shall be void.

Article 198 — Where laws provide for the limitation of actions for arbitration, such provisions shall apply; in the absence of such provisions, the provisions on the limitation of actions for litigation shall apply mutatis mutandis.

Article 199 — The time period for exercising the right to revoke or the right to rescind as prescribed by law or agreed upon by the parties shall be calculated from the date on which the right holder knows or ought to know that the right has arisen, and the provisions on the suspension, interruption, or extension of the limitation period shall not apply, unless otherwise provided by law. Where the right holder has not exercised the right to revoke or the right to rescind upon the expiration of the period, such rights shall be extinguished.

Chapter X — Calculation of Time Periods

Article 200 — Time periods referred to in the civil law shall be calculated by the Gregorian calendar year, month, day, and hour.

Article 201 — Where a time period is calculated by year, month, or day, the first day shall not be included in the calculation and the period shall be calculated from the following day. Where a time period is calculated by hour, the period shall be calculated from the time prescribed by law or agreed upon by the parties.

Article 202 — Where a time period is calculated by year or month, the corresponding date of the last month shall be the last day of the period; where there is no corresponding date in the last month, the last day of that month shall be the last day of the period.

Article 203 — Where the last day of a time period falls on a statutory holiday, the day following the holiday shall be the last day of the period. The last day of a time period shall end at 24:00 hours; where business hours apply, the period shall end at the time when business activities cease.

Article 204 — The calculation of time periods shall be governed by the provisions of this Code, unless otherwise provided by law or agreed upon by the parties.

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