Provisions on Foreign Investment Information Reporting

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Chapter I — General Provisions

Article 1

These Provisions are formulated in accordance with the Foreign Investment Law of the People's Republic of China (hereinafter the "Foreign Investment Law") and the Regulations on the Implementation of the Foreign Investment Law, for the purpose of further expanding opening-up, enhancing the level of facilitation of foreign investment, strengthening the protection of the lawful rights and interests of foreign investors, improving the foreign investment promotion mechanism, and regulating the foreign investment information reporting system.

Article 2

Foreign investors or foreign-invested enterprises shall submit investment information to the competent commerce authorities through the enterprise registration system and the enterprise credit information publicity system in accordance with the requirements of convenience and efficiency, and the principle of truthfulness, timeliness, accuracy, and completeness.

Article 3

These Provisions apply to the following circumstances:

(1) where a foreign investor directly or indirectly invests within the territory of China and establishes a foreign-invested enterprise;

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(2) where a foreign investor acquires equity, shares, or other similar rights and interests in an enterprise within the territory of China;

(3) where a foreign investor makes a new investment project within the territory of China independently or jointly with other investors; and

(4) where a foreign investor invests within the territory of China through other means as provided by laws, administrative regulations, or the State Council.

Article 4

The Ministry of Commerce (MOFCOM) shall be responsible for coordinating and guiding the nationwide foreign investment information reporting work. The commerce authorities of local people's governments at or above the county level shall be responsible for the foreign investment information reporting work within their respective administrative regions.

The State Administration for Market Regulation (SAMR) and local market regulation authorities shall cooperate with commerce authorities in the collection and verification of foreign investment information through the enterprise registration system and the enterprise credit information publicity system.

Article 5

Foreign investors or foreign-invested enterprises may submit investment information through either the online enterprise registration system or the enterprise credit information publicity system. No separate reporting shall be required if the relevant information has been submitted through the enterprise registration system and the enterprise credit information publicity system.

Article 6

Commerce authorities and market regulation authorities shall establish a working mechanism for information sharing. Market regulation authorities shall promptly transmit basic registration information and annual report information of foreign-invested enterprises to commerce authorities. Commerce authorities shall promptly transmit information on the results of supervision and inspection to market regulation authorities.

Article 7

State authorities and their staff members shall keep confidential the trade secrets and personal privacy information obtained in the course of foreign investment information reporting work, and shall not disclose or illegally provide such information to others.

Chapter II — Initial Reports and Change Reports

Article 8

A foreign investor or foreign-invested enterprise shall submit an initial report through the enterprise registration system when applying for establishment registration. The initial report shall include the following information:

(1) basic information of the foreign-invested enterprise, including its name, domicile, business scope, registered capital, and total investment amount;

(2) basic information of the investors, including names, nationalities or places of registration, and types of investors;

(3) the amount, proportion, and method of capital contribution of each investor;

(4) the types, sources, and amount of foreign investment;

(5) the industry in which the foreign-invested enterprise operates; and

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(6) other information required by MOFCOM.

Article 9

Where any of the following changes occur to a foreign-invested enterprise, the foreign-invested enterprise shall submit a change report within 20 working days after the change is registered or approved:

(1) change in basic enterprise information, including the enterprise name, domicile, business scope, or legal representative;

(2) change in investor information;

(3) change in equity structure, including equity transfer or pledge;

(4) change in the amount, proportion, or method of capital contribution;

(5) change in the types or sources of foreign investment;

(6) merger, division, or termination of the enterprise; and

(7) other changes in foreign investment information as required by MOFCOM.

Article 10

Where a foreign-invested enterprise undergoes a change that requires registration or filing with the market regulation authority, it shall submit a change report simultaneously with the change registration or filing application. In other cases, the change report shall be submitted through the enterprise credit information publicity system.

Article 11

Where a foreign investor acquires equity or shares in a domestic enterprise, the domestic enterprise shall submit a change report through the enterprise registration system when applying for change registration, in accordance with Article 9 of these Provisions.

Article 12

Where a foreign investor establishes a branch within the territory of China, or a foreign-invested enterprise establishes a branch, the branch information shall be reported as part of the initial report or change report of the enterprise.

Article 13

Where a foreign investor makes an investment within China through a mode that does not involve enterprise registration (such as a contractual project), the foreign investor or the contractual counterparty shall submit a report to the commerce authority within 20 working days after the project contract takes effect.

Chapter III — Annual Reports

Article 14

Foreign-invested enterprises shall submit annual reports for the previous year through the enterprise credit information publicity system between January 1 and June 30 of each year. The annual report shall include the following information:

(1) basic enterprise information;

(2) investor information and the status of capital contributions;

(3) business operations, including total assets, operating revenue, profits, taxes paid, and number of employees;

(4) information on foreign investment; and

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(5) other information as required by MOFCOM.

Article 15

Where a foreign-invested enterprise that was established in the current year is required to submit a separate annual report for that year, it shall do so in accordance with the provisions of Article 14.

Article 16

If the annual report information submitted by a foreign-invested enterprise to the market regulation authority already includes the information required by MOFCOM, no separate annual report needs to be submitted to the commerce authority. The commerce authority shall obtain the relevant information through the information sharing mechanism.

Chapter IV — Information Sharing, Supervision, and Administration

Article 17

Commerce authorities may verify the accuracy and completeness of the reported information through the following means:

(1) random inspections in accordance with the provisions on random inspection and public disclosure of matters subject to random inspection;

(2) inspections based on complaints or reports from relevant parties;

(3) inspections based on clues discovered by relevant authorities in the course of performing their duties;

(4) verification in connection with other administrative matters as required by law; and

(5) other means as provided by laws and administrative regulations.

Article 18

Commerce authorities may, as necessary, request foreign investors or foreign-invested enterprises to supplement or correct the reported information, or to provide explanatory materials within a specified period. Foreign investors or foreign-invested enterprises shall cooperate, and shall not refuse, obstruct, or delay.

Article 19

Where a commerce authority discovers in the course of a random inspection or other verification that the reported information is inaccurate, incomplete, or otherwise non-compliant, it shall order the foreign investor or foreign-invested enterprise to make corrections within a specified period. Where corrections are not made within the prescribed period, the matter shall be handled in accordance with the provisions on legal liability.

Article 20

Commerce authorities shall establish credit files for foreign investors and foreign-invested enterprises. Information on the compliance with these Provisions shall be included in the credit records and disclosed to the public through the enterprise credit information publicity system in accordance with the law. Violations of foreign investment information reporting obligations shall be recorded in the credit archives and may affect the enterprise’s credit rating.

Article 21

Commerce authorities and market regulation authorities shall strengthen departmental coordination and information sharing. Market regulation authorities shall provide commerce authorities with timely access to the relevant enterprise registration information and annual report information. Commerce authorities shall promptly inform market regulation authorities and other relevant authorities of violations discovered in the course of supervision and inspection.

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Article 22

State authorities and their staff members shall not use the information obtained in the course of foreign investment information reporting work for purposes other than performing their statutory duties, nor shall they disclose or illegally provide such information to others. Where any staff member engages in abuse of power, dereliction of duty, or malpractice for personal gain, sanctions shall be imposed in accordance with the law; where a crime is constituted, criminal liability shall be pursued.

Article 23

Commerce authorities shall publicize the scope, procedures, and requirements of foreign investment information reporting to facilitate compliance by foreign investors and foreign-invested enterprises. Guidance materials and operational manuals shall be made available through official websites and other channels.

Article 24

Foreign investors and foreign-invested enterprises may submit opinions and suggestions on the foreign investment information reporting work to commerce authorities through official complaint channels. Commerce authorities shall handle the complaints in a timely manner and provide feedback.

Chapter V — Legal Liability

Article 25

Where a foreign investor or foreign-invested enterprise, in violation of these Provisions, fails to submit investment information as required, the commerce authority shall order it to make corrections within a specified period. Where corrections are not made within the prescribed period, a fine of not less than RMB 100,000 and not more than RMB 500,000 shall be imposed.

Article 26

Where a foreign investor or foreign-invested enterprise submits false investment information, conceals material facts, or commits other fraudulent acts, the commerce authority shall order it to make corrections and may impose a fine of not less than RMB 100,000 and not more than RMB 500,000. Where the circumstances are serious, the commerce authority may also include the violator in the List of Enterprises with Serious Violations of Law and Dishonesty, and take joint disciplinary action in accordance with the law.

Article 27

Where a foreign investor or foreign-invested enterprise, in violation of these Provisions, refuses, obstructs, or delays the lawful supervision and inspection by the commerce authority, the commerce authority shall order it to make corrections and may impose a fine of not less than RMB 50,000 and not more than RMB 200,000.

Article 28

Where any violation of these Provisions constitutes a violation of the provisions of other laws and administrative regulations, the relevant authorities shall handle the matter in accordance with the law. Where a crime is constituted, criminal liability shall be pursued according to law.

Article 29

Where a foreign investor or foreign-invested enterprise is dissatisfied with an administrative penalty imposed by a commerce authority, it may apply for administrative reconsideration or file an administrative lawsuit in accordance with the law.

Chapter VI — Supplementary Provisions

Article 30

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For the purposes of these Provisions, “foreign-invested enterprise” means an enterprise that is established within the territory of China by a foreign investor independently or jointly with other investors, including as a Chinese-foreign equity joint venture, Chinese-foreign cooperative joint venture, or wholly foreign-owned enterprise, as well as other forms of foreign-invested enterprise recognized by law.

Article 31

Where foreign investors invest within the territory of China through an investment enterprise established within China, the reporting obligations under these Provisions shall be fulfilled by the invested enterprise. The foreign-invested investment enterprise itself shall also fulfill reporting obligations as a foreign-invested enterprise.

Article 32

Investments made within the territory of China by investors from the Hong Kong Special Administrative Region, the Macao Special Administrative Region, and the Taiwan region shall be governed, mutatis mutandis, by these Provisions, unless otherwise provided by laws, administrative regulations, or the State Council.

Article 33

Where an international treaty concluded or acceded to by the People’s Republic of China contains provisions different from these Provisions, the provisions of the international treaty shall apply, except where the People’s Republic of China has declared reservations.

Article 34

The Ministry of Commerce shall be responsible for the interpretation of these Provisions.

Article 35

These Provisions shall come into force on January 1, 2020. The Interim Measures on the Administration of Foreign-Invested Enterprise Filing and Reporting issued by MOFCOM on October 8, 2016 shall be repealed simultaneously.

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