

Provisions on the Administration of Representative Offices of Foreign Enterprises of the PRC

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

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Promulgated by the State Council on November 19, 2010; amended in accordance with the Decision of the State Council on Amending Certain Administrative Regulations adopted on February 6, 2018
Effective: March 1, 2011 (Amended 2018)

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Chapter I — General Provisions

Article 1 — These Provisions are formulated for the purposes of regulating the establishment and activities of resident representative offices of foreign enterprises within the territory of China, protecting the lawful rights and interests of foreign enterprises, and maintaining the order of the market economy.

Article 2 — For the purposes of these Provisions, a “resident representative office of a foreign enterprise” (hereinafter referred to as a “representative office”) means an office established within the territory of China by a foreign enterprise in accordance with the provisions of Chinese laws and regulations for the purposes of engaging in non-profit-making activities such as business liaison, product promotion, market research, and technical exchanges relating to the business operations of the foreign enterprise in China.

A representative office may not engage in profit-making business activities.

Article 3 — The establishment of a representative office by a foreign enterprise shall be subject to the approval and registration of the relevant authorities in accordance with the law.

Chapter II — Conditions for Establishment

Article 4 — A foreign enterprise that applies for the establishment of a representative office shall meet the following conditions:

- (1) The foreign enterprise shall be legally established in its home country or region;
- (2) The foreign enterprise shall have a good business reputation and shall have no record of violation of Chinese laws or regulations;
- (3) The foreign enterprise shall have actually conducted business operations for at least two years; and
- (4) Other conditions as provided for by laws and administrative regulations.

Article 5 — A foreign enterprise that applies for the establishment of a representative office shall submit the following documents:

- (1) An application for the establishment of a representative office signed by the legal representative of the foreign enterprise;
- (2) The certificate of legal business registration of the foreign enterprise issued by the relevant authority in its home country or region;
- (3) The creditworthiness certification issued by a financial institution that has business relations with the foreign enterprise;
- (4) The letter of appointment of the chief representative and other representatives of the representative office; and
- (5) Other documents required by the approval authority.

Chapter III — Registration Procedures

Article 6 — A foreign enterprise that applies for the establishment of a representative office shall apply to the approval authority for approval. The approval authority shall complete the examination and approval within 30 days from the date of receipt of the complete application documents.

Article 7 — Within 30 days from the date of receipt of the approval document, the foreign enterprise shall undergo the registration procedures with the administrative department for industry and commerce and obtain a registration certificate for the representative office.

Article 8 — The representative office shall, after obtaining the registration certificate, undergo the relevant procedures with the public security authority, tax authority, and other departments in accordance with the law.

Chapter IV — Administration and Supervision

Article 9 — The term of a representative office shall not exceed the term of existence of the foreign enterprise. Where it is necessary to extend the term of the representative office, an application for extension shall be filed with the original approval authority within 60 days prior to the expiry of the term.

Article 10 — A representative office shall submit an annual report to the registration authority within the period from March 1 to June 30 of each year, reflecting the business liaison activities and other relevant information of the representative office in the preceding year.

Article 11 — Any change in the name, chief representative, business scope, domicile, or term of the representative office shall be subject to the registration of the change with the original registration authority.

Chapter V — Legal Liability

Article 12 — Where a foreign enterprise establishes a representative office without approval and registration, or a representative office engages in profit-making business activities, the relevant authority shall order it to cease the illegal activities and impose a fine in accordance with the law.

Article 13 — Where a representative office fails to undergo the registration of a change or submit an annual report in accordance with the provisions, the registration authority shall order it to make corrections within a prescribed period and may impose a fine.

Chapter VI — Supplementary Provisions

Article 14 — The establishment of representative offices by enterprises from Hong Kong Special Administrative Region, Macao Special Administrative Region, and Taiwan within Mainland China shall be governed by these Provisions with reference made thereto, unless otherwise provided for in separate regulations.

Article 15 — The State Council shall be responsible for the interpretation of these Provisions.

Article 16 — These Provisions shall enter into force on March 1, 2011.

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