Regulations on the Administration of the Registration of Resident Representative Offices of Foreign Enterprises

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Chapter I — General Provisions

Article 1 — These Regulations are formulated for the purposes of regulating the registration and administration of resident representative offices established by foreign enterprises within the territory of China, safeguarding their lawful business activities, and promoting the healthy development of foreign economic and trade exchanges.

Article 2 — For the purposes of these Regulations, “resident representative offices of foreign enterprises” (hereinafter referred to as “representative offices”) means offices established within the territory of China by foreign enterprises in accordance with the provisions of these Regulations to engage in non-direct business activities such as business liaison, product promotion, market research, and technical exchanges relating to the business of the foreign enterprise.

Article 3 — Representative offices shall comply with the laws and regulations of the People’s Republic of China and shall not endanger China’s national security or harm the public interest. The lawful rights and interests of representative offices and their staff shall be protected by Chinese law.

Article 4 — Representative offices shall be registered in accordance with the provisions of these Regulations. The registration authority for representative offices is the State Administration for Market

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Regulation and its authorized local market regulation authorities (hereinafter referred to as the “registration authority”).

Article 5 — Representative offices shall not engage in profit-making business activities. Where otherwise stipulated in the international treaties concluded or acceded to by China or in agreements between the Chinese government and foreign governments, such stipulations shall prevail.

Chapter II — Registration Matters

Article 6 — The registration matters of a representative office shall include: the name of the representative office, the name and address of the foreign enterprise, the name of the chief representative, the scope of business activities, the domicile, the duration of establishment, and the number of foreign staff.

Article 7 — A foreign enterprise shall apply to the registration authority for the establishment registration of its representative office and shall submit the following documents:

(1) A written application for the establishment of the representative office signed by the chairman, president or general manager of the foreign enterprise;

(2) The legal business registration certificate of the foreign enterprise;

(3) The articles of association or similar organizational documents of the foreign enterprise;

(4) The credit certificate issued by a financial institution with which the foreign enterprise has business dealings;

(5) The letters of appointment of the chief representative and other representatives of the representative office, and their resumes and identification documents; and

(6) Other documents as required by the registration authority.

Article 8 — Where any of the registration matters of a representative office changes, the foreign enterprise shall apply to the registration authority for change registration within the prescribed time limit.

Article 9 — Where a representative office is to be dissolved or where a foreign enterprise decides to revoke its representative office, the foreign enterprise shall apply to the registration authority for cancellation of registration. A representative office whose duration of establishment has expired shall not continue to conduct business activities, and the foreign enterprise shall apply for cancellation of registration or renewal of registration as required.

Chapter III — Registration Procedures

Article 10 — The application for establishment registration of a representative office shall be filed by the foreign enterprise with the registration authority at the place where the representative office is to be located. The registration authority shall, within 15 working days from the date of accepting the application, decide whether to approve the registration.

Article 11 — Where the application for registration meets the requirements, the registration authority shall issue a registration certificate for the representative office. The date of issuance of the registration certificate shall be the date of establishment of the representative office.

Article 12 — After the representative office is established, it shall complete the following formalities with the relevant authorities within 30 days upon the strength of the registration certificate:

(1) Engraving the official seal;

(2) Registration with the public security authority;

(3) Opening a bank account; and

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(4) Tax registration with the tax authority.

Article 13 — Where a foreign enterprise applies for change of registration matters, it shall submit an application for change registration and the relevant documents to the registration authority. The registration authority shall complete the review within 10 working days from the date of accepting the application and handle the change registration.

Article 14 — Where a foreign enterprise applies for cancellation of registration of a representative office, it shall submit relevant documents such as the resolution on dissolution or withdrawal and the tax clearance certificate, and shall return the registration certificate and official seal.

Article 15 — The registration authority shall make public the information on the registration of representative offices to facilitate public inquiry.

Chapter IV — Annual Reports and Administration

Article 16 — A representative office shall, during the period from March 1 to June 30 of each year, submit its annual report to the registration authority. The annual report shall include:

(1) Information on the representative office's business activities for the previous year;

(2) The financial status of the representative office;

(3) Information on changes to the registration matters; and

(4) Other information as required by the registration authority.

Article 17 — In submitting its annual report, the representative office shall be responsible for the authenticity, legality and completeness of the content of the annual report.

Article 18 — A representative office shall operate its business within the approved scope of business activities and shall not lease, lend, transfer or sell its registration certificate.

Article 19 — The foreign staff of a representative office shall hold valid passports or other international travel documents, and shall, in accordance with the relevant provisions of the State, obtain residence permits or complete residence registration formalities.

Article 20 — A representative office shall keep account books in accordance with the provisions of the State and shall truthfully record its business activities and financial revenues and expenditures.

Article 21 — The tax registration, tax declaration and tax payment of a representative office shall be handled in accordance with the provisions of the tax laws and administrative regulations of China.

Chapter V — Legal Liability

Article 22 — Where a foreign enterprise establishes a representative office without registration and engages in business activities under the name of a representative office, the registration authority shall order it to make corrections and may impose a fine of not less than 20,000 yuan but not more than 200,000 yuan.

Article 23 — Where a representative office engages in profit-making business activities in violation of the provisions of these Regulations, the registration authority shall order it to make corrections, confiscate its unlawful gains, and impose a fine of not less than 10,000 yuan but not more than 100,000 yuan; where the circumstances are serious, the registration certificate shall be revoked.

Article 24 — Where a representative office fails to apply for change registration in accordance with the provisions, the registration authority shall order it to make corrections within a prescribed time limit; where it fails to do so within the prescribed time limit, a fine of not less than 2,000 yuan but not more than 20,000 yuan shall be imposed.

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Article 25 — Where a representative office fails to submit its annual report in accordance with the provisions, the registration authority shall order it to make corrections within a prescribed time limit and may impose a fine of not less than 1,000 yuan but not more than 10,000 yuan.

Article 26 — Where a representative office leases, lends, transfers or sells its registration certificate in violation of the provisions of these Regulations, the registration authority shall order it to make corrections and may impose a fine of not less than 10,000 yuan but not more than 100,000 yuan; where the circumstances are serious, the registration certificate shall be revoked.

Article 27 — Where a representative office engages in activities that endanger China's national security or harm the public interest, the relevant authorities shall handle the matter in accordance with the law, and the registration authority may revoke the registration certificate.

Article 28 — Where any staff member of the registration authority neglects their duties, abuses their powers, or engages in malpractices for personal gain in the registration and administration of representative offices, they shall be subject to sanctions in accordance with the law; where a crime is constituted, criminal liability shall be pursued in accordance with the law.

Chapter VI — Supplementary Provisions

Article 29 — The registration of representative offices established within the territory of China by enterprises from the Hong Kong Special Administrative Region, the Macao Special Administrative Region and the Taiwan region shall be governed by these Regulations by reference.

Article 30 — The registration of permanent representative offices established in China by foreign non-enterprise economic organizations and international organizations shall be governed by these Regulations by reference, except as otherwise provided by the State.

Article 31 — These Regulations shall not apply to the registration and administration of resident representative offices established within the territory of China by foreign law firms, accounting firms, banks, securities companies, insurance companies and other organizations that are subject to separate examination, approval and registration provisions.

Article 32 — The State Administration for Market Regulation may, in accordance with these Regulations, formulate detailed implementation rules.

Article 33 — The relevant documents and certificates submitted by a foreign enterprise in accordance with these Regulations that are formed outside the territory of China shall be authenticated or notarized by the relevant authority of the country where the foreign enterprise is located and authenticated by the Chinese embassy or consulate in that country.

Article 34 — Where these Regulations are silent, the relevant laws and administrative regulations shall apply.

Article 35 — The State Administration for Market Regulation shall be responsible for the interpretation of these Regulations.

Article 36 — These Regulations shall take effect on March 1, 2011. The Interim Provisions on the Administration of Resident Representative Offices of Foreign Enterprises, approved by the State Council on October 30, 1980 and promulgated by the State Administration for Industry and Commerce, shall be repealed simultaneously.

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