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

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Chapter I — General Provisions

Article 1 — These Regulations are formulated to regulate the establishment of resident representative offices of foreign enterprises and their business activities.

Article 2 — For the purposes of these Regulations, a "resident representative office of a foreign enterprise" (hereinafter referred to as a "representative office") means an office established by a foreign enterprise

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within the territory of China in accordance with these Regulations to engage in non-profit activities related to the business of the foreign enterprise. A representative office does not have the status of a legal person.

Article 3 — Representative offices shall abide by Chinese law and shall not harm China's national security or public interests.

Article 4 — The establishment, change and termination of a representative office shall be registered in accordance with these Regulations.

A foreign enterprise applying for registration of a representative office shall be responsible for the authenticity of the application documents and materials.

Article 5 — The market regulation departments of the people's governments of provinces, autonomous regions and municipalities directly under the Central Government are the registration and administration authorities for representative offices (hereinafter referred to as the "registration authorities").

Registration authorities shall establish information-sharing mechanisms with other relevant departments and provide each other with information concerning representative offices.

Article 6 — A representative office shall submit an annual report to the registration authority between March 1 and June 30 of each year. The annual report shall include the lawful continued existence of the foreign enterprise, the business activities carried out by the representative office, and its expenses and income audited by an accounting firm, among other relevant information.

Article 7 — A representative office shall keep accounting books in accordance with law, truthfully record the funds allocated by the foreign enterprise and the expenses and income of the representative office, and keep them at the premises of the representative office.

A representative office shall not use the accounts of other enterprises, organizations or individuals.

Article 8 — The chief representative and representatives appointed by a foreign enterprise, and the staff of a representative office, shall comply with the provisions of laws and administrative regulations on entry and exit, residence, employment, tax payment and foreign exchange registration; where they violate such provisions, they shall be dealt with by the relevant departments in accordance with the relevant provisions of laws and administrative regulations.

Chapter II — Registration Matters

Article 9 — The registration matters of a representative office include: the name of the representative office, the name of the chief representative, the scope of business, the premises, the residency period, and the name and domicile of the foreign enterprise.

Article 10 — The name of a representative office shall be composed, in order, of the following parts: the nationality of the foreign enterprise, the Chinese name of the foreign enterprise, the name of the city where it resides, and the words "Representative Office" in Chinese characters, and shall not contain the following content or wording:

(1) anything harmful to China's national security or public interests;

(2) the name of an international organization; or

(3) anything prohibited by laws, administrative regulations or provisions of the State Council.

A representative office shall carry on its business activities under the name registered with the registration authority.

Article 11 — A foreign enterprise shall appoint one chief representative. Within the scope of the written authorization of the foreign enterprise, the chief representative may sign the registration application documents of the representative office on behalf of the foreign enterprise.

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A foreign enterprise may, based on business needs, appoint one to three representatives.

Article 12 — A person shall not serve as a chief representative or representative under any of the following circumstances:

(1) having been sentenced to criminal punishment for harming China's national security or public interests;

(2) having served as a chief representative or representative of a representative office whose establishment registration was revoked, whose registration certificate was revoked, or which was ordered to close by the relevant department in accordance with law for engaging in illegal activities harming China's national security or public interests, and less than 5 years have elapsed since such revocation or closure; or

(3) other circumstances prescribed by the market regulation department of the State Council.

Article 13 — A representative office shall not engage in profit-making activities.

Where an international treaty or agreement concluded or acceded to by China provides otherwise, such provisions shall prevail, except for clauses in respect of which China has declared reservations.

Article 14 — A representative office may engage in the following activities related to the business of the foreign enterprise:

(1) market surveys, displays and publicity activities related to the products or services of the foreign enterprise; and

(2) liaison activities related to the sales of the products, provision of services, domestic procurement and domestic investment of the foreign enterprise.

Where the business activities set out in the preceding paragraph require approval under laws, administrative regulations or provisions of the State Council, such approval shall be obtained.

Article 15 — The premises of a representative office shall be chosen by the foreign enterprise itself.

Where required by national security and public interests, the relevant departments may require the representative office to change its premises and shall notify the registration authority in a timely manner.

Article 16 — The residency period of a representative office shall not exceed the period of existence of the foreign enterprise.

Article 17 — The registration authority shall record the registered matters of a representative office in the representative office register for public inspection and copying.

Article 18 — A representative office shall place the Registration Certificate of Resident Representative Office of Foreign Enterprise (hereinafter referred to as the "registration certificate") issued by the registration authority at a prominent position on its premises.

Article 19 — No entity or individual shall forge, alter, lease, lend or transfer the registration certificate or the representative certificates of the chief representative and representatives (hereinafter referred to as "representative certificates").

Where a registration certificate or representative certificate is lost or destroyed, the representative office shall declare it void in the designated media and apply for reissuance.

Where the registration authority makes a decision in accordance with law to approve a registration of change, approve deregistration, revoke a registration of change or revoke the registration certificate, the original registration certificate and the original representative certificates of the chief representative and representatives shall automatically become invalid.

Article 20 — Upon the establishment of or a change to a representative office, the foreign enterprise shall make a public announcement in the media designated by the registration authority.

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Where a representative office is deregistered, or its establishment registration is revoked or its registration certificate is revoked in accordance with law, the registration authority shall make the announcement.

Article 21 — When investigating and dealing with a representative office suspected of violating these Regulations, the registration authority may exercise the following powers in accordance with law:

(1) investigating and understanding the situation from the relevant entities and individuals;

(2) consulting, copying, sealing or seizing contracts, bills, account books and other materials related to the illegal act;

(3) sealing or seizing tools, equipment, raw materials, products (goods) and other property used exclusively for the illegal act; and

(4) inquiring into the accounts of the representative office engaged in the illegal act and the accounting vouchers, account books, bank statements and other materials related to its deposits.

Chapter III — Establishment Registration

Article 22 — To establish a representative office, an application for establishment registration shall be filed with the registration authority.

Article 23 — A foreign enterprise applying to establish a representative office shall submit the following documents and materials to the registration authority:

(1) an application for establishment registration of the representative office;

(2) proof of the domicile of the foreign enterprise and a lawful business certificate showing at least 2 years of continued existence;

(3) the articles of association or organization agreement of the foreign enterprise;

(4) the appointment documents of the foreign enterprise for the chief representative and representatives;

(5) identity certificates and resumes of the chief representative and representatives;

(6) a capital credit certificate issued by a financial institution that has business dealings with the foreign enterprise; and

(7) lawful proof of use of the premises of the representative office.

Where the establishment of a representative office requires approval under laws, administrative regulations or provisions of the State Council, the foreign enterprise shall, within 90 days from the date of approval, apply for establishment registration with the registration authority and submit the relevant approval documents.

Where an international treaty or agreement concluded or acceded to by China permits the establishment of a representative office engaging in profit-making activities, the corresponding documents shall also be submitted in accordance with laws, administrative regulations or provisions of the State Council.

Article 24 — The registration authority shall decide whether to approve registration within 15 days from the date of acceptance of the application, and may, before making its decision, seek the opinions of the relevant departments as needed. Where it decides to approve registration, it shall issue the registration certificate and representative certificates to the applicant within 5 days from the date of the decision; where it decides not to approve registration, it shall, within 5 days from the date of the decision, issue to the applicant a notice rejecting the registration and explain the reasons.

The date of issuance of the registration certificate is the date of establishment of the representative office.

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Article 25 — The representative office, the chief representative and representatives shall use the registration certificate and representative certificates to apply for residence, employment, tax payment, foreign exchange registration and other relevant procedures.

Chapter IV — Registration of Changes

Article 26 — Where the registered matters of a representative office change, the foreign enterprise shall apply to the registration authority for registration of the change.

Article 27 — An application for registration of a change shall be filed within 60 days from the date of the change to the registered matters.

Where a change to registered matters requires approval before registration under laws, administrative regulations or provisions of the State Council, an application for registration of the change shall be filed within 30 days from the date of approval.

Article 28 — Where a representative office continues its business activities after the expiry of its residency period, the foreign enterprise shall apply for registration of a change within 60 days before the expiry of the residency period.

Article 29 — An application for registration of a change to a representative office shall be filed together with an application for registration of the change and the relevant documents prescribed by the market regulation department of the State Council.

Where a change to registered matters requires approval before registration under laws, administrative regulations or provisions of the State Council, the relevant approval documents shall also be submitted.

Article 30 — The registration authority shall decide whether to approve the registration of a change within 10 days from the date of acceptance of the application. Where it decides to approve the registration of the change, it shall renew the registration certificate and representative certificates within 5 days from the date of the decision; where it decides not to approve the registration of the change, it shall, within 5 days from the date of the decision, issue to the applicant a notice rejecting the registration of the change and explain the reasons.

Article 31 — Where the authorized signatory, form of liability, capital (assets) or business scope of the foreign enterprise, or its representatives, change, the foreign enterprise shall file the change with the registration authority within 60 days from the date of such change.

Chapter V — Deregistration

Article 32 — Under any of the following circumstances, the foreign enterprise shall apply for deregistration of the representative office with the registration authority within 60 days from the date of the relevant event:

(1) the foreign enterprise withdraws the representative office;

(2) the representative office ceases its business activities upon expiry of its residency period;

(3) the foreign enterprise is terminated; or

(4) the approval of the representative office is revoked or it is ordered to close in accordance with law.

Article 33 — A foreign enterprise applying for deregistration of a representative office shall submit the following documents to the registration authority:

(1) an application for deregistration of the representative office;

(2) proof of tax deregistration of the representative office;

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(3) a certificate issued by customs showing that the relevant matters have been cleared up or that the representative office has not gone through the relevant procedures; and

(4) other documents prescribed by the market regulation department of the State Council.

Where the termination of the activities of a representative office requires approval under laws, administrative regulations or provisions of the State Council, the relevant approval documents shall also be submitted.

Article 34 — The registration authority shall decide whether to approve deregistration within 10 days from the date of acceptance of the application. Where it decides to approve deregistration, it shall, within 5 days from the date of the decision, issue a notice approving deregistration and collect the registration certificate and representative certificates; where it decides not to approve deregistration, it shall, within 5 days from the date of the decision, issue to the applicant a notice rejecting the deregistration and explain the reasons.

Chapter VI — Legal Liability

Article 35 — Where a representative office is established without registration, or its business activities are carried on without authorization, the registration authority shall order the cessation of the activities and impose a fine of not less than RMB 50,000 and not more than RMB 200,000.

Where a representative office engages in profit-making activities in violation of these Regulations, the registration authority shall order rectification, confiscate the illegal gains, confiscate the tools, equipment, raw materials, products (goods) and other property used exclusively for the profit-making activities, and impose a fine of not less than RMB 50,000 and not more than RMB 500,000; where the circumstances are serious, the registration certificate shall be revoked.

Article 36 — Where registration or filing for a representative office is obtained by submitting false materials or concealing the true situation by other fraudulent means, the registration authority shall order rectification, impose a fine of not less than RMB 20,000 and not more than RMB 200,000 on the representative office, and impose a fine of not less than RMB 1,000 and not more than RMB 10,000 on the directly responsible persons in charge and other directly liable persons; where the circumstances are serious, the registration authority shall revoke the registration or the registration certificate and collect the representative certificates.

Where the annual report submitted by a representative office conceals the true situation or contains falsification, the registration authority shall order rectification and impose a fine of not less than RMB 20,000 and not more than RMB 200,000 on the representative office; where the circumstances are serious, the registration certificate shall be revoked.

Where a registration certificate or representative certificate is forged, altered, leased, lent or transferred, the registration authority shall impose a fine of not less than RMB 10,000 and not more than RMB 100,000 on the representative office, and impose a fine of not less than RMB 1,000 and not more than RMB 10,000 on the directly responsible persons in charge and other directly liable persons; where the circumstances are serious, the registration certificate shall be revoked and the representative certificates shall be collected.

Article 37 — Where a representative office engages in activities other than the business activities set out in Article 14 of these Regulations in violation of these Regulations, the registration authority shall order rectification within a time limit; where rectification is not made by the deadline, a fine of not less than RMB 10,000 and not more than RMB 100,000 shall be imposed; where the circumstances are serious, the registration certificate shall be revoked.

Article 38 — Under any of the following circumstances, the registration authority shall order rectification within a time limit and impose a fine of not less than RMB 10,000 and not more than RMB 30,000; where rectification is not made by the deadline, the registration certificate shall be revoked:

(1) failing to submit the annual report in accordance with these Regulations;

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(2) carrying on business activities under a name other than the name registered with the registration authority;

(3) failing to change its premises as required by the relevant departments of the Chinese government;

(4) failing to announce its establishment or changes in accordance with these Regulations; or

(5) failing to go through the relevant registration of changes, deregistration or filing in accordance with these Regulations.

Article 39 — Where a representative office engages in serious illegal activities harming China's national security or public interests, the registration authority shall revoke its registration certificate.

Where the establishment registration of a representative office is revoked, its registration certificate is revoked, or it is ordered to close by the relevant departments of the Chinese government in accordance with law for violating these Regulations, the foreign enterprise that established the representative office shall not establish a representative office within the territory of China within 5 years from the date of such revocation or closure.

Article 40 — Where a registration authority or its staff abuse their powers, neglect their duties, commit fraud for personal gain, fail to handle registration or investigate and deal with illegal acts in accordance with these Regulations, or support, cover up or connive at illegal acts, they shall be given sanctions in accordance with law.

Article 41 — Violations of these Regulations that constitute violations of public security administration shall be punished in accordance with the Public Security Administration Punishments Law of the People's Republic of China; where a crime is constituted, criminal liability shall be pursued in accordance with law.

Chapter VII — Supplementary Provisions

Article 42 — For the purposes of these Regulations, a "foreign enterprise" means a profit-making organization established outside the territory of China in accordance with foreign law.

Article 43 — The items charged for registration of representative offices shall be implemented in accordance with the relevant provisions of the finance department and the price authority of the State Council, and the charging standards for registration of representative offices shall be implemented in accordance with the relevant provisions of the price authority and the finance department of the State Council.

Article 44 — The registration administration 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 handled by reference to these Regulations.

Article 45 — These Regulations shall take effect on March 1, 2011. The Measures for the Registration Administration of Resident Representative Offices of Foreign Enterprises, approved by the State Council on March 5, 1983 and issued by the former State Administration for Industry and Commerce on March 15, 1983, shall be abolished simultaneously.

Disclaimer: This is an unofficial English translation of the Regulations on the Registration Administration of Resident Representative Offices of Foreign Enterprises (State Council Order No. 584, as amended through March 10, 2024). It is provided for reference only. The original Chinese text published by the State Administration for Market Regulation is the sole authoritative version. This translation does not constitute legal advice; readers should consult qualified professionals for matters concerning their specific circumstances. Dan Young Business Consultancy makes no representation as to the accuracy or completeness of this translation.

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