

## **Regulations of the People's Republic of China on Administration of Registration of Companies**

Decree [1994] No.156 of the State Council

June 24, 1994

### Chapter I General Provisions

Article 1 The Regulations are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the Company Law) in order to affirm the legal person status of company and to normalize the procedure of the registration of company.

Article 2 Establishment, alteration and termination of limited liability company and company limited by shares (hereinafter referred to as company) shall make the company registration in accordance with the provisions of these Regulations.

Article 3 A company shall be granted legal person status only after it has been registered and approved to receive a "Corporate Business Licence" after the approval of registration by the company registration authority in accordance with the law.

After the effective date of these Regulations, any newly-established company shall not be allowed to conduct business activities in the name of a company, should the company have not been approved to be registered by the company registration authority.

Article 4 The administrations for industry and commerce shall be the company registration authorities.

The lower-level company registration authority shall function the registration of company under the supervision of higher level company registration authority.

Company registration authority shall perform duties in accordance with the law and free from unlawful interference.

Article 5 The State Administration for Industry and Commerce shall be in charge of the work of registration of company in China.

### Chapter II Jurisdiction of Registration

Article 6 The State Administration for Industry and Commerce shall be responsible for the registration of the following categories of company:

- (1) a company limited by shares whose establishment was approved by a department authorized by the State Council;
- (2) a company invested under authorization by the State Council;

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- (3) a limited liability company invested and established by the State Council's authorized investment organ(s) or department(s) jointly or solely;
- (4) a foreign investment limited liability company established; or
- (5) other companies subject to registration by the State Administration for Industry and Commerce in accordance with laws of the State or regulations of the State Council.

Article 7 The administrations for industry and commerce of the provinces, autonomous regions and municipalities directly under the Central Government shall be responsible for the registration of the following categories of company within their jurisdiction areas:

- (1) a company limited by shares whose establishment was approved by the people's government of the province, autonomous region or municipality directly under the Central Government;
- (2) a company invested under authorization by the people's government of the province, autonomous region or municipality directly under the Central Government;
- (3) a limited liability company invested and established by the State Council's authorized investment organ(s) or department(s) jointly with other investor(s);
- (4) a limited liability company invested and established solely or jointly by authorized investment organ(s) or department(s) of the people's government of the province, autonomous region or municipality directly under the Central Government; or
- (5) a company entrusted registering by the State Administration for Industry and Commerce.

Article 8 The administrations for industry and commerce of the city and county shall be responsible for the registration of company other than those listed in Article 6 and 7 of these Regulations. Specific jurisdiction of registration shall be regulated by the administration for industry and commerce of the province, autonomous region or municipality directly under the Central Government.

### Chapter III Items for Registration

Article 9 The items for registration of company shall include its title, domicile, legal representative, registered capital, enterprise type, scope of business, duration of operations and names or titles of the shareholders of a limited liability company, or the promoters of a company limited by shares.

Article 10 The items for registration of a company shall be in compliance with the provisions of laws and administrative regulations. Items which are not in compliance with the provisions of laws and administrative regulations shall not be accepted for registration by the company registration authority.

Article 11 A company title shall be in compliance with the relevant stipulations of the State. A company shall be permitted to use only one title. A company title which has been approved and

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registered by company registration authority shall be protected by the law.

Article 12 A company's domicile shall be at the place of its head office. A company registered by company registration authority shall have only one domicile. A company's domicile shall be situated within the jurisdiction area of the company registration authority.

Article 13 Except for other provisions stipulated by laws and administrative regulations, a company's registered capital shall be shown in Renminbi.

#### Chapter IV Registration of Establishment

Article 14 In order to establish a company, an application for registering the title of the company shall be submitted for preapproval.

In case that the establishment of a company, or the projects of a company's business scope shall be reported for examination and approval as stipulated in laws and regulations, the company shall complete its title preapproval procedure before the aforesaid examination and approval. The title approved by company registration authority shall be adopted for the aforesaid examination and approval.

Article 15 The application for preapproval of a title of the limited liability company shall be submitted by a designated representative or an agent entrusted by the shareholders to the company registration authority. The application for preapproval of a title of the company limited by shares shall be submitted by a designated representative or an agent entrusted by the promoters to the company registration authority.

To apply for preapproval of a company title, the following documents shall be submitted:

- (1) a written application for preapproval of the company title signed by the shareholders of the limited liability company or the promoters of the company limited by shares;
- (2) qualification certificates of the legal person status of the shareholders or promoters; or the identification of a natural person;
- (3) other documents required for submission by the company registration authority.

Company registration authority shall, within 10 days after receiving the documents listed in the preceding paragraph of this Article, make a decision on the approval or rejection of the application. If an application for registering the title of a company is approved by company registration authority, a "Notice of Preapproval of Enterprise Title" shall be issued.

Article 16 The reservation period of the preapproved company title shall be 6 months. Within the reservation period, the preapproved company title shall not be used for business, neither transferred.

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Article 17 In order to establish a limited liability company, an application for registering the establishment of the company shall be submitted to company registration authority by a designated representative or an agent entrusted by shareholders. In order to establish a solely State company, the State authorised investment organ or the State authorised department shall be the applicant for registration of the establishment of the company. In case that the establishment of a limited liability company shall be reported for examination and approval as stipulated by laws and regulations, an application for registering the establishment of the company shall, within 90 days after the aforesaid approval of the report, be submitted to company registration authority. In case that the establishment application exceeds the prescribed time limit, the applicant shall report to the examining and approving authority again for confirming the validity of the original document of approval, or shall re-report for approval of the establishment of the company.

To apply for the establishment of a limited liability company, the following documents shall be submitted to company registration authority:

- (1) a written application for registering the establishment of the company signed by the chairman of the board of directors of the company;
- (2) certificates of the representative or agent designated or entrusted by all of the shareholders;
- (3) the company's articles of association;
- (4) capital verification certificate issued by a legally qualified capital verification organization;
- (5) qualification certificates of the legal person status of the shareholders or the identification of a natural person;
- (6) a document specifying the names and addresses of the company's directors, supervisors and managers, and the certifications of their corresponding appointment, election or employment;
- (7) appointment documents and identification certificates of the company's legal representative;
- (8) a "Notice of Preapproval of the Enterprise Title";
- (9) certification of the company's domicile.

In case that the establishment of a limited liability company shall be reported for examination and approval as stipulated by laws and regulations, a document of the aforesaid approval shall also be submitted.

Article 18 In order to establish a company limited by shares, an application for registering the establishment of the company shall be submitted to company registration authority by the board of the directors within 30 days after the end of the founding meeting.

To establish a company limited by shares, the following documents shall be submitted to company registration authority:

- (1) a written application for registering the establishment of the company signed by the chairman of the directors board of the company;

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(2) a document of approval issued by the State Council's authorised department or by the people's government of the province, autonomous region or municipality directly under the Central Government. A document of approval issued by the securities management department of the State Council shall also be submitted if a company limited by shares is established by share floating;

(3) minutes of the founding meeting;

(4) the company's articles of association;

(5) financial audit report for the preparation of the company;

(6) capital verification certificate issued by a legally qualified verification organization;

(7) qualification certificates of legal person status of the promoters or the identification of a natural person;

(8) a document specifying the names and addresses of the company's directors, supervisors and managers, and certificates of their corresponding appointment, election or employment;

(9) appointment documents and identification certificates of the company's legal representative;

(10) a "Notice of Preapproval of the Enterprise Title";

(11) certification of the company's domicile.

Article 19 In case that there are projects within the scope of business operations of a company which shall be reported for examination and approval as stipulated by laws and regulations, such projects shall be submitted to the relevant State department for examination and approval before applying for registering the establishment of the company. And the document of approval issued by the relevant State department shall be submitted to company registration authority.

Article 20 Should a company's articles of association contain provisions in violation of laws and regulations, the company registration authority shall have the power to demand the company to make corresponding corrections.

Article 21 A certification of a company's domicile means a document which is capable to prove the company enjoying the right of use the domicile.

Article 22 A company is established in condition that the establishment registration approval is made and a Corporate Business Licence is issued by company registration authority. A company may open a bank account, engrave company seal and apply for tax registration based upon the Corporate Business Licence issued by company registration authority.

## Chapter V Registration of Alteration

Article 23 In the event of altering registered items, the company shall apply to the original company registration authority for the registration of alteration.

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A company shall not be permitted to alter registered items without the approval of the registration of alteration.

Article 24 To apply for alteration of registration, the company shall submit the following documents to the company registration authority:

- (1) a written application for registration of alteration signed by the legal representative of the company;
- (2) the resolution or decision on the alteration made in accordance with the provisions of the Company Law;
- (3) other documents required for submission by the company registration authority.

In case that the alteration of registered items of a company involves amending the articles of association, the amended version of its articles of association or the amendment of its articles of association shall also be submitted.

Article 25 In the event of altering title, the company shall, within 30 days after the resolution or decision on alteration being made, apply for registration of alteration.

Article 26 In the event of altering domicile, the company shall apply for registration of alteration before moving to new domicile and shall submit a certificate for use of the new domicile.

In case that the alteration of a company's domicile involves trans-regional jurisdiction of the company registration authorities, the company shall apply to the company registration authority at the place of the new domicile for the alteration of registration before moving to the new domicile; in case that the application is accepted by the company registration authority at the place of the new domicile, the original company registration authority shall transfer registration files of the company to the new company registration authority.

Article 27 In the event of changing legal representative, the company shall, within 30 days after the resolution or decision on the change being made, apply for registration of the change.

Article 28 In the event of altering registered capital, the company shall submit the capital verification certificate issued by a legally qualified capital verification organization.

In case that the company adds its registered capital, an application for registration of alteration shall be submitted within 30 days after the full payment of the share capital. In case that the company limited by shares adds its registered capital, an approval document issued by a State Council authorised department or by a people's government of the province, autonomous region or municipality directly under the Central Government shall be submitted. In case that the registered capital is added by floating share, an approval document issued by the securities management department of the State Council shall also be submitted.

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In case that the company reduces its registered capital, an application for registering the alteration shall be submitted within 90 days after the resolution or decision on the reduction of registered capital being made, together with the document to certify that a public announcement on the reduction of registered capital has been published at least three times in the newspaper, and an illustration report on the company's debt clearance or debt repayment guarantee.

Article 29 In the event of changing the scope of business operations, the company shall, within 30 days after the resolution or decision on the change being made, apply for registration of alteration; in case that the change involves projects which shall be reported for examination and approval as stipulated by laws and regulations, an application for registration of alteration shall be submitted within 30 days after the date of approval of the report by the relevant State department.

Article 30 In the event of changing company's type, the company shall, in accordance with the requirements for establishing the intended type of company, apply to the company registration authority for registration of alteration within the prescribed time limit and submit relevant documents.

Article 31 In the event of changing shareholders of a limited liability company, the company shall apply for registration of alteration within 30 days after the date of the change of the shareholders occurring, and shall provide qualification certificates of legal person status of the new shareholders or the identification of a natural person.

In case that the shareholder of a limited liability company or the promoters of a company limited by shares changes name(s) or title(s), an application for registering such change(s) shall be submitted within 30 days after the date of the change of the name or title.

Article 32 In case that the amended articles of association of a company does not involve the registered items, the company shall submit the amended articles of association or the amendment to the original company registration authority for the record.

Article 33 In case that a company changes its directors, supervisors or managers, the changes shall be reported to the original company registration authority for the record.

Article 34 In case that an existing company arise registered items changes due to merging or dividing, the company shall apply for registration of alteration; a company, dissolved due to merging or dividing, shall apply for registration of cancellation; a company, newly established due to merging or dividing, shall apply for registration of establishment.

In case that the merging or dividing of a company occurs, the company shall apply for registration within 90 days after the resolution or decision on the merging or dividing being made, submit the merger agreement or the resolution or decision on the merging or dividing, together with certification of public announcement in the newspaper at least three times concerning the merging or dividing of the company, and an illustration report of its debt clearance or debt

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repayment guarantee. In case that the merging or dividing of a company limited by shares occurs, a document of approval issued by the State Council authorised department or the people's government of the province, autonomous region or municipality directly under the Central Government shall also be submitted.

Article 35 In case that the alteration of the registered items involves in the items specified in a Corporate Business Licence, the original Corporate Business Licence shall be replaced with a new one by the company registration authority.

#### Chapter VI Registration of Cancellation

Article 36 The liquidation organization of a company shall apply to the original company registration authority for registration of cancellation within 30 days after the conclusion of liquidation in any of the following circumstances:

- (1) a company is declared bankrupt in accordance with the law;
- (2) the expiry of a company's term of operation in accordance with the articles of association, or the occurrence of other reason(s) for dissolution of the company as stipulated in articles of association;
- (3) shareholders meeting decides to dissolve the company;
- (4) a company is dissolved as a result of merging or dividing;
- (5) a company is ordered to close down in accordance with the law.

Article 37 In case that a company applies for registration of cancellation, the following documents shall be submitted:

- (1) a written application for registration of cancellation signed by the person in charge of the company liquidation organization;
- (2) a ruling of a court on the bankruptcy, a resolution or decision made by the company in accordance with the provisions of the Company Law or a document issued by an administrative organ ordering the company to close down;
- (3) a liquidation report confirmed by the shareholders' meeting or relevant body;
- (4) the Corporate Business Licence;
- (5) other documents as required for submission by laws and regulations.

Article 38 Company terminates in consequence of the approval of the registration of cancellation by the company registration authority.

#### Chapter VII Registration of Branch Companies

Article 39 A branch company means an organization established by a company to engage in business operations outside its domicile. A branch company shall not have legal person status.

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Article 40 In the event of establishing a branch, the company shall apply for registration to the city or county company registration authority in the place where the branch is located. A "Business Licence" shall be issued in case the application for registration is approved.

Article 41 Registration items of a branch company shall include its title, business domicile, manager in charge and scope of business operations.

The title of a branch company shall be in compliance with relevant State regulations.

The scope of business operations of a branch company shall not exceed the scope of business operations of its company.

Article 42 In the event of establishing a branch, the company shall apply for registration to the company registration authority within 30 days after the decision being made; should laws and regulations stipulate that the establishment of a branch company shall be reported for approval to the relevant department, the registration application shall be submitted to the company registration authority within 30 days after the date of approval of the aforesaid report.

To establish a branch company, the following documents shall be submitted to the company registration authority:

- (1) a written application for registration of establishment of a branch signed by the legal representative of the company;
- (2) the articles of association and a copy of the company's Corporate Business Licence affixed with the seal of the company registration authority;
- (3) a certificate for use of business domicile;
- (4) other documents as required for submission by the company registration authority.

Article 43 In the event of altering the branch company's registered items, the company shall apply for registration of alteration to the company registration authority.

To apply for registration of alteration, a written application for registration of alteration signed by the legal representative of the company shall be submitted. In case that the title of a branch is changed due to the change of title of the company, a copy of the Corporate Business Licence of the company shall be submitted. In case that a change of scope of business operations involves projects which shall be reported for approval as stipulated by laws and regulations, a document of the approval of aforesaid report issued by the relevant department shall also be submitted. In case that the business domicile is changed, a certification for use of the new business domicile shall be submitted.

The original "Business Licence" shall be replaced with a new one if the application for registration of alteration is approved by the company registration authority.

Article 44 In the event of closing down a branch, the company shall apply for registration of cancellation of that branch to the company registration authority which is in charge of that branch within 30 days of the decision being made. In applying for the registration of cancellation of a

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branch, a written application for registration of cancellation signed by the legal representative of the company and the "Business Licence" of the branch shall be submitted. The "Business Licence" of a branch shall be taken over by the company registration authority after the application for registration of cancellation being approved.

#### Chapter VIII Procedures for Registration

Article 45 A "Notice of Acceptance of Company Registration" shall be issued by company registration authority after receiving all of the documents stipulated in these Regulations from the applicant.

Company registration authority shall, within 30 days after issuing a "Notice of Acceptance of Company Registration", make a decision on approval or rejection of registration.

If an application for registration is approved by company registration authority, the applicant shall be notified within 15 days after the approval decision being made, and a "Corporate Business Licence" or "Business Licence" shall be issued, replaced or taken over.

If an application for registration is rejected by company registration authority, the applicant shall be notified within 15 days after the decision being made and a "Notice of Rejection of Company Registration" shall be issued.

Article 46 For registering the establishment or alteration, the company shall pay registration fees to the company registration authority pursuant to stipulations.

To apply for a Corporate Business Licence, the registration fees of establishment shall be paid at the ratio of 0.1% of the total amount of registered capital; in case that the registered capital is in excess of RMB 10 million (10,000,000) yuan, the excess amount shall be paid at the ratio of 0.05% of that excess amount; in case that the registered capital is in excess of RMB 100 million (100,000,000) yuan, no further registration fees shall be required on the excess amount.

To apply for a Business Licence, the registration fees of establishment shall be RMB 300 yuan.

To alter registered items, the fees for registration of alteration shall be RMB 100 yuan.

Article 47 Company registration authority shall record the approved registration items of the company in the Company Register which shall be accessible to the social public for consulting and copying. To consult or copy the registered items of company, consulting fee or copying fee shall be paid pursuant to stipulations.

Article 48 Within 30 days after the date of the approval of the registration of establishment, alteration or cancellation, the company limited by shares shall make a public announcement stating the registration of establishment, alteration, or cancellation and the public announcement shall be submitted to the company registration authority for the record within 30 days after the

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public announcement being made. The contents of the public announcement stating the registration of establishment, alteration or cancellation shall be the same as those contents approved and registered by the company registration authority; in case these contents disaccord, the company registration authority shall have the power to request the company to make corresponding corrections.

A public announcement on the revocation of Corporate Business Licence or Business Licence shall be made by the company registration authority.

#### Chapter IX Annual Reviews

Article 49 Company registration authority shall undertake annual reviews of companies during the period from January 1 to April 30 each year.

Article 50 Company shall, in accordance with the requirements of the company registration authority, accept the annual review within the prescribed period of time, and submit annual review report, annual balance sheet, profit and loss statement and a duplicate copy of Corporate Business Licence.

In case that the company has established branch(es), the relevant information about the branch(es) shall be clearly shown in the annual review materials submitted and the copy(ies) of the Business Licence(s) of the branch(es) shall also be submitted.

Article 51 Company registration authority shall examine the relevant information concerning the registered items based on the annual review materials submitted by the company so as to verify the company's qualifications of continuation of business operations.

Article 52 Company shall pay an annual review fee to the company registration authority. The annual review fee shall be RMB 50 yuan.

#### Chapter X Administration of Licences and Archives

Article 53 Corporate Business Licence or Business Licence shall include the original and duplicate copies which shall have equal legal effect.

The original copy of "Corporate Business Licence" or "Business Licence" shall be placed in a eye-catching position at the domicile of the company or the business site of the branch.

Company may, in accordance with operational needs, apply to the company registration authority for the issue of several duplicate copies of business licence.

Article 54 No unit or individual shall be allowed to forge, alter, lease, lend or transfer business licence.

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In case that the business licence is lost or destroyed, the company shall apply for the replacement, and make an announcement declaring the invalidity of the business licence in the newspapers or journals designated by the company registration authority.

In case that a company requires to affix the company registration authority's seal onto the copy(ies) of its business licence for the purpose of submission of its copy(ies) to relevant units in accordance with relevant regulations, the company registration authority may affix its seal as required.

Article 55 Company registration authority may temporarily detain the business licence of a company in need of authentication. The period of retention shall not exceed 10 days.

Article 56 The borrowing, copying, carrying or duplicating of archived materials related to company registration shall be conducted within the prescribed limits of authority and procedure pursuant to stipulations.

No unit or individual shall be allowed to modify, alter, make additions to or damage archived company materials.

Article 57 The form of the original and duplicate copy of business licence and the format of important documents or tables relating to company registration shall be uniformly formulated by the State Administration for Industry and Commerce.

## Chapter XI Legal Liability

Article 58 If the registration of a company is acquired by false declaration of the registered capital during applying for company registration, the company registration authority shall order the company to rectify the situation and impose a fine of 5% to 10% of the amount of falsely declared registered capital. In the event that the case is serious, the registration shall be cancelled and the business licence shall also be revoked. Should the case be so serious that a crime is committed, the criminal liability shall be inflicted upon in accordance with the law.

Article 59 In case that the registration of a company is acquired by submission of false documents or adoption of other deceptive means during applying for company registration, the company registration authority shall order the company to rectify the situation and impose a fine of RMB 10,000 yuan to RMB 100,000 yuan. In the event that the case is serious, the registration shall be cancelled and the business licence shall be revoked. Should the case be so serious that a crime is committed, the criminal liability shall be inflicted upon in accordance with the law.

Article 60 In case that the promoter(s) or shareholder(s) of a company fails to hand over capital in cash or in kind or fails to transfer property rights so that the capital contribution is fictitious, the

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company registration authority shall order the company to rectify the situation and impose a fine of 5% to 10% of the falsely contributed capital. Should the case be so serious that a crime is committed, the criminal liability shall be inflicted upon in accordance with the law.

Article 61 In case that the promoter(s) or shareholder(s) of the company is found to have bailed out the contributed capital after the establishment of the company, the company registration authority shall order the company to rectify the situation and impose a fine of 5% to 10% of the amount of capital which has been taken. Should the case be so serious that a crime is committed, the criminal liability shall be inflicted upon in accordance with the law.

Article 62 In the case of a company failing, without proper reason, to commence business operations within 6 months after its establishment or, after commencement of business operations, suspending its operations of its own accord for a successive period of 6 months or more, the registration authority shall revoke the company's business licence.

Article 63 In case that the company alters the registration items but fails to carry out registration of relevant alteration pursuant to regulations, the company registration authority shall order the company to carry out registration within a prescribed time limit. In case that the company fails to register within the prescribed time limit, a fine of RMB 10,000 yuan to RMB 100,000 yuan shall be imposed.

Article 64 In case that the company fails to notify creditors or make public announcement during merging, dividing, reducing registered capital or going on liquidation, the company registration authority shall order the company to rectify the situation and impose a fine of RMB 10,000 yuan to RMB 100,000 yuan.

Article 65 In case that the liquidation organization fails to submit its liquidation report to the company registration authority pursuant to regulations, or conceals or omits important facts in the liquidation report, the company registration authority shall order the liquidation organization to rectify the situation.

Article 66 In case that the company fails to apply for registration of cancellation after the company has concluded liquidation upon bankruptcy or dissolution, the company registration authority shall revoke its business licence.

Article 67 In case that the company limited by shares fails to make public announcement within the prescribed time limit after the registration of establishment, alteration or cancellation, or in case that the contents of the public announcement differs from what has been approved and registered, the company registration authority shall order the company to rectify the situation. In case that the company fails to rectify the situation a fine of RMB 10,000 yuan to RMB 100,000 yuan shall be imposed. Should the case be serious, the company's business licence shall be

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revoked.

Article 68 In case that the company refuses to accept an annual review pursuant to regulations, the company registration authority shall impose a fine of RMB 10,000 yuan to RMB 100,000 yuan and order the company to accept the annual review within a prescribed time limit. In case that the company refuses to accept annual review within the prescribed time limit, its business licence shall be revoked. In case that the company is found to have concealed facts or made frauds in an annual review, a fine of RMB 10,000 yuan to RMB 50,000 yuan shall be imposed on the company by the company registration authority, and it shall also be ordered to rectify the situation. Should the case be serious, the company's business licence shall be revoked.

Article 69 In case that the company is found to have forged, altered, leased, lent or transferred its business licence, the company registration authority shall impose a fine of RMB 10,000 yuan to RMB 100,000 yuan. Should the case be serious, the business licence shall be revoked. Should the case be so serious that a crime is committed, the criminal liability shall be inflicted upon in accordance with the law.

Article 70 In case that the company is found to have failed to place its business licence in an eye-catching position at its domicile, the company registration authority shall order the company to rectify the situation. In case that the company fails to rectify the situation, a fine of RMB 1,000 yuan to RMB 5,000 yuan shall be imposed.

Article 71 In case that the company is found to have conducted business activities beyond its scope of business operations as approved and registered, the company registration authority shall order the company to rectify the situation and impose a fine of RMB 10,000 yuan to RMB 100,000 yuan. In case that the case is serious, its business licence shall be revoked.

Article 72 In case that the company fails to register as a limited liability company or as a company limited by shares in accordance with the law but has used the title of a limited liability company or company limited by shares, the company registration authority shall order it to rectify the situation and impose a fine of RMB 10,000 yuan to RMB 100,000 yuan. Should the case be so serious that a crime is committed, the criminal liability shall be inflicted upon in accordance with the law.

Article 73 In case that the company registration authority approves a company's application for registration which fails to meet the stipulated requirements and should the case be serious, the chief person-in-charge and other person(s) who bear direct responsibility shall be imposed an administrative punishment in accordance with the law. In case that the higher level company registration authority orders the lower level company registration authority to approve a company's application for registration which fails to meet the stipulated requirements or covers up illegal registration, chief staff directly responsible for the case and other staff bearing direct responsibility in the case shall be imposed an administrative punishment. Should the case be so

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serious that a crime is committed, the criminal liability shall be inflicted upon in accordance with the law.

#### Chapter XII Supplementary Provisions

Article 74 The registration of a branch established by a foreign company within the territory of the People's Republic of China shall be handled pursuant to relevant regulations of the State Council.

Article 75 These Regulations shall apply to the registration of foreign investment limited liability company. In case that there are provisions concerning the registration of foreign investment enterprises stipulated otherwise in laws and regulations, such provisions shall apply.

Article 76 These Regulations shall enter into force as of the date of July 1,1994.

Promulgated by The State Council on 1994-6-24



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