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**Measures for Administration of the Establishment of Partnership
Enterprises Within the Territory of China by
Foreign Enterprises or Individuals**

(Adopted at the 77th Executive Meeting of the State Council on August 19,
2009, promulgated by Decree No. 567 of the State Council of the
People's Republic of China on November 25, 2009, and effective as of
March 1, 2010)

Article 1 These Measures are formulated in accordance with the Law of the People's Republic of China on Partnerships (hereinafter referred to as the Partnerships Law), for the purpose of regulating the establishment of partnership enterprises within the territory of China by foreign enterprises or individuals to facilitate their investment in China through establishing such partnership enterprises and expand economic cooperation and technological exchange with other countries.

Article 2 The term "establishment of partnership enterprises within the territory of China by foreign enterprises or individuals" in these Measures means the establishment of partnership enterprises within the territory of China by two or more foreign enterprises or individuals, as well as by foreign enterprises or individuals jointly with Chinese natural persons,

legal persons or other organizations.

Article 3 When establishing partnership enterprises within the territory of China, foreign enterprises or individuals shall abide by the Partnerships Law and other relevant laws, administrative regulations and rules, and comply with foreign investment industrial policies.

The lawful rights and interests of foreign enterprises or individuals that establish partnership enterprises within the territory of China are protected by law.

The State encourages foreign enterprises or individuals possessing advanced technologies and management expertise to establish partnership enterprises within the territory of China, so as to help promote the development of the modern service industry and other industries.

Article 4 The currencies used for capital contribution by foreign enterprises or individuals shall be fully convertible foreign currencies or lawfully acquired Renminbi.

Article 5 When foreign enterprises or individuals intend to establish a partnership enterprise within the territory of China, the representative appointed or the agent jointly entrusted by all of the partners shall apply for registration of establishment to the local administrative department for

industry and commerce authorized by the administrative department for industry and commerce of the State Council (hereinafter referred to as the enterprise registration authority).

To apply for registration of establishment, the applicant shall submit to the enterprise registration authority such documents as specified in the Measures of the People's Republic of China for Administration of Partnership Enterprise Registration and the statement proving that the foreign investment industrial policies are complied with.

Where the enterprise registration authority grants the registration, it shall, at the same time, notify the competent commerce department at the same level of the information about the registration.

Article 6 Where any changes are to be made in the registration particulars of a partnership enterprise established within the territory of China by foreign enterprises or individuals (hereinafter referred to as a foreign-invested partnership enterprise), the partnership enterprise shall, in accordance with law, apply to the enterprise registration authority for alteration of its registration.

Article 7 Where a foreign-invested partnership enterprise is dissolved, it shall conduct liquidation in accordance with the provisions of the Partnerships Law. The liquidator shall, within 15 days from the date of

completion of the liquidation, cancel its registration with the enterprise registration authority in accordance with law.

Article 8 Where a foreign-invested partnership enterprise continues to exist when all of the foreign partners withdraw from it, it shall, in accordance with law, apply to the enterprise registration authority for alteration of its registration.

Article 9 Where a foreign-invested partnership enterprise has its registration altered or cancelled, the enterprise registration authority shall, at the same time, notify the competent commerce department at the same level of the information about the alteration or cancellation.

Article 10 Where there are no provisions in these Measures as to the matters relating to the administration of registration of foreign-invested partnership enterprises, the Measures of the People's Republic of China for Administration of Partnership Enterprise Registration and the relevant provisions of the State shall apply.

Article 11 The finance, accounting, taxation, foreign exchange, customs, personnel's entry and exit and other matters involved in the establishment of partnership enterprises within the territory of China by

foreign enterprises or individuals shall be handled in accordance with the relevant laws, administrative regulations, and the relevant provisions of the State.

Article 12 Where a foreign enterprise or individual enters into a partnership enterprise established within the territory of China by Chinese natural persons, legal persons or other organizations, it/he shall abide by the relevant provisions of these Measures, and the partnership enterprise shall, in accordance with law, apply to the enterprise registration authority for alteration of its registration.

Article 13 Where the establishment of a partnership enterprise within the territory of China by foreign enterprises or individuals involves an investment project that is subject to verification by the government, verification formalities for such a project shall be handled in accordance with the relevant provisions of the State.

Article 14 Where there are other provisions of the State on the partnership enterprises established within the territory of China by foreign enterprises or individuals, the main business of which is investment making, those provisions shall prevail.

Article 15 Establishment of partnership enterprises on the mainland by enterprises or individuals from the Hong Kong Special Administrative Region, the Macao Special Administrative Region, or the Taiwan region shall be handled with reference to the provisions of these Measures.

Article 16 These Measures shall be effective as of March 1, 2010.

本译本仅供参考，若有歧义，请以中文版本为准。

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