



中华人民共和国公司法
(2023 年修订)

Company Law of the People's Republic of China
(Revised in 2023)

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中华人民共和国主席令第 15 号 2023 年 12 月 29 日	Order of the President of the People's Republic of China No. 15 December 29, 2023
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《中华人民共和国公司法》已 由中华人民共和国第十四届全国人 民代表大会常务委员会第七次会议 于 2023 年 12 月 29 日修订通过, 现予公布, 自 2024 年 7 月 1 日起 施行。	The Company Law of the People's Republic of China has been revised and adopted by the Seventh Session of the Standing Committee of the 14th National People's Congress of the People's Republic of China on December 29, 2023, and is hereby promulgated and shall come into effect on July 1, 2024.
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中华人民共和国主席 习近平	Xi Jinping, President of the People's Republic of China
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(1993 年 12 月 29 日第八届 全国人民代表大会常务委员会第五 次会议通过 根据 1999 年 12 月 25 日第九届全国人民代表大会常务委 员会第十三次会议《关于修改〈中 华人民共和国公司法〉的决定》第 一次修正 根据 2004 年 8 月 28 日	(Adopted at the Fifth Session of the Standing Committee of the Eighth National People's Congress on December 29, 1993; amended for the first time in accordance with the Decision on Amending the Company Law of the People's Republic of China at the 13th Session of the Standing Committee of the Ninth People's Congress on December 25, 1999; amended for the second time in accordance with the Decision on Amending the
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第十届全国人民代表大会常务委员
会第十一次会议《关于修改〈中华
人民共和国公司法〉的决定》第二
次修正 2005 年 10 月 27 日第十
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修改〈中华人民共和国海洋环境保
护法〉等七部法律的决定》第三次
修正 根据 2018 年 10 月 26 日第
十三届全国人民代表大会常务委员
会第六次会议《关于修改〈中华人
民共和国公司法〉的决定》第四次
修正 2023 年 12 月 29 日第十四届
全国人民代表大会常务委员会第七
次会议第二次修订)

目 录	Contents
第一章 总 则	Chapter I General Provisions
第二章 公司登记	Chapter II Company Registration
第三章 有限责任公司的设立 和组织机构	Chapter III Establishment and Organizational Structure of Limited Liability Companies
第一节 设 立	Section 1 Establishment
第二节 组织机构	Section 2 Organizational Structure
第四章 有限责任公司的股权 转让	Chapter IV Transfer of Equity in Limited Liability Companies Chapter V Establishment and Organizational Structure of Joint
第五章 股份有限公司的设立 和组织机构	Stock Limited Companies Section 1 Establishment
第一节 设 立	Section 2 Shareholders' Meeting
第二节 股东会	Section 3 Board of Directors and Company Manager
第三节 董事会、经理	Section 4 Board of Supervisors
第四节 监事会	Section 5 Special Provisions on the Organizational Structure of
第五节 上市公司组织机构的 特别规定	Listed Companies Chapter VI Issuance and Transfer of Shares in Joint Stock Limited
第六章 股份有限公司的股份	Companies

发行和转让	Section 1 Issuance of Shares
第一节 股份发行	Section 2 Transfer of Shares
第二节 股份转让	Chapter VII Special Provisions on the Organizational Structure of
第七章 国家出资公司组织机	State-Invested Companies
构的特别规定	Chapter VIII Qualifications and Obligations of Company
第八章 公司董事、监事、高	Directors, Supervisors and Senior Officers
级管理人员的资格和义务	Chapter IX Corporate Bonds
第九章 公司债券	Chapter X Corporate Finance and Accounting
第十章 公司财务、会计	Chapter XI Corporate Merger, Division, and Increase and
第十一章 公司合并、分立、	Decrease in Registered Capital
增资、减资	Chapter XII Company Dissolution and Liquidation
第十二章 公司解散和清算	Chapter XIII Branches of Foreign Companies
第十三章 外国公司的分支机	Chapter XIV Legal Liability
构	Chapter XV Supplementary Provisions
第十四章 法律责任	
第十五章 附 则	

第一章 总 则	Chapter I General Provisions
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Article 1 The Company Law of the People's Republic of China

第一条 为了规范公司的组织 (hereinafter referred to as the "Law") is formulated in
和行为, 保护公司、股东、职工和 accordance with the Constitution to regulate the organization
债权人的合法权益, 完善中国特色 and activities of companies, protect the lawful rights and
现代企业制度, 弘扬企业家精神, interests of companies, shareholders, employees and creditors,
维护社会经济秩序, 促进社会主义 improve the modern enterprise system with Chinese
市场经济的发展, 根据宪法, 制定 characteristics, advocate entrepreneurship, maintain the social
本法。 economic order, and promote the development of the socialist
market economy.

第二条 本法所称公司, 是指	Article 2 For the purposes of this Law, the term "company"
依照本法在中华人民共和国境内设	refers to a limited liability company or a joint stock limited
立的有限责任公司和股份有限公	company established within the territory of the People's
司。	Republic of China in accordance with this Law.

第三条 公司是企业法人, 有	Article 3 A company is an enterprise legal person which has
独立的法人财产, 享有法人财产	independent legal person property and enjoys legal person
权。公司以其全部财产对公司的债	property rights. A company shall be liable for its debts to the
务承担责任。	extent of all its assets.

公司的合法权益受法律保护, The lawful rights and interests of a company are protected by

不受侵犯。 law from infringement.

第四条 有限责任公司的股东以其认缴的出资额为限对公司承担责任；股份有限公司的股东以其认购的股份为限对公司承担责任。

Article 4 A shareholder of a limited liability company is liable to the company to the extent of its subscribed capital contribution. A shareholder of a joint stock limited company is liable to the company to the extent of the shares it has subscribed for.

公司股东对公司依法享有资产收益、参与重大决策和选择管理者等权利。

Shareholders of a company are entitled under the law to rights including the return on equity, participation in the making of material decisions, and selection of managers.

第五条 设立公司应当依法制定公司章程。公司章程对公司、股东、董事、监事、高级管理人员具有约束力。

Article 5 A company shall formulate its articles of association in accordance with the law. The articles of association shall be binding on the company and its shareholders, directors, supervisors, and senior officers.

第六条 公司应当有自己的名称。公司名称应当符合国家有关规定。

Article 6 A company shall have its own name. A company's name shall comply with relevant national regulations of the State.

公司的名称权受法律保护。

The right of a company to its name is protected by law.

第七条 依照本法设立的有限责任公司，应当在公司名称中标明有限责任公司或者有限公司字样。

Article 7 A limited liability company established in accordance with this Law shall include the words "limited liability company" or "limited company" in its name.

依照本法设立的股份有限公司，应当在公司名称中标明股份有限公司或者股份公司字样。

A joint stock limited company established in accordance with this Law shall include the words "joint stock limited company" or "joint stock company" in its name.

第八条 公司以其主要办事机构所在地为住所。

Article 8 A company's domicile shall be where its main administrative organization is located.

第九条 公司的经营范围由公司章程规定。公司可以修改公司章程，变更经营范围。

Article 9 A company's business scope shall be defined in its articles of association. A company may change its business scope by amending its articles of association.

公司的经营范围中属于法律、行政法规规定须经批准的项目，应当依法经过批准。

Where the business scope of a company includes any item subject to approval pursuant to any law or administrative regulations, the approval shall be obtained in accordance with the law.

第十条 公司的法定代表人按照公司章程的规定，由代表公司执行公司事务的董事或者经理担任。担任法定代表人的董事或者经

Article 10 The legal representative of a company shall, as stipulated in the articles of association, be the director or company manager representing the company in the execution of company affairs.

<p>理辞任的，视为同时辞去法定代表人。</p>	<p>If a director or the company manager serving as the legal representative resigns, it is considered a simultaneous</p>
<p>法定代表人辞任的，公司应当</p>	<p>resignation from the position of the legal representative.</p>
<p>在法定代表人辞任之日起三十日内确定新的法定代表人。</p>	<p>In the event of the resignation of the legal representative, the company must appoint a new legal representative within 30 days from the date of the legal representative's resignation.</p>
<p>第十一条 法定代表人以公司名义从事的民事活动，其法律后果由公司承受。</p>	<p>Article 11 The legal consequences of civil activities conducted by a company's legal representative in the name of the company shall be borne by the company.</p>
<p>公司章程或者股东会对法定代表人职权的限制，不得对抗善意相对人。</p>	<p>Restrictions on the powers of a company's legal representative by the company's articles of association or shareholders' meeting shall not be enforceable against bona fide third parties.</p>
<p>法定代表人因执行职务造成他人损害的，由公司承担民事责任。公司承担民事责任后，依照法律或者公司章程的规定，可以向有过错的法定代表人追偿。</p>	<p>If a company's legal representative, in the course of performing duties, causes harm to others, the company shall bear civil liability. After assuming civil liability, the company may seek compensation from the legal representative at fault in accordance with the law or the company's articles of association.</p>
<p>第十二条 有限责任公司变更为股份有限公司，应当符合本法规定的股份有限公司的条件。股份有限公司变更为有限责任公司，应当符合本法规定的有限责任公司的条件。</p>	<p>Article 12 A limited liability company that seeks to convert into a joint stock limited company shall satisfy the conditions prescribed in this Law for joint stock limited companies. A joint stock limited company that seeks to convert into a limited liability company shall satisfy the conditions prescribed in this Law for limited liability companies.</p>
<p>有限责任公司变更为股份有限公司的，或者股份有限公司变更为有限责任公司的，公司变更前的债权、债务由变更后的公司承继。</p>	<p>In either of the aforementioned cases, the claims and debts of the company prior to the conversion shall be succeeded by the company after the conversion.</p>
<p>第十三条 公司可以设立子公司。子公司具有法人资格，依法独立承担民事责任。</p>	<p>Article 13 A company may establish subsidiaries. A subsidiary enjoys legal-person status and shall independently bear its own civil liability in accordance with the law.</p>
<p>公司可以设立分公司。分公司不具有法人资格，其民事责任由公司承担。</p>	<p>A company may establish branches. A branch does not enjoy legal-person status and its civil liability shall be borne by the company.</p>
<p>第十四条 公司可以向其他企业投资。</p>	<p>Article 14 A company may invest in other enterprises. Where any law provides that a company shall not become a</p>

法律规定公司不得成为对所投资企业的债务承担连带责任的出资人的，从其规定。

第十五条 公司向其他企业投资或者为他人提供担保，按照公司章程的规定，由董事会或者股东会决议；公司章程对投资或者担保的总额及单项投资或者担保的数额有限额规定的，不得超过规定的限额。

公司为公司股东或者实际控制人提供担保的，应当经股东会决议。

前款规定的股东或者受前款规定的实际控制人支配的股东，不得参加前款规定事项的表决。该项表决由出席会议的其他股东所持表决权的过半数通过。

第十六条 公司应当保护职工的合法权益，依法与职工签订劳动合同，参加社会保险，加强劳动保护，实现安全生产。

公司应当采用多种形式，加强公司职工的职业教育和岗位培训，提高职工素质。

第十七条 公司职工依照《中

capital contributor that shall bear joint and several liability for the debts of the invested enterprise, such provisions shall apply.

Article 15 If a company intends to invest in any other enterprise or provide a guarantee for any other person, a resolution shall be adopted, as stipulated in the company's articles of association, by the company's board of directors or shareholders' meeting; where the articles of association prescribe any limit on the total amount of investments or guaranties allowed, or on the amount of a single investment or guarantee allowed, the said total amount or amount shall not exceed the limit prescribed.

If a company intends to provide a guarantee for any shareholder or actual controller of the company, a resolution shall be adopted by the shareholders' meeting.

No shareholder referred to in the preceding paragraph or under the control of the actual controller referred to in the preceding paragraph shall participate in voting on any matter described in the preceding paragraph. Any such resolution shall be adopted by a majority vote from the other shareholders attending the meeting.

Article 16 A company shall protect the lawful rights and interests of its employees, enter into employment contracts with its employees in accordance with the law, take out social insurance for employees, and strengthen labor protection to ensure work safety.

A company shall, through various means, enhance the professional education and in-service training of its employees to improve the quality of the workforce.

Article 17 Employees of a company shall, in accordance with the Trade Union Law of the People's Republic of China, organize a trade union, which shall carry out trade union activities and safeguard the lawful rights and interests of the employees. The company shall provide the necessary conditions for its trade union to carry out its activities. The trade union shall, on behalf

息休假、劳动安全卫生和保险福利 of the employees, enter into collective contracts with the company with respect to matters such as remuneration, working

等项依法与公司签订集体合同。 hours, leave and rest, work safety and sanitation, insurance, and welfare and of the employees in accordance with the law.

公司依照宪法和有关法律的规定, 建立健全以职工代表大会为基本形式的民主管理制度, 通过职工 In accordance with the Constitution and other relevant laws, a company shall establish a sound democratic management system, with the employee representative assembly as the

代表大会或者其他形式, 实行民主 fundamental form, and implement democratic management through the employee representative assembly or other means. 管理。 When making a decision on company restructuring, dissolution, filing for bankruptcy, or any material issue relating to its business operations, or formulating any important rule or regulation, a company shall take into account the opinions of its trade union, as well as the opinions and proposals of its employees through the employee representative assembly or other means.

公司研究决定改制、解散、申 fundamental form, and implement democratic management through the employee representative assembly or other means. 请破产以及经营方面的重大问题、 When making a decision on company restructuring, dissolution, filing for bankruptcy, or any material issue relating to its business operations, or formulating any important rule or regulation, a company shall take into account the opinions of its trade union, as well as the opinions and proposals of its employees through the employee representative assembly or other means. 制定重要的规章制度时, 应当听取

第十八条 在公司中, 根据中 Article 18 Organizations of the Communist Party of China shall be established within companies in accordance with the Constitution of the Communist Party of China and carry out Party activities. Companies shall provide the necessary conditions for Party activities.

第十九条 公司从事经营活 Article 19 In conducting its business activities, a company shall abide by laws and regulations, observe social ethics and business ethics, act in good faith, and be subject to government and public oversight.

第二十条 公司从事经营活 Article 20 In conducting its business activities, a company shall fully consider the interests of company employees, consumers, and other stakeholders, as well as social and public interests such as ecological environmental protection, and undertake social responsibility.

国家鼓励公司参与社会公益活 The State encourages companies to participate in social welfare activities and publish social responsibility reports.

第二十一条 公司股东应当遵 Article 21 Shareholders of a company shall abide by laws, administrative regulations and articles of association and exercise their shareholder rights in accordance with the law, and

利损害公司或者其他股东的利益。 shall not damage the interests of the company or other
公司股东滥用股东权利给公司 shareholders by abusing their shareholder rights.
或者其他股东造成损失的, 应当承 A shareholder of a company shall be liable for compensation for
担赔偿责任。 any losses caused to the company or to other shareholders due
to their abuse of shareholder rights.

第二十二條 公司的控股股 Article 22 No controlling shareholder, actual controller, director,
东、实际控制人、董事、监事、高 supervisor, or senior officer of a company shall harm the
级管理人员不得利用关联关系损害 interests of the company through the exploitation of a related-
公司利益。 party relationship.

违反前款规定, 给公司造成损 Any individual who violates the preceding paragraph, resulting
失的, 应当承担赔偿责任。 in losses to the company, shall be liable for compensation.

第二十三條 公司股东滥用公 Article 23 If any shareholder of a company evades the payment
司法人独立地位和股东有限责任, of debts by abusing the company's independent status as a
逃避债务, 严重损害公司债权人利 legal person or the limited liability of shareholders, thereby
益的, 应当对公司债务承担连带 seriously damaging the interests of any creditor of the company,
责任。 the shareholder shall bear joint and several liability for the debts
of the company.

股东利用其控制的两个以上公 If a shareholder utilizes two or more companies under their
司实施前款规定行为的, 各公司应 control to carry out actions specified in the preceding
当对任一公司的债务承担连带 paragraph, each of these companies shall bear joint and several
责任。 liability for the debts of any of the companies.

只有一个股东的公司, 股东不 In the case of a company with a sole shareholder, if the
能证明公司财产独立于股东自己 shareholder cannot prove the independence of the company's
的财产的, 应当对公司债务承担连带 assets from their own, the shareholder shall bear joint and
责任。 several liability for the company's debts.

第二十四條 公司股东会、董 Article 24 Meetings and voting of the shareholders' meeting,
事会、监事会召开会议和表决可以 board of directors, and board of supervisors of a company may
采用电子通信方式, 公司章程另有 be conducted through electronic communication methods,
规定的除外。 unless otherwise stipulated in the company's articles of
association.

第二十五條 公司股东会、董 Article 25 Any resolution of the shareholders' meeting or board
事会的决议内容违反法律、行政法 of directors with content that violates any law or administrative
规的无效。 regulations shall be null and void.

第二十六條 公司股东会、董 Article 26 If the procedure for convening a shareholders'
事会的会议召集程序、表决方式违 meeting or a meeting of the board of directors, or the voting

反法律、行政法规或者公司章程，或者决议内容违反公司章程的，股东自决议作出之日起六十日内，可以请求人民法院撤销。但是，股东会、董事会的会议召集程序或者表决方式仅有轻微瑕疵，对决议未产生实质影响的除外。

未被通知参加股东会会议的股东自知道或者应当知道股东会决议作出之日起六十日内，可以请求人民法院撤销；自决议作出之日起一年内没有行使撤销权的，撤销权消灭。

第二十七条 有下列情形之一的，公司股东会、董事会的决议不成立：

- (一) 未召开股东会、董事会会议作出决议；
- (二) 股东会、董事会会议未对决议事项进行表决；
- (三) 出席会议的人数或者所持表决权数未达到本法或者公司章程规定的人数或者所持表决权数；
- (四) 同意决议事项的人数或者所持表决权数未达到本法或者公司章程规定的人数或者所持表决权数。

第二十八条 公司股东会、董事会决议被人民法院宣告无效、撤销或者确认不成立的，公司应当向公司登记机关申请撤销根据该决议已办理的登记。

股东会、董事会决议被人民法院宣告无效、撤销或者确认不成立的，公司根据该决议与善意相对人形成的民事法律关系不受影响。

resolution.
If a resolution of the shareholders' meeting or board of directors of a company is declared invalid, annulled, or confirmed as not established by the people's court, any civil juristic relationship created by the company with a bona fide third party based on such resolution shall be not affected.

第二章 公司登记

Chapter II Company Registration

第二十九条 设立公司，应当依法向公司登记机关申请设立登记。

Article 29 To establish a company, an application for registration shall be filed with the company registration authority in accordance with the law.

法律、行政法规规定设立公司必须报经批准的，应当在公司登记前依法办理批准手续。

Where any law or administrative regulations provide that the establishment of a company is subject to approval, the approval formalities shall be fulfilled in accordance with the law before the registration of the company.

第三十条 申请设立公司，应当提交设立登记申请书、公司章程等文件，提交的相关材料应当真实、合法和有效。

Article 30 To apply for the establishment of a company, documents including a registration application and the company's articles of association shall be submitted, and the relevant materials submitted shall be truthful, legal, and valid. If the application materials are incomplete or do not meet the statutory requirements, the company registration authority shall inform the applicant of any materials that need to be corrected or supplemented all at once.

申请材料不齐全或者不符合法定形式的，公司登记机关应当一次性告知需要补正的材料。

第三十一条 申请设立公司，符合本法规定的设立条件的，由公司登记机关分别登记为有限责任公司或者股份有限公司；不符合本法规定的设立条件的，不得登记为有限责任公司或者股份有限公司。

Article 31 If an application for establishment of a company meets the establishment conditions prescribed in this Law, the company registration authority shall register the company as a limited liability company or joint stock limited company; if the application does not meet the establishment conditions prescribed in this Law, it shall not be registered as a limited liability company or joint stock limited company.

第三十二条 公司登记事项包括：

Article 32 The particulars to be registered for a company include:

(一) 名称；

(1) Name;

(二) 住所；

(2) Domicile;

(三) 注册资本；

(3) Registered capital;

(四) 经营范围；

(4) Business scope;

(五) 法定代表人的姓名; (5) Name of the legal representative; and
(六) 有限责任公司股东、股份有限公司发起人的姓名或者名称。 (6) Names of shareholders for a limited liability company or promoters for a joint stock limited company.

公司登记机关应当将前款规定的公司登记事项通过国家企业信用信息公示系统向社会公示。 The company registration authority shall disclose a company's registered items outlined in the preceding paragraph to the public through the National Enterprise Credit Information Publicity System.

第三十三条 依法设立的公司, 由公司登记机关发给公司营业执照。公司营业执照签发日期为公司成立日期。 Article 33 A legally established company shall be issued a business license by the company registration authority. The date of issuance of the business license for a company shall be the date of establishment of the company.

公司营业执照应当载明公司的名称、住所、注册资本、经营范围、法定代表人姓名等事项。 A company's business license shall state the company's name, domicile, registered capital, business scope, and name of the legal representative, among other particulars.

公司登记机关可以发给电子营业执照。电子营业执照与纸质营业执照具有同等法律效力。 The company registration authority may issue an electronic business license. An electronic business license has the same legal force as a paper-based business license.

第三十四条 公司登记事项发生变更的, 应当依法办理变更登记。 Article 34 Any changes to the registered items of a company shall be subject to alteration registration in accordance with the law.

公司登记事项未经登记或者未经变更登记, 不得对抗善意第三人。 Any particulars to be registered by a company that have not been registered or changed without alteration registration shall not be enforceable against bona fide third parties.

第三十五条 公司申请变更登记, 应当向公司登记机关提交公司法定代表人签署的变更登记申请书、依法作出的变更决议或者决定等文件。 Article 35 When a company applies for alteration registration, it shall submit to the company registration authority documents including an alteration registration application signed by the legal representative of the company, and the legally adopted resolution or decision regarding the alteration.

公司变更登记事项涉及修改公司章程的, 应当提交修改后的公司章程。 In cases where alteration registration involves amendments to the company's articles of association, the amended articles of association shall be submitted.

公司变更法定代表人的, 变更登记申请书由变更后的法定代表人签署。 In the case of a change in the legal representative of the company, the alteration registration application shall be signed by the newly appointed legal representative.

第三十六条 公司营业执照记 Article 36 In the event of any changes to the details recorded in

载的事项发生变更的，公司办理变更
更登记后，由公司登记机关换发营
业执照。

a company's business license, the company shall complete
alteration registration before being issued a new business
license by the company registration authority.

第三十七条 公司因解散、被
宣告破产或者其他法定事由需要终
止的，应当依法向公司登记机关申
请注销登记，由公司登记机关公告
公司终止。

Article 37 If a company is to be terminated due to dissolution,
declaration of bankruptcy, or other statutory reasons, it shall
apply for deregistration to the company registration authority in
accordance with the law, and the termination of the company
shall be announced by the company registration authority.

第三十八条 公司设立分公
司，应当向公司登记机关申请登
记，领取营业执照。

Article 38 To establish a branch, the company shall file a
registration application with the company registration authority
to obtain a business license.

第三十九条 虚报注册资本、
提交虚假材料或者采取其他欺诈手
段隐瞒重要事实取得公司设立登记
的，公司登记机关应当依照法律、
行政法规的规定予以撤销。

Article 39 The registration of the establishment of a company
shall be revoked by the company registration authority in
accordance with laws or administrative regulations if it was
obtained by misstating its registered capital, submitting false
documentation or using any other fraudulent means to conceal
any important fact.

第四十条 公司应当按照规定
通过国家企业信用信息公示系统公
示下列事项：

Article 40 A company shall, as required, publicly disclose the
following details through the National Enterprise Credit
Information Publicity System:

- (一) 有限责任公司股东认缴
和实缴的出资额、出资方式 and 出
资日期，股份有限公司发起人认购
的股份数；
- (二) 有限责任公司股东、股
份有限公司发起人的股权、股份变
更信息；
- (三) 行政许可取得、变更、
注销等信息；
- (四) 法律、行政法规规定的
其他信息。

- (1) The subscribed and paid-in capital, contribution methods,
and contribution dates of shareholders for a limited liability
company, and the quantity of shares subscribed by promoters
for a joint stock limited company;
- (2) Information on changes in the equity or shares of
shareholders for a limited liability company and promoters for a
joint stock limited company;
- (3) Information on the receipt, changes, or cancellation in
respect of any administrative permit; and
- (4) Other information as stipulated by laws or administrative
regulations.

公司应当确保前款公示信息真
实、准确、完整。

A company shall ensure that the disclosed information outlined
in the preceding paragraph is true, accurate, and complete.

第四十一条 公司登记机关应
当优化公司登记办理流程，提高公

Article 41 The company registration authority shall optimize the
company registration process, improve registration efficiency,

司登记效率，加强信息化建设，推行网上办理等便捷方式，提升公司登记便利化水平。

国务院市场监督管理部门根据本法和有关法律、行政法规的规定，制定公司登记注册的具体办法。

第三章 有限责任公司的设立和组织机构

第一节 设立

第四十二条 有限责任公司由一个以上五十个以下股东出资设立。

第四十三条 有限责任公司设立时的股东可以签订设立协议，明确各自在公司设立过程中的权利和义务。

第四十四条 有限责任公司设立时的股东为设立公司从事的民事活动，其法律后果由公司承受。

公司未成立的，其法律后果由公司设立时的股东承受；设立时的股东为二人以上的，享有连带债权，承担连带债务。

设立时的股东为设立公司以自己的名义从事民事活动产生的民事责任，第三人有权选择请求公司或者公司设立时的股东承担。

设立时的股东因履行公司设立职责造成他人损害的，公司或者无过错的股东承担赔偿责任后，可以向有过错的股东追偿。

enhance information technology development, and promote convenient methods such as online processing, to enhance the accessibility of company registration.

The State Administration for Market Regulation shall formulate specific measures for company registration based on this Law and relevant laws and administrative regulations.

Chapter III Establishment and Organizational Structure of Limited Liability Companies

Section 1 Establishment

Article 42 A limited liability company shall be funded and established by one to 50 shareholders.

Article 43 Shareholders of a limited liability company at the time of its establishment may enter into an establishment agreement to specify their respective rights and obligations in the process of establishing the company.

Article 44 The legal consequences of any civil activities conducted by a shareholder of a limited liability company at the time of establishment for the establishment of the company shall be borne by the company.

In cases where the company is not established, the legal consequences shall be borne by the shareholders at the time of establishment; if there are two or more shareholders at the time of establishment, they shall have joint and several claims and bear joint and several liabilities.

For civil liability arising from any civil activities conducted by a shareholder at the time of establishment, in their own name, for the establishment of the company, a third party shall have the right to choose to claim against either the company or the shareholder at the time of establishment.

If a shareholder at the time of establishment causes harm to another person due to performance of their responsibilities for the establishment of the company, the company or other faultless shareholders may seek to recover any resulting

compensation liability borne by them from the shareholder at fault.

第四十五条 设立有限责任公司，应当由股东共同制定公司章程。
Article 45 When establishing a limited liability company, the shareholders shall jointly formulate the company's articles of association.

第四十六条 有限责任公司章程应当载明下列事项：
Article 46 The articles of association of a limited liability company shall specify the following matters:

- (一) 公司名称和住所； (1) Name and domicile of the company;
- (二) 公司经营范围； (2) Business scope of the company;
- (三) 公司注册资本； (3) Registered capital of the company;
- (四) 股东的姓名或者名称； (4) Names of shareholders;
- (五) 股东的出资额、出资方式 and 出资日期； (5) Amounts, methods, and dates of capital contributions by shareholders;
- (六) 公司的机构及其产生办法、职权、议事规则； (6) Internal bodies and their establishment, powers, and rules of procedure;
- (七) 公司法定代表人的产生、变更办法； (7) Methods for selecting and changing the company's legal representative; and
- (八) 股东会认为需要规定的其他事项。 (8) Any other matters deemed necessary to specify by the shareholders' meeting.

股东应当在公司章程上签名或者盖章。
Shareholders shall affix their signatures or seals on the company's articles of association.

第四十七条 有限责任公司的注册资本为在公司登记机关登记的全体股东认缴的出资额。全体股东认缴的出资额由股东按照公司章程的规定自公司成立之日起五年内缴足。
Article 47 The registered capital of a limited liability company is the total amount of capital subscribed by all shareholders as registered with the company registration authority. The subscribed capital shall be fully paid by the shareholders within five years from the date of the company's establishment as stipulated in the company's articles of association.

法律、行政法规以及国务院决定对有限责任公司注册资本实缴、注册资本最低限额、股东出资期限另有规定的，从其规定。
Where the paid-in registered capital, the minimum registered capital, or the payment deadline for capital contributions by shareholders is otherwise provided by any laws, administrative regulations, or decisions of the State Council, those provisions shall prevail.

第四十八条 股东可以用货币出资，也可以用实物、知识产权、土地使用权、股权、债权等可以用
Article 48 Shareholders may contribute capital in cash, in kind, or with intellectual property rights, land use rights, equity, debt claims, or other non-monetary assets which can be valued in

货币估价并可以依法转让的非货币财产作价出资；但是，法律、行政法规规定不得作为出资的财产除外。

对作为出资的非货币财产应当评估作价，核实财产，不得高估或者低估作价。法律、行政法规对评估作价有规定的，从其规定。

第四十九条 股东应当按期足额缴纳公司章程规定的各自所认缴的出资额。

股东以货币出资的，应当将货币出资足额存入有限责任公司在银行开设的账户；以非货币财产出资的，应当依法办理其财产权的转移手续。

股东未按期足额缴纳出资的，除应当向公司足额缴纳外，还应当对给公司造成的损失承担赔偿责任。

第五十条 有限责任公司设立时，股东未按照公司章程规定实际缴纳出资，或者实际出资的非货币财产的实际价额显著低于所认缴的出资额的，设立时的其他股东与该股东在出资不足的范围内承担连带责任。

第五十一条 有限责任公司成立后，董事会应当对股东的出资情况进行核查，发现股东未按期足额缴纳公司章程规定的出资的，应当由公司向该股东发出书面催缴书，催缴出资。

未及时履行前款规定的义务，

monetary terms and legally transferred, except for assets not eligible for capital contribution under any other law or administrative regulations.

The value of any non-monetary asset used for capital contribution shall be appraised and verified, and shall not be overestimated or underestimated. Where any law or administrative regulations provide for the appraisal of values, such provisions shall apply.

Article 49 Each shareholder shall pay the capital contribution they subscribed in full and on time as stipulated in the articles of association.

Shareholders making contributions in cash shall deposit the full amount into a bank account opened by the limited liability company. Those making contributions with non-monetary assets shall complete the procedures for the transfer of property rights in accordance with the law.

Shareholders that fail to contribute the capital in full and on time shall, in addition to making full payment to the company, also be liable for compensating the losses caused to the company.

Article 50 When a limited liability company is established, if a shareholder fails to make actual payment of capital contributions as stipulated in the company's articles of association, or if the actual value of non-monetary assets actually contributed falls significantly below the subscribed capital amount, the other shareholders at the time of establishment shall bear joint and several liability with that shareholder within the shortfall in contributions.

Article 51 After the establishment of a limited liability company, the board of directors shall verify the shareholders' capital contributions. If it is found that a shareholder has not paid the contribution on time and in full as stipulated in the company's articles of association, the company shall issue a written payment demand to that shareholder for the outstanding amount.

给公司造成损失的，负有责任的董事应当承担赔偿责任。

In the case of failure to fulfill the obligation stipulated in the preceding paragraph in a timely manner, resulting in losses to the company, any directors held responsible shall be liable for compensation.

第五十二条 股东未按照公司章程规定的出资日期缴纳出资，公司依照前条第一款规定发出书面催缴书催缴出资的，可以载明缴纳出资的宽限期；宽限期自公司发出催缴书之日起，不得少于六十日。宽限期届满，股东仍未履行出资义务的，公司经董事会决议可以向该股东发出失权通知，通知应当以书面形式发出。自通知发出之日起，该股东丧失其未缴纳出资的股权。

Article 52 If a shareholder fails to pay contributions by the date specified in the company's articles of association, and the company issues a written payment demand in accordance with the first paragraph of the preceding Article, the company may specify a grace period for the payment in the written payment demand; the grace period shall not be less than 60 days from the date the company issues the payment demand. Upon expiration of the grace period, if the shareholder still fails to fulfill the contribution obligation, the company, through a resolution of the board of directors, may issue a notice of forfeiture to the shareholder, and such notice shall be in writing. From the date of the notice, the shareholder loses the rights to the unpaid capital shares.

依照前款规定丧失的股权应当依法转让，或者相应减少注册资本并注销该股权；六个月内未转让或者注销的，由公司其他股东按照其出资比例足额缴纳相应出资。

The shares forfeited according to the preceding paragraph shall be transferred in accordance with the law or the registered capital shall be reduced accordingly with the cancellation of those shares; if the transfer or cancellation is not completed within six months, the other shareholders of the company shall

股东对失权有异议的，应当自接到失权通知之日起三十日内，向人民法院提起诉讼。

fully pay the shortfall in proportion to their respective contributions.

If the shareholder has objections to the forfeiture, they shall initiate legal action in the people's court within 30 days from the date of receiving the notice of forfeiture.

第五十三条 公司成立后，股东不得抽逃出资。

Article 53 After the establishment of the company, shareholders shall not withdraw their paid-in capital contributions.

违反前款规定的，股东应当返还抽逃的出资；给公司造成损失的，负有责任的董事、监事、高级管理人员应当与该股东承担连带赔偿责任。

In the event of a violation of the preceding paragraph, the shareholder in violation shall return the withdrawn contribution amount; if such action causes losses to the company, any directors, supervisors, and senior officers of the company held responsible shall bear joint and several liability for compensation along with that shareholder.

第五十四条 公司不能清偿到期债务的，公司或者已到期债权的债权人有权要求已认缴出资但未届出资期限的股东提前缴纳出资。

Article 54 If a company is unable to meet its matured obligations, the company or the creditors of the matured debts shall have the right to demand early contributions from shareholders whose subscribed capital contributions are not yet due for payment.

第五十五条 有限责任公司成立后，应当向股东签发出资证明书，记载下列事项：

Article 55 After the establishment of a limited liability company, each shareholder shall be issued a capital contribution certificate, which shall record the following details:

(一) 公司名称；
(二) 公司成立日期；
(三) 公司注册资本；
(四) 股东的姓名或者名称、认缴和实缴的出资额、出资方式 and 出资日期；

(1) Name of the company;
(2) Date of establishment of the company;
(3) Registered capital of the company;
(4) Name of the shareholder, their subscribed and paid-in capital amounts, contribution method, and contribution date; and
(5) Serial number of the capital contribution certificate and date of issuance.

(五) 出资证明书的编号和核发日期。

The capital contribution certificate shall bear the signature of the legal representative and the company seal.

出资证明书由法定代表人签名，并由公司盖章。

第五十六条 有限责任公司应当置备股东名册，记载下列事项：

Article 56 A limited liability company shall maintain a register of members, which shall record the following details:

(一) 股东的姓名或者名称及住所；

(1) Name and domicile of each shareholder;
(2) Each shareholder's subscribed and paid-in capital amounts, contribution method, contribution date;
(3) Serial number of each capital contribution certificate; and
(4) Date of receipt or loss of shareholder status for each shareholder.

(二) 股东认缴和实缴的出资额、出资方式 and 出资日期；

(三) 出资证明书编号；

(四) 取得和丧失股东资格的日期。

Shareholders listed in the register of members may, based on this register, claim and exercise their shareholder rights.

记载于股东名册的股东，可以依股东名册主张行使股东权利。

第五十七条 股东有权查阅、复制公司章程、股东名册、股东会会议记录、董事会会议决议、监事会会议决议和财务会计报告。

Article 57 Shareholders are entitled to inspect and copy the company's articles of association, register of members, minutes of shareholders' meetings, resolutions of the board of directors, resolutions of the board of supervisors, and financial accounting reports.

股东可以要求查阅公司会计账簿、会计凭证。股东要求查阅公司

Shareholders may request to inspect the company's accounting

会计账簿、会计凭证的，应当向公司提出书面请求，说明目的。公司有合理根据认为股东查阅会计账簿、会计凭证有不正当目的，可能损害公司合法利益的，可以拒绝提供查阅，并应当自股东提出书面请求之日起十五日内书面答复股东并说明理由。公司拒绝提供查阅的，股东可以向人民法院提起诉讼。

股东查阅前款规定的材料，可以委托会计师事务所、律师事务所等中介机构进行。股东及其委托的会计师事务所、律师事务所等中介机构查阅、复制有关材料，应当遵守有关保护国家秘密、商业秘密、个人隐私、个人信息等法律、行政法规的规定。

股东要求查阅、复制公司全资子公司相关材料的，适用前四款的规定。

第二节 组织机构

第五十八条 有限责任公司的股东会由全体股东组成。股东会是公司的权力机构，依照本法行使职权。

第五十九条 股东会行使下列职权：

- (一) 选举和更换董事、监事，决定有关董事、监事的报酬事项；
- (二) 审议批准董事会的报告；
- (三) 审议批准监事会报告；
- (四) 审议批准公司的利润分配方案和弥补亏损方案；
- (五) 对公司增加或者减少注册资本作出决议；
- (六) 对发行公司债券作出决议；
- (七) 对公司合并、分立、变更公司形式、解散和清算等事项作出决议；
- (八) 修改公司章程。

<p>(二) 审议批准董事会的报告;</p> <p>(三) 审议批准监事会的报告;</p> <p>(四) 审议批准公司的利润分配方案和弥补亏损方案;</p> <p>(五) 对公司增加或者减少注册资本作出决议;</p> <p>(六) 对发行公司债券作出决议;</p> <p>(七) 对公司合并、分立、解散、清算或者变更公司形式作出决议;</p> <p>(八) 修改公司章程;</p> <p>(九) 公司章程规定的其他职权。</p> <p>股东会可以授权董事会对发行公司债券作出决议。</p> <p>对本条第一款所列事项股东以书面形式一致表示同意的，可以不召开股东会会议，直接作出决定，并由全体股东在决定文件上签名或者盖章。</p>	<p>(3) Deliberate on and approve reports of the board of supervisors;</p> <p>(4) Deliberate on and approve the company's profit distribution plans and loss recovery plans;</p> <p>(5) Make resolutions on any increase or decrease of the company's registered capital;</p> <p>(6) Make resolutions on the issuance of corporate bonds;</p> <p>(7) Make resolutions on any merger, division, dissolution, liquidation, or change of corporate form of the company;</p> <p>(8) Amend the articles of association; and</p> <p>(9) Any other functions or powers specified in the articles of association.</p> <p>The shareholders' meeting may authorize the board of directors to make resolutions regarding the issuance of corporate bonds.</p> <p>For matters listed in the first paragraph of this article, if shareholders unanimously express their consent in writing, convening a shareholders' meeting is not required, and a decision can be made directly, which shall be affixed with the signatures or seals of all the shareholders.</p>
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<p>第六十条 只有一个股东的有限责任公司不设股东会。股东作出前条第一款所列事项的决定时，应当采用书面形式，并由股东签名或者盖章后置备于公司。</p>	<p>Article 60 A limited liability company with a sole shareholder has no shareholders' meetings. When the shareholder makes a decision on any of the matters listed in the first paragraph of the preceding Article, it shall be done in writing and placed within its premises after being signed or sealed by the shareholder.</p>
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<p>第六十一条 首次股东会会议由出资最多的股东召集和主持，依照本法规定行使职权。</p>	<p>Article 61 The inaugural shareholders' meeting shall be convened and presided over by the shareholder with the largest capital contribution, and shall exercise its functions and powers in accordance with this Law.</p>
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<p>第六十二条 股东会会议分为定期会议和临时会议。</p> <p>定期会议应当按照公司章程的</p>	<p>Article 62 Shareholders' meetings shall be classified into regular meetings and interim meetings.</p> <p>Regular meetings shall be held on schedule as stipulated in the</p>
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规定按时召开。代表十分之一以上表决权的股东、三分之一以上的董事或者监事会提议召开临时会议的，应当召开临时会议。

company's articles of association. An interim meeting shall be convened if proposed by shareholders representing one-tenth or more of the voting rights, one-third or more of the directors, or the board of supervisors.

第六十三条 股东会会议由董事会召集，董事长主持；董事长不能履行职务或者不履行职务的，由副董事长主持；副董事长不能履行职务或者不履行职务的，由过半数的董事共同推举一名董事主持。

Article 63 A shareholders' meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman is unable or fails to perform the duties, the deputy chairman of the board of directors shall preside over the meeting; if the deputy chairman is unable or fails to perform the duties, a director shall be nominated by a majority of the directors to preside over the meeting.

董事会不能履行或者不履行召集股东会会议职责的，由监事会召集和主持；监事会不召集和主持的，代表十分之一以上表决权的股东可以自行召集和主持。

If the board of directors is unable or fails to fulfill its duty to convene a shareholders' meeting, it shall be convened and presided over by the board of supervisors; if the board of supervisors does not convene or preside over it, shareholders representing one-tenth or more of the voting rights may convene and preside over the meeting on their own initiative.

第六十四条 召开股东会会议，应当于会议召开十五日前通知全体股东；但是，公司章程另有规定或者全体股东另有约定的除外。

Article 64 Unless otherwise specified in the articles of association or otherwise agreed upon by all the shareholders, notice of the shareholders' meeting shall be provided to each shareholder at least 15 days before the meeting.

股东会应当对所议事项的决定作成会议记录，出席会议的股东应当在会议记录上签名或者盖章。

The shareholders' meeting shall take minutes of the decisions made on matters discussed at its meetings, which shall be signed or sealed by the attending shareholders.

第六十五条 股东会会议由股东按照出资比例行使表决权；但是，公司章程另有规定的除外。

Article 65 Unless otherwise specified in a company's articles of association, shareholders shall exercise their voting rights at shareholders' meetings in proportion to their respective capital contributions.

第六十六条 股东会的议事方式和表决程序，除本法有规定的以外，由公司章程规定。

Article 66 Unless otherwise provided in this Law, the deliberation and voting procedures of the shareholders' meeting shall be specified by a company's articles of association.

股东会作出决议，应当经代表过半数表决权的股东通过。

A resolution of the shareholders' meeting shall be adopted by

股东会作出修改公司章程、增加或者减少注册资本的决议，以及

shareholders representing a majority of the voting rights. Any resolution at the shareholders' meeting to amend the

公司合并、分立、解散或者变更公司形式的决议，应当经代表三分之二以上表决权的股东通过。

articles of association, increase or decrease the registered capital, or regarding a merger, division, dissolution, or change of corporate form of the company, shall be adopted by shareholders representing two-thirds or more of the voting rights.

第六十七条 有限责任公司设董事会，本法第七十五条另有规定的除外。

Article 67 A limited liability company shall establish a board of directors, except as otherwise provided in Article 75 of this Law. The board of directors shall exercise the following functions and powers:

董事会行使下列职权：

(一) 召集股东会会议，并向股东会报告工作；

(1) Convene shareholders' meetings and report its work to the shareholders' meetings;

(二) 执行股东会的决议；

(2) Execute resolutions of the shareholders' meetings;

(三) 决定公司的经营计划和投资方案；

(3) Determine the company's business plans and investment plans;

(四) 制订公司的利润分配方案和弥补亏损方案；

(4) Formulate the company's profit distribution plans and loss recovery plans;

(五) 制订公司增加或者减少注册资本以及发行公司债券的方案；

(5) Formulate the company's plans for the increase or decrease of its registered capital and the issuance of corporate bonds;

(六) 制订公司合并、分立、解散或者变更公司形式的方案；

(6) Formulate plans for any merger, division, dissolution or change of corporate form of the company;

(七) 决定公司内部管理机构的设置；

(7) Determine the establishment of the company's internal management bodies;

(八) 决定聘任或者解聘公司

(8) Determine the appointment or removal of the company

经理及其报酬事项，并根据经理的提名决定聘任或者解聘公司副经理、财务负责人及其报酬事项；

manager and the manager's remuneration, and based on nominations by the manager, determine the appointment or removal of any deputy manager and the head of finance and their remuneration;

(九) 制定公司的基本管理制度；

(9) Develop the company's basic management policies; and

(十) 公司章程规定或者股东会授予的其他职权。

(10) Any other functions or powers specified in the articles of association or granted by the shareholders' meeting.

公司章程对董事会职权的限制不得对抗善意相对人。

Any restrictions on the functions and powers of the board of directors in the articles of association shall not be enforceable against bona fide third parties.

第六十八条 有限责任公司董事会成员为三人以上，其成员中可

Article 68 The board of directors of a limited liability company shall consist of three or more members, and may include

以有公司职工代表。职工人数三百人以上的有限责任公司，除依法设监事会并有公司职工代表的外，其董事会成员中应当有公司职工代表。董事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

董事会设董事长一人，可以设副董事长。董事长、副董事长的产生办法由公司章程规定。

The board of directors shall appoint one chairman and may appoint deputy chairmen. The methods for selecting the chairman and deputy chairmen shall be stipulated in the company's articles of association.

第六十九条 有限责任公司可以按照公司章程的规定在董事会中设置由董事组成的审计委员会，行使本法规定的监事会的职权，不设监事会或者监事。公司董事会成员中的职工代表可以成为审计委员会成员。

Article 69 A limited liability company may, as stipulated in its articles of association, establish an audit committee within the board of directors composed of directors to exercise the functions and powers prescribed for the board of supervisors by this Law, without establishing a board of supervisor or supervisor. An employee representative among the members of the board of directors may also become a member of the audit committee.

第七十条 董事任期由公司章程规定，但每届任期不得超过三年。董事任期届满，连选可以连任。

Article 70 The term of office of directors shall be specified by the articles of association, but in any case shall not exceed three years. A director may, upon the expiration of their term of office, hold the directorship in consecutive terms if re-elected.

董事任期届满未及时改选，或者董事在任期内辞任导致董事会成员低于法定人数的，在改选出的董事就任前，原董事仍应当依照法律、行政法规和公司章程的规定，履行董事职务。

If the re-election of directors is not held in time after the term of office of the existing directors has expired, or if the number of members of the board of directors falls below the quorum due to the resignation of any director during their term of office, the original director shall, before the newly-elected director assumes the position, perform directors' duties in accordance

董事辞任的，应当以书面形式通知公司，公司收到通知之日辞任生效，但存在前款规定情形的，董

with laws, administrative regulations, and the articles of association. Resignation of a director shall be notified to the company in

事应当继续履行职务。

writing, and the resignation shall become effective on the date the company receives the notice, except in the circumstances prescribed in the preceding paragraph, where the director shall continue to perform duties.

第七十一条 股东会可以决议解任董事，决议作出之日解任生效。

Article 71 The shareholders' meeting may make a resolution to dismiss a director, and the dismissal shall become effective on the date the resolution is adopted.

无正当理由，在任期届满前解任董事的，该董事可以要求公司以赔偿。

If a director is dismissed without good cause before the end of their term, the director may claim compensation from the company.

第七十二条 董事会会议由董事长召集和主持；董事长不能履行职务或者不履行职务的，由副董事长召集和主持；副董事长不能履行职务或者不履行职务的，由过半数的董事共同推举一名董事召集和主持。

Article 72 A meeting of the board of directors shall be convened and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform the duties, the meeting shall be convened and presided over by the deputy chairman of the board of directors; if the deputy chairman is unable or fails to perform the duties, the meeting shall be convened and presided over by a director nominated by a majority of the directors.

第七十三条 董事会的议事方式和表决程序，除本法有规定的

Article 73 Unless otherwise provided in this Law, the deliberation and voting procedures of the board of directors shall be specified by the company's articles of association.

外，由公司章程规定。董事会会议应当有过半数的董事出席方可举行。董事会作出决议，应当经全体董事的过半数通过。

A meeting of the board of directors shall only be held with the presence of a majority of the directors. Any resolution of the board of directors shall be adopted by a majority of all the directors.

董事会决议的表决，应当一人一票。

Each director shall have one vote in the voting on any board resolution.

董事会应当对所议事项的决定作成会议记录，出席会议的董事应当在会议记录上签名。

The board of directors shall take minutes of decisions made on matters discussed at its meetings, and attending directors shall sign the meeting minutes.

第七十四条 有限责任公司可以设经理，由董事会决定聘任或者解聘。

Article 74 A limited liability company may appoint a company manager, who shall be appointed or removed by the board of directors.

经理对董事会负责，根据公司章程的规定或者董事会的授权行使

The company manager shall report to the board of directors and exercise functions and powers as specified in the articles of

职权。经理列席董事会会议。

association or as authorized by the board of directors. The company manager shall attend meetings of the board of directors as a non-voting attendee.

第七十五条 规模较小或者股东人数较少的有限责任公司，可以不设董事会，设一名董事，行使本法规定的董事会的职权。该董事可以兼任公司经理。

Article 75 A limited liability company with a smaller scale or fewer shareholders may appoint one director without establishing a board of directors to exercise the functions and powers prescribed for the board of directors by this Law. This director may serve concurrently as the company manager.

第七十六条 有限责任公司设监事会，本法第六十九条、第八十条另有规定的除外。

Article 76 A limited liability company shall have a board of supervisors, unless otherwise stipulated in Article 69 or 83 of this Law.

监事会成员为三人以上。监事会成员应当包括股东代表和适当比例的公司职工代表，其中职工代表的比例不得低于三分之一，具体比例由公司章程规定。监事会中的职

The board of supervisors shall be composed of three or more members. The board of supervisors shall include shareholders' representatives and an appropriate proportion of employee representatives, with employee representatives accounting for at least one-third of the total members, and the specific proportion shall be stipulated by the company's articles of association.

工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。

An employee representative on the board of supervisors shall be elected by the company's employees through the employee representative assembly, employee assembly, or other forms of democratic elections.

监事会设主席一人，由全体监事过半数选举产生。监事会主席召集和主持监事会会议；监事会主席不能履行职务或者不履行职务的，由过半数的监事共同推举一名监事召集和主持监事会会议。

The board of supervisors shall appoint one chairman, who shall be elected by a majority of all the supervisors. A meeting of the board of supervisors shall be convened and presided over by the chairman of the board of supervisors; if the chairman is unable or fails to perform the duties, the meeting shall be convened and presided over by a supervisor nominated by a majority of the supervisors.

董事、高级管理人员不得兼任监事。

No director or senior officer shall concurrently serve as a supervisor.

第七十七条 监事的任期每届为三年。监事任期届满，连选可以连任。

Article 77 The term of office of a supervisor shall be three years. A supervisor may, upon the expiration of their term of office, hold the supervisor's position in consecutive terms if re-elected.

监事任期届满未及时改选，或

If the re-election of supervisors is not held in time after the

者监事在任期内辞任导致监事会成员低于法定人数的，在改选出的监事就任前，原监事仍应当依照法律、行政法规和公司章程的规定，履行监事职务。

expiration of the term of office of the existing supervisors, or if the number of members of the board of supervisors falls below the quorum due to the resignation of any supervisor during their term of office, the original supervisor shall, before the newly-elected supervisor assumes the position, perform supervisors' duties in accordance with relevant laws, administrative regulations, and the articles of association.

第七十八条 监事会行使下列

职权：

- (一) 检查公司财务；
- (二) 对董事、高级管理人员执行职务的行为进行监督，对违反法律、行政法规、公司章程或者股东会决议的董事、高级管理人员提出解任的建议；
- (三) 当董事、高级管理人员的行为损害公司的利益时，要求董事、高级管理人员予以纠正；
- (四) 提议召开临时股东会会议，在董事会不履行本法规定的召集和主持股东会会议职责时召集和主持股东会会议；
- (五) 向股东会会议提出提案；
- (六) 依照本法第一百八十九条的规定，对董事、高级管理人员提起诉讼；
- (七) 公司章程规定的其他职权。

Article 78 The board of supervisors shall exercise the following functions and powers:

- (1) Inspect the financial affairs of the company;
- (2) Supervise performance of the directors and senior officers of their respective duties and propose the dismissal of any director or senior officer who violates any law, administrative regulations, the articles of association, or any resolution of the shareholders' meeting;
- (3) Require any director or senior officer to make rectification where their actions damage the interests of the company;
- (4) Propose the holding of interim shareholders' meetings and convene and preside over shareholders' meetings when the board of directors fails to perform its duties in this regard as prescribed in this Law;
- (5) Put forward proposals at shareholders' meetings;
- (6) Initiate legal action against any director or senior officer in accordance with Article 189 of this Law; and
- (7) Any other functions or powers specified in the articles of association.

第七十九条 监事可以列席董事会会议，并对董事会决议事项提出质询或者建议。

Article 79 Supervisors may attend meetings of the board of directors as non-voting attendees, and may raise questions or put forward suggestions about the matters subject to resolution by the board of directors.

监事会发现公司经营情况异常，可以进行调查；必要时，可以聘请会计师事务所等协助其工作，

Upon discovering any abnormalities in the company's business operations, the board of supervisors may initiate an

费用由公司承担。

investigation; if necessary, it may engage an accounting firm, at the company's expense, to assist with the investigation.

第八十条 监事会可以要求董事、高级管理人员提交执行职务的报告。

Article 80 The board of supervisors may require directors and senior officers to submit reports on the performance of their duties.

董事、高级管理人员应当如实地向监事会提供有关情况和资料，不得妨碍监事会或者监事行使职权。

Directors and senior officers shall truthfully provide the board of supervisors with the relevant information and materials and shall not obstruct the board of supervisors or its members from exercising their powers.

第八十一条 监事会每年度至少召开一次会议，监事可以提议召开临时监事会会议。

Article 81 The board of supervisors shall hold at least one meeting a year. Any supervisor may propose an interim meeting of the board of supervisors.

监事会的议事方式和表决程序，除本法有规定的外，由公司章程规定。

Unless otherwise specified in this Law, the deliberation and voting procedures of the board of supervisors shall be specified by the articles of association.

监事会决议应当经全体监事的过半数通过。

Any resolution of the board of supervisors shall be adopted by a majority of all the supervisors.

监事会决议的表决，应当一人一票。

Each supervisor shall have one vote in the voting on any resolution of the board of supervisors.

监事会应当对所议事项的决定作成会议记录，出席会议的监事应当在会议记录上签名。

The board of supervisors shall take minutes of decisions made on matters discussed at a meeting, and the minutes shall be signed by the supervisors present at the meeting.

第八十二条 监事会行使职权所必需的费用，由公司承担。

Article 82 All expenses necessarily incurred by the board of supervisors in exercising its functions and powers shall be borne by the company.

第八十三条 规模较小或者股东人数较少的有限责任公司，可以不设监事会，设一名监事，行使本法规定的监事会的职权；经全体股东一致同意，也可以不设监事。

Article 83 A limited liability company with a smaller scale or fewer shareholders may appoint one supervisor without establishing a board of supervisors to exercise the functions and powers prescribed for the board of supervisors by this Law; upon consensus of all the shareholders, it may have no supervisor.

第四章 有限责任公司的股权转让

Chapter IV Transfer of Equity in Limited Liability Companies

第八十四条 有限责任公司的股东之间可以相互转让其全部或者

Article 84 Shareholders of a limited liability company may transfer their equity in the company in whole or in part between

部分股权。

股东向股东以外的人转让股权的，应当将股权转让的数量、价格、支付方式和期限等事项书面通知其他股东，其他股东在同等条件下有优先购买权。股东自接到书面通知之日起三十日内未答复的，视为放弃优先购买权。两个以上股东行使优先购买权的，协商确定各自的购买比例；协商不成的，按照转让时各自的出资比例行使优先购买权。

公司章程对股权转让另有规定的，从其规定。

them.

Shareholders transferring their equity to parties outside the existing shareholders shall provide written notice to other shareholders on matters including the quantity, price, payment method, and deadline for the equity transfer, and other shareholders shall have the right of first refusal to purchase on the same terms. If a shareholder does not respond within 30 days of receiving the written notice, it is considered a waiver of the right of first refusal. If two or more shareholders exercise the right of first refusal, they shall determine their respective purchase proportions through negotiation; in case of failure to reach an agreement through negotiation, the right of first refusal shall be exercised in proportion to their respective capital contributions at the time of the transfer.

Where there are other provisions in the company's articles of association regarding equity transfer, those provisions shall prevail.

第八十五条 人民法院依照法律规定的强制执行程序转让股东的股权时，应当通知公司及全体股东，其他股东在同等条件下有优先购买权。其他股东自人民法院通知之日起满二十日不行使优先购买权的，视为放弃优先购买权。

Article 85 When a people's court transfers a shareholder's equity pursuant to a mandatory enforcement procedure provided by law, the court shall notify the company and all the shareholders of the right of first refusal to purchase on the same terms. Non-exercise of the right of first refusal by the other shareholders within 20 days from receipt of the court's notification shall be deemed as a waiver of the right of first refusal.

第八十六条 股东转让股权的，应当书面通知公司，请求变更股东名册；需要办理变更登记的，并请求公司向公司登记机关办理变更登记。公司拒绝或者在合理期限内不予答复的，转让人、受让人可以依法向人民法院提起诉讼。

Article 86 Shareholders shall notify the company in writing when transferring equity, requesting a change in the register of members; if alteration registration is required, the shareholder may request the company to go through alteration registration with the company registration authority. In the event of refusal or no response from the company within a reasonable period, the transferor or transferee may initiate legal action in the people's court as provided by law.

股权转让的，受让人自记载于股东名册时起可以向公司主张行使股东权利。

In the case of equity transfer, the transferee may exercise shareholder rights from the time of entry in the register of members.

第八十七条 依照本法转让股权后，公司应当及时注销原股东的出资证明书，向新股东签发出资证明书，并相应修改公司章程和股东名册中有关股东及其出资额的记载。对公司章程的该项修改不需再由股东会表决。

Article 87 After an equity transfer in accordance with this Law, the company shall promptly cancel the capital contribution certificate of the original shareholder, issue a capital contribution certificate to the new shareholder, and modify the relevant records of shareholders and their capital contributions in the articles of association and register of members accordingly. Such modification is not subject to a vote of the shareholders' meeting.

第八十八条 股东转让已认缴出资但未届出资期限的股权的，由受让人承担缴纳该出资的义务；受让人未按期足额缴纳出资的，转让人对受让人未按期缴纳的出资承担补充责任。

Article 88 In cases where a shareholder transfers equity representing subscribed capital contributions not yet due for payment, the transferee shall assume the obligation to make the corresponding payment; if the transferee fails to make payment on time and in full, the transferor shall bear complementary liability for the unpaid amount of subscribed contributions by the transferee.

未按照公司章程规定的出资日期缴纳出资或者作为出资的非货币财产的实际价额显著低于所认缴的出资额的股东转让股权的，转让人与受让人在出资不足的范围内承担连带责任；受让人不知道且不应知道存在上述情形的，由转让人承担责任。

In cases where a shareholder transfers equity without paying the contributions by the deadline as stipulated in the company's articles of association or where the actual value of non-monetary assets contributed falls significantly below the subscribed capital amount, the transferor and transferee shall bear joint and several liability within the shortfall in contributions; if the transferee does not know or should not have known of the above situation, the liability shall be borne by the transferor.

第八十九条 有下列情形之一的，对股东会该项决议投反对票的股东可以请求公司按照合理的价格收购其股权：

Article 89 In any of the following circumstances, a shareholder voting against the relevant resolution of the shareholders' meeting may request the company to purchase its equity at a reasonable price:

(一) 公司连续五年不向股东分配利润，而公司该五年连续盈利，并且符合本法规定的分配利润条件；

(1) Where the company has not distributed profits to shareholders for five consecutive years, while the company has been profitable during these five consecutive years and meets the conditions for profit distribution stipulated in this Law;

(二) 公司合并、分立、转让主要财产；

(2) In the event of a merger, division, or transfer of principal assets by the company; or

(三) 公司章程规定的营业期限

(3) Where the term specified in the articles of association for the

限届满或者章程规定的其他解散事由出现，股东会通过决议修改章程使公司存续。
自股东会决议作出之日起六十日内，股东与公司不能达成股权收购协议的，股东可以自股东会决议作出之日起九十日内向人民法院提起诉讼。
公司的控股股东滥用股东权利，严重损害公司或者其他股东利益的，其他股东有权请求公司按照合理的价格收购其股权。
公司因本条第一款、第三款规定的情形收购的本公司股权，应当在六个月内依法转让或者注销。

company's operation expires or any of the other causes for dissolution stipulated in the articles of association arises, and the shareholders' meeting adopts a resolution to amend the articles of association to keep the company in existence.
If no agreement on the repurchase of equity is reached between the shareholder and the company within 60 days from the date of adopting the relevant resolution by the shareholders' meeting, the shareholder may initiate legal action in the people's court within 90 days from the date of adopting the resolution.
In cases where a controlling shareholder of the company abuses shareholder rights, causing serious harm to the interests of the company or other shareholders, other shareholders shall have the right to request the company to repurchase their equity at a reasonable price.
The company shall, within six months of a purchase of its own equity due to circumstances specified in the first or third paragraph of this Article, transfer or cancel the purchased equity in accordance with the law.

第九十条 自然人股东死亡后，其合法继承人可以继承股东资格；但是，公司章程另有规定的除外。

Article 90 After the death of a shareholder who is a natural person, their shareholder status may be inherited by their lawful heir, except where otherwise stipulated in the articles of association.

第五章 股份有限公司的设立和组织机构

Chapter V Establishment and Organizational Structure of Joint Stock Limited Companies

第一节 设立

Section 1 Establishment

第九十一条 设立股份有限公司，可以采取发起设立或者募集设立的方式。

Article 91 Establishment by promotion or by stock flotation may be used as the method to establish a joint stock limited company.

发起设立，是指由发起人认购设立公司时应发行的全部股份而设立公司。

The term "establishment by promotion" refers to the establishment of a company by the promoters subscribing for all the shares required to be issued at the time of the company's establishment.

募集设立，是指由发起人认购设立公司时应发行股份的一部分，其余股份向特定对象募集或者向社会募集。

The term "establishment by stock flotation" refers to establishment of a company where the promoters subscribe for

会公开募集而设立公司。 a portion of the shares required to be issued at the time of the company's establishment, and the remaining shares are offered to specified investors or the general public.

第九十二条 设立股份有限公司, 应当有一人以上二百人以下为发起人, 其中应当有半数以上的发起人在中华人民共和国境内有住所。 Article 92 A joint stock limited company shall be established by one to 200 promoters, and a majority of the promoters shall be domiciled within the territory of China.

第九十三条 股份有限公司发起人承担公司筹办事务。发起人应当签订发起人协议, 明确各自在公司设立过程中的权利和义务。 Article 93 Promoters of a joint stock limited company shall undertake the affairs related to the establishment of the company. The promoters shall enter into a promoters' agreement to specify their respective rights and obligations in the process of establishing the company.

第九十四条 设立股份有限公司, 应当由发起人共同制订公司章程。 Article 94 When establishing a joint stock limited company, the promoters shall jointly formulate the company's articles of association.

第九十五条 股份有限公司章程应当载明下列事项:

(一) 公司名称和住所;	(1) Name and domicile of the company;
(二) 公司经营范围;	(2) Business scope of the company;
(三) 公司设立方式;	(3) Method of establishment;
(四) 公司注册资本、已发行的股份数和设立时发行的股份数, 面额股的每股金额;	(4) Registered capital, total quantity of shares issued, quantity of shares issued at the time of establishment, and the par value per share;
(五) 发行类别股的, 每一类别股的股份数及其权利和义务;	(5) For non-ordinary shares issued, the quantity of shares of each type and its corresponding rights and obligations;
(六) 发起人的姓名或者名称、认购的股份数、出资方式;	(6) Names of promoters and their respective subscribed share quantities and contribution methods;
(七) 董事会的组成、职权和议事规则;	(7) Composition, functions and powers, and the rules of procedure of the board of directors;
(八) 公司法定代表人的产生、变更办法;	(8) Methods for selecting and changing the company's legal representative;
(九) 监事会的组成、职权和议事规则;	(9) Composition, functions and powers, and the rules of procedure of the board of supervisors;

(十) 公司利润分配办法; (10) Methods for distribution of profits;
(十一) 公司的解散事由与清算办法; (11) Causes for dissolution and liquidation methods;
(十二) 公司的通知和公告办法; (12) Methods for notices or public announcements by the company; and
(十三) 股东会认为需要规定的其他事项。 (13) Any other matters deemed necessary by the shareholders' meeting.

第九十六条 股份有限公司的注册资本为在公司登记机关登记的已发行股份的股本总额。在发起人认购的股份缴足前，不得向他人募集股份。

Article 96 The registered capital of a joint stock limited company is the total value of its issued shares as registered with the company registration authority. Before the subscribed shares by the promoters are fully paid up, no shares shall be offered to others.

法律、行政法规以及国务院决定对股份有限公司注册资本最低限额另有规定的，从其规定。

Where the minimum registered capital of a joint stock limited company is otherwise provided by any laws, administrative regulations, or decisions of the State Council, those provisions shall prevail.

第九十七条 以发起设立方式设立股份有限公司的，发起人应当认足公司章程规定的公司设立时应发行的股份。

Article 97 When establishing a joint stock limited company by promotion, the promoters shall subscribe for all the shares required to be issued at the time of the company's establishment as stipulated in its articles of association.

以募集设立方式设立股份有限公司的，发起人认购的股份不得少于公司章程规定的公司设立时应发行股份总数的百分之三十五；但是，法律、行政法规另有规定的，从其规定。

When establishing a joint stock limited company by stock flotation, the promoters shall subscribe for no less than 35% of the total shares required to be issued at the time of the company's establishment as stipulated in its articles of association, unless otherwise provided in any law or administrative regulations.

第九十八条 发起人应当在公司成立前按照其认购的股份全额缴纳股款。

Article 98 Promoters shall pay in full for their subscribed shares before the establishment of the company.

发起人的出资，适用本法第四十八条、第四十九条第二款关于有限责任公司股东出资的规定。

The provisions of Article 48 and the second paragraph of Article 49 of this Law regarding capital contributions by shareholders in limited liability companies shall apply to promoters' capital contributions.

第九十九条 发起人不按照其认购的股份缴纳股款，或者作为出资的非货币财产的实际价额显著低

Article 99 If a promoter fails to pay for their subscribed shares, or if the actual value of non-monetary assets contributed falls significantly below the subscribed shares, the other promoters,

于所认购的股份的，其他发起人与 shall bear joint and several liability, along with the promoter, 该发起人在出资不足的范围内承担 within the shortfall in contributions. 连带责任。

第一百条 发起人向社会公开 Article 100 Promoters conducting a public offering of shares 募集股份，应当公告招股说明书， shall publish a prospectus and prepare a share subscription 并制作认股书。认股书应当载明本 form. The share subscription form shall include the details 法第一百五十四条第二款、第三款 specified in the second and third paragraphs of Article 154, and 所列事项，由认股人填写认购的股 subscribers shall fill in the quantity and price of the shares they 份数、金额、住所，并签名或者盖 subscribe for and their domicile, and affix their signature or seal 章。认股人应当按照所认购股份足 on the form. Subscribers shall pay for their subscribed shares in 额缴纳股款。 full.

第一百零一条 向社会公开募 Article 101 After shares publicly offered are fully paid, a legally 集股份的股款缴足后，应当经依法 established capital verification institution shall verify the raised 设立的验资机构验资并出具证明。 capital and issue a certification.

第一百零二条 股份有限公司 Article 102 A joint stock limited company shall prepare a 应当制作股东名册并置备于公司。 shareholder register and place it within its premises. The 股东名册应当记载下列事项：

(一) 股东的姓名或者名称及住所；

(二) 各股东所认购的股份种类及股份数；

(三) 发行纸面形式的股票的，股票的编号；

(四) 各股东取得股份日期。

Article 102 A joint stock limited company shall prepare a shareholder register and place it within its premises. The shareholder register shall record the following details:

(1) Name and domicile of each shareholder;

(2) Type and quantity of subscribed shares for each shareholder;

(3) For stocks issued in paper form, the stock serial numbers; and

(4) The date on which each shareholder acquired their shares.

第一百零三条 募集设立股份 Article 103 Promoters for the establishment of a joint stock 有限公司的发起人应当自公司设立 limited company by stock flotation shall convene a company 时应发行股份的股款缴足之日起三 establishment meeting within 30 days from the date when the 十日内召开公司成立大会。发起人 shares required to be issued at the time of establishment is paid 应当在成立大会召开十五日前将会 for in full. The promoters shall notify each subscriber of the 议日期通知各认股人或者予以公 meeting date or announce it publicly at least 15 days before the 告。成立大会应当有持有表决权过 establishment meeting. The establishment meeting shall only be 半数的认股人出席，方可举行。 held with the presence of subscribers representing a majority of 以发起设立方式设立股份有限 voting rights.

公司成立大会的召开和表决程序由 The procedures for convening and voting at the establishment

公司章程或者发起人协议规定。 meeting for establishing a joint stock limited company by promotion shall be specified in the articles of association or the promoters' agreement.

第一百零四条 公司成立大会 Article 104 The company establishment meeting shall exercise行使下列职权: the following functions and powers:

- (一) 审议发起人关于公司筹 (1) Deliberate on the report on pre-establishment activities办情况的报告; prepared by the promoters;
- (二) 通过公司章程; (2) Adopt the articles of association;
- (三) 选举董事、监事; (3) Elect directors and supervisors;
- (四) 对公司的设立费用进行 (4) Verify expenses incurred in establishing the company;审核; (5) Verify the value of any non-monetary assets contributed by
- (五) 对发起人非货币财产出 the promoters; and
- 资的作价进行审核; (6) In the event of any force majeure or material changes in
- (六) 发生不可抗力或者经营 operating conditions that may affect the establishment of the条件发生重大变化直接影响公司设 company, consider adopting a resolution not to establish the立的, 可以作出不设立公司的决 company.
- 议。 Any resolution at the establishment meeting regarding any of

成立大会对前款所列事项作出 the matters outlined in the previous paragraph shall be adopted决议, 应当经出席会议的认股人所 by a majority vote of the voting rights held by subscribers持表决权过半数通过。 present at the meeting.

第一百零五条 公司设立时应 Article 105 If the shares required to be issued at the time of the发行的股份未募足, 或者发行股份 the establishment of a company are not fully subscribed, or if, after的股款缴足后, 发起人在三十日内 the full payment for the issued shares, the promoters fail to convene an establishment meeting within 30 days, any未召开成立大会的, 认股人可以按 subscriber may demand the promoters to refund their按照所缴股款并加算银行同期存款利 subscriptions, plus the interest calculated based on the bank息, 要求发起人返还。 interest rate for the corresponding period.

发起人、认股人缴纳股款或者 After the promoters and subscribers have paid for their交付非货币财产出资后, 除未按期 subscribed shares or delivered non-monetary assets as contributions, they shall not withdraw their capital except in募足股份、发起人未按期召开成立 cases where the issued shares are not fully subscribed within the大会或者成立大会决议不设立公司 the specified period, the promoters fail to convene an establishment的情形外, 不得抽回其股本。 meeting within the prescribed period, or the establishment meeting resolves not to establish the company.

第一百零六条 董事会应当授 Article 106 The board of directors shall authorize representatives

权代表，于公司成立大会结束后三十日内向公司登记机关申请设立登记。

to apply for registration with the company registration authority within 30 days after the conclusion of the establishment meeting.

第一百零七条 本法第四十四条、第四十九条第三款、第五十一条、第五十二条、第五十三条的规定，适用于股份有限公司。

Article 107 The provisions of Article 44, the third paragraph of Article 49, Article 51, Article 52, and Article 53 of this Law shall apply to joint stock limited companies.

第一百零八条 有限责任公司变更为股份有限公司时，折合的实收股本总额不得高于公司净资产额。有限责任公司变更为股份有限公司，为增加注册资本公开发行股份时，应当依法办理。

Article 108 When a limited liability company is changed into a joint stock limited company, the total amount of paid-in capital converted shall not be higher than the company's net assets. When a limited liability company is changed into a joint stock limited company, any public offering of shares by the company to increase its registered capital shall be conducted in accordance with the law.

第一百零九条 股份有限公司应当将公司章程、股东名册、股东会会议记录、董事会会议记录、监事会会议记录、财务会计报告、债券持有人名册置备于本公司。

Article 109 A joint stock limited company shall prepare and place within its premises, its articles of association, shareholder register, minutes of shareholders' meetings, minutes of meetings of the board of directors, minutes of meetings of the board of supervisors, financial accounting reports, and register of bondholders.

第一百一十条 股东有权查阅、复制公司章程、股东名册、股东会会议记录、董事会会议决议、监事会会议决议、财务会计报告，对公司的经营提出建议或者质询。

Article 110 Shareholders shall be entitled to inspect and copy the articles of association, shareholder register, minutes of shareholders' meetings, resolutions of the board of directors, resolutions of the board of supervisors, and financial accounting reports, and put forward proposals or raise questions about the company's business operations.

连续一百八十日以上单独或者合计持有公司百分之三以上股份的股东要求查阅公司的会计账簿、会计凭证的，适用本法第五十七条第二款、第三款、第四款的规定。公司章程对持股比例有较低规定的，从其规定。

If a shareholder individually holding or shareholders collectively holding 3% or more of the company's shares for 180 or more consecutive days request to inspect the company's accounting books or accounting documents, the provisions of the second, third, and fourth paragraphs of Article 57 of this Law shall apply. Where a lower equity ownership percentage is stipulated by the company's articles of association, such stipulation shall prevail.

股东要求查阅、复制公司全资子公司相关材料的，适用前两款的规定。

The provisions of the preceding two paragraphs shall be applicable to the requests by shareholders to inspect or copy

上市公司股东查阅、复制相关材料的，应当遵守《中华人民共和国证券法》等法律、行政法规的规定。

the relevant materials of a wholly-owned subsidiary of the company.

Shareholders of listed companies shall comply with the provisions of the Securities Law of the People's Republic of China and other relevant laws and administrative regulations in the inspection and copying of the relevant materials.

第二节 股东会

Section 2 Shareholders' Meeting

第一百一十一条 股份有限公司股东会由全体股东组成。股东会是公司的权力机构，依照本法行使职权。

Article 111 The shareholders' meeting of a joint stock limited company shall comprise all its shareholders. The shareholders' meeting is the company's governing body and shall exercise functions and powers in accordance with this Law.

第一百一十二条 本法第五十九条第一款、第二款关于有限责任公司股东会职权的规定，适用于股份有限公司股东会。

Article 112 The provisions of the first and second paragraphs of Article 59 of this Law regarding the functions and powers of the shareholders' meeting of a limited liability company shall apply to the shareholders' meeting of a joint stock limited company.

本法第六十条关于只有一个股东的有限责任公司不设股东会的规定，适用于只有一个股东的股份有限公司。

The provisions of Article 60 of this Law regarding the non-establishment of a shareholders' meeting for a limited liability company with a sole shareholder shall apply to a joint stock limited company with a sole shareholder.

第一百一十三条 股东会应当每年召开一次年会。有下列情形之一的，应当在两个月内召开临时股东会会议：

Article 113 An annual shareholders' meeting shall be held each year. An interim shareholders' meeting shall be held within two months in any of the following circumstances:

- (一) 董事人数不足本法规定人数或者公司章程所定人数的三分之二时；
- (二) 公司未弥补的亏损达股本总额三分之一时；
- (三) 单独或者合计持有公司百分之十以上股份的股东请求时；
- (四) 董事会认为必要时；
- (五) 监事会提议召开时；
- (六) 公司章程规定的其他情形。
- (1) Where the number of directors falls below two thirds of the minimum number of directors as required by this Law or as specified in the articles of association;
- (2) Where the company's uncovered losses reach one third of its total share capital;
- (3) Where it is requested by a shareholder individually holding, or shareholders collectively holding 10% or more of the company's shares;
- (4) Where it is deemed necessary by the board of directors;
- (5) Where it is proposed by the board of supervisors; or
- (6) Any other circumstances specified in the articles of association.

第一百一十四条 股东会会议

Article 114 A shareholders' meeting shall be convened by the

由董事会召集，董事长主持；董事长不能履行职务或者不履行职务的，由副董事长主持；副董事长不能履行职务或者不履行职务的，由过半数的董事共同推举一名董事主持。

董事会不能履行或者不履行召集股东会会议职责的，监事会应当及时召集和主持；监事会不召集和主持的，连续九十日以上单独或者合计持有公司百分之十以上股份的股东可以自行召集和主持。

单独或者合计持有公司百分之十以上股份的股东请求召开临时股东大会会议的，董事会、监事会应当在收到请求之日起十日内作出是否召开临时股东大会会议的决定，并书面答复股东。

单独或者合计持有公司百分之十以上股份的股东请求召开临时股东大会会议的，董事会、监事会应当在收到请求之日起十日内作出是否召开临时股东大会会议的决定，并书面答复股东。

第一百一十五条 召开股东会会议，应当将会议召开的时间、地点和审议的事项于会议召开二十日前通知各股东；临时股东大会会议应当于会议召开十五日前通知各股东。

单独或者合计持有公司百分之一以上股份的股东，可以在股东会会议召开十日前提出临时提案并书面提交董事会。临时提案应当有明确议题和具体决议事项。董事会应当在收到提案后二日内通知其他股东，并将该临时提案提交股东会审

议；但临时提案违反法律、行政法规或者公司章程的规定，或者不属于股东会职权范围的除外。公司不得提高提出临时提案股东的持股比例。

for any proposal that violates laws, administrative regulations, or the articles of association, or any proposal that falls outside the purview of the shareholders' meeting. The company shall not increase the shareholding percentage for shareholders proposing interim proposals.

公开发行股份的公司，应当以公告方式作出前两款规定的通知。股东会不得对通知中未列明的事项作出决议。

For companies with publicly issued shares, the notice described in the preceding two paragraphs shall be given by way of public announcement.

The shareholders' meeting shall not make resolutions on matters not specified in the notice.

第一百一十六条 股东出席股东会会议，所持每一股份有一表决权，类别股股东除外。公司持有的本公司股份没有表决权。

Article 116 Shareholders attending a shareholders' meeting shall have one voting right for each share they hold, except for shareholders of non-ordinary shares. The company's own shares held by the company do not carry voting rights.

股东会作出决议，应当经出席会议的股东所持表决权过半数通过。

Any resolution at a shareholders' meeting shall be adopted by a majority vote of the voting rights held by shareholders present at the meeting.

股东会作出修改公司章程、增加或者减少注册资本的决议，以及公司合并、分立、解散或者变更公司形式的决议，应当经出席会议的股东所持表决权的三分之二以上通过。

Any resolution at the shareholders' meeting to amend the articles of association, increase or decrease the registered capital, or regarding a merger, division, dissolution, or change of corporate form of the company, shall be adopted by shareholders representing two-thirds or more of the voting rights present at the meeting.

Article 117 The shareholders' meeting may, as stipulated in the

第一百一十七条 股东会选举董事、监事，可以按照公司章程的规定或者股东会的决议，实行累积投票制。

articles of association or through a resolution of the shareholders' meeting, adopt a cumulative voting system for the election of directors and supervisors.

For the purposes of this Law, the term "cumulative voting

本法所称累积投票制，是指股东会选举董事或者监事时，每一份拥有与应选董事或者监事人数相同的表决权，股东拥有的表决权可以集中使用。

system" refers to a voting system whereby shareholders can multiply their voting rights by the number of candidates and cast their votes for one candidate for director or supervisor when electing a directors or supervisor at the shareholders' meeting. Shareholders may exercise their voting rights in a collective manner.

第一百一十八条 股东委托代

Article 118 A shareholder who wishes to appoint a proxy to

理人出席股东会会议的，应当明确代理人代理的事项、权限和期限；代理人应当向公司提交股东授权委托书，并在授权范围内行使表决权。

第一百二十九条 股东会应当对所议事项的决定作成会议记录，主持人、出席会议的董事应当在会议记录上签名。会议记录应当与出席股东的签名册及代理出席的委托书一并保存。

第三节 董事会、经理

第一百二十条 股份有限公司设董事会，本法第一百二十八条另有规定的除外。

本法第六十七条、第六十八条第一款、第七十条、第七十一条的规定，适用于股份有限公司。

第一百二十一条 股份有限公司可以按照公司章程的规定在董事会中设置由董事组成的审计委员会，行使本法规定的监事会的职权，不设监事会或者监事。审计委员会成员为三名以上，

过半数成员不得在公司担任除董事以外的其他职务，且不得与公司在任何可能影响其独立客观判断的关系。公司董事会成员中的职工代表可以成为审计委员会成员。

审计委员会作出决议，应当经审计委员会成员的过半数通过。

审计委员会决议的表决，应当一人一票。

审计委员会的议事方式和表决程序，除本法有规定的外，由公司

attend a shareholders' meeting shall specify the authorized matter, power, and term; the appointed proxy shall present a proxy form issued by the shareholder to the company and exercise voting rights within the scope of the authorization.

Article 119 The shareholders' meeting shall take minutes of decisions made on matters discussed at its meetings. The chair of the meeting and attending directors shall sign the minutes. The minutes shall be retained together with the sign-in sheet of attending shareholders and any proxy forms.

Section 3 Board of Directors and Company Manager

Article 120 A joint stock limited company shall establish the board of directors, unless otherwise stipulated in Article 128 of this Law.

The provisions of Article 67, the first paragraph of Article 68, Article 70, and Article 71 of this Law shall apply to joint stock limited companies.

Article 121 A joint stock limited company may, as stipulated in its articles of association, establish an audit committee within the board of directors composed of directors to exercise the functions and powers prescribed for the board of supervisors by this Law, without establishing a board of supervisor or supervisor.

The audit committee shall consist of three or more members, and a majority of the members shall not hold any position in the company other than director, and shall not have any relationship with the company that may affect their independent and objective judgment. Any employee representative among the members of the board of directors may become a member of the audit committee.

Any resolution of the audit committee shall be adopted by a majority vote of the committee members.

Each member of the audit committee shall have one vote in the voting on any resolution of the committee.

章程规定。

公司可以按照公司章程的规定在董事会中设置其他委员会。

The deliberation and voting procedures of the audit committee, except as otherwise provided by this law, shall be stipulated by the company's articles of association.

The company may, in accordance with the provisions of the company's articles of association, establish other committees in the board of directors.

第一百二十二条 董事会设董事长一人，可以设副董事长。董事长和副董事长由董事会以全体董事的过半数选举产生。

Article 122 The board of directors shall appoint one chairman and may appoint deputy chairmen. The chairman and any deputy chairman shall be elected by a majority of all the directors.

董事长召集和主持董事会会议，检查董事会决议的实施情况。副董事长协助董事长工作，董事长不能履行职务或者不履行职务的，由副董事长履行职务；副董事长不能履行职务或者不履行职务的，由过半数的董事共同推举一名董事履行职务。

The chairman of the board of directors shall convene and preside over the meetings of the board of directors and inspect the implementation of resolutions of the board of directors. The deputy chairman shall assist the chairman in the latter's responsibilities and shall perform the chairman's duties in the event that the chairman is unable or fails to perform the duties; if the deputy chairman of the board of directors is unable or fails to perform their duties, a director nominated by a majority of the directors shall perform the duties.

第一百二十三条 董事会每年至少召开两次会议，每次会议应当于会议召开十日前通知全体董事和监事。

Article 123 The board of directors shall hold at least two meetings per year, and notice of a meeting of the board of directors shall be provided to each director and each supervisor at least 10 days before the meeting.

代表十分之一以上表决权的股东、三分之一以上董事或者监事会，可以提议召开临时董事会会议。董事长应当自接到提议后十日内，召集和主持董事会会议。

Shareholders representing one tenth or more of the voting rights, one third or more of the directors, or the board of supervisors may propose an interim meeting of the board of directors. The chairman of the board of directors shall, within 10 days of receiving such a proposal, call and preside over a board meeting.

董事会召开临时会议，可以另定召集董事会的通知方式和通知时限。

For an interim meeting of the board of directors, method and time limit for providing notice of the meeting may be separately determined.

第一百二十四条 董事会会议应当有过半数的董事出席方可举行。董事会作出决议，应当经全体

Article 124 A meeting of the board of directors shall only be held with the presence of a majority of the directors. Any resolution of the board of directors shall be adopted by a

董事的过半数通过。 majority of all the directors.

董事会决议的表决，应当一人一票。 Each director shall have one vote in the voting on any board resolution.

董事会应当对所议事项的决定作成会议记录，出席会议的董事应当在会议记录上签名。 The board of directors shall take minutes of decisions made on matters discussed at its meetings, and attending directors shall sign the meeting minutes.

第一百二十五条 董事会会议，应当由董事本人出席；董事因故不能出席，可以书面委托其他董事代为出席，委托书应当载明授权范围。 Article 125 Directors shall attend meetings of the board of directors in person; if a director is unable to attend due to any reason, they may appoint another director in writing to represent them, and the power of attorney shall specify the scope of authorization. Directors shall be held responsible for resolutions of the board

董事应当对董事会的决议承担责任。董事会的决议违反法律、行政法规或者公司章程、股东会决议，给公司造成严重损失的，参与决议的董事对公司负赔偿责任；经证明在表决时曾表明异议并记载于会议记录的，该董事可以免除责任。 of directors. In cases where a resolution of the board of directors violates any law, administrative regulations, the articles of association, or any resolution of the shareholders' meeting, resulting in serious losses to the company, the directors participating in adopting the resolution shall be liable to compensate the company; if a director is proven to have raised an objection to such resolution and the objection is recorded in the meeting minutes, the director may be exempted from liability.

第一百二十六条 股份有限公司设经理，由董事会决定聘任或者解聘。 Article 126 A joint stock limited company shall appoint a company manager, who shall be appointed or removed by the board of directors.

经理对董事会负责，根据公司章程的规定或者董事会的授权行使职权。经理列席董事会会议。 The company manager shall report to the board of directors and exercise functions and powers as specified in the articles of association or as authorized by the board of directors. The company manager shall attend meetings of the board of directors as a non-voting attendee.

第一百二十七条 公司董事会可以决定由董事会成员兼任经理。 Article 127 The board of directors of a company may appoint one of its members to serve concurrently as the company manager.

第一百二十八条 规模较小或者股东人数较少的股份有限公司，可以不设董事会，设一名董事，行 Article 128 A joint stock limited company with a smaller scale or fewer shareholders may appoint one director without establishing a board of directors to exercise the functions and

使本法规定的董事会的职权。该董事可以兼任公司经理。 powers prescribed for the board of directors by this Law. This director may serve concurrently as the company manager.

第一百二十九条 公司应当定期向股东披露董事、监事、高级管理人员从公司获得报酬的情况。 Article 129 A company shall regularly disclose information to its shareholders regarding the remuneration paid by the company to its directors, supervisors, and senior officers.

第四节 监事会

Section 4 Board of Supervisors

第一百三十条 股份有限公司设监事会，本法第一百二十一条第一款、第一百三十三条另有规定的除外。 Article 130 A joint stock limited company shall have a board of supervisors, unless otherwise stipulated in the first paragraph of Article 121 or Article 133 of this Law.

监事会成员为三人以上。监事会成员应当包括股东代表和适当比例的公司职工代表，其中职工代表的比例不得低于三分之一，具体比例由公司章程规定。监事会中的职工代表由公司职工通过职工代表大会、职工大会或者其他形式民主选举产生。 The board of supervisors shall be composed of three or more members. The board of supervisors shall include shareholders' representatives and an appropriate proportion of employee representatives, with employee representatives accounting for at least one-third of the total members, and the specific proportion shall be stipulated by the company's articles of association. An employee representative on the board of supervisors shall be elected by the company's employees through the employee representative assembly, employee assembly, or other forms of democratic elections.

监事会设主席一人，可以设副主席。监事会主席和副主席由全体监事过半数选举产生。监事会主席召集和主持监事会会议；监事会主席不能履行职务或者不履行职务的，由监事会副主席召集和主持监事会会议；监事会副主席不能履行职务或者不履行职务的，由过半数的监事共同推举一名监事召集和主持监事会会议。 The board of supervisors shall appoint one chairman and may appoint deputy chairmen. The chairman and any deputy chairman shall be elected by a majority of all the supervisors. A meeting of the board of supervisors shall be convened and presided over by the chairman of the board of supervisors; if the chairman is unable or fails to perform the duties, the meeting shall be convened and presided over by the deputy chairman; if the deputy chairman is unable or fails to perform the duties, the meeting shall be convened and presided over by a supervisor nominated by a majority of the supervisors.

董事、高级管理人员不得兼任监事。 No director or senior officer shall concurrently serve as a supervisor.

本法第七十七条关于有限责任公司监事任期的规定，适用于股份有限公司监事。 The provisions of Article 77 of this Law regarding the term of office for supervisors of limited liability companies shall apply to supervisors of joint stock limited companies.

第一百三十一条 本法第七十 Article 131 The provisions of Articles 78 to 80 of this Law on the

八条至第八十条的规定，适用于股份有限公司监事会。

监事会行使职权所必需的费用，由公司承担。

functions and powers of the board of supervisors of a limited liability company shall apply to the board of supervisors of a joint stock limited company.

All expenses necessarily incurred by the board of supervisors in exercising its functions and powers shall be borne by the company.

第一百三十二条 监事会每六个月至少召开一次会议。监事可以提议召开临时监事会会议。

监事会的议事方式和表决程序，除本法有规定的外，由公司章程规定。

监事会决议应当经全体监事的过半数通过。

监事会决议的表决，应当一人一票。

监事会应当对所议事项的决定作成会议记录，出席会议的监事应当在会议记录上签名。

第一百三十三条 规模较小或者股东人数较少的股份有限公司，可以不设监事会，设一名监事，行使本法规定的监事会的职权。

第五节 上市公司组织机构的特别规定

第一百三十四条 本法所称上市公司，是指其股票在证券交易所上市交易的股份有限公司。

第一百三十五条 上市公司在一年内购买、出售重大资产或者向他人提供担保的金额超过公司资产总额百分之三十的，应当由股东大会作出决议，并经出席会议的股东所持表决权的三分之二以上通过。

第一百三十六条 上市公司设

Article 132 The board of supervisors shall hold at least one meeting every six months. Any supervisor may propose an interim meeting of the board of supervisors.

Unless otherwise specified in this Law, the deliberation and voting procedures of the board of supervisors shall be specified by the articles of association.

Any resolution of the board of supervisors shall be adopted by a majority of all the supervisors.

Each supervisor shall have one vote in the voting on any resolution of the board of supervisors.

The board of supervisors shall take minutes of decisions made on matters discussed at its meetings, and attending directors shall sign the meeting minutes.

Article 133 A joint stock limited company with a smaller scale or fewer shareholders may appoint one supervisor without establishing a board of supervisors to exercise the functions and powers prescribed for the board of supervisors by this Law.

Section 5 Special Provisions on the Organizational Structure of Listed Companies

Article 134 For the purposes of this Law, the term "listed company" refers to any joint stock limited company whose stock is listed for trading on a stock exchange.

Article 135 For the purchase or sale of major assets or provision of guarantees for others by a listed company, where the amount within a year is to exceed 30% of the company's total assets, a resolution of the shareholders' meeting is required, which shall be adopted by two-thirds or more of the voting rights of shareholders present at the meeting.

Article 136 Listed companies shall appoint independent

独立董事，具体管理办法由国务院
证券监督管理机构规定。

directors, for which the specific administrative measures shall be provided by the securities regulatory authority under the State Council.

上市公司的公司章程除载明本法第九十五条规定的事项外，还应当依照法律、行政法规的规定载明董事会专门委员会的组成、职权以及董事、监事、高级管理人员薪酬考核机制等事项。

In addition to specifying the matters stipulated in Article 95 of this Law, the articles of association of a listed company shall also specify, as prescribed in laws and administrative regulations, matters such as the composition and functions and powers of any special committee of the board of directors, as well as the remuneration and evaluation mechanisms for directors, supervisors, and senior officers.

第一百三十七条 上市公司在董事会中设置审计委员会的，董事会
对下列事项作出决议前应当经审计委员会全体成员过半数通过：

Article 137 If a listed company has established an audit committee within the board of directors, before the board of directors adopts a resolution on any of the following matters, the resolution shall be adopted by a majority of all members of the audit committee:

- (一) 聘用、解聘承办公司审计业务的会计师事务所；
 - (二) 聘任、解聘财务负责人；
 - (三) 披露财务会计报告；
 - (四) 国务院证券监督管理机构规定的其他事项。
- (1) Appointment or removal of the accounting firm providing audit services to the company;
- (2) Appointment or removal of the head of finance;
- (3) Disclosure of financial accounting reports; or
- (4) Any other matters as stipulated by the securities regulatory authority under the State Council.

第一百三十八条 上市公司设董事会秘书，负责公司股东会和董事会会议的筹备、文件保管以及公司股东资料的管理，办理信息披露事务等事宜。

Article 138 A listed company may appoint a secretary to the board of directors, who shall be responsible for matters such as preparing for shareholders' meetings and meetings of the board of directors, preserving documents, managing documentation on the company's shareholders, and handling information disclosure.

第一百三十九条 上市公司董事与董事会会议决议事项所涉及的企业或者个人有关联关系的，该董事应当及时向董事会书面报告。有关联关系的董事不得对该项决议行使表决权，也不得代理其他董事行使表决权。该董事会会议由过半数的无关联关系董事出席即可举行，

Article 139 If a director of a listed company has a related-party relationship with any enterprise or individual involved in a matter subject to resolution at a meeting of the board of directors, the director shall report the situation in writing to the board of directors. The related director shall not exercise voting rights on the resolution either on their own behalf or on behalf of another director. The board meeting may be held with the presence of a majority of unrelated directors, and any resolution

董事会会议所作决议须经无关联关系董事过半数通过。出席董事会会议的无关联关系董事人数不足三人的，应当将该事项提交上市公司股东大会审议。

made at the meeting must be adopted by a majority of the unrelated directors. If the number of unrelated directors present at the board meeting is less than three, the matter shall be submitted for deliberation at the listed company's shareholders' meeting.

第一百四十条 上市公司应当依法披露股东、实际控制人的信息，相关信息应当真实、准确、完整。

Article 140 Listed companies shall disclose information about their shareholders and actual controllers in accordance with the law, and the relevant information shall be truthful, accurate, and complete.

禁止违反法律、行政法规的规定代持上市公司股票。

Holding stocks of listed companies in nominee against laws and regulations is prohibited.

第一百四十一条 上市公司控股子公司不得取得该上市公司的股份。

Article 141 A controlled subsidiary of a listed company shall not acquire shares of the listed company.

上市公司控股子公司因公司合并、质权行使等原因持有上市公司股份的，不得行使所持股份对应的表决权，并应当及时处分相关上市公司股份。

If a controlled subsidiary of a listed company holds shares of the listed company due to reasons such as a merger or the exercise of a pledge, it shall not exercise the voting rights corresponding to the held shares and shall promptly dispose of the shares.

第六章 股份有限公司的股份发行和转让

Chapter VI Issuance and Transfer of Shares in Joint Stock Limited Companies

第一节 股份发行

Section 1 Issuance of Shares

第一百四十二条 公司的资本划分为股份。公司的全部股份，根据公司章程的规定择一采用面额股或者无面额股。采用面额股的，每一股的金额相等。

Article 142 The capital of a company is divided into shares. All shares of the company may be either par value shares or non-par value shares, as stipulated by the company's articles of association. In the case of par value shares, the value assigned to each share shall be equal.

公司可以根据公司章程的规定将已发行的面额股全部转换为无面额股或者将无面额股全部转换为面额股。

The company may, as stipulated in its articles of association, convert all issued par value shares into non-par value shares or all non-par value shares into par value shares.

采用无面额股的，应当将发行股份所得股款的二分之一以上计入注册资本。

In the case of non-par value shares, one-half or more of the proceeds from the issuance of the shares shall be included in the registered capital.

第一百四十三条 股份的发行

Article 143 Shares shall be issued in accordance with the

行，实行公平、公正的原则，同类原则 of fairness and impartiality, and shares of the same type shall be entitled to the same rights.

同次发行的同类别股份，每股 Shares of the same type in the same issuance shall be issued at the same price and on the same terms; the per-share price paid by subscribers for their subscribed shares shall be the same. 同价额。

第一百四十四条 公司可以按 Article 144 A company may issue shares with rights distinct from ordinary shares as stipulated in its articles of association, including:

按照公司章程的规定发行下列与普通股权利不同的类别股：

(一) 优先或者劣后分配利润或者剩余财产的股份；

(二) 每一股的表决权数多于或者少于普通股的股份；

(三) 转让须经公司同意等转让受限的股份；

(四) 国务院规定的其他类别股。

公开发行股份的公司不得发行前款第二项、第三项规定的类别股；公开发行前已发行的除外。公司发行本条第一款第二项规定的类别股的，对于监事或者审计委员会成员的选举和更换，类别股与普通股每一股的表决权数相同。

(1) Shares with priority or inferior rights to profit or residual distribution;

(2) Shares with voting rights per share greater than or less than ordinary shares;

(3) Shares whose transfer is subject to the company's approval or with other transfer restrictions; and

(4) Other types of shares as provided for by the State Council.

Companies publicly issuing shares are prohibited from issuing non-ordinary shares described in subparagraph (2) or (3) of the preceding paragraph, except those issued before the public offering.

If a company has issued non-ordinary shares specified in subparagraph (2) of the first paragraph of this Article, for the election and replacement of supervisors or members of the audit committee, each non-ordinary share shall carry the same voting rights as ordinary shares.

第一百四十五条 发行类别股的公司，应当在公司章程中载明以下事项：

(一) 类别股分配利润或者剩余财产的顺序；

(二) 类别股的表决权数；

(三) 类别股的转让限制；

(四) 保护中小股东权益的措施；

(五) 股东会认为需要规定的

Article 145 For companies with non-ordinary shares issued, the following matters shall be specified in the company's articles of association:

(1) The sequence of rights to profit or residual distribution for the non-ordinary shares;

(2) The number of voting rights for the non-ordinary shares;

(3) Transfer restrictions on the non-ordinary shares;

(4) Measures to protect the rights and interests of minority shareholders; and

(5) Any other matters deemed necessary to specify by the

其他事项。	shareholders' meeting.
<p>第一百四十六条 发行类别股的公司，有本法第一百一十六条第三款规定的事项等可能影响类别股东权利的，除应当依照第一百一十六条第三款的规定经股东会决议外，还应当经出席类别股东会议的股东所持表决权的三分之二以上通过。</p> <p>公司章程可以对需经类别股东会议决议的其他事项作出规定。</p>	<p>Article 146 For companies with non-ordinary shares issued, if a matter such as any outlined in the third paragraph of Article 116 of this Law arises that may affect the rights of holders of the non-ordinary shares, in addition to requiring a resolution by the shareholders' meeting as stipulated in the third paragraph of Article 116, the matter shall also be approval at the meeting of holders of the non-ordinary shares by the corresponding shareholders representing two-thirds or more of the voting rights present at the meeting.</p> <p>The articles of association may stipulate other matters that require a resolution of the meeting of holders of non-ordinary shares.</p>
<p>第一百四十七条 公司的股份采取股票的形式。股票是公司签发的证明股东所持股份的凭证。</p> <p>公司发行的股票，应当为记名股票。</p>	<p>Article 147 A company's shares shall take the form of stocks. Stocks are certificates issued by a company to represent the ownership of shares held by shareholders.</p> <p>The stocks issued by a company shall be registered stocks.</p>
<p>第一百四十八条 面额股票的发行价格可以按票面金额，也可以超过票面金额，但不得低于票面金额。</p>	<p>Article 148 The issue price of par value stock may be based on the face value or exceed the face value but shall not be lower than the face value.</p>
<p>第一百四十九条 股票采用纸面形式或者国务院证券监督管理机构规定的其他形式。</p>	<p>Article 149 Stocks may be in paper form or in other forms as stipulated by the securities regulatory authority under the State Council.</p>
<p>股票采用纸面形式的，应当载明下列主要事项：</p> <p>(一) 公司名称；</p> <p>(二) 公司成立日期或者股票发行的时间；</p> <p>(三) 股票种类、票面金额及代表的股份数，发行无面额股的，股票代表的股份数。</p>	<p>Stocks in paper form shall include the following principal details:</p> <p>(1) Company name;</p> <p>(2) Date of company establishment or the time of stock issuance; and</p> <p>(3) Stock type, face value, and the number of shares represented, and for non-par value stocks, the number of shares represented.</p> <p>Stocks in paper form shall also include the stock serial number</p>
<p>股票采用纸面形式的，还应当载明股票的编号，由法定代表人签</p>	<p>and bear the signature of the legal representative and the company seal.</p>

名，公司盖章。
发起人股票采用纸面形式的，应当标明发起人股票字样。

Stocks issued to promoters in paper form shall bear the words "promoter's stocks".

第一百五十条 股份有限公司成立后，即向股东正式交付股票。公司成立前不得向股东交付股票。

Article 150 A joint stock limited company shall formally deliver stocks to its shareholders after its establishment. No stock shall be delivered by a company to its shareholders before its establishment.

第一百五十一条 公司发行新股，股东会应当对下列事项作出决议：

(一) 新股种类及数额；
(二) 新股发行价格；
(三) 新股发行的起止日期；
(四) 向原有股东发行新股的种类及数额；
(五) 发行无面额股的，新股发行所得股款计入注册资本的金额。

公司发行新股，可以根据公司经营情况和财务状况，确定其作价方案。

Article 151 For the issuance of new shares by a company, a resolution on the following matters shall be made by the shareholders' meeting:

(1) Type and quantity of new shares to be issued;
(2) Issue price;
(3) Offering period;
(4) Type and amount of the new shares to be issued to existing shareholders; and
(5) In the case of issuing non-par value shares, the amount of proceeds from the new share issuance to be included in the registered capital.

A company issuing new shares may set the issue price based on its business operations and financial status.

第一百五十二条 公司章程或者股东会可以授权董事会在三年内决定发行不超过已发行股份百分之五十的股份。但以非货币财产作价出资的应当经股东会决议。

Article 152 The articles of association or the shareholders' meeting may authorize the board of directors to decide, within three years, on the issuance of shares not exceeding 50% of the issued shares. However, any contribution made in the form of non-monetary assets shall be subject to resolution at the shareholders' meeting.

董事会依照前款规定决定发行股份导致公司注册资本、已发行股份数发生变化的，对公司章程该项记载事项的修改不需再由股东会表决。

If the board of directors, in accordance with the provisions of the preceding paragraph, decides to issue shares, leading to changes in the company's registered capital or the quantity of issued shares, the modification of the relevant entries in the articles of association shall not require a vote by the shareholders' meeting.

第一百五十三条 公司章程或者股东会授权董事会决定发行新股

Article 153 If the articles of association or the shareholders' meeting authorizes the board of directors to decide on the

的，董事会决议应当经全体董事三分之二以上通过。

issuance of new shares, the relevant resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

第一百五十四条 公司向社会公开募集股份，应当经国务院证券监督管理机构注册，公告招股说明书。

Article 154 A company conducting a public offering of shares shall register the offering with the securities regulatory authority under the State Council and publish a prospectus.

招股说明书应当附有公司章程，并载明下列事项：

The prospectus shall include the company's articles of association and specify the following matters:

(一) 发行的股份总数；
(二) 面额股的票面金额和发行价格或者无面额股的发行价格；
(三) 募集资金的用途；
(四) 认股人的权利和义务；
(五) 股份种类及其权利和义务；

(1) Total number of shares to be issued;
(2) Face value and issue price for par value shares, or issue price for non-par value shares;
(3) Purpose of the raised capital;
(4) Rights and obligations of subscribers;
(5) Type of shares and their rights and obligations; and
(6) The period for the current share offering, and an statement that subscribers may withdraw their subscriptions if the shares issued are not fully subscribed within the specified period.

(六) 本次募股的起止日期及逾期未募足时认股人可以撤回所认股份的说明。

A company issuing shares at the time of establishment shall also specify in the prospectus the quantity of shares subscribed by the promoters.

公司设立时发行股份的，还应当载明发起人认购的股份数。

第一百五十五条 公司向社会公开募集股份，应当由依法设立的证券公司承销，签订承销协议。

Article 155 Companies conducting public offerings of shares shall have such offerings underwritten by legally established securities companies and enter into underwriting agreements with them.

第一百五十六条 公司向社会公开募集股份，应当同银行签订代收股款协议。

Article 156 A company conducting a public offering of shares shall enter into an agreement with a bank for the collection of payments for the shares on behalf of the company.

代收股款的银行应当按照协议代收和保存股款，向缴纳股款的认股人出具收款单据，并负有向有关部门出具收款证明的义务。

The appointed collecting bank shall receive and hold payments for shares on behalf of the company in accordance with the agreement, issue payment receipts to subscribers making payments, and be obligated to provide proof of the receipt of payments to relevant authorities.

公司发行股份募足股款后，应予公告。

After the issued shares have been fully subscribed and paid for, the company shall issue a public announcement.

第二节 股份转让

Section 2 Transfer of Shares

第一百五十七条 股份有限公司的股东持有的股份可以向其他股东转让，也可以向股东以外的人转让；公司章程对股份转让有限制的，其转让按照公司章程的规定进行。

Article 157 Shareholders of a joint stock limited company may transfer their shares in the company to other shareholders, or to parties outside the shareholders; where there are restrictions on share transfers in the company's articles of association, those restrictions shall apply.

第一百五十八条 股东转让其股份，应当在依法设立的证券交易所进行或者按照国务院规定的其他方式进行。

Article 158 Any transfer of shares by a shareholder shall be conducted through a legally established stock exchange or by any other means as prescribed by the State Council.

第一百五十九条 股票的转让，由股东以背书方式或者法律、行政法规规定的其他方式进行；转让后由公司将受让人的姓名或者名称及住所记载于股东名册。

Article 159 Stocks shall be transferred by shareholders through endorsement or other methods as stipulated by laws or administrative regulations; after a transfer, the company shall record the name and domicile of the transferee in the shareholder register.

股东会会议召开前二十日内或者公司决定分配股利的基准日前五日内，不得变更股东名册。法律、行政法规或者国务院证券监督管理机构对上市公司股东名册变更另有规定的，从其规定。

No changes to the shareholder register shall be made within 20 days before a shareholders' meeting or five days before the ex-dividend date decided by the company. Where any laws, administrative regulations, or the securities regulatory authority under the State Council have other provisions regarding changes to the shareholder register for listed companies, those provisions shall prevail.

第一百六十条 公司公开发行股份前已发行的股份，自公司股票在证券交易所上市交易之日起一年内不得转让。法律、行政法规或者国务院证券监督管理机构对上市公司的股东、实际控制人转让其所持有的本公司股份另有规定的，从其规定。

Article 160 Shares issued by a company before its public offering of shares shall not be transferred within one year of the date on which the company's stock is listed for trading on a stock exchange. Where any laws, administrative regulations, or the securities regulatory authority under the State Council have other provisions regarding the transfer of shares of a listed company by its shareholders or actual controllers, those provisions shall prevail.

公司董事、监事、高级管理人员应当向公司申报所持有的本公司的股份及其变动情况，在就任时确定的任职期间每年转让的股份不得

Directors, supervisors, and senior officers of a company shall declare to the company the company shares they hold and any changes in their shareholdings, and the shares transferred by any director, supervisor, or senior officer of the company in any

超过其所持有本公司股份总数的百分之二十五；所持本公司股份自公司股票上市交易之日起一年内不得转让。上述人员离职后半年内，不得转让其所持有的本公司股份。公司章程可以对董事、监事、高级管理人员转让其所持有的本公司股份作出其他限制性规定。

股份在法律、行政法规规定的限制转让期限内出质的，质权人不得在限制转让期限内行使质权。

第一百六十一条 有下列情形之一的，对股东会该项决议投反对票的股东可以请求公司按照合理的价格收购其股份，公开发行股份的公司除外：

(一) 公司连续五年不向股东分配利润，而公司该五年连续盈利，并且符合本法规定的分配利润条件；

(二) 公司转让主要财产；

(三) 公司章程规定的营业期限届满或者章程规定的其他解散事由出现，股东会通过决议修改章程使公司存续。

自股东会决议作出之日起六十日内，股东与公司不能达成股份收购协议的，股东可以自股东会决议作出之日起九十日内向人民法院提起诉讼。

公司因本条第一款规定的情形收购的本公司股份，应当在六个月内依法转让或者注销。

year during their term of office shall not exceed 25% of such individual's total stake in the company; company shares held by any director, supervisor or senior officer shall not be transferred within one year of the date on which the company's stock is listed for trading on a stock exchange. None of the aforementioned individuals may transfer the company shares held within half a year of their departure from the company. The articles of association may specify other restrictions on transfers of company shares by directors, supervisors and senior officers. If shares are pledged within a restricted period for transfer specified by laws or administrative regulations, the pledgee shall not exercise the pledge during the restricted period for transfer.

Article 161 In any of the following circumstances, a shareholder voting against the relevant resolution of the shareholders' meeting may request the company to repurchase their shares at a reasonable price, unless the company has publicly offered shares:

- (1) Where the company has not distributed profits to shareholders for five consecutive years, while the company has been profitable during these five consecutive years and meets the conditions for profit distribution stipulated in this Law;
- (2) Where the company transfers its principal assets; or
- (3) Where the term specified in the articles of association for the company's operation expires or any of the other causes for dissolution stipulated in the articles of association arises, and the shareholders' meeting adopts a resolution to amend the articles of association to keep the company in existence.

If no agreement on the repurchase of shares is reached between the shareholder and the company within 60 days from the date of adopting the relevant resolution by the shareholders' meeting, the shareholder may initiate legal action in the people's court within 90 days from the date of adopting the resolution.

Shares of the company repurchased due to the circumstances specified in the first paragraph of this Article shall be transferred

or cancelled within six months in accordance with the law.

<p>第一百六十二条 公司不得收购本公司股份。但是，有下列情形之一的除外：</p> <p>(一) 减少公司注册资本；</p> <p>(二) 与持有本公司股份的其他公司合并；</p> <p>(三) 将股份用于员工持股计划或者股权激励；</p> <p>(四) 股东因对股东会作出的公司合并、分立决议持异议，要求公司收购其股份；</p> <p>(五) 将股份用于转换公司发行的可转换为股票的公司债券；</p> <p>(六) 上市公司为维护公司价值及股东权益所必需。</p> <p>公司因前款第一项、第二项规定的情形收购本公司股份的，应当经股东会决议；公司因前款第三项、第五项、第六项规定的情形收购本公司股份的，可以按照公司章程或者股东会的授权，经三分之二以上董事出席的董事会会议决议。</p> <p>公司依照本条第一款规定收购本公司股份后，属于第一项情形的，应当自收购之日起十日内注销；属于第二项、第四项情形的，应当在六个月内转让或者注销；属于第三项、第五项、第六项情形的，公司合计持有的本公司股份数不得超过本公司已发行股份总数的百分之十，并应当在三年内转让或者注销。</p> <p>上市公司收购本公司股份的，应当依照《中华人民共和国证券</p>	<p>Article 162 A company shall not acquire its own shares except in any of the following circumstances:</p> <p>(1) Where the company decreases its registered capital;</p> <p>(2) Where the company plans to merge with another company that is one of its existing shareholders;</p> <p>(3) Where the acquired shares are used for an employee stock ownership plan or stock ownership incentive scheme;</p> <p>(4) Where any shareholder requests the company to repurchase their shares due to their objection to a resolution adopted by the shareholders' meeting concerning a merger or division of the company;</p> <p>(5) Where the acquired shares are used to convert convertible corporate bonds issued by the company; or</p> <p>(6) Where it is necessary for the listed company to maintain its corporate value and shareholders' equity.</p> <p>Any acquisition of its own shares by a company due to the circumstances specified in subparagraph (1) or (2) of the preceding paragraph shall be subject to a resolution of the shareholders' meeting; any acquisition of its own shares by a company due to the circumstances specified in subparagraph (3), (5), or (6) of the preceding paragraph shall be subject to a resolution of a meeting of the board of directors with two-thirds or more of the directors present, as stipulated in the articles of association or authorized by the shareholders' meeting.</p> <p>After acquiring its own shares by a company in accordance with the first paragraph of this Article, the company shall cancel the acquired shares within 10 days of the acquisition if it falls under the circumstances specified in the subparagraph (1), or transfer or cancel the acquired shares within six months of the acquisition if it falls under the circumstances specified in subparagraph (2) or (4), or if the acquisition falls under the circumstances specified in subparagraph (3), (5), or (6), hold a total number of its own shares not exceeding 10% of its total shares issued and transfer or cancel the relevant shares within</p>
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法》的规定履行信息披露义务。上市 three years of the acquisition.

市公司因本条第一款第三项、第五 A listed company acquiring its own shares shall fulfill the information disclosure obligations specified in the Securities Law of the People's Republic of China. Any acquisition of its own shares by a listed company in the circumstances specified in subparagraph (3), (5), or (6) of the first paragraph of this Article shall be made through public centralized trading.

项、第六项规定的情形收购本公司 shares by a listed company in the circumstances specified in subparagraph (3), (5), or (6) of the first paragraph of this Article shall be made through public centralized trading.

股份的，应当通过公开的集中交易 No company may accept its own shares as the subject of a pledge.

方式进行。

第一百六十三条 公司不得为 Article 163 A company shall not provide gifts, loans, guarantees, or other financial assistance for others to acquire shares of the company or its parent company, except for the implementation of an employee stock ownership plan.

他人取得本公司或者其母公司的股 company or its parent company, except for the implementation of an employee stock ownership plan.

份提供赠与、借款、担保以及其他 of an employee stock ownership plan.

财务资助，公司实施员工持股计划 For the benefit of the company, a company may, upon a resolution of the shareholders' meeting, or a resolution of the board of directors made in accordance with the company's articles of association or authorization of the shareholders' meeting, provide financial assistance for others to acquire shares of the company or its parent company, provided that the cumulative total amount of financial assistance provided shall not exceed 10% of its total issued share capital. Such a resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

的除外。

为公司利益，经股东会决议， board of directors made in accordance with the company's articles of association or authorization of the shareholders' meeting, provide financial assistance for others to acquire shares of the company or its parent company, provided that the cumulative total amount of financial assistance provided shall not exceed 10% of its total issued share capital. Such a resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

或者董事会按照公司章程或者股东 articles of association or authorization of the shareholders' meeting, provide financial assistance for others to acquire shares of the company or its parent company, provided that the cumulative total amount of financial assistance provided shall not exceed 10% of its total issued share capital. Such a resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

会的授权作出决议，公司可以为 he meeting, provide financial assistance for others to acquire shares of the company or its parent company, provided that the cumulative total amount of financial assistance provided shall not exceed 10% of its total issued share capital. Such a resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

他人取得本公司或者其母公司的股份 shares of the company or its parent company, provided that the cumulative total amount of financial assistance provided shall not exceed 10% of its total issued share capital. Such a resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

提供财务资助，但财务资助的累计 cumulative total amount of financial assistance provided shall not exceed 10% of its total issued share capital. Such a resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

总额不得超过已发行股本总额的百 not exceed 10% of its total issued share capital. Such a resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

分之十。董事会作出决议应当经全 resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

体董事的三分之二以上通过。

违反前两款规定，给公司造成 In cases of a violation of the preceding two paragraphs that results in losses to the company, any directors, supervisors, and senior officers held responsible for the violation shall be liable for compensation.

损失的，负有责任的董事、监事、 results in losses to the company, any directors, supervisors, and senior officers held responsible for the violation shall be liable for compensation.

高级管理人员应当承担赔偿责任。 senior officers held responsible for the violation shall be liable for compensation.

第一百六十四条 股票被盗、 Article 164 In the event of theft, loss, or destruction of stocks, the relevant shareholder may apply to the people's court for invalidating the stocks under the procedure for public invitation to assert claims prescribed in the Civil Procedure Law of the People's Republic of China. After the people's court invalidates the stocks, the relevant shareholder may submit an application to the company for the reissuance of the stocks.

遗失或者灭失，股东可以依照《中 the relevant shareholder may apply to the people's court for invalidating the stocks under the procedure for public invitation to assert claims prescribed in the Civil Procedure Law of the People's Republic of China. After the people's court invalidates the stocks, the relevant shareholder may submit an application to the company for the reissuance of the stocks.

华人民共和国民事诉讼法》规定的 invalidating the stocks under the procedure for public invitation to assert claims prescribed in the Civil Procedure Law of the People's Republic of China. After the people's court invalidates the stocks, the relevant shareholder may submit an application to the company for the reissuance of the stocks.

公示催告程序，请求人民法院宣告 to assert claims prescribed in the Civil Procedure Law of the People's Republic of China. After the people's court invalidates the stocks, the relevant shareholder may submit an application to the company for the reissuance of the stocks.

该股票失效。人民法院宣告该股票 People's Republic of China. After the people's court invalidates the stocks, the relevant shareholder may submit an application to the company for the reissuance of the stocks.

失效后，股东可以向公司申请补发 the stocks, the relevant shareholder may submit an application to the company for the reissuance of the stocks.

股票。

第一百六十五条 上市公司的 Article 165 The stock of a listed company shall be listed for

股票，依照有关法律、行政法规及
证券交易所交易规则上市交易。 trading in accordance with relevant laws, administrative
regulations, and the trading rules of the stock exchange where it
is listed for trading.

第一百六十六条 上市公司应
当依照法律、行政法规的规定披露
相关信息。 Article 166 Listed companies shall disclose relevant information
in accordance with laws or administrative regulations.

第一百六十七条 自然人股东
死亡后，其合法继承人可以继承股
东资格；但是，股份转让受限的股
份有限公司的章程另有规定的除
外。 Article 167 After the death of a shareholder who is a natural
person, their shareholder status may be inherited by their lawful
heir, except in a joint stock limited company with restrictions on
share transfers whose articles of association stipulate otherwise.

第七章 国家出资公司组织机
构的特别规定 Chapter VII Special Provisions on the Organizational Structure of
State-Invested Companies

第一百六十八条 国家出资公
司的组织机构，适用本章规定；本
章没有规定的，适用本法其他规
定。 Article 168 The organizational structure of state-invested
companies shall be governed by the provisions of this Chapter;
in the absence of specific provisions in this Chapter, other
provisions of this Law shall apply.

本法所称国家出资公司，是指
国家出资的国有独资公司、国有资
本控股公司，包括国家出资的有限
责任公司、股份有限公司。 For the purposes of this Law, the term "state-invested company"
refers to a wholly state-owned company or state-owned capital
holding company funded by the state, including state-funded
limited liability companies and state-funded joint stock limited
companies.

第一百六十九条 国家出资公
司，由国务院或者地方人民政府分
别代表国家依法履行出资人职责，
享有出资人权益。国务院或者地方
人民政府可以授权国有资产监督管
理机构或者其他部门、机构代表本
级人民政府对国家出资公司履行出
资人职责。 Article 169 The State Council or local people's governments shall
perform the investor's responsibilities and enjoy investor's rights
and interests on behalf of the State in regard to state-invested
companies in accordance with the law. The State Council or local
people's governments may authorize the state-owned assets
supervision and administration authority or other authorities or
institutions to perform the investor's responsibilities for state-
invested companies on behalf of the people's governments at
the corresponding level.

代表本级人民政府履行出资人
职责的机构、部门，以下统称为履
行出资人职责的机构。 The institutions and authorities performing the investor's
responsibilities on behalf of local people's governments are
collectively referred to as institutions performing the investor's
responsibilities.

Article 170 The organization of the Communist Party of China

第一百七十条 国家出资公司 (CPC) established within a state-invested company shall exercise leadership in accordance with the Constitution of the Communist Party of China, study and discuss material business and management matters of the company, and support the exercise of functions and powers in accordance with the law through the company's organizational structure.

第一百七十一条 国有独资公司章程由履行出资人职责的机构制定。 Article 171 The articles of association of a wholly state-owned company shall be formulated by the institution performing the investor's responsibilities.

第一百七十二条 国有独资公司不设股东会，由履行出资人职责的机构行使股东会职权。履行出资人职责的机构可以授权公司董事会行使股东会的部分职权，但公司章程的制定和修改，公司的合并、分立、解散、申请破产，增加或者减少注册资本，分配利润，应当由履行出资人职责的机构决定。 Article 172 A wholly state-owned companies shall have no shareholders' meeting, and the institution performing the investor's responsibilities shall exercise the functions and powers of the shareholders' meeting. The institution performing the investor's responsibilities may authorize the board of directors of the company to exercise partial functions and powers of the shareholders' meeting, but decisions on the formulation and amendment of the company's articles of association, the company's merger, division, dissolution, filing for bankruptcy, increase or decrease of registered capital, and profit distribution shall be made by the institution performing the investor's responsibilities.

第一百七十三条 国有独资公司的董事会依照本法规定行使职权。 Article 173 The board of directors of a wholly state-owned company shall exercise its functions and powers in accordance with the provisions of this Law.

国有独资公司的董事会成员中，应当过半数为外部董事，并应当有公司职工代表。 The board of directors of a wholly state-owned company shall have more than half of its members as external directors, and include any number of employee representatives among its members.

董事会成员由履行出资人职责的机构委派；但是，董事会成员中的职工代表由公司职工代表大会选举产生。 Members of the board of directors shall be appointed by the institution performing the investor's responsibilities, except for employee representatives among the board members, who shall be elected by the employee representative assembly.

董事会设董事长一人，可以设副董事长。董事长、副董事长由履行出资人职责的机构从董事会成员中选举产生。 The board of directors shall appoint one chairman and may appoint deputy chairmen. The chairman and any deputy

中指定。 chairman shall be designated by the institution performing the investor's responsibilities from among the board members.

第一百七十四条 国有独资公司的经理由董事会聘任或者解聘。 Article 174 The company manager of a wholly state-owned company shall be appointed or removed by the board of directors.

经履行出资人职责的机构同意，董事会成员可以兼任经理。 With the approval of the institution performing the investor's responsibilities, a member of the board of directors may concurrently serve as the company manager.

第一百七十五条 国有独资公司的董事、高级管理人员，未经履行出资人职责的机构同意，不得在其他有限责任公司、股份有限公司或者其他经济组织兼职。 Article 175 Directors and senior officers of a wholly state-owned company, without the approval of the institution performing the investor's responsibilities, shall not concurrently hold a position in other limited liability companies, joint-stock companies, or other economic organizations.

第一百七十六条 国有独资公司在董事会中设置由董事组成的审计委员会行使本法规定的监事会职权的，不设监事会或者监事。 Article 176 If a wholly state-owned company establishes an audit committee within the board of directors composed of directors to exercise the functions and powers prescribed for the board of supervisors by this Law, no separate board of supervisors or supervisors shall be appointed.

第一百七十七条 国家出资公司应当依法建立健全内部监督管理和风险控制制度，加强内部合规管理。 Article 177 State-invested companies shall, in accordance with the law, establish sound internal supervision and management and risk control systems and strengthen internal compliance management.

第八章 公司董事、监事、高级管理人员的资格和义务 Chapter VIII Qualifications and Obligations of Company Directors, Supervisors and Senior Officers

第一百七十八条 有下列情形之一的，不得担任公司的董事、监事、高级管理人员： Article 178 None of the following individuals shall be eligible for appointment as a director, supervisor, or senior officer of a company:

(一) 无民事行为能力或者限制民事行为能力； (1) Any individual without civil capacity or with limited civil capacity;

(二) 因贪污、贿赂、侵占财产、挪用财产或者破坏社会主义市场经济秩序，被判处刑罚，或者因犯罪被剥夺政治权利，执行期满未逾五年，被宣告缓刑的，自缓刑考验期满之日起未逾二年； (2) Any individual who has been subjected to criminal punishment for corruption, bribery, embezzlement or misappropriation of property, or disruption of the economic order of the socialist market, or who has ever been deprived of political rights due to a criminal conviction, and five years have not elapsed since the term of punishment was completed, or in

(三) 担任破产清算的公司、企业的董事或者厂长、经理，对该公司、企业的破产负有个人责任的，自该公司、企业破产清算完结之日起未逾三年；

the case of a suspended sentence, two years have not elapsed since the probation period was completed;

(3) Any former director, factory director, or company manager of a company or enterprise which has been declared bankrupt and liquidated, and where the individual was personally responsible

(四) 担任因违法被吊销营业执照、责令关闭的公司、企业的法定代表人，并负有个人责任的，自该公司、企业被吊销营业执照、责令关闭之日起未逾三年；

for the bankruptcy of the company or enterprise, and three years have not elapsed since the bankruptcy and liquidation were completed;

(四) Any former legal representative of a company or enterprise which has had its business license revoked or been ordered to

(五) 个人因所负数额较大债务到期未清偿被人民法院列为失信被执行人。

shut down due to any violation of the law, and where the individual was personally responsible for the situation, and three years have not elapsed since the date of revocation of business

违反前款规定选举、委派董事、监事或者聘任高级管理人员的，该选举、委派或者聘任无效。

license or shutdown order; and

(5) Any individual identified as a subject of enforcement for breach of trust by the people's court for failure to repay a significant amount of overdue debts.

董事、监事、高级管理人员在任职期间出现本条第一款所列情形的，公司应当解除其职务。

The election or appointment of any director, supervisor, or senior officer in violation of the preceding paragraph shall be invalid.

Any existing director, supervisor, or senior officer who falls under the circumstances described in the first paragraph of this Article during their term of office shall be removed by the company from the corresponding position.

第一百七十九条 董事、监事、高级管理人员应当遵守法律、行政法规和公司章程。

Article 179 Directors, supervisors, and senior officers shall abide by laws, administrative regulations, and the company's articles of association.

第一百八十条 董事、监事、高级管理人员对公司负有忠实义务，应当采取措施避免自身利益与公司利益冲突，不得利用职权牟取不正当利益。

Article 180 Directors, supervisors, and senior officers owe a duty of loyalty to the company and shall take measures to avoid conflicts of interest between their personal interests and the interests of the company, and shall not use their authority to seek improper benefits.

董事、监事、高级管理人员对公司负有勤勉义务，执行职务应当为公司的最大利益尽到管理者通常

Directors, supervisors, and senior officers owe a duty of diligence to the company, and in the execution of their duties, shall exercise the usual and reasonable care that a manager

应有的合理注意。

公司的控股股东、实际控制人不担任公司董事但实际执行公司事务的，适用前两款规定。

should have for the maximum benefit of the company.

The provisions of the preceding two paragraphs shall also apply to controlling shareholders and actual controllers of companies who do not serve as directors but actually execute company affairs.

第一百八十一条 董事、监事、高级管理人员不得有下列行为：

（一）侵占公司财产、挪用公司资金；

（二）将公司资金以其个人名义或者以其他个人名义开立账户存储；

（三）利用职权贿赂或者收受其他非法收入；

（四）接受他人与公司交易的佣金归为己有；

（五）擅自披露公司秘密；

（六）违反对公司忠实义务的其他行为。

Article 181 Directors, supervisors, and senior officers shall not engage in the following conduct:

(1) Embezzling company property or misappropriating company funds;

(2) Diverting company funds into an account held in their own name or in the name of any other individual;

(3) Using their authority to engage in bribery or accept other illegal income;

(4) Personally accepting commissions on transactions to which the company is a party;

(5) Disclosing confidential company information without authorization; and

(6) Other conduct that violates the duty of loyalty to the company.

第一百八十二条 董事、监事、高级管理人员，直接或者间接与本公司订立合同或者进行交易，应当就与订立合同或者进行交易有关的事项向董事会或者股东会报告，并按照公司章程的规定经董事会或者股东会决议通过。

董事、监事、高级管理人员的近亲属，董事、监事、高级管理人员或者其近亲属直接或者间接控制的企业，以及与董事、监事、高级管理人员有其他关联关系的关联人，与公司订立合同或者进行交易，适用前款规定。

Article 182 Directors, supervisors, and senior officers, whether directly or indirectly, entering into a contract or engaging in a transaction with the company, shall report matters related to the contract execution or transaction to the board of directors or the shareholders' meeting and obtain approval in accordance with the company's articles of association through resolutions of the board of directors or the shareholders' meeting.

The provisions of the preceding paragraph shall also apply to the close relatives of directors, supervisors, or senior officers, enterprises directly or indirectly controlled by directors, supervisors, or senior officers or their close relatives, and parties having other related-party relationships with directors, supervisors, or senior officers who enter into contracts or engage in transactions with the company.

第一百八十三条 董事、监

Article 183 Directors, supervisors, and senior officers shall not

事、高级管理人员，不得利用职务便利为自己或者他人谋取属于公司的商业机会。但是，有下列情形之一的除外：

- （一）向董事会或者股东会报告，并按照公司章程的规定经董事会或者股东会决议通过；
- （二）根据法律、行政法规或者公司章程的规定，公司不能利用该商业机会。

第一百八十四条 董事、监事、高级管理人员未向董事会或者股东会报告，并按照公司章程的规定经董事会或者股东会决议通过，不得自营或者为他人经营与其任职公司同类的业务。

第一百八十五条 董事会对本法第一百八十二条至第一百八十四条规定的事项决议时，关联董事不得参与表决，其表决权不计入表决权总数。出席董事会会议的无关联关系董事人数不足三人的，应当将该事项提交股东会审议。

第一百八十六条 董事、监事、高级管理人员违反本法第一百八十一条至第一百八十四条规定所得的收入应当归公司所有。

第一百八十七条 股东会要求董事、监事、高级管理人员列席会议的，董事、监事、高级管理人员应当列席并接受股东的质询。

第一百八十八条 董事、监事、高级管理人员执行职务违反法

use their positions to seek any business opportunity available to the company for themselves or others, except in any of the following circumstances:

- (1) Where the activity is reported to the board of directors or the shareholders' meeting and approved in accordance with the company's articles of association through resolutions of the board of directors or the shareholders' meeting; or
- (2) Where the company cannot exploit the business opportunity according to any laws, administrative regulations, or the company's articles of association.

Article 184 Directors, supervisors, and senior officers shall not operate businesses, either self-owned or owned by others, similar to those of the company they serve, without reporting to the board of directors or the shareholders' meeting and obtaining approval in accordance with the company's articles of association through resolutions of the board of directors or the shareholders' meeting.

Article 185 When the board of directors deliberates on any of the matters stipulated in Articles 182 to 184 of this Law, directors with related-party concerns shall not participate in the voting, and their voting rights shall not be counted in the total voting rights. If the number of directors without related-party concerns present at the board meeting is less than three, the matter shall be submitted for deliberation at the shareholders' meeting.

Article 186 Income obtained by directors, supervisors, and senior officers in violation of the provisions of Articles 181 to 184 of this Law shall be attributed to the company.

Article 187 If the shareholders' meeting requires the attendance of any director, supervisor, or senior officer, the person shall attend and answer the shareholders' inquiries.

Article 188 If directors, supervisors, and senior officers violate any laws, administrative regulations, or the company's articles of

律、行政法规或者公司章程的规定，给公司造成损失的，应当承担赔偿责任。

association in the course of performing their duties, they shall be liable to compensate the company for any losses caused to it.

第一百八十九条 董事、高级管理人员有前条规定的情形的，有限责任公司的股东、股份有限公司连续一百八十日以上单独或者合计持有公司百分之十以上股份的股东，可以书面请求监事会向人民法院提起诉讼；监事有前条规定的情形的，前述股东可以书面请求董事会向人民法院提起诉讼。

Article 189 In cases where any director or senior officer falls under the circumstances specified in the preceding Article, any shareholder of the company if it is a limited liability company, or if it is a joint stock limited company, any shareholder individually or shareholders collectively holding 1% or more of the shares for 180 or more consecutive days, may make a written request to the board of supervisors to initiate legal action in the people's court; in cases where a supervisor falls under the circumstances specified in the preceding Article, the

监事会或者董事会收到前款规定的股东书面请求后拒绝提起诉讼，或者自收到请求之日起三十日内未提起诉讼，或者情况紧急、不立即提起诉讼将会使公司利益受到难以弥补的损害的，前款规定的股东有权为公司利益以自己的名义直接向人民法院提起诉讼。

aforementioned shareholder or shareholders may make a written request to the board of directors to initiate legal action in the people's court. If the board of supervisors or the board of directors refuses to initiate legal action after receiving a written request described in the preceding paragraph, or fails to initiate legal action within 30 days of receiving the request, or in the event of an emergency, where failing to immediately initiate legal action

他人侵犯公司合法权益，给公司造成损失的，本条第一款规定的股东可以依照前两款的规定向人民法院提起诉讼。

would result in irreparable damage to the interests of the company, the shareholder or shareholders specified in the preceding paragraph may initiate legal action in their own name in the people's court.

公司全资子公司的董事、监事、高级管理人员有前条规定情形，或者他人侵犯公司全资子公司合法权益造成损失的，有限责任公司的股东、股份有限公司连续一百八十日以上单独或者合计持有公司

In cases where the lawful rights and interests of a company are infringed by any other person, resulting in losses to the company, the shareholder or shareholders specified in the first paragraph of this Article may initiate legal action in the people's court in accordance with the provisions of the preceding two paragraphs.

百分之十以上股份的股东，可以依照前三款规定书面请求全资子公司的监事会、董事会向人民法院提起诉讼或者以自己的名义直接向人民法院提起诉讼。

In cases where any director, supervisor, or senior officer of a wholly-owned subsidiary of the company falls under the circumstances specified in the preceding Article, or the lawful rights and interests of the wholly-owned subsidiary of the company are infringed by any other person, resulting in any

losses, any shareholder of the company if it is a limited liability company, or if it is a joint stock limited company, any shareholder individually or shareholders collectively holding 1% or more of the shares for 180 or more consecutive days, may, pursuant to the provisions of the preceding three paragraphs, make a written request to the board of supervisors or the board of directors of the wholly-owned subsidiary to initiate legal action in the people's court, or directly initiate legal action in their own name in the people's court.

第一百九十条 董事、高级管理人员违反法律、行政法规或者公司章程的规定，损害股东利益的，股东可以向人民法院提起诉讼。 Article 190 In cases where any director or senior officer violates any laws, administrative regulations, or the articles of association, resulting in damage to the shareholders' interests, shareholders may initiate legal action in the people's court.

第一百九十一条 董事、高级管理人员执行职务，给他人造成损害的，公司应当承担赔偿责任；董事、高级管理人员存在故意或者重大过失的，也应当承担赔偿责任。 Article 191 For losses caused to others by a director or senior officer during the performance of their duties, the company shall be liable for compensation; the director or senior officer with intent or gross negligence shall also be liable for compensation.

第一百九十二条 公司的控股股东、实际控制人指示董事、高级管理人员从事损害公司或者股东利益的行为的，与该董事、高级管理人员承担连带责任。 Article 192 In cases where a controlling shareholder or actual controller of the company instructs any director or senior officer to engage in action harmful to the interests of the company or its shareholders, such controlling shareholder or actual controller shall bear joint and several liability along with the director or senior officer.

第一百九十三条 公司可以在董事任职期间为董事因执行公司职务承担的赔偿责任投保责任保险。 Article 193 The company may, during the term of office of a director, take out liability insurance to cover the compensation liability borne by the director due to the performance of company duties.

公司为董事投保责任保险或者续保后，董事会应当向股东会报告责任保险的投保金额、承保范围及保险费率等内容。 After the company takes out or renews liability insurance for a director, the board of directors shall report the insured amount, coverage, and premium rate of the liability insurance to the shareholders' meeting.

第九章 公司债券 Chapter IX Corporate Bonds

第一百九十四条 本法所称公司债券，是指公司发行的约定按期 Article 194 For the purposes of this Law, the term "corporate bonds" refers to negotiable securities issued by a company with

还本付息的有价证券。 a specified schedule for principal repayment and interest
公司债券可以公开发行，也可 payment.
以非公开发行。 Corporate bonds may be publicly issued or privately placed.
公司债券的发行和交易应当符合《中华人民共和国证券法》等法律、行政法规的规定。 The issuance and trading of corporate bonds shall comply with the Securities Law of the People's Republic of China and other laws and administrative regulations.

第一百九十五条 公开发行公司债券，应当经国务院证券监督管理机构注册，公告公司债券募集办法。
公司债券募集办法应当载明下列主要事项：
(一) 公司名称；
(二) 债券募集资金的用途；
(三) 债券总额和债券的票面金额；
(四) 债券利率的确定方式；
(五) 还本付息的期限和方式；
(六) 债券担保情况；
(七) 债券的发行价格、发行的起止日期；
(八) 公司净资产额；
(九) 已发行的尚未到期的公司债券总额；
(十) 公司债券的承销机构。

Article 195 A company conducting a public issuance of corporate bonds shall register the issuance with the securities regulatory authority under the State Council and publish an offering circular.
The offering circular shall specify the following principal matters:
(1) Company name;
(2) Purpose of the raised capital from the bond issuance;
(3) Total issue size and face value of the bonds;
(4) Method for determining the coupon rate on the bonds;
(5) Maturity date and method for principal repayment and interest payment;
(6) Any guarantees provided for the bonds;
(7) Bond issue price and offering period;
(8) Net assets of the company;
(9) Total amount of the company's corporate bonds outstanding; and
(10) Underwriters of the bonds.

第一百九十六条 公司以纸面形式发行公司债券的，应当在债券上载明公司名称、债券票面金额、利率、偿还期限等事项，并由法定代表人签名，公司盖章。
Article 196 Any bonds issued by a company in paper form shall have details including the company name, face value, coupon rate, maturity date stated thereon, and shall bear the signature of the legal representative of the company and the company seal.

第一百九十七条 公司债券应当为记名债券。
Article 197 Corporate bonds shall be issued in the form of registered bonds.

第一百九十八条 公司发行公司债券应当置备公司债券持有人名
Article 198 A company shall prepare and maintain a register of bondholders for a corporate bond issuance.

册。 The register of bondholders for a corporate bond issuance shall

发行公司债券的，应当在公司 include the following details:

债券持有人名册上载明下列事项： (1) Name and domicile of each bondholder;

(一) 债券持有人的姓名或者 (2) Date of acquisition and serial numbers of the bonds acquired
名称及住所； by each shareholder;

(二) 债券持有人取得债券的 (3) Total issue size, face value, coupon rate, maturity date and
日期及债券的编号； method for principal repayment and interest payment for the

(三) 债券总额，债券的票面 (4) Bond issue date.

金额、利率、还本付息的期限和方

式；

(四) 债券的发行日期。

第一百九十九条 公司债券的 Article 199 The registration and settlement institutions for
登记结算机构应当建立债券登记、 corporate bonds shall establish rules relating to bond
存管、付息、兑付等相关制度。 registration and custody, interest payment, encashment, etc.

第二百条 公司债券可以转 Article 200 Corporate bonds may be transferred, and the
让，转让价格由转让人与受让人约 transfer price shall be negotiated between the transferor and
定。 the transferee.

公司债券的转让应当符合法 Transfers of corporate bonds shall comply with laws and
律、行政法规的规定。 administrative regulations.

第二百零一条 公司债券由债 Article 201 Corporate bonds shall be transferred by
券持有人以背书方式或者法律、行 bondholders through endorsement or other methods as
政法规规定的其他方式转让；转让 stipulated by laws or administrative regulations; after a transfer,
后由公司将受让人的姓名或者名称 the company shall record the name and domicile of the
及住所记载于公司债券持有人名 transferee in the register of bondholders.

第二百零二条 股份有限公司 Article 202 A joint stock limited company may, upon a
经股东会决议，或者经公司章程、 resolution of the shareholders' meeting, or a resolution of the
股东会授权由董事会决议，可以发 board of directors as authorized under the company's articles of
行可转换为股票的公司债券，并规 association or by the shareholders' meeting, issue convertible
定具体的转换办法。上市公司发行 corporate bonds with a specific conversion method specified.

可转换为股票的公司债券，应当经 Any issuance of convertible corporate bonds by listed
国务院证券监督管理机构注册。 companies shall be registered with the securities regulatory
authority under the State Council.

发行可转换为股票的公司债 Article 203 Convertible corporate bonds issued shall bear the words
券，应当在债券上标明可转换公司 "convertible corporate bonds", and the quantity of the issued
债券字样，并在公司债券持有人名

册上载明可转换公司债券的数额。 bonds shall be specified in the register of bondholders.

第二百零三条 发行可转换为股票的公司债券的，公司应当按照其转换办法向债券持有人换发股票，但债券持有人对转换股票或者不转换股票有选择权。法律、行政法规另有规定的除外。

Article 203 A company with issued convertible corporate bonds shall exchange its stocks for such bonds held by bondholders in accordance with the prescribed conversion method, while bondholders shall have the option to choose whether to convert their bonds or not, unless it is otherwise stipulated by any laws or administrative regulations.

第二百零四条 公开发行公司债券的，应当为同期债券持有人设立债券持有人会议，并在债券募集办法中对债券持有人会议的召集程序、会议规则和其他重要事项作出规定。债券持有人会议可以对与债券持有人有利害关系的事项作出决议。

Article 204 When publicly issuing bonds, a bondholders' meeting shall be established for the bondholders of the corresponding issuance, and the procedure for convening the bondholders' meeting, meeting rules, and other important matters shall be specified in the offering circular for the bonds. The bondholders' meeting may make resolutions on matters that concern the interests of the bondholders.

除公司债券募集办法另有约定外，债券持有人会议决议对同期全体债券持有人发生效力。

Unless otherwise stipulated in the offering circular, resolutions of the bondholders' meeting shall be binding on all bondholders of the corresponding issuance.

第二百零五条 公开发行公司债券的，发行人应当为债券持有人聘请债券受托管理人，由其为债券持有人办理受领清偿、债权保全、与债券相关的诉讼以及参与债务人破产程序等事项。

Article 205 When publicly issuing corporate bonds, the issuer shall appoint a bond trustee for bondholders to handle matters for them such as the receipt of repayments to retire bonds, debt preservation, litigation related to the bonds, and participation in any bankruptcy proceedings of the debtor.

第二百零六条 债券受托管理人应当勤勉尽责，公正履行受托管理职责，不得损害债券持有人利益。

Article 206 The bond trustee shall fulfill their trustee's responsibilities with due diligence and impartiality, and shall not harm the interests of bondholders.

受托管理人与债券持有人存在利益冲突可能损害债券持有人利益的，债券持有人会议可以决议变更债券受托管理人。

In the event of a conflict of interest between the bond trustee and bondholders, which may harm the interests of bondholders, the bondholders' meeting may adopt a resolution to change the bond trustee.

债券受托管理人违反法律、行政法规或者债券持有人会议决议，损害债券持有人利益的，应当承担

If the bond trustee violates any laws, administrative regulations, or resolutions of the bondholders' meeting, resulting in harm to the interests of bondholders, they shall be liable for compensation.

赔偿责任。

第十章 公司财务、会计 Chapter X Corporate Finance and Accounting

第二百零七条 公司应当依照法律、行政法规和国务院财政部门的规定建立本公司的财务、会计制度。

Article 207 Companies shall establish their corporate financial and accounting policies in accordance with laws, administrative regulations, and the regulations of the finance authority under the State Council.

第二百零八条 公司应当在每一会计年度终了时编制财务会计报告，并依法经会计师事务所审计。

Article 208 Companies shall prepare a financial accounting report at the end of each financial year and have it audited by an accounting firm in accordance with the law.

财务会计报告应当依照法律、行政法规和国务院财政部门的规定制作。

Financial accounting reports shall be prepared in accordance with laws, administrative regulations, and the regulations of the finance authority under the State Council.

第二百零九条 有限责任公司应当按照公司章程规定的期限将财务会计报告送交各股东。

Article 209 A limited liability company shall submit its financial accounting report to each shareholder within the time limit prescribed in the company's articles of association.

股份有限公司的财务会计报告应当在召开股东会年会的二十日前置备于本公司，供股东查阅；公开发行股份的股份有限公司应当公告其财务会计报告。

The financial accounting report of a joint stock limited company shall be prepared at least 20 days before the annual shareholders' meeting and placed within its premises for inspection by shareholders; a joint stock limited company that has publicly offered shares shall publish its financial accounting report.

第二百一十条 公司分配当年税后利润时，应当提取利润的百分之十列入公司法定公积金。公司法定公积金累计额为公司注册资本的百分之五十以上的，可以不再提取。

Article 210 When a company distributes its after-tax profits for the current year, it shall set aside 10% of the profits to be included in the company's statutory reserve. A company may elect not to do so if its aggregate statutory reserve reaches 50% or more of its registered capital.

公司的法定公积金不足以弥补以前年度亏损的，在依照前款规定提取法定公积金之前，应当先用当年利润弥补亏损。

If a company's statutory reserve is insufficient to cover previous years' losses, the current year's profits shall first be used to cover such losses before being set aside as provided in the preceding paragraph.

公司从税后利润中提取法定公积金后，经股东会决议，还可以从税后利润中提取任意公积金。

After a company sets aside an amount for statutory reserve from its after-tax profits, it may, subject to a resolution of the shareholders' meeting, set aside an amount for discretionary reserve from its after-tax profits.

公司弥补亏损和提取公积金后

If any after-tax profits remain after losses are covered and

所余税后利润，有限责任公司按照
股东实缴的出资比例分配利润，全
体股东约定不按照出资比例分配利
润的除外；股份有限公司按照股东
所持有的股份比例分配利润，公司
章程另有规定的除外。

公司持有的本公司股份不得分
配利润。

reserves are set aside, the profits shall be distributed to
shareholders on a pro rata basis, reflecting the respective
proportion of capital contributed by each shareholder in the
case of a limited liability company, unless all shareholders agree
not to distribute the profits according to the proportion of
capital contribution; in the case of a joint stock limited company,
the profits shall be distributed on a pro rata basis, reflecting the
respective proportion of shares held by each shareholder, unless
otherwise stipulated in the company's articles of association.
No profit shall be distributed for shares held by the company
itself.

第二百一十一条 公司违反本
法规定向股东分配利润的，股东应
当将违反规定分配的利润退还公
司；给公司造成损失的，股东及负
有责任的董事、监事、高级管理人
员应当承担赔偿责任。

Article 211 In cases where a company distributes profits to any
shareholder in violation of this Law, the shareholder shall return
the distributed profits involved in the violation to the company;
if losses are caused thereby to the company, the shareholders,
as well as any directors, supervisors, and senior officers
responsible for the violation, shall be liable for compensation.

第二百一十二条 股东会作出
分配利润的决议的，董事会应当在
股东会决议作出之日起六个月内进
行分配。

Article 212 When the shareholders' meeting adopts a resolution
on the distribution of profits, the board of directors shall
distribute the profits within six months from the date of
adopting the resolution.

第二百一十三条 公司以超过
股票票面金额的发行价格发行股份
所得的溢价款、发行无面额股所得
股款未计入注册资本的金额以及国
务院财政部门规定列入资本公积金
的其他项目，应当列为公司资本公
积金。

Article 213 The premium received from the issuance of shares
by the company at a price exceeding the face value of the
stocks, the amount of capital obtained from the issuance of
non-par value shares that is not included in the registered
capital, and other items stipulated by the finance authority
under the State Council to be included in the capital reserve,
shall be included in the capital reserve.

第二百一十四条 公司的公积
金用于弥补公司的亏损、扩大公司
生产经营或者转为增加公司注册资
本。

Article 214 A company's reserves shall be used to cover its
losses, expand its production and business, or increase its
registered capital.

公积金弥补公司亏损，应当先
使用任意公积金和法定公积金；仍
不能弥补的，可以按照规定使用资
本。

discretionary reserve and statutory reserve balances shall first
be used to cover such losses; if there is still a shortfall, the
capital reserve may be used in accordance with regulations.

本公积金。
法定公积金转为增加注册资本时，所留存的该项公积金不得少于转增前公司注册资本的百分之二十五。

When converting statutory reserve into an increase in registered capital, the remaining balance of such reserve shall not be less than 25% of the company's registered capital before the conversion.

第二百一十五条 公司聘用、解聘承办公司审计业务的会计师事务所，按照公司章程的规定，由股东会、董事会或者监事会决定。

Article 215 The appointment or removal of an accounting firm by a company as its auditor shall be subject to a resolution of the shareholders' meeting, the board of directors, or the board of supervisors as stipulated in the company's articles of association.

公司股东会、董事会或者监事会就解聘会计师事务所进行表决时，应当允许会计师事务所陈述意见。

When the shareholders' meeting, the board of directors, or the board of supervisors vote on removing an accounting firm as its auditor, the accounting firm shall be allowed to state its opinions.

第二百一十六条 公司应当向聘用的会计师事务所提供真实、完整的会计凭证、会计账簿、财务会计报告及其他会计资料，不得拒绝、隐匿、谎报。

Article 216 A company shall provide truthful and complete accounting documents, accounting books, financial accounting reports, and other accounting information to its appointed accounting firm, and shall not refuse to do so or conceal or falsely state any such information.

第二百一十七条 公司除法定的会计账簿外，不得另立会计账簿。

Article 217 A company shall not have any separate accounting books outside the statutory accounting books.

对公司资金，不得以任何个人名义开立账户存储。

No company funds shall be held in an account under any individual's name.

第十一章 公司合并、分立、增资、减资

Chapter XI Corporate Merger, Division, and Increase and Decrease in Registered Capital

第二百一十八条 公司合并可以采取吸收合并或者新设合并。

Article 218 Corporate merger may take the form of merger by absorption or merger by consolidation.

一个公司吸收其他公司为吸收合并，被吸收的公司解散。两个以上公司合并设立一个新的公司为新设合并，合并各方解散。

In the case of merger by absorption, one company absorbs another company, and the company being absorbed is dissolved. In the case of merger by consolidation, two or more companies merge to become a new company, and the merging companies are dissolved.

第二百一十九条 公司与其持股百分之九十以上的公司合并，被

Article 219 When a company merges with another company in which it holds 90% or more of the shares, the company being

合并的公司不需经股东会决议，但应当通知其他股东，其他股东有权请求公司按照合理的价格收购其股权或者股份。

公司合并支付的价款不超过本公司净资产百分之十的，可以不经股东会决议；但是，公司章程另有规定的除外。

公司依照前两款规定合并不经股东会决议的，应当经董事会决议。

第二百二十条 公司合并，应当由合并各方签订合并协议，并编制资产负债表及财产清单。公司应当自作出合并决议之日起十日内通知债权人，并于三十日内在报纸上或者国家企业信用信息公示系统公告。债权人自接到通知之日起三十日内，未接到通知的自公告之日起四十五日内，可以要求公司清偿债务或者提供相应的担保。

第二百二十一条 公司合并时，合并各方的债权、债务，应当由合并后存续的公司或者新设的公司承继。

第二百二十二条 公司分立，其财产作相应的分割。

公司分立，应当编制资产负债表及财产清单。公司应当自作出分立决议之日起十日内通知债权人，并于三十日内在报纸上或者国家企业信用信息公示系统公告。

merged is not required to submit the merger to a resolution of the shareholders' meeting, but it shall notify the other shareholders, and the other shareholders shall have the right to request the company to repurchase their equity or shares at a reasonable price.

If the payment for a merger to be made by a company does not exceed 10% of its net assets, a resolution of the shareholders' meeting is not required for the merger, except as otherwise stipulated in the company's articles of association.

In cases where a merger is not subject to a resolution of the shareholders' meeting according to the preceding two paragraphs, it shall be subject to a resolution of the board of directors.

Article 220 The parties to a corporate merger shall enter into a merger agreement and prepare balance sheets and schedules of assets. Each merging company shall notify its creditors within 10 days of adopting the resolution on the merger, and make a public announcement through a newspaper or the National Enterprise Credit Information Publicity System within 30 days of adopting the resolution. Any creditor may, within 30 days of receiving such notice, or within 45 days of the public announcement if the creditor does not receive the notice, require the company to repay the owed debt in full or provide a corresponding guarantee.

Article 221 The claims and debts of the parties to a corporate merger shall be succeeded to by the company surviving the merger or by the new company established as a result of the merger.

Article 222 A company going through a division shall divide its assets accordingly.

A company going through a division shall prepare a balance sheet and a schedule of assets. The company shall notify its creditors within 10 days of adopting the resolution on the division, and make a public announcement through a newspaper or the National Enterprise Credit Information

Publicity System within 30 days of adopting the resolution.

第二百二十三条 公司分立前的债务由分立后的公司承担连带责任。但是，公司在分立前与债权人就债务清偿达成的书面协议另有约定的除外。

Article 223 The companies resulting from a corporate division shall be jointly and severally liable for the divided company's outstanding debts, unless otherwise specified in a written agreement on debt repayment between the company and its creditors concluded before the division.

第二百二十四条 公司减少注册资本，应当编制资产负债表及财产清单。

Article 224 A company decreasing its registered capital shall prepare a balance sheet and a schedule of assets.

公司应当自股东会作出减少注册资本决议之日起十日内通知债权人，并于三十日内在报纸上或者国家企业信用信息公示系统公告。债权人自接到通知之日起三十日内，未接到通知的自公告之日起四十五日内，有权要求公司清偿债务或者提供相应的担保。

The company shall notify its creditors within 10 days of adopting the resolution by the shareholders' meeting on the decrease in registered capital, and make a public announcement through a newspaper or the National Enterprise Credit Information Publicity System within 30 days of adopting the resolution. Any creditor may, within 30 days of receiving such notice, or within 45 days of the public announcement if the creditor does not receive the notice, require the company to repay the owed debt in full or provide a corresponding guarantee.

公司减少注册资本，应当按照股东出资或者持有股份的比例相应减少出资额或者股份，法律另有规定、有限责任公司全体股东另有约定或者股份有限公司章程另有规定的除外。

A company decreasing its registered capital shall decrease shareholders' contributions or shares on a pro rata basis, except as otherwise stipulated by law, agreed upon by all shareholders in the case of a limited liability company, or stipulated in the articles of association in the case of a joint stock limited company.

第二百二十五条 公司依照本法第二百一十四条第二款的规定弥补亏损后，仍有亏损的，可以减少注册资本弥补亏损。减少注册资本弥补亏损的，公司不得向股东分配，也不得免除股东缴纳出资或者股款的义务。

Article 225 After a company covers losses as provided in the second paragraph of Article 214 of this Law, if there are still losses, the company may decrease its registered capital to make up for the losses. In the case of decreasing the registered capital to make up for losses, the company shall not distribute profits to shareholders or exempt shareholders from the obligation to pay contributions or share capital.

依照前款规定减少注册资本的，不适用前条第二款的规定，但应当自股东会作出减少注册资本决议之日起三十日内在报纸上或者国

In the case of a decrease in registered capital pursuant to the preceding paragraph, the second paragraph of the preceding Article shall not apply, but a public announcement shall be made through a newspaper or the National Enterprise Credit

家企业信用信息公示系统公告。 Information Publicity System within 30 days of adopting the
公司依照前两款的规定减少注 resolution on the decrease in registered capital by the
册资本后，在法定公积金和任意公 shareholders' meeting.
积金累计额达到公司注册资本百分 After a company decreases its registered capital as provided in
之五十前，不得分配利润。 the preceding two paragraphs, profits shall not be distributed
until the aggregate amount of statutory reserve and
discretionary reserve reaches 50% of the company's registered
capital.

第二百二十六条 违反本法规 Article 226 In cases where a decrease in a company's registered
定减少注册资本的，股东应当退还 capital violates the provisions of this Law, shareholders shall
其收到的资金，减免股东出资的应 return the funds received, and any decrease in shareholders'
当恢复原状；给公司造成损失的， contributions shall be reinstated; if any losses are caused
股东及负有责任的董事、监事、高 thereby to the company, shareholders, as well as any directors,
级管理人员应当承担赔偿责任。 supervisors, and senior officers responsible for the violation,
shall be liable for compensation.

第二百二十七条 有限责任公 Article 227 When a limited liability company increases its
司增加注册资本时，股东在同等条 registered capital, shareholders shall have the preemptive right
件下有权优先按照实缴的出资比例 to subscribe for the increased capital under the same terms, in
认缴出资。但是，全体股东约定不 proportion to their respective current paid-in contributions,
按照出资比例优先认缴出资的除 unless all shareholders agree to waive the proportional
外。 allocation of the preemptive right for the increased capital.
股份有限公司为增加注册资本 When a joint stock limited company issues new shares to
发行新股时，股东不享有优先认购 increase its registered capital, shareholders do not have the
权，公司章程另有规定或者股东会 preemptive right to subscribe for the new shares, unless
决议决定股东享有优先认购权的除 otherwise stipulated in the company's articles of association or
外。 unless a resolution of the shareholders' meeting grants
shareholders such right.

第二百二十八条 有限责任公 Article 228 Provisions of this Law relating to the payment of
司增加注册资本时，股东认缴新增 capital contributions at the establishment of a limited liability
资本的出资，依照本法设立有限责 company shall apply to the subscription of increased capital by
任公司缴纳出资的有关规定执行。 shareholders when a limited liability company increases its
registered capital.

股份有限公司为增加注册资本 Provisions of this Law relating to the payment for shares at the
发行新股时，股东认购新股，依照 establishment of a joint stock limited company shall apply to the
本法设立股份有限公司缴纳股款的 subscription of new shares by shareholders when a joint stock
有关规定执行。

limited company issues new shares to increases its registered capital.

第十二章 公司解散和清算

Chapter XII Company Dissolution and Liquidation

第二百二十九条 公司因下列原因解散：

Article 229 A company may be dissolved if:

(一) 公司章程规定的营业期限届满或者公司章程规定的其他解散事由出现；

(1) The term prescribed in its articles of association for its operation expires or any other cause for dissolution as stipulated in its articles of association arises;

(二) 股东会决议解散；

(2) The shareholders' meeting resolves to dissolve the company;

(三) 因公司合并或者分立需要解散；

(3) Dissolution of the company is necessary due to a merger or division of the company;

(四) 依法被吊销营业执照、责令关闭或者被撤销；

(4) Its business license is revoked or it is ordered to shut down or dissolve in accordance with the law; or

(五) 人民法院依照本法第二百三十一条的规定予以解散。

(5) The people's court makes an order for dissolution of the company as provided in Article 231 of this Law.

公司出现前款规定的解散事由，应当在十日内将解散事由通过国家企业信用信息公示系统予以公示。

If any of the causes for dissolution outlined in the preceding paragraph arises, the company shall disclose the cause for dissolution within 10 days through the National Enterprise Credit Information Publicity System.

第二百三十条 公司有前条第一款第一项、第二项情形，且尚未向股东分配财产的，可以通过修改公司章程或者经股东会决议而存续。

Article 230 In cases where a company falls under the circumstances specified in subparagraph (1) or (2) of the first paragraph of the preceding Article and has not yet distributed its assets to shareholders, it may continue its existence by amending its articles of association or by resolution of the shareholders' meeting.

依照前款规定修改公司章程或者经股东会决议，有限责任公司须经持有三分之二以上表决权的股东通过，股份有限公司须经出席股东会会议的股东所持表决权的三分之二以上通过。

An amendment to the company's articles of association or a resolution of the shareholders' meeting, as provided in the preceding paragraph, must be passed by shareholders representing two-thirds or more of the voting rights in the case of a limited liability company, or by shareholders present at the meeting representing two-thirds or more of the voting rights.

第二百三十一条 公司经营发生严重困难，继续存续会使股东利益受到重大损失，通过其他途径不能解决的，持有公司百分之十

Article 231 In cases where a company encounters serious business or management difficulties that would result in material losses to the interests of shareholders if the company continues to exist, and the situation cannot be resolved by any

以上表决权的股东，可以请求人民法院解散公司。

other means, shareholders representing 10% or more of the voting rights may request the people's court to dissolve the company.

第二百三十二条 公司因本法第二百二十九条第一款第一项、第二项、第四项、第五项规定而解散的，应当清算。董事为公司清算义务人，应当在解散事由出现之日起十五日内组成清算组进行清算。

Article 232 If a company is dissolved pursuant to subparagraph (1), (2), (4), or (5) of the first paragraph of Article 229 of this Law, it shall undergo liquidation. Directors shall act as the liquidators and form a liquidation group within 15 days from the date when the cause for dissolution arises.

清算组由董事组成，但是公司章程另有规定或者股东会决议另选他人的除外。

The liquidation team shall be composed of directors, unless otherwise stipulated in the company's articles of association or appointed by a resolution of the shareholders' meeting.

清算义务人未及时履行清算义务，给公司或者债权人造成损失的，应当承担赔偿责任。

If the liquidators fail to fulfill their liquidation obligations in a timely manner, resulting in losses to the company or its creditors, they shall be liable for compensation.

第二百三十三条 公司依照前条第一款的规定应当清算，逾期不成立清算组进行清算或者成立清算组后不清算的，利害关系人可以申请人民法院指定有关人员组成清算组进行清算。人民法院应当受理该申请，并及时组织清算组进行清算。

Article 233 If a company required to undergo liquidation according to the preceding Article fails to form a liquidation group within the prescribed period or fails to proceed with liquidation after forming a liquidation group, any stakeholders may apply to the people's court to designate relevant individuals to form a liquidation group for the liquidation. The people's court shall accept the application and promptly organize a liquidation group to conduct the liquidation.

公司因本法第二百二十九条第一款第四项的规定而解散的，作出吊销营业执照、责令关闭或者撤销决定的部门或者公司登记机关，可以申请人民法院指定有关人员组成清算组进行清算。

If a company is dissolved pursuant to subparagraph (4) of the first paragraph of Article 229 of this Law, the authority or company registration authority making the decision on the revocation of the business license or ordering the shutdown or dissolution may apply to the people's court to designate relevant individuals to form a liquidation group for the company's liquidation.

第二百三十四条 清算组在清算期间行使下列职权：

Article 234 The liquidation group shall exercise the following functions and powers during the liquidation:

(一) 清理公司财产，分别编制资产负债表和财产清单；

(1) Liquidate the company's assets and produce a balance sheet and a schedule of assets;

(二) 通知、公告债权人；

(2) Notify the company's creditors by way of notice or public

(三) 处理与清算有关的公司未了结的业务;	announcement; (3) Manage and clear the remaining business of the company;
(四) 清缴所欠税款以及清算过程中产生的税款;	(4) Settle the company's outstanding taxes and any tax liabilities incurred in the course of the liquidation;
(五) 清理债权、债务;	(5) Settle the company's accounts payable and recover its accounts receivable;
(六) 分配公司清偿债务后的剩余财产;	(6) Dispose of the company's residual assets; and
(七) 代表公司参与民事诉讼活动。	(7) Represent the company in any civil litigation to which it is a party.

第二百三十五条 清算组应当自成立之日起十日内通知债权人,并于六十日内在报纸上或者国家企业信用信息公示系统公告。债权人应当自接到通知之日起三十日内,未接到通知的自公告之日起四十五日内,向清算组申报其债权。

债权人申报债权,应当说明债权的有关事项,并提供证明材料。清算组应当对债权进行登记。

在申报债权期间,清算组不得对债权人进行清偿。

Article 235 The liquidation group shall notify the company's creditors within 10 days of its formation, and make a public announcement through a newspaper or the National Enterprise Credit Information Publicity System within 60 days of its formation. Any creditor shall, within 30 days of receiving the notice, or within 45 days of the public announcement in the event that the creditor does not receive the notice, submit their debt claim to the liquidation group.

When submitting a debt claim, a creditor shall provide relevant details and supporting evidence. The liquidation group shall record all debts claimed.

The liquidation group shall not repay any creditor during the debt claim period.

第二百三十六条 清算组在清理公司财产、编制资产负债表和财产清单后,应当制订清算方案,并报股东会或者人民法院确认。

公司财产在分别支付清算费用、职工的工资、社会保险费用和法定补偿金,缴纳所欠税款,清偿公司债务后的剩余财产,有限责任公司按照股东的出资比例分配,股份有限公司按照股东持有的股份比例分配。

清算期间,公司存续,但不得开展与清算无关的经营活动。公司

Article 236 The liquidation group shall, after liquidating the assets of the company and producing a balance sheet and a schedule of assets, formulate a liquidation plan and present it to the shareholders' meeting or to the people's court for confirmation.

Any remaining assets after payment of liquidation expenses, employee wages, social security contributions, statutory severance payments, outstanding taxes, and outstanding debts shall be distributed to shareholders on a pro rata basis, reflecting the respective proportion of capital contributed by each shareholder in the case of a limited liability company, or the respective proportion of shares held by each shareholder in the case of a joint stock limited company.

财产在未依照前款规定清偿前，不得分配给股东。

A company in liquidation shall continue to exist during the liquidation but shall not engage in any business activity unrelated to the liquidation. No company assets may be distributed to any shareholder before being used as described in the preceding paragraph.

第二百三十七条 清算组在清理公司财产、编制资产负债表和财产清单后，发现公司财产不足清偿债务的，应当依法向人民法院申请破产清算。

Article 237 If, after liquidating the assets of the company and formulating a balance sheet and a schedule of assets, the liquidation group discovers that the company's assets are insufficient to fully cover its debts, it shall file a bankruptcy application with the people's court.

人民法院受理破产申请后，清算组应当将清算事务移交给人民法院指定的破产管理人。

After the people's court accepts the bankruptcy application, the liquidation group shall hand over liquidation affairs to the administrator designated by the people's court.

第二百三十八条 清算组成员履行清算职责，负有忠实义务和勤勉义务。

清算组成员怠于履行清算职责，给公司造成损失的，应当承担赔偿责任；因故意或者重大过失给债权人造成损失的，应当承担赔偿责任。

Article 238 Members of the liquidation group shall fulfill liquidation responsibilities with a duty of loyalty and diligence. Any member of the liquidation group who neglects their liquidation responsibilities and causes losses to the company shall be liable for compensation; if losses are caused to any creditor due to intent or gross negligence, such member shall be liable for compensation.

第二百三十九条 公司清算结束后，清算组应当制作清算报告，报股东会或者人民法院确认，并报送公司登记机关，申请注销公司登记。

Article 239 Upon completing the liquidation of the company, the liquidation group shall prepare a liquidation report and submit it to the shareholders' meeting or the people's court for confirmation, as well as to the company registration authority to apply for deregistration of the company.

第二百四十条 公司在存续期间未产生债务，或者已清偿全部债务的，经全体股东承诺，可以按照规定通过简易程序注销公司登记。

Article 240 If a company incurs no debts during its existence or has settled all its debts, as assured by an unanimous commitment of the shareholders, the company may be deregistered through the summary procedure as provided.

通过简易程序注销公司登记，应当通过国家企业信用信息公示系统予以公告，公告期限不少于二十日。公告期限届满后，未有异议的，公司可以在二十日内向公司登

The deregistration of a company through the summary procedure shall be announced through the National Enterprise Credit Information Publicity System, with an announcement period of no less than 20 days. Upon the expiration of the announcement period without objection, the company may

登记机关申请注销公司登记。 apply for deregistration to the company registration authority within 20 days.

公司通过简易程序注销公司登记, 股东对本条第一款规定的内容承诺不实的, 应当对注销登记前的债务承担连带责任。 In the event of the deregistration of a company through the summary procedure, if shareholders provide a false commitment regarding the content specified in the first paragraph of this Article, they shall bear joint and several liability for the debts outstanding before the deregistration.

第二百四十一条 公司被吊销营业执照、责令关闭或者被撤销, 满三年未向公司登记机关申请注销公司登记的, 公司登记机关可以通过国家企业信用信息公示系统予以公告, 公告期限不少于六十日。公告期限届满后, 未有异议的, 公司登记机关可以注销公司登记。 Article 241 In cases where a company has its business license revoked, or is ordered to shut down or dissolve and fails to apply for deregistration with the company registration authority within a period of three years, the company registration authority may announce the case through the National Enterprise Credit Information Publicity System, with an announcement period of no less than 60 days. Upon the expiration of the announcement period without objection, the company registration authority may deregister the company.

依照前款规定注销公司登记的, 原公司股东、清算义务人的责任不受影响。 The deregistration of a company pursuant to the preceding paragraph does not affect the obligations of the company's original shareholders and liquidators.

第二百四十二条 公司被依法宣告破产的, 依照有关企业破产的法律实施破产清算。 Article 242 Any company declared bankrupt in accordance with the law shall be liquidated in bankruptcy in accordance with the laws pertaining to corporate bankruptcy.

第十三章 外国公司的分支机构 Chapter XIII Branches of Foreign Companies

第二百四十三条 本法所称外国公司, 是指依照外国法律在中华人民共和国境外设立的公司。 Article 243 For the purposes of this Law, the term "foreign company" refers to a company established outside the territory of the People's Republic of China under any foreign law.

第二百四十四条 外国公司在中华人民共和国境内设立分支机构, 应当向中国主管机关提出申请, 并提交其公司章程、所属国的公司登记证书等有关文件, 经批准后, 向公司登记机关依法办理登记, 领取营业执照。 Article 244 Any foreign company that intends to establish a branch within the territory of the People's Republic of China shall submit an application to the competent Chinese authority, along with its articles of association, certificate of incorporation issued in its country of domicile, and other supporting documentation, and upon obtaining approval, shall fulfill relevant registration procedures with the company registration authority in accordance with the law, and obtain a business

外国公司分支机构的审批办法

由国务院另行规定。

license.

The measures for the approval of branches of foreign companies shall be separately provided by the State Council.

第二百四十五条 外国公司在中华人民共和国境内设立分支机构，应当在中华人民共和国境内指定负责该分支机构的代表人或者代理人，并向该分支机构拨付与其所从事的经营活动相适应的资金。

Article 245 When a foreign company establishes a branch within the territory of the People's Republic of China, it shall designate a representative or agent within the territory of the People's Republic of China to take charge of the branch, and allocate funds to the branch commensurate with the business activities it engages in.

对外国公司分支机构的经营资金需要规定最低限额的，由国务院另行规定。

Where a minimum amount of operating funds is required for branches of foreign companies, it shall be separately provided by the State Council.

第二百四十六条 外国公司的分支机构应当在其名称中标明该外国公司的国籍及责任形式。

Article 246 The name of any branch of a foreign company shall indicate its country of domicile and its form of liability structure.

外国公司的分支机构应当在本机构中置备该外国公司章程。

Any branch of a foreign company shall make its articles of association available at its premises.

第二百四十七条 外国公司在中华人民共和国境内设立的分支机构不具有中国法人资格。

Article 247 Branches of foreign companies established within the territory of the People's Republic of China do not have Chinese legal-person status.

外国公司对其分支机构在中华人民共和国境内进行经营活动承担民事责任。

Foreign companies shall bear civil liability for the business activities conducted by their branches within the territory of the People's Republic of China.

第二百四十八条 经批准设立的外国公司分支机构，在中华人民共和国境内从事业务活动，应当遵守中国的法律，不得损害中国的社会公共利益，其合法权益受中国法律保护。

Article 248 In engaging in business activities within the territory of the People's Republic of China, branches of foreign companies approved to be established shall abide by Chinese laws and must not harm Chinese social or public interests, and their lawful rights and interests shall be protected by Chinese laws.

第二百四十九条 外国公司撤销其在中华人民共和国境内的分支机构时，应当依法清偿债务，依照本法有关公司清算程序的规定进行清算。未清偿债务之前，不得将其分支机构的财产转移至中华人民共

Article 249 When a foreign company closes any branch within the territory of the People's Republic of China, it shall fully settle the debts of the branch in accordance with the law and liquidate it in accordance with the provisions of this Law relating to the procedure for the liquidation of companies. No assets of the branch may be transferred out of the territory of the People's

和国境外。	Republic of China before its debts are fully settled.
第十四章 法律责任	Chapter XIV Legal Liability
<p>第二百五十条 违反本法规定，虚报注册资本、提交虚假材料或者采取其他欺诈手段隐瞒重要事实取得公司登记的，由公司登记机关责令改正，对虚报注册资本的公司，处以虚报注册资本金额百分之五以上百分之十五以下的罚款；对提交虚假材料或者采取其他欺诈手段隐瞒重要事实的公司，处以五万元以上二百万元以下的罚款；情节严重的，吊销营业执照；对直接负责的主管人员和其他直接责任人员处以三万元以上三十万元以下的罚款。</p>	<p>Article 250 In cases where the registration of a company is obtained in violation of this Law by falsely stating the registered capital, submitting false documentation, or using any other fraudulent means to conceal important facts, the company registration authority shall order corrections, and for falsely stating the registered capital, impose a fine between 5% and 15% of the falsely stated amount on the company; or for submitting false documentation or using any other fraudulent means to conceal important facts, impose a fine between CNY50,000 and CNY2,000,000 on the company; if the circumstances are serious, the business license of the company shall be revoked; and a fine between CNY30,000 and CNY300,000 shall be imposed on any person directly in charge and other persons directly liable.</p>
<p>第二百五十一条 公司未依照本法第四十条规定公示有关信息或者不如实公示有关信息的，由公司登记机关责令改正，可以处以一万元以上五万元以下的罚款。情节严重的，处以五万元以上二十万元以下的罚款；对直接负责的主管人员和其他直接责任人员处以一万元以上十万元以下的罚款。</p>	<p>Article 251 In cases where a company fails to disclose or fails to truthfully disclose relevant information in accordance with Article 40 of this Law, the company registration authority shall order corrections, and may impose a fine between CNY10,000 and CNY50,000 on the company. If the circumstances are serious, a fine between CNY50,000 and CNY200,000 shall be imposed on the company; and a fine between CNY10,000 to CNY100,000 shall be imposed on any person directly in charge and other persons directly liable.</p>
<p>第二百五十二条 公司的发起人、股东虚假出资，未交付或者未按期交付作为出资的货币或者非货币财产的，由公司登记机关责令改正，可以处以五万元以上二十万元以下的罚款；情节严重的，处以虚假出资或者未出资金额百分之五以上百分之十五以下的罚款；对直接负责的主管人员和其他直接责任人员处以一万元以上十万元以下的罚款。</p>	<p>Article 252 In cases where any promoter or shareholder of a company makes false contributions, or fails to deliver or deliver on time the monetary or non-monetary assets to be contributed, the company registration authority shall order corrections and may impose a fine between CNY50,000 and CNY200,000 on that person; if the circumstances are serious, a fine between 5% and 15% of the falsely stated or undelivered contribution amount shall be imposed on that person; and a fine between CNY10,000 and CNY100,000 shall be imposed on any person directly in charge and other persons directly liable.</p>

款。

第二百五十三条 公司的发起人、股东在公司成立后，抽逃其出资的，由公司登记机关责令改正，处以所抽逃出资金额百分之五以上百分之十五以下的罚款；对直接负责的主管人员和其他直接责任人员处以三万元以上三十万元以下的罚款。

Article 253 In cases where any promoter or shareholder of a company withdraws their capital contribution after the establishment of the company, the company registration authority shall order corrections and impose a fine between 5% and 15% of the withdrawn contribution amount on that person; and a fine between CNY30,000 and CNY300,000 shall be imposed on any person directly in charge and other persons directly liable.

第二百五十四条 有下列情形之一的，由县级以上人民政府财政部门依照《中华人民共和国会计法》等法律、行政法规的规定处罚：

Article 254 If any the following acts occurs, financial authorities under the people's governments at or above the county level shall, in accordance with the Accounting Law of the People's Republic of China and other laws and administrative regulations, impose penalties:

(一) 在法定的会计账簿以外另立会计账簿；

(1) Having any separate accounting books outside the statutory accounting books; or

(二) 提供存在虚假记载或者隐瞒重要事实的财务会计报告。

(2) Providing any financial accounting report with any false records or important facts concealed.

第二百五十五条 公司在合并、分立、减少注册资本或者进行清算时，不依照本法规定通知或者公告债权人的，由公司登记机关责令改正，对公司处以一万元以上十万元以下的罚款。

Article 255 Any company that fails to notify its creditors by way of notice or public announcement of a merger, division, decrease in registered capital or liquidation of the company, as required by this Law, shall be ordered to make corrections and fined between CNY10,000 and CNY100,000 by the company registration authority.

第二百五十六条 公司在进行清算时，隐匿财产，对资产负债表或者财产清单作虚假记载，或者在未清偿债务前分配公司财产的，由公司登记机关责令改正，对公司处以隐匿财产或者未清偿债务前分配公司财产金额百分之五以上百分之十以下的罚款；对直接负责的主管人员和其他直接责任人员处以一万元以上十万元以下的罚款。

Article 256 In cases where a company, during its liquidation, conceals any of its assets or makes any false entries in its balance sheet or schedule of assets, or distributes any of its assets before fully settling its outstanding debts, the company registration authority shall order corrections and impose on it a fine between 5% and 10% of the value of the concealed assets or assets distributed before full settlement of debts; a fine between CNY10,000 and CNY100,000 shall be imposed on any person directly in charge and other persons directly liable.

第二百五十七条 承担资产评估

Article 257 Any institution undertaking asset appraisal, capital

估、验资或者验证的机构提供虚假材料或者提供有重大遗漏的报告，由有关部门依照《中华人民共和国资产评估法》、《中华人民共和国注册会计师法》等法律、行政法规的规定处罚。

Any institution undertaking asset appraisal, capital verification, or certification that provides false materials or submits any report with material omissions shall be subjected to penalties by the relevant authority in accordance with laws and administrative regulations, including the Asset Appraisal Law of the People's Republic of China and the Law of the People's Republic of China on Certified Public Accountants.

Any institution undertaking asset appraisal, capital verification, or certification that issues any untrue appraisal results or certificates of capital verification or certification, and results in losses to any creditor of a company, shall be liable for compensation within the amount of the discrepancy, unless it can prove no fault on its part.

第二百五十八条 公司登记机关违反法律、行政法规规定未履行职责或者履行职责不当的，对负有责任的领导人员和直接责任人员依法给予政务处分。

Article 258 If the company registration authority violates any laws or administrative regulations by failing to perform its duties or failing to perform its duties properly, governmental sanctions shall be imposed in accordance with the law on any leader directly in charge and other persons directly liable.

第二百五十九条 未依法登记为有限责任公司或者股份有限公司，而冒用有限责任公司或者股份有限公司名义的，或者未依法登记为有限责任公司或者股份有限公司的分公司，而冒用有限责任公司或者股份有限公司的分公司名义的，由公司登记机关责令改正或者予以取缔，可以并处十万元以下的罚款。

Article 259 In cases where business is conducted in the name of a limited liability company or joint stock limited company without registering the relevant entity as such in accordance with the law, or conducted in the name of a branch of a limited liability company or joint stock limited company without registering the relevant entity as such in accordance with the law, the company registration authority shall order corrections or ban the entity, and may concurrently impose a fine of up to CNY100,000.

第二百六十条 公司成立后无正当理由超过六个月未开业的，或者开业后自行停业连续六个月以上的，公司登记机关可以吊销营业执照，但公司依法办理歇业的除外。

Article 260 In cases where any company, without justifiable reason, fails to commence business within six months of establishment or suspends its business of its own volition for six consecutive months or more after commencing business, the company registration authority may revoke its business license, except where the company has fulfilled the procedure for business closure in accordance with the law.

公司登记事项发生变更时，未依照本法规定办理有关变更登记的，由公司登记机关责令限期登

Any company that fails to complete the relevant alteration

记；逾期不登记的，处以一万元以上十万元以下的罚款。

registration in accordance with this Law for any changes in its registered particulars shall be ordered by the company registration authority to fulfill the procedure within a specific period; if it fails to do so within such period, it shall be fined between CNY10,000 and CNY100,000.

第二百六十一条 外国公司违反本法规定，擅自在中华人民共和国境内设立分支机构的，由公司登记机关责令改正或者关闭，可以并处五万元以上二十万元以下的罚款。

Article 261 Any foreign company that violates this Law by establishing a branch within the territory of the People's Republic of China without permission shall be ordered by the company registration authority to make corrections or to shut down the branch, and may be concurrently fined between CNY50,000 and CNY200,000.

第二百六十二条 利用公司名义从事危害国家安全、社会公共利益的严重违法行为的，吊销营业执照。

Article 262 For any serious illegal activity engaged in the name of a company that endangers national security or social or public interests, the business license of that company shall be revoked.

第二百六十三条 公司违反本法规定，应当承担民事赔偿责任和缴纳罚款、罚金的，其财产不足以支付时，先承担民事赔偿责任。

Article 263 Companies that are liable for civil compensation and any fines or financial penalties due to any violations of this Law, shall first assume their civil compensation liability if their assets are insufficient to cover all the liabilities.

第二百六十四条 违反本法规定，构成犯罪的，依法追究刑事责任。

Article 264 Anyone who violates this Law and constitutes a criminal offense shall be held criminally liable in accordance with the law.

第十五章 附 则 Chapter XV Supplementary Provisions

第二百六十五条 本法下列用语的含义：

Article 265 For the purposes of the Law, the terms below shall have the following definitions:

(一) 高级管理人员，是指公司的经理、副经理、财务负责人，上市公司董事会秘书和公司章程规定的其他人员。

(1) "Senior officer" refers to the company manager, deputy company manager, head of finance, secretary to the board of directors of a listed company, or any other individual as specified in the articles of association.

(二) 控股股东，是指其出资额占有限责任公司资本总额超过百分之五十或者其持有的股份占股份有限公司股本总额超过百分之五十的股东；出资额或者持有股份的比例虽然低于百分之五十，但依其出

(2) "Controlling shareholder" refers to a shareholder whose capital contribution accounts for 50% or more of the total capital in the case of a limited liability company, or a shareholder whose shares account for more than 50% of the total share capital in the case of a joint stock limited company, or a shareholder whose capital contribution or share proportion

资额或者持有的股份所享有的表决权已足以对股东会的决议产生重大影响的股东。

(三) 实际控制人，是指通过投资关系、协议或者其他安排，能够实际支配公司行为的人。

(四) 关联关系，是指公司控股股东、实际控制人、董事、监事、高级管理人员与其直接或者间接控制的企业之间的关系，以及可能导致公司利益转移的其他关系。但是，国家控股的企业之间不仅因同受国家控股而具有关联关系。

is less than 50% of the total capital or share capital but whose voting rights corresponding to such capital contribution or share proportion are sufficient to exert a material influence on resolutions of the shareholders' meeting.

(3) "Actual controller" refers to any person who can exert actual control over the company through any investment relationships, agreements, or other arrangements.

(4) "Related-party relationship" refers to any relationship between a controlling shareholder, actual controller, director, supervisor, or senior officer of a company and an enterprise directly or indirectly controlled by that person, as well as any other relationship that may result in the transfer of any interest in the company. However, state-controlled enterprises do not have a related-party relationship between them solely due to being controlled by the state.

第二百六十六条 本法自2024年7月1日起施行。

本法施行前已登记设立的公司，出资期限超过本法规定的期限的，除法律、行政法规或者国务院另有规定外，应当逐步调整至本法规定的期限以内；对于出资期限、出资额明显异常的，公司登记机关可以依法要求其及时调整。具体实施办法由国务院规定。

Article 266 This Law shall come into force on July 1, 2024. For companies already registered for establishment before this Law enters into force, if their capital contribution period exceeds the period stipulated in this Law, they shall gradually adjust to the period specified in this Law, unless otherwise provided by any laws, administrative regulations, or the State Council; in cases where the contribution period or amounts are significantly abnormal, the company registration authority may, in accordance with the law, require timely adjustments. The specific implementation measures shall be provided by the State Council.

境内企业境外发行证券和上市管理试行办法
Offering and Listing by Domestic Companies

发文日期: 2023-02-17	Promulgation date: 2023-02-17
地域: 全国	Effective region: NATIONAL
颁布机关: 中国证券监督管理委员会	Promulgator: China Securities Regulatory Commission
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境内企业境外发行证券和上市管理试行办法	Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies
中国证券监督管理委员会公告〔2023〕43号	Announcement of the China Securities Regulatory Commission [2023] No. 43
2023年2月17日	17 February 2023

经国务院批准，现公布《境内企业境外发行证券和上市管理试行办法》，自2023年3月31日起施行。

Upon approval by the State Council, the China Securities Regulatory Commission hereby releases the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, which will come into effect on 31 March 2023.

附件1：境内企业境外发行证券和上市管理试行办法

Appendix I: Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies

第一章 总则

Chapter I General Provisions

第一条 为规范中华人民共和国境内企业直接或者间接到境外发行证券或者将其证券在境外上市交易（以下简称境外发行上市）相关活动，促进境内企业依法合规利用境外资本市场实现规范健康发展，

Article 1 This Measures is formulated to regulate overseas securities offering and listing activities by domestic companies, either in direct or indirect form (hereinafter collectively referred to as overseas offering and listing), and promote lawful use of overseas capital markets by domestic companies to achieve regulated and sound development, in accordance with statutes

根据《中华人民共和国证券法》等法律，制定本办法。 including the Securities Law of the People's Republic of China.

第二条 境内企业直接境外发行上市，是指在境内登记设立的股份有限公司境外发行上市。

Article 2 Direct overseas offering and listing by domestic companies refers to such overseas offering and listing by a joint-stock company incorporated domestically.

境内企业间接境外发行上市，是指主要经营活动在境内的企业，以在境外注册的企业的名义，基于境内企业的股权、资产、收益或其他类似权益境外发行上市。

Indirect overseas offering and listing by domestic companies refers to such overseas offering and listing by a company in the name of an overseas incorporated entity, whereas the company's major business operations are located domestically and such offering and listing is based on the underlying equity, assets, earnings or other similar rights of a domestic company.

本办法所称证券，是指境内企业直接或者间接在境外发行上市的股票、存托凭证、可转换为股票的公司债券或者其他具有股权性质的证券。

For the purpose of this Measures, securities refer to equity shares, depository receipts, corporate bonds convertible to equity shares, and other equity securities that are offered and listed overseas, either directly or indirectly, by domestic companies.

第三条 境内企业境外发行上市活动，应当遵守外商投资、国有资产管理、行业监管、境外投资等法律、行政法规和国家有关规定，不得扰乱境内市场秩序，不得损害国家利益、社会公共利益和境内投资者合法权益。

Article 3 Overseas offering and listing by domestic companies shall abide by laws, administrative regulations and relevant state rules concerning foreign investment in China, state-owned asset administration, industry regulation and outbound investment. Such overseas offering and listing shall not disrupt domestic market order, harm state or public interest or undermine the lawful rights and interests of domestic investors.

第四条 境内企业境外发行上市活动的监督管理，应当贯彻党和国家路线方针政策、决策部署，统筹发展和安全。

Article 4 Overseas offering and listing by domestic companies shall be supervised and regulated in accordance with the lines, principles, policies, decisions and plans of the Party and the state, ensuring both development and security.

中国证券监督管理委员会（以下简称中国证监会）依法对境内企业境外发行上市活动实施监督管理。中国证监会、国务院有关主管部门依法在各自职责范围内，对境外发行上市的境内企业以及在境内为其提供相应服务的证券公司、证券服务机构实施监督管理。

China Securities Regulatory Commission (the "CSRC") shall exercise supervision and regulation over the overseas offering and listing activities by domestic companies according to law. The CSRC and competent authorities under the State Council shall, to the extent of their respective mandate and according to law, exercise supervision and regulation over domestic companies that offer and list securities in overseas markets, and securities companies and securities service providers that

中国证监会会同国务院有关主管
部门建立境内企业境外发行上市
监督管理协调机制，加强政策规则
衔接、监督管理协调和信息共享。

provide domestic services to such activities.
The CSRC shall set up a supervisory and regulatory coordination mechanism with competent authorities under the State Council, with a view to strengthening policy cohesiveness, regulatory coordination and cross-agency information sharing.

第五条 中国证监会、国务院
有关主管部门按照对等互惠原则，
加强与境外证券监督管理机构、有
关主管部门的监督管理合作，实施
跨境监督管理。

Article 5 The CSRC and competent authorities under the State Council will, under the principle of reciprocity, step up supervisory and regulatory cooperation with overseas securities regulatory agencies and competent authorities to implement cross-border supervision and regulation.

第二章 境外发行上市

Chapter II Overseas Offering and Listing

第六条 境外发行上市的境内
企业应当依照《中华人民共和国公
司法》《中华人民共和国会计法》
等法律、行政法规和国家有关规定
制定章程，完善内部控制制度，规
范公司治理和财务、会计行为。

Article 6 A domestic company that seeks to offer and list securities in overseas markets shall abide by applicable laws, including the Company Law of the People's Republic of China and the Accounting Law of the People's Republic of China, administrative regulations and relevant state rules, and formulate articles of association, improve internal control system, enhance corporate governance, and promote compliance in corporate finance and accounting practices.

第七条 境外发行上市的境内
企业应当遵守国家保密法律制度，
采取必要措施落实保密责任，不得
泄露国家秘密和国家机关工作秘
密。

Article 7 A domestic company that seeks to offer and list securities in overseas markets shall abide by national secrecy laws and relevant provisions and take necessary measures to fulfill confidentiality obligations. Divulgence of state secrets or working secrets of government agencies is strictly prohibited.

境内企业境外发行上市涉及向
境外提供个人信息和重要数据等
的，应当符合法律、行政法规和国
家有关规定。

Provision of personal information, important data and etc. to overseas parties in relation to overseas offering and listing of domestic companies shall be in compliance with applicable laws, administrative regulations and relevant state rules.

第八条 存在下列情形之一
的，不得境外发行上市：

Article 8 No overseas offering and listing shall be made under any of the following circumstances:

- (一) 法律、行政法规或者国
家有关规定明确禁止上市融资的；
 - (二) 经国务院有关主管部门
依法审查认定，境外发行上市可能
危害国家安全的；
- (1) where such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules;
- (2) where the intended securities offering and listing may endanger national security as reviewed and determined by

(三) 境内企业或者其控股股东、实际控制人最近 3 年内存在贪污、贿赂、侵占财产、挪用财产或者破坏社会主义市场经济秩序的刑事犯罪的;

(四) 境内企业因涉嫌犯罪或者重大违法违规行为正在被依法立案调查, 尚未有明确结论意见的;

(五) 控股股东或者受控股股东、实际控制人支配的股东持有的股权存在重大权属纠纷的。

competent authorities under the State Council in accordance with law;

(3) where the domestic company intending to make the securities offering and listing, or its controlling shareholders and the actual controller, have committed crimes such as corruption,

bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years;

(4) where the domestic company intending to make the securities offering and listing is suspected of committing crimes or major violations of laws and regulations, and is under investigation according to law, and no conclusion has yet been made thereof;

(5) where there are material ownership disputes over equity held by the domestic company's controlling shareholder or by other shareholders that are controlled by the controlling shareholder and/or actual controller.

第九条 境内企业境外发行上市活动, 应当严格遵守外商投资、网络安全、数据安全等国家安全法律、行政法规和有关规定, 切实履行维护国家安全的义务。涉及安全审查的, 应当在向境外证券监督管理机构、交易场所等提交发行上市申请前依法履行相关安全审查程序。

境外发行上市的境内企业应当根据国务院有关主管部门要求, 采取及时整改、作出承诺、剥离业务资产等措施, 消除或者避免境外发行上市对国家安全的影响。

Article 9 Overseas offering and listing by domestic companies shall be made in strict compliance with relevant laws, administrative regulations and rules concerning national security in spheres of foreign investment, cybersecurity, data security and etc., and duly fulfill their obligations to protect national security. If the intended overseas offering and listing necessitates a national security review, relevant security review procedures shall be completed according to law before the application for such offering and listing is submitted to any overseas parties such as securities regulatory agencies and trading venues.

A domestic company that seeks to offer and list securities in overseas markets shall, as per requirement by competent authorities under the State Council, take such measures as timely rectification, commitment and divestiture of relevant business and assets, to eliminate or avert any impact on national security resulting from such overseas offering and listing.

第十条 境内企业境外发行上 Article 10 Target investors of overseas offering and listing by

市的发行对象应当为境外投资者，但符合本条第二款规定或者国家另有规定的除外。直接境外发行上市的境内企业实施股权激励或者发行证券购买资产的，可以向符合中国证监会规定的境内特定对象发行证券。

domestic companies shall be overseas investors, unless prescribed in the following paragraph or otherwise stipulated by the state. A domestic company that seeks to offer and list securities in overseas markets for the purpose of implementing equity incentive plans or financing asset acquisitions may offer securities to eligible domestic investors that meet the standards prescribed by the CSRC.

境内国有企业依照前款规定向境内特定对象发行证券的，应当同时符合国有资产管理的相关规定。

A domestic state-owned company that seeks to offer securities to eligible domestic investors as prescribed in the preceding paragraphs shall also comply with relevant regulations of state-owned assets administration.

第十一条 境内企业境外发行上市的，可以以外币或者人民币募集资金、进行分红派息。

Article 11 A company that offers and lists securities on overseas markets may raise funds and pay dividends in a foreign currency or the Chinese Yuan (RMB).

境内企业境外发行证券所募资金的用途和投向，应当符合法律、行政法规和国家有关规定。

"Proceeds from the company's overseas securities offering shall be used and invested for purposes in compliance with laws, administrative regulations and relevant state rules.

境内企业境外发行上市相关资金的汇兑及跨境流动，应当符合国家跨境投融资、外汇管理和跨境人民币管理等规定。

Currency conversion and cross-border remittance of funds in relation to overseas offering and listing by domestic companies shall comply with state regulations concerning cross-border investment and financing, foreign exchange administration, and cross-border RMB administration.

第十二条 从事境内企业境外发行上市业务的证券公司、证券服务机构和人员，应当遵守法律、行政法规和国家有关规定，遵循行业公认的业务标准和道德规范，严格履行法定职责，保证所制作、出具文件的真实性、准确性和完整性，不得对国家法律政策、营商环境、司法状况等进行歪曲、贬损的方式在所制作、出具的文件中发表意见。

Article 12 Securities companies, securities service providers and practitioners engaged in overseas offering and listing by domestic companies shall abide by laws, administrative regulations and relevant state rules, observe industry-accepted professional standards and ethical norms, and rigorously fulfill statutory duties to ensure the truthfulness, accuracy and completeness of the documents that they produce and issue. Securities companies, securities service providers and practitioners engaged in overseas offering and listing by domestic companies shall not, in the document they produce and issue, make any comments in a manner that misrepresents or disparages laws and policies, business environment and judicial situation, etc. of the state.

第三章 备案要求

Chapter III Filing Requirements

第十三条 境外发行上市的境内企业，应当依照本办法向中国证监会备案，报送备案报告、法律意见书等有关材料，真实、准确、完整地说明股东信息等情况。

Article 13 A domestic company that seeks to offer and list securities in overseas markets shall fulfill the filing procedure with the CSRC as per requirement of this Measures, submit relevant materials that contain a filing report and a legal opinion, and provide truthful, accurate and complete information on the shareholders and etc.

第十四条 境内企业直接境外发行上市的，由发行人向中国证监会备案。

Article 14 Where a domestic company seeks to directly offer and list securities in overseas markets, the issuer shall file with the CSRC.

境内企业间接境外发行上市的，发行人应当指定一家主要境内运营实体为境内责任人，向中国证监会备案。

Where a domestic company seeks to indirectly offer and list securities in overseas markets, the issuer shall designate a major domestic operating entity, which shall, as the domestic responsible entity, file with the CSRC.

第十五条 发行人同时符合下列情形的，认定为境内企业间接境外发行上市：

Article 15 Any overseas offering and listing made by an issuer that meets both the following conditions will be determined as indirect:

(一) 境内企业最近一个会计年度的营业收入、利润总额、总资产或者净资产，任一指标占发行人同期经审计合并财务报表相关数据的比例超过 50%；

(1) 50% or more of the issuer's operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent accounting year is accounted for by domestic companies; and

(二) 经营活动的主要环节在境内开展或者主要场所位于境内，或者负责经营管理的高级管理人员多数为中国公民或者经常居住地位于境内。

(2) the main parts of the issuer's business activities are conducted in the Chinese Mainland, or its main places of business are located in the Chinese Mainland, or the senior managers in charge of its business operation and management are mostly Chinese citizens or domiciled in the Chinese Mainland.

境内企业间接境外发行上市的认定，遵循实质重于形式的原则。

The determination as to whether or not an overseas offering and listing by domestic companies is indirect, shall be made on a substance over form basis.

第十六条 发行人境外首次公开发行或者上市的，应当在境外提交发行上市申请文件后 3 个工作日内向中国证监会备案。

Article 16 Initial public offerings or listings in overseas markets shall be filed with the CSRC within 3 working days after the relevant application is submitted overseas.

发行人境外发行上市后，在同

Subsequent securities offerings of an issuer in the same overseas market where it has previously offered and listed

一境外市场发行证券的，应当在发行完成后 3 个工作日内向中国证监会备案。 securities shall be filed with the CSRC within 3 working days after the offering is completed. Subsequent securities offerings and listings of an issuer in other

发行人境外发行上市后，在其他境外市场发行上市的，应当按照本条第一款规定备案。 overseas markets than where it has offered and listed shall be filed pursuant to provisions in the first paragraph of this Article.

第十七条 通过一次或者多次收购、换股、划转以及其他交易安排实现境内企业资产直接或者间接境外上市，境内企业应当按照第十六条第一款规定备案，不涉及在境外提交申请文件的，应当在上市公司首次公告交易具体安排之日起 3 个工作日内备案。 Article 17 A domestic company that seeks to directly or indirectly list its domestic assets in overseas markets through single or multiple acquisitions, share swaps, transfers of shares or other means, shall fulfil the filing procedure as prescribed in the first paragraph of Article 16 herein. Where overseas application documents are not required, the filing shall be made within 3 working days after the first public disclosure of the specifics of the transaction is made by the listed company.

第十八条 境内企业直接境外发行上市的，持有其境内未上市股份的股东申请将其持有的境内未上市股份转换为境外上市股份并到境外交易场所上市流通，应当符合中国证监会有关规定，并委托境内企业向中国证监会备案。 Article 18 For a domestic company directly offering and listing overseas, shareholders of its domestic unlisted shares applying to convert such shares into shares listed and traded on an overseas trading venue shall conform to relevant regulations promulgated by the CSRC, and authorize the domestic company to file with the CSRC on their behalf.

前款所称境内未上市股份，是指境内企业已发行但未在境内交易场所上市或者挂牌交易的股份。境内未上市股份应当在境内证券登记结算机构集中登记存管。境外上市股份的登记结算安排等适用境外上市地的规定。 The term "domestic unlisted shares" in the preceding paragraph refers to shares offered by a domestic company but not listed or quoted for trading on any domestic trading venues. Domestic unlisted shares shall be centrally registered and deposited at a domestic securities depository and settlement agency. The registration and settlement of overseas listed shares is subject to applicable rules in overseas markets.

第十九条 备案材料完备、符合规定的，中国证监会自收到备案材料之日起 20 个工作日内办结备案，并通过网站公示备案信息。 Article 19 Where the filing documents are complete and in compliance with stipulated requirements, the CSRC will, within 20 working days after receiving the filing documents, conclude the filing procedure and publish the filing results on the CSRC website.

备案材料不完备或者不符合规定的，中国证监会在收到备案材料后 5 个工作日内告知发行人需要补 to stipulated requirements, the CSRC shall request

充的材料。发行人应当在 30 个工作日内补充材料。在备案过程中，发行人可能存在本办法第八条规定情形的，中国证监会可以征求国务院有关主管部门意见。补充材料和征求意见的时间均不计算在备案时限内。

中国证监会依据本办法制定备案指引，明确备案操作要求、备案材料内容、格式和应当附具的文件等。

第二十条 境内企业境外发行上市的备案材料应当真实、准确、完整，不得有虚假记载、误导性陈述或者重大遗漏。境内企业及其控股股东、实际控制人、董事、监事、高级管理人员应当依法履行信息披露义务，诚实守信、勤勉尽责，保证备案材料真实、准确、完整。

证券公司、律师事务所应当对备案材料进行充分核查验证，不得存在下列情形：

(一) 备案材料内容存在相互矛盾或者同一事实表述不一致且有实质性差异；

(二) 备案材料内容表述不清、逻辑混乱，严重影响理解；

(三) 未对企业是否符合本办法第十五条认定标准进行充分论证；

(四) 未及时报告或者说明重大事项。

supplementation and amendment thereto within 5 working days after receiving the filing documents. The issuer should then complete supplementation and amendment within 30 working days. During the filing process, where the issuer may be involved in circumstances prescribed in Article 8 herein, the CSRC may consult with competent authorities under the State Council. Time taken for filing document supplementation and the CSRC consultation shall not be counted in the time limit for filing.

The CSRC may formulate filing guidelines based on this Measures to illustrate specific requirements for the format, content and attachments of filing documents.

Article 20 Filing documents for overseas offering and listing by domestic companies shall be truthful, accurate and complete. No misrepresentation, misleading statement or major omission is allowed. The domestic company and its controlling shareholders, actual controllers, board directors, supervisors, and senior executives shall fulfill their information disclosure obligations according to law, practice with integrity and due diligence in ensuring the truthfulness, accuracy and completeness of the filing documents.

Securities companies and law firms should make thorough examination and verification of filing documents, and ensure none of the circumstances specified below occurs:

- (1) the filing documents contain conflicting or inconsistent and materially different descriptions of the same facts;
- (2) the filing documents are considerably difficult to understand due to lack of clarity and logic in writing;
- (3) the filing documents fail to prove whether the company meets the conditions prescribed in Article 15 herein;
- (4) failure to report material events timely as required.

第二十一条 境外证券公司担 Article 21 An overseas securities company that serves as a

任境内企业境外发行上市业务保荐人或者主承销商的，应当自首次签订业务协议之日起 10 个工作日内向中国证监会备案，并应当于每年 1 月 31 日前向中国证监会报送上一年度从事境内企业境外发行上市业务情况的报告。

sponsor or lead underwriter for overseas securities offering and listing by domestic companies shall file with the CSRC within 10 working days after signing its first engagement agreement for such business, and submit to the CSRC, no later than January 31 each year, an annual report on its business activities in the previous year associated with overseas securities offering and listing by domestic companies.

境外证券公司在本办法施行前已经签订业务协议，正在担任境内企业境外发行上市业务保荐人或者主承销商的，应当自本办法施行之日起 30 个工作日内进行备案。

An overseas securities company that has entered into engagement agreements before the effectuation of this Measures and is serving in practice as a sponsor or lead underwriter for overseas securities offering and listing by domestic companies shall file with the CSRC within 30 working days after this Measures takes effect.

第四章 监督管理

Chapter IV Supervision and Regulation

第二十二條 发行人境外发行上市后发生下列重大事项，应当自相关事项发生并公告之日起 3 个工作日内向中国证监会报告具体情况：

Article 22 Upon the occurrence of any of the material events specified below after an issuer has offered and listed securities in an overseas market, the issuer shall submit a report thereof to CSRC within 3 working days after the occurrence and public disclosure of the event:

(一) 控制权变更；

(1) change of control;

(二) 被境外证券监督管理机构或者有关主管部门采取调查、处罚等措施；

(2) investigations or sanctions imposed by overseas securities regulatory agencies or other relevant competent authorities;

(三) 转换上市地位或者上市板块；

(3) change of listing status or transfer of listing segment;

(四) 主动终止上市或者强制终止上市。

(4) voluntary or mandatory delisting.

发行人境外发行上市后主要业务经营活动发生重大变化，不再属于备案范围的，应当自相关变化发生之日起 3 个工作日内，向中国证监会提交专项报告及境内律师事务所出具的法律意见书，说明有关情况。

Where an issuer's main business undergoes material changes after overseas offering and listing, and is therefore beyond the scope of business stated in the filing documents, such issuer shall submit to the CSRC an ad hoc report and a relevant legal opinion issued by a domestic law firm within 3 working days after occurrence of the changes.

第二十三條 中国证监会、国

Article 23 The CSRC and competent authorities under the State

务院有关主管部门按照职责分工，依法对境外发行上市的境内企业以及证券公司、证券服务机构在境内开展的境内企业境外发行上市业务进行监督检查或者调查。

Council shall, to the extent of their respective mandate and according to law, carry out supervisory inspections or investigations of domestic companies whose securities are offered and listed overseas, and of the related business undertakings carried out by securities companies and securities service providers in the Chinese Mainland.

第二十四条 为维护市场秩序，中国证监会、国务院有关主管部门可以按照职责分工，视情节轻重，对违反本办法的境外发行上市的境内企业以及在境内为其提供相应服务的证券公司、证券服务机构及其相关执业人员采取责令改正、监管谈话、出具警示函等措施。

Article 24 For violations of this Measures by domestic companies offering and listing overseas, and securities companies, securities service providers and relevant practitioners providing service to such overseas offering and listing from the Chinese Mainland, the CSRC and competent authorities under the State Council may, for the purpose of maintaining market integrity and to the extent of their respective mandate, impose administrative regulatory measures including order for correction, regulatory talks and warning letters, proportionate to the severity of the violations.

第二十五条 境内企业境外发行上市前存在本办法第八条所列情形的，应当暂缓或者终止境外发行上市，并及时向中国证监会、国务院有关主管部门报告。

Article 25 A domestic company found in violation of Article 8 herein prior to an overseas offering and listing shall postpone or terminate the intended overseas offering and listing, and report to the CSRC and competent authorities under the State Council in a timely manner.

第二十六条 境内企业境外发行上市违反本办法，或者境外证券公司违反本办法第二十一条规定的，中国证监会可以通过跨境监督管理合作机制通报境外证券监督管理机构。境外证券监督管理机构对境内企业境外发行上市及相关活动进行调查取证，根据跨境监督管理合作机制向中国证监会提出协查请求的，中国证监会可以依法提供必要协助。境内单位和个人按照境外证券监督管理机构调查取证要求提供相关文件和资料的，应当经中国证监会和国务院有关主管部门同

Article 26 Where the overseas offering and listing by a domestic company is in violation of this Measures, or where a foreign securities company is in violation of Article 21 herein, the CSRC may inform its regulatory counterparts in the overseas jurisdictions via cross-border securities regulatory cooperation mechanisms. Where an overseas securities regulatory agency intends to carry out investigation and evidence collection regarding overseas offering and listing activities by a domestic company, and request assistance of the CSRC under relevant cross-border securities regulatory cooperation mechanisms, the CSRC may provide necessary assistance in accordance with law. Any domestic entity or individual providing documents and materials requested by an overseas securities regulatory agency out of investigative or evidence collection purposes, shall not

意。 provide such information without prior approval from the CSRC and competent authorities under the State Council.

第五章 法律责任

Chapter V Legal Liabilities

第二十七条 境内企业违反本

办法第十三条规定未履行备案程 Article 27 Where a domestic company fails to fulfill filing
序, 或者违反本办法第八条、第二 procedure as stipulated by Article 13 herein, or offers and lists
十五条规定境外发行上市的, 由中 securities in an overseas market in violation of Articles 8 and 25
国证监会责令改正, 给予警告, 并 herein, the CSRC shall order rectification, issue warnings to such
处以 100 万元以上 1000 万元以下 domestic company, and impose a fine of between RMB
的罚款。对直接负责的主管人员和 1,000,000 yuan and RMB 10,000,000 yuan. Directly liable
其他直接责任人员给予警告, 并处 persons-in-charge and other directly liable persons shall be
以 50 万元以上 500 万元以下的罚 warned and each imposed a fine of between RMB 500,000 yuan
款。 and RMB 5,000,000 yuan.

境内企业的控股股东、实际控 Controlling shareholders and actual controllers of the domestic
制人组织、指使从事前款违法行为 company that organize or instruct the aforementioned
的, 处以 100 万元以上 1000 万元 violations shall be imposed a fine of RMB 1,000,000 yuan and
以下的罚款。对直接负责的主管人 RMB 10,000,000 yuan. Directly liable persons-in-charge and
员和其他直接责任人员, 处以 50 other directly liable persons shall be each imposed a fine of
万元以上 500 万元以下的罚款。 between RMB 500,000 yuan and RMB 5,000,000 yuan.

证券公司、证券服务机构未按 Securities companies and securities service providers that fail to
照职责督促企业遵守本办法第八 duly urge compliance by the domestic company with Articles 8,
条、第十三条、第二十五条规定 13 and 25 herein shall be warned and imposed a fine of
的, 给予警告, 并处以 50 万元以 between RMB 500,000 yuan and RMB 5,000,000 yuan. Directly
上 500 万元以下的罚款。对直接负 liable persons-in-charge and other directly liable persons shall
责的主管人员和其他直接责任人员 be warned and each imposed a fine of between RMB 200,000
给予警告, 并处以 20 万元以上 yuan and RMB 2,000,000 yuan.
200 万元以下的罚款。

第二十八条 境内企业的备案 Article 28 Where the filing documents submitted by a domestic
材料存在虚假记载、误导性陈述或 company contains misrepresentation, misleading statement or
者重大遗漏的, 由中国证监会责令 material omission, the CSRC shall issue correction orders and
改正, 给予警告, 并处以 100 万元 warnings, and impose a fine of between RMB 1,000,000 yuan
以上 1000 万元以下的罚款。对直 and RMB 10,000,000 yuan. Directly liable persons-in-charge and
接负责的主管人员和其他直接责任 other directly liable persons shall be warned and each imposed
人员给予警告, 并处以 50 万元以 a fine of between RMB 500,000 yuan and RMB 5,000,000 yuan.
上 500 万元以下的罚款。 Controlling shareholders and actual controllers of the domestic

境内企业的控股股东、实际控制人组织、指使从事前款违法行为，或者隐瞒相关事项导致发生前款情形的，处以100万元以上1000万元以下的罚款。对直接负责的主管人员和其他直接责任人员，处以50万元以上500万元以下的罚款。

第二十九条 证券公司、证券服务机构未勤勉尽责，依据境内法律、行政法规和国家有关规定制作、出具的文件存在虚假记载、误导性陈述或者重大遗漏，或者依据境外上市地规则制作、出具的文件存在虚假记载、误导性陈述或者重大遗漏扰乱境内市场秩序，损害境内投资者合法权益的，由中国证监会、国务院有关主管部门责令改正，给予警告，并处以业务收入1倍以上10倍以下的罚款；没有业务收入或者业务收入不足50万元的，处以50万元以上500万元以下的罚款。对直接负责的主管人员和其他直接责任人员给予警告，并处以20万元以上200万元以下的罚款。

Article 29 Where a securities company or securities service provider, failing to practice with due diligence, either: 1) makes misrepresentation, misleading statement or material omission in documents produced and issued in compliance with domestic laws, administrative regulations or relevant rules promulgated by the state, or; 2) makes misrepresentation, misleading statement or material omission in documents produced and issued in compliance with rules of the overseas listing market, and thereby disrupts domestic market order and undermines lawful rights and interests of domestic investors, the CSRC and competent authorities under the State Council shall issue correction orders and warnings, and impose a fine of between one and ten times of the revenue if any, or of between RMB 500,000 yuan and RMB 5,000,000 yuan in the absence of a revenue therefrom or if the revenue was less than RMB 500,000 yuan. Directly liable persons-in-charge and other directly liable persons shall be warned and each imposed a fine of between RMB 200,000 yuan and RMB 2,000,000 yuan.

第三十条 违反本办法的其他有关规定，有关法律、行政法规有处罚规定的，依照其规定给予处罚。

Article 30 Violations of other articles of this Measures that are penalizable under other laws or administrative regulations shall be penalized accordingly.

第三十一条 违反本办法或者其他法律、行政法规，情节严重的，中国证监会可以对有关责任人员采取证券市场禁入的措施。构成犯罪的，依法追究刑事责任。

Article 31 For cases of severe violations of this Measures or other laws and administrative regulations, the CSRC may impose a ban on entering into the securities market upon the relevant responsible persons. Any such violation that constitutes a crime shall be investigated for criminal liability according to law.

第三十二条 中国证监会依法将有关市场主体遵守本办法的情况纳入证券市场诚信档案并共享至全国信用信息共享平台，会同有关部门加强信息共享，依法依规实施惩戒。

Article 32 The CSRC shall, in accordance with law, incorporate the compliance status of relevant market participants with this Measures into the Securities Market Integrity Archives and upload the record to the National Credit Information Sharing Platform, with a view to strengthening cross-agency information sharing through concerted efforts with competent authorities, and enforcing punishment and deterrence in accordance with laws and regulations.

第六章 附则

Chapter VI Supplementary Provisions

第三十三条 境内上市公司控股或者实际控制的境内企业境外发行上市，以及境内上市公司以境内证券为基础在境外发行可转换为境内证券的存托凭证等证券品种，应当同时符合中国证监会的其他相关规定，并按照本办法备案。

Article 33 Overseas offering and listing by subordinate companies majority-owned by or under the actual control of a domestically listed company, and overseas issuance by domestically listed companies of securities such as depository receipts that are based on and convertible into domestic securities shall also comply with other applicable rules and regulations promulgated by the CSRC, and be filed in accordance with this Measures.

第三十四条 本办法所称境内企业，是指在中华人民共和国境内登记设立的企业，包括直接境外发行上市的境内股份有限公司和间接境外发行上市主体的境内运营实体。

Article 34 For the purpose of this Measures, domestic companies herein refers to companies incorporated within the Chinese Mainland, including domestic joint-stock companies whose securities are directly offered and listed overseas and the domestic operating entities of companies whose securities are indirectly offered and listed overseas.

本办法所称证券公司、证券服务机构，是指从事境内企业境外发行上市业务的境内外证券公司、证券服务机构。

For the purpose of this Measures, securities companies and securities service providers herein refers to securities companies and securities service providers, both domestic and overseas, that undertake business in relation to overseas offering and listing by domestic companies.

第三十五条 本办法自2023年3月31日起施行。《关于执行〈到境外上市公司章程必备条款〉的通知》同时废止。

Article 35 This Measures shall come into effect on 31 March 2023. The Notice on Implementing "Essential Clauses of Articles of Association for Companies Seeking to List Overseas" shall be simultaneously invalidated.

(English translation source: CSRC website)