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跨境贸易与投资 Cross-border Trade and Investment

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编者按：本刊旨在报道中国法下跨境贸易与投资的最新动态与我们的实务经验，但本刊不可替代个案的正式法律意见。您若重复收到本刊或者要订阅、退订或进一步了解本刊的内容，请与大成的有关律师联系。

Editor's note: the purpose of this publication is to report the most recent developments in the field of cross-border trade and investment in China, as well as our practical experience therein. However, this publication should not be treated as a substitute for a formal legal opinion in individual cases. If you have received this publication more than once, or would like to subscribe or unsubscribe to this publication, or follow up on any issues raised in this publication, please be in contact with the lawyer you usually deal with at Dacheng Law Offices.

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立法新闻 **LEGISLATIVE NEWS**

- 卫生部、商务部联合发出《关于落实内地与香港澳门更紧密经贸关系安排补充协议七有关事项的通知》（来源：中国网，2011 年 1 月 5 日）

MOH, MOFCOM jointly publish the Notice on Issues Concerning Implementing the Supplementary Agreement VII to the Mainland and Hong Kong/Macau Closer Economic Partnership Arrangement (source: China.com.cn, 5 January 2011)

2010 年 12 月 14 日，卫生部、商务部联合发出《关于落实内地与香港澳门更紧密经贸关系安排补充协议七有关事项的通知》（卫医政发[2010]105 号），决定：将《〈中外合资、合作医疗机构管理暂行办法〉的补充规定》中的“香港、澳门服务提供者在内地设立的合资、合作医疗机构，其投资总额不得低于 1000 万元人民币”修订为：“香港、澳门服务提供者在内地设立的合资、合作医疗机构，其投资总额不得低于 1000 万元人民币，但申请在广东省设立合资、合作医院的，对其投资总额不作要求”。香港、澳门服务提供者申请在上海市、福建省、广东省、海南省、重庆市设立合资、合作医院的，对合资比例不予限制。

On December 14, 2010, the Ministry of Health (MOH) and the Ministry of Commerce (MOFCOM) jointly published the Notice on Issues Concerning Implementing the Supplementary Agreement VII to the Mainland and Hong Kong/Macau Closer Economic Partnership Arrangement (Document Number: Wei Yi Zheng Fa [2010] No. 105), deciding to revise an article of the Supplementary Provisions to the "Interim Measures for the

Administration of Sino-Foreign Equity/Cooperative Joint Venture Medical Institutions", that is, "In respect of the establishment of equity/cooperative joint venture medical institutions in the Mainland by service suppliers from Hong Kong and Macau, the total investment therein shall not be lower than RMB 10 million." is changed to "In respect of the establishment of equity/cooperative joint venture medical institutions in the Mainland by service suppliers from Hong Kong and Macau, the total investment therein shall not be lower than RMB 10 million. However, establishment of equity/cooperative joint venture medical institutions in Guangdong Province shall not be subject to the said requirements on total investment." The service suppliers from Hong Kong and Macau that apply for establishment of equity/cooperative joint venture medical institutions in Shanghai Municipality, Fujian Province, Guangdong Province, Hainan Province, and Chongqing Municipality shall not be subject to restrictions on joint venture proportion.

- 新闻出版总署发布《关于〈音像制品制作管理规定〉的补充规定》（来源：新闻出版总署，2011 年 1 月 6 日）

GAPP promulgates Supplementary Provisions to the Provisions on the Administration of Audio-visual Production (source: General Administration of Press and Publication, 6 January 2011)

2010 年 11 月 23 日，新闻出版总署署长柳斌杰签署新闻出版总署令 47 号，公布《关于〈音像制品制作管理规定〉的补充规定》。根据该补充规定，自 2011 年 1 月 1 日起允许香港、澳门服务提供者在内地设立独资、合资或合作企业，从事音像制品制作业务。

Liu Binjie, director of the General Administration of Press and Publication (GAPP), signed the GAPP Decree No. 47 on November 23, 2010, under which the Supplementary Provisions to the "Provisions on the Administration of Audio-visual Production" was promulgated. According to the Supplementary Provisions, effective January 1, 2011, service suppliers from Hong Kong and Macau are permitted to establish sole proprietorship, or equity or cooperative joint venture enterprises in mainland China to engage in audio-visual production.

- 新闻出版总署发布《关于〈中外合作音像制品分销企业管理办法〉的补充规定（二）》（来源：中国网，2011 年 1 月 6 日）

GAPP promulgates Supplementary Provisions (II) to the Administrative Measures for Sino-Foreign Cooperative Joint Venture Audio-Video Product Distribution (source: China.com.cn, 6 January 2011)

2010 年 12 月 27 日，新闻出版总署署长柳斌杰签署新闻出版总署令 49 号，公布《关于〈中外合作音像制品分销企业管理办法〉的补充规定（二）》。根据该补充规定，自 2011 年 1 月 1 日起允许香港、澳门永久性居民中的中国公民依照内地有关法律、法规和行政规章，在内地各省、自治区、直辖市设立个体工商户，从事动画音像制品租赁服务，无须经过外资审批，不包括特许经营，其从业人员不超过 8 人。

Liu Binjie, director of the General Administration of Press and Publication (GAPP), signed the GAPP Decree No. 49 on December 27, 2010, under which the Supplementary Provisions (II) to the "Administrative Measures for Sino-Foreign Cooperative Joint Venture Audio-Video Product Distribution Enterprises" was promulgated. According to the Supplementary Provisions, effective January 1, 2011, where Chinese citizens who are permanent residents of Hong Kong or Macau intend to establish sole proprietors in mainland China to provide audio/video product rental service (excluding franchise operations), they no longer need to go through the formalities for foreign investment examination and approval, but they should hire no more than eight employees.

- 新闻出版总署公布《关于〈外商投资图书、报纸、期刊分销企业管理办法〉的补充规定（三）》（来源：新闻出版总署，2011 年 1 月 6 日）

GAPP promulgates the Supplementary Provisions (III) to the Administrative Measures for Foreign-Invested Enterprises Engaged in Book, Newspaper and Periodical Distribution (source: General Administration of Press and Publication, 6 January 2011)

2010 年 12 月 27 日，新闻出版总署署长柳斌杰签署新闻出版总署令第 48 号，公布《关于〈外商投资图书、报纸、期刊分销企业管理办法〉的补充规定（三）》。根据该补充规定，自 2011 年 1 月 1 日起，允许香港服务提供者在内地设立的分销企业分销香港出版的图书，允许澳门服务提供者在内地设立的分销企业分销澳门出版的图书，其销售的香港、澳门版图书须由国家批准的出版物进口经营单位代理进口。

Liu Binjie, director of the General Administration of Press and Publication (GAPP), signed the GAPP Decree No. 48 on December 27, 2010, under which the Supplementary Provisions (III) to the "Administrative Measures for Foreign-Invested Enterprises Engaged in Book, Newspaper and Periodical Distribution" was promulgated. According to the Supplementary Provisions, effective January 1, 2011, distribution enterprises established by service suppliers from Hong Kong are permitted to distribute Hong Kong published books, and distribution enterprises established by service suppliers from Macau are permitted to distribute Macau published books, however, said books must be imported via publication import and export agencies approved by the State.

- 温州市对外贸易经济合作局发布《温州市个人境外直接投资试点方案》（来源：温州市对外贸易经济合作局，2011 年 1 月 11 日）

Pilot Program of Wenzhou City on Overseas Direct Investment Made by Individuals published (source: Wenzhou Foreign Trade & Economic Cooperation Bureau, 11 January 2011)

2011 年 1 月 4 日，温州市对外贸易经济合作局发布《温州市个人境外直接投资试点方案》（温外经贸经[2011]1 号），允许 18 周岁以上拥有温州户籍并取得因私护照者可赴境外投资。根据试点方案，投资者可以使用自有外汇资金、人民币购汇以及经市外汇局核准的其他外汇资产来源等进行境外直接投资。投资者境外直接投资所得利

润可留存境外用于其境外再投资。该试点方案将投资方式限定为，通过新设、并购、参股等方式在境外设立非金融企业或取得既有非金融企业的所有权、控制权、经营管理权等权益的行为，但投资不允许涉及能源、矿产类等。

On January 4, 2011, Wenzhou Foreign Trade & Economic Cooperation Bureau published the Pilot Program of Wenzhou City on Overseas Direct Investment Made by Individuals (Document No.: Wen Wai Jing Mao Jing [2011] No. 1), allowing the natural persons, who are 18 years old or above, have his/her household register in Wenzhou, and has obtained private passport, to go abroad to make investment. According to the Pilot Program, investors may make overseas direct investment using their own foreign exchange funds, foreign exchange purchased with Renminbi, and other sources of foreign exchange assets verified and approved by foreign exchange administration bureau of Wenzhou City. Profits from overseas direct investment can be retained abroad for overseas re-investment. In addition, the investment methods are limited to, as stipulated in the Pilot Program, establishment of overseas non-financial enterprises through new establishment, merger and acquisition, equity participation, etc., or obtaining ownership, controlling right, operation and management right, and other rights and interests of existing non-financial enterprises, but the investment is not allowed involving energy resources and mineral resources.

- 商务部印发《外商投资统计制度》(2011 年)(来源: 商务部, 2011 年 1 月 12 日)
MOFCOM releases the Foreign Investment Statistics System (2011) (source: Ministry of Commerce, 12 January 2011)

2011 年 12 月 30 日, 商务部发出商资函[2010]1083 号通知, 印发《外商投资统计制度》(2011 年)。为贯彻落实《国务院关于进一步做好利用外资工作的若干意见》(国发[2010]9 号)的要求, 加强外资统计管理工作, 商务部对《外商投资统计制度》(2008 年)进行了修订, 并经国家统计局批准。原《外商投资统计制度》(2008 年)自该通知发布之日起废止。

On December 30, 2011, the Ministry of Commerce (MOFCOM) printed and distributed the Foreign Investment Statistics System (2011) under the notice numbered Shang Zi Han [2010] No. 1083. In order to fully implement the requirements of the Certain Opinions of the State Council on Further Facilitating the Utilization of Foreign Capital (Document No.: Guo Fa [2010] No. 9) and enhance the statistical administration for foreign investment, MOFCOM has made amendments to the Foreign Investment Statistics System (2008), which has been approved by the National Bureau of Statistics. The previous Foreign Investment Statistics System (2008) shall be repealed on the promulgation of the said Notice.

- 《境外直接投资人民币结算试点管理办法》公布实施(来源: 中国人民银行, 2011 年 1 月 14 日)
Measures for the Administration of Pilot Program on Renminbi Settlement for Overseas Direct Investment become effective (source: People's Bank of China, 14 January 2011)

2011 年 1 月 6 日, 中国人民银行发布[2011]第 1 号公告, 公布了《境外直接投资人民币结算试点管理办法》。该办法所称境外直接投资是指境内机构经境外直接投资主管部门核准, 使用人民币资金通过设立、并购、参股等方式在境外设立或取得企业或项目全部或部分所有权、控制权或经营管理权等权益的行为。该办法共 25 条, 自发布之日起施行。

The People's Bank of China (PBOC) issued the Announcement [2011] No. 1 on January 6, 2011 to release the Measures for the Administration of Pilot Program on Renminbi Settlement for Overseas Direct Investment. The overseas direct investment mentioned in these Measures means the acts that domestic institutions use, upon approval of the competent departments for overseas direct investment, funds in Renminbi to establish overseas enterprises or projects or obtain all or partial ownership, controlling right, operation and management right, or other rights and interests of overseas enterprises or projects through establishment, merger and acquisition, equity participation, etc. The said 25-article Measures become effective on the date of promulgation.

- 商务部、国家统计局、国家外汇管理局印发修订后的《对外直接投资统计制度》(来源: 商务部, 2011 年 1 月 19 日)

MOFCOM, NBS, SAFE jointly print and distribute the revised Statistical System for Outbound Direct Investment (source: Ministry of Commerce, 19 January 2011)

2010 年 12 月 30 日, 商务部、国家统计局、国家外汇管理局发出商合发[2010]520 号通知, 印发《对外直接投资统计制度》。该规定是在对 2008 年印发的同名文件进行修订和补充基础上完成的。此次修订包括 6 个方面, 新规定自 2011 年 1 月 1 日起实施。商务部、国家统计局、国家外汇管理局商合发[2008]529 号通知同时废止。

The Ministry of Commerce (MOFCOM), the National Bureau of Statistics (NBS), State Administration of Foreign Exchange (SAFE) issued a notice numbered Shang He Fa [2010] No. 520 on December 30, 2010, under which they printed and distributed the Statistical System for Outbound Direct Investment. The said document is completed on the basis of revision and supplement of a document of the same name printed and distributed in 2008. The revision thereof involves 6 aspects. The new document took effect on January 1, 2011 and the notice numbered Shang He Fa [2008] No. 529 issued by MOFCOM, NBS, and SAFE were repealed simultaneously.

- 国务院办公厅发出《关于建立外国投资者并购境内企业安全审查制度的通知》(来源: 中国政府网, 2011 年 2 月 14 日)

General Office of the State Council issues the Notice on Establishing the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (source: Central People's Government, 14 February 2011)

2011 年 2 月 3 日, 国务院办公厅发出《关于建立外国投资者并购境内企业安全审查制度的通知》(国办发[2011]6 号)。该通知要求, 对于外资并购境内企业行为影响国家安全的, 可要求商务部终止当事人的交易, 或采取相关方式消除该并购行为对

国家安全的影响。该通知同时明确了并购安全审查的范围、内容、工作机制以及审查程序。根据该通知，并购安全审查内容包括并购交易对国防安全，包括对国防需要的国内产品生产能力、国内服务提供能力和有关设备设施的影响；对国家经济稳定运行的影响；对社会基本生活秩序的影响；对涉及国家安全关键技术研发能力的影响。该通知将自发布之日起 30 日后实施。

On February 3, 2011, the General Office of the State Council issued the Notice on Establishing the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (Document No.: Guo Ban Fa [2011] No. 6). The Notice specifies that where the merger and acquisition (M&A) of a domestic enterprise by a foreign investor is likely to impact the national security, the Ministry of Commerce may be required to terminate the M&A transaction or the parties concerned may be required to take measures to eliminate such impact. The Notice also clearly specifies the scope, content, working mechanism, and review procedure of M&A security review. According to the Notice, the M&A security review covers the following aspects in terms of impact of M&A transactions: (1) the national security, including domestic production capacity, domestic service supply capacity, and the relevant equipment and facilities; (2) stable operation of the national economy; (3) basic societal order and people's living conditions; and (4) research and development capability of key technologies related to the national security. The Notice will take effect 30 days after the date of promulgation.

- 卫生部发出《关于调整中外合资合作医疗机构审批权限的通知》（来源：卫生部医政司，2011 年 2 月 16 日）

MOH issues the Notice on Adjusting the Examination and Approval Authority Limit for the Establishment of Sino-foreign Equity or Cooperative Joint Venture Medical Institutions (source: Medical Administration Department of the Ministry of Health, 16 February 2011)

2011 年 1 月 25 日，卫生部发出《关于调整中外合资合作医疗机构审批权限的通知》，明确：设置中外合资、合作医疗机构，经医疗机构所在地设区的市级卫生行政部门初审后，报省级卫生行政部门审批。设置人设置中外合资、合作医疗机构，既可举办营利性医疗机构，也可以举办非营利性医疗机构。该通知还明确了中外合资、合作医疗机构的设置、变更及终止等相关事项的管理规定。该通知自印发之日起施行。

On January 25, 2011, the Ministry of Health (MOH) issued the Notice on Adjusting the Examination and Approval Authority Limit for the Establishment of Sino-foreign Equity or Cooperative Joint Venture Medical Institutions, explicitly specifying that the establishment of a Sino-foreign equity or cooperative joint venture medical institution shall be preliminarily examined by the health administrative department at the level of city divided into districts where the medical institution is located, and then reported to the health administrative department at the provincial level for approval. Anyone may establish a Sino-foreign equity or cooperative joint venture medical institution for profit-making purpose or for non-profit purpose. The Notice also sets forth the provisions on administration of establishment, change, and termination of a Sino-foreign equity or

cooperative joint venture medical institution. The Notice shall take effect on the date of printing and distribution.

- 商务部发出《关于外商投资管理有关问题的通知》(来源: 商务部, 2011 年 3 月 4 日)

MOFCOM publishes the Notice on Issues Concerning the Administration of Foreign Investment (source: Ministry of Commerce, 4 March 2011)

2011 年 2 月 25 日, 商务部发出《关于外商投资管理有关问题的通知》(商资函[2011]72 号), 明确了取消行政审批事项、外商投资股份公司(上市公司、外资并购、国家鼓励发展的外资项目确认书、境外投资者以人民币投资、外商投资合伙企业境内投资、加强服务业领域外商投资的审核等七方面的管理规定。

On February 25, 2011, the Ministry of Commerce (MOFCOM) published the Notice on Issues Concerning the Administration of Foreign Investment (Document No.: Shang Zi Han [2011] No. 72), clearly stipulating provisions in the following seven aspects regarding the administration of foreign investment: (1) cancellation of administrative examination and approval items; (2) foreign-invested joint stock companies (listed companies); (3) mergers and acquisitions by foreign investors; (4) confirmation letter for the State's encouraged projects for foreign investment; (5) utilization of Renminbi funds to make investment by overseas investors; (6) investment made within China by foreign-invested partnership enterprises; and (7) strengthening the examination and verification of foreign investment in the service sector.

- 商务部公布《商务部实施外国投资者并购境内企业安全审查制度有关事项的暂行规定》(来源: 商务部, 2011 年 3 月 7 日)

MOFCOM promulgates the Interim Provisions of the Ministry of Commerce on Matters Related to the Implementation of the Security Review System for Foreign Investors' Merger with and Acquisition of Domestic Enterprises (source: Ministry of Commerce, 7 March 2011)

2011 年 3 月 4 日, 商务部公布《商务部实施外国投资者并购境内企业安全审查制度有关事项的暂行规定》(2011 年 8 号), 明确要求, 对可能影响国家安全的标的不得申请并实施并购交易, 对外资并购行为对国家安全已经造成重大影响的可终止当事人交易。该规定自 2011 年 3 月 5 日起实施, 有效期至 2011 年 8 月 31 日。该规定要求, 外国投资者并购属于审查制度的所明确的并购安全审查范围的境内企业, 应向商务部提出并购安全审查申请。

On March 4, 2011, the Ministry of Commerce (MOFCOM) promulgated the Interim Provisions of the Ministry of Commerce on Matters Related to the Implementation of the Security Review System for the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (Document No.: Announcement [2011] No. 8 of the Ministry of Commerce), explicitly stipulating that no one is allowed to apply for and carry out merger and acquisition (M&A) transactions of which the subject matters are likely to affect the

national security, and foreign investor's M&A transactions shall be terminated if they have had a significant impact on the national security. Said Provisions take effect on March 5, 2011, and remain effective until August 31, 2011. According to the Provisions, foreign investors shall file applications for M&A security review with the MOFCOM if their M&A activities involve domestic enterprises falling within the scope of M&A security review.

- 国家发改委发出《关于做好境外投资项目下放核准权限工作的通知》（来源：国家发展和改革委员会，2011 年 3 月 18 日）

NDRC issues the Notice on Ensuring the Work Relating to Delegating the Approval Authority for Overseas Investment Projects to a Lower Level (source: National Development and Reform Commission, 18 March 2011)

2011 年 2 月 14 日，国家发改委发出《关于做好境外投资项目下放核准权限工作的通知》（发改外资[2011]235 号），明确：地方企业实施的中方投资额 3 亿美元以下的资源开发类、中方投资额 1 亿美元以下的非资源开发类境外投资项目（特殊项目除外），由所在省、自治区、直辖市及计划单列市和新疆生产建设兵团等省级发展改革部门核准；中央管理企业实施的上述境外投资项目，由企业自主决策并报国家发展改革委备案。中方投资额 3 亿美元及以上的资源开发类、中方投资额 1 亿美元及以上的非资源开发类境外投资项目，由国家发展改革委核准。前往未建交、受国际制裁国家，或前往发生战争、动乱等国家和地区的投资项目，以及涉及基础电信运营、跨界水资源开发利用、大规模土地开发、干线电网、新闻传媒等特殊敏感行业的境外投资项目，不分限额，由省级发展改革部门或中央管理企业初审后报国家发展改革委核准，或由国家发展改革委审核后报国务院核准。

On February 14, 2011, the National Development and Reform Commission (NDRC) issued the Notice on Ensuring the Work Relating to Delegating the Approval Authority for Overseas Investment Projects to a Lower Level (Document No.: Fa Gai Wai Zi [2011] No. 235), clarifying that the overseas investment projects under the category of resource development with amount of investment made by Chinese parties less than USD 300 mn and overseas investment projects under the category of non-resource development with amount of investment made by Chinese parties less than USD 100 mn (excluding special projects) should be verified and approved by the development and reform departments at the provincial level; if centrally-administered enterprises propose to implement the above-mentioned overseas investment projects, they should decide by themselves and report the same to the NDRC for record-filing. The overseas investment projects under the category of resource development with amount of investment made by Chinese parties reaching USD 300 mn or more and overseas investment projects under the category of non-resource development with amount of investment made by Chinese parties reaching USD 100 mn or more should be verified and approved by the NDRC. The investment projects in countries and regions having no diplomatic relations with China, being subject to international sanctions, or having war or unrest and the overseas investment projects involving basic telecom operation, cross-border development and utilization of water resources, large-scale land development, grid, news media, and other special sensitive

industries, regardless of amount, should be reported to NDRC for verification and approval after the development and reform departments at the provincial level or centrally-administered enterprises conduct preliminary examination, or to the State Council for verification and approval after NDRC conducts preliminary examination.

- 《国务院关于修改〈出版管理条例〉的决定》公布（来源：中国政府网，2011 年 3 月 21 日）

Decision of the State Council on the Revision of the "Regulations on Publication Administration" released (source: Central People's Government, 21 March 2011)

2011 年 3 月 19 日，国务院总理温家宝签署第 594 号国务院令，公布了《国务院关于修改〈出版管理条例〉的决定》。根据该决定，对原《出版管理条例》作出了 38 项修改。该决定自公布之日起施行。《出版管理条例》根据该决定作相应的修改并对章的序号和条款顺序作相应调整，重新公布。

On March 19, 2011, Premier Wen Jiabao signed the State Council Order No. 594 to release the Decision of the State Council on the Revision of the "Regulations on Publication Administration", which shall take effect on the date of promulgation. According to the Decision, 38 revisions have been made to the previously promulgated Regulations on Publication Administration. The chapter sequence and article numbers of the new Regulations will be adjusted according to the Decision, and the revised Regulations on Publication Administration will be promulgated anew.

修改后的《出版管理条例》规定，国家允许设立从事图书、报纸、期刊、电子出版物发行业务的中外合资经营企业、中外合作经营企业、外资企业。

The revised Regulations stipulate that the State allows the establishment of Sino-foreign equity/cooperative joint venture enterprises and wholly foreign-owned enterprises engaged in the distribution of books, newspapers, periodicals, and electronic publications.

- 商务部等四部门联合印发《境外中资企业（机构）员工管理指引》（来源：商务部，2011 年 3 月 30 日）

MOFCOM and other three departments jointly print and distribute the Guidance on Management of Employees of Overseas Chinese-Funded Enterprises (Organizations) (source: Ministry of Commerce, 30 March 2011)

2011 年 3 月 14 日，商务部、外交部、国务院国资委、全国工商联联合发出商合发[2011]64 号通知，印发了《境外中资企业（机构）员工管理指引》。境外中资企业（机构）员工是指中国境内企业在境外设立的中资企业或机构雇用的国内人员、当地员工及其他国家员工。

On March 14, 2011, the Ministry of Commerce (MOFCOM), the Ministry of Foreign Affairs, the State-Owned Assets Supervision and Administration Commission (SASAC)

under the State Council, and the All-China Federation of Industry and Commerce jointly issued a notice numbered Shang He Fa [2011] No. 64 to print and distribute the Guidance on Management of Employees of Overseas Chinese-Funded Enterprises (Organizations). For the purpose of the Guidance, employees of overseas Chinese-funded enterprises (organizations) refer to domestic employees, local employees and employees from other countries employed by Chinese-funded enterprises or organizations which are established abroad by China's domestic enterprises.

- 《音像制品进口管理办法》公布（来源：国务院法制办公室，2011 年 4 月 13 日）
Measures on the Administration of Import of Audio-visual Products released (source: Legislative Affairs Office of the State Council, 13 April 2011)

新华网北京 4 月 12 日电，新华社记者 12 日从新闻出版总署获悉，《音像制品进口管理办法》已经新闻出版总署和海关总署通过，并予公布。根据管理办法，音像制品成品进口业务由新闻出版总署批准的音像制品成品进口单位经营；未经批准，任何单位或者个人不得从事音像制品成品进口业务。该管理办法规定，图书馆、音像资料馆、科研机构、学校等单位进口供研究、教学参考的音像制品成品，应当委托新闻出版总署批准的音像制品成品进口经营单位办理进口审批手续。

Reporters from the Xinhua News Agency learnt from the General Administration of Press and Publication (GAPP) on April 12 that the Measures on the Administration of Import of Audio-visual Products had been adopted and published by the GAPP and the General Administration of Customs. According to these Measures, the import of finished audio-visual products shall be operated by finished audio-visual products importers approved by the GAPP; no entity or individual may engage in such business without approval of the GAPP. These Measures also stipulate that where entities such as libraries, audio-visual archives, and scientific research institutions and schools import finished audio-visual products to be used in researches or as teaching references, they shall entrust finished audio-visual products importers approved by the GAPP with the formalities for the examination and approval of the imports.

- 上海市发改委发布《关于进一步下放外商投资项目核准权限的若干意见》（来源：上海市人民政府，2011 年 5 月 10 日）
Shanghai released the Certain Opinions on Further Delegating Powers on Approval of Foreign Investment Projects to Authorities at Lower Levels (source: Shanghai Municipal People's Government, 10 May 2011)

2011 年 4 月 26 日，上海市发改委发布《关于进一步下放外商投资项目核准权限的若干意见》（沪发改外资[2011]022 号），宣布：上海综合保税区管委会、张江高科技园区管委会、化学工业区管委会、临港产业区管委会、长兴岛开发建设管委会办公室、虹桥商务区管委会、国务院批准在上海设立的出口加工区管委会等，依照委托核准其所属区域内总投资 3 亿美元以下的鼓励类、允许类项目。浦东新区核准其所属区域上海市权限内的鼓励类、允许类项目。中心城区核准其所属区域内总投资 3 亿美元

以下的鼓励类、允许类服务业项目和其他 1 亿美元以下鼓励类、允许类项目。郊区(县)核准其所属区域内总投资 3 亿美元以下的鼓励类、允许类工业项目和其他 1 亿美元以下鼓励类、允许类项目。

On April 26, 2011, the Shanghai Municipal Development and Reform Commission released the Certain Opinions on Further Delegating Powers on Approval of Foreign Investment Projects to Authorities at Lower Levels (Hu Fa Gai Wai Zi [2011] No. 022), declaring that the management committees of Shanghai Comprehensive Free Trade Zone, Zhangjiang High-Tech Park Area, Shanghai Chemical Industry Zone, Lingang Industrial Zone and Hongqiao Central Business District, the development and construction management committee of Changxing Island, and the management committees of export processing zones established in Shanghai with approval of the State Council have the authority to approve the projects of encouraged category and permitted category with a total investment of less than USD 300 mn within their respective administrative area in accordance with the entrustment. Pudong New Area has the authority to approve the projects of encouraged category and permitted category in its administrative area within the authority of Shanghai; Shanghai Center has the authority to approve the service projects of encouraged category and permitted category with a total investment of less than USD 300 mn and other projects of encouraged category and permitted category with an investment of less than USD 100 mn in its administrative area; suburbs (counties) has the authority to approve the industrial projects of encouraged category and permitted category with a total investment of less than USD 300 mn and other projects of encouraged category and permitted category with an investment of less than USD 100 mn within their respective administrative area.

- 国家发改委、财政部、商务部公布《鼓励进口技术和产品目录(2011 年版)》(来源:国家发展和改革委员会, 2011 年 5 月 17 日)
NDRC, MOF, MOFCOM release the Catalog of Technologies and Products Encouraged to Be Imported (2011 Edition) (source: National Development and Reform Commission, 17 May 2011)

2011 年 4 月 29 日, 国家发改委、财政部、商务部发出发改产业[2011]937 号通知, 公布《鼓励进口技术和产品目录(2011 年版)》。此次修订较上一版目录的公布已时隔两年。本次修订重点修改和新增了一批节能环保、新一代信息技术、高端装备制造、新能源汽车、新材料等新兴产业发展所需的技术和产品, 以服务战略性新兴产业的培育发展, 更好地发挥进口对宏观经济平衡和结构调整的重要作用。该目录一般从国内需要的先进技术、重要装备、重点行业、资源性产品及原材料四部分对相关进口项目加以鼓励, 列入目录的相关项目相关部门将给予贴息、减免税等方式的支持。

On April 29, 2011, the National Development and Reform Commission (NDRC), the Ministry of Finance (MOF), and the Ministry of Commerce (MOFCOM) issued a notice numbered Fa Gai Chan Ye [2011] No. 937, publishing the Catalog of Technologies and Products Encouraged to Be Imported (2011 Edition). After the revision, a number of technologies and products serving the needs of the development of emerging industries are

added into the Catalog, such as energy-saving and environmental protection technologies, new information and communications technologies, high-end equipment manufacturing, new energy vehicles, and new materials, so as to facilitate the cultivation and development of strategic emerging industries and give better play to the important role of the import sector in macroeconomic balance and structural adjustment. Generally speaking, the Catalog encourages projects for the import of advanced technologies, important equipment, key industries, as well as resource products and raw materials, and the relevant departments will give a variety of supports to projects listed in the Catalog, such as discounts, tax exemption or reduction, etc.

- 广州市政府发出《关于进一步促进利用外资工作的实施意见》（来源：广州市人民政府，2011 年 5 月 18 日）

Guangzhou issues the Implementing Opinions on Promoting Foreign Capital Utilization (source: Guangzhou Municipal People's Government, 18 May 2011)

2011 年 5 月 5 日，广州市政府发布《关于进一步促进利用外资工作的实施意见》（穗府[2011]7 号），为进一步提高广州市利用外资质量和水平，提出拓宽开放领域、推动外商投资形式多元化、推动设立外商投资总部企业、支持外商投资企业开展技术创新、鼓励外商投资战略性新兴产业、推动外商投资服务外包产业发展等 19 条意见。根据该意见，广州市对集约用地的国家鼓励类外商投资项目落实优先供应土地的支持政策，符合《广东省优先发展产业目录》及该市支持发展产业且用地集约的工业项目，土地出让底价按照省有关支持政策执行。广州市还允许以名称预核准的外资项目公司参与国有建设用地使用权公开出让活动。

On May 5, 2011, the Guangzhou Municipal People's Government issued the Implementing Opinions on Promoting Foreign Capital Utilization (Sui Fu [2011] No. 7), putting forward 19 opinions such as broadening the opening fields, facilitating diversification of the forms of foreign investment, pushing forward the establishment of foreign-invested headquarters enterprises, supporting the foreign-invested enterprises to carry out technological innovation, encouraging foreign investment in strategic emerging industries, promoting the development of foreign-invested service outsourcing industry, etc. with a view to further improving the quality and level of foreign capital utilization of Guangzhou.

- 《国土资源部关于修改〈外国的组织或者个人来华测绘管理暂行办法〉的决定》发布施行（来源：国家测绘地理信息局，2011 年 6 月 3 日）

Decision of the Ministry of Land and Resources on Revising the "Interim Administrative Measures for the Surveying and Mapping Conducted in China by Foreign Organizations or Individuals" released (source: State Bureau of Surveying and Mapping, 3 June 2011)

2011 年 4 月 27 日，国土资源部部长徐绍史签署第 52 号令，发布了《国土资源部关于修改〈外国的组织或者个人来华测绘管理暂行办法〉的决定》，决定对《外国

的组织或者个人来华测绘管理暂行办法》(国土资源部令第 38 号)作出三处修改,明确规定外国组织或者个人来华从事互联网地图服务活动,必须依法设立合资企业。

On April 27, 2011, Xu Shaoshi, Minister of Land and Resources, signed Decree No. 52 of the Ministry of Land and Resources (MLR) to release the Decision of the Ministry of Land and Resources on Revising the "Interim Administrative Measures for the Surveying and Mapping Conducted in China by Foreign Organizations or Individuals". The said Decision has made three amendments to the Interim Administrative Measures for the Surveying and Mapping Conducted in China by Foreign Organizations or Individuals (MLR Decree No. 38), clearly stipulating that to provide online map services in China, foreign organizations or individuals shall establish joint venture enterprises in accordance with the law.

该决定自发布之日起施行。《外国的组织或者个人来华测绘管理暂行办法》根据该决定做相应修改后,重新公布。

The Decision shall take effect as of the date of promulgation. The Interim Administrative Measures for the Surveying and Mapping Conducted in China by Foreign Organizations or Individuals shall be amended in accordance with this Decision and re-promulgated.

■ 外资进入新兴产业获得政策支持(来源:国家知识产权局,2011年6月8日)

Foreign investments in China's emerging industries get policy support (source: State Intellectual Property Office, 8 June 2011)

《经济参考报》记者了解到,国家发改委等部门将对新修订的《外商投资产业指导目录》进行完善。国家发改委有关人士透露:“与《外商投资产业指导目录》(2007修订)相比,目前的稿子在鼓励类当中增加了许多与战略性新兴产业相关的项目。”科技部部长万钢最近在接受《经济参考报》采访时表示,科技部将继续鼓励跨国公司在我国设立研发中心,支持跨国公司利用研发平台在战略性新兴产业方面,与中国公司展开技术攻关。

Reporters of the Economic Information Daily learnt that departments such as the National Development and Reform Commission (NDRC) will make further amendments to the newly revised Catalogue of Industries for Guiding Foreign Investment. An official of the NDRC disclosed that, "compared with the Catalogue of Industries for Guiding Foreign Investment (2007 Revision), the current version adds quite a number of projects related to emerging industries of strategic significance under the encouraged category." Minister of Science and Technology Wang Gang said in an interview with the Economic Information Daily that the Ministry of Science and Technology (MOST) would continue to encourage multinational corporations to establish R & D centers in China, and support such corporations in carrying out technical innovations in the emerging industries of strategic significance to China.

据悉,下一阶段,有关部门将制订“跨国公司技术合作指引”等规则,推动中国

企业与大型跨国公司间的合作计划，同时鼓励跨国公司在基地设立地区总部、研发中心、采购中心、培训中心，鼓励外资企业技术创新，增强配套能力，延伸产业链。

It was also revealed that the relevant departments would formulate regulations such as the "Guidelines on Technical Cooperation with Multinational Corporations" with a view to facilitating cooperation between Chinese companies and large multinational corporations, encouraging multinational corporations to set up regional headquarters, R & D centers, procurement centers and training centers in China, and encouraging foreign-invested enterprises to carry out technical innovations, improve capacity of supporting facilities, and extending the industrial chain.

- 商务部公布《对外援助物资项目实施企业资格管理办法》（来源：商务部，2011 年 6 月 15 日）

MOFCOM issues Measures for Qualification of Enterprises Engaged in Foreign Aid Projects (source: Ministry of Commerce, 15 June 2011)

2011 年 6 月 8 日，商务部部长陈德铭签署商务部令 2011 年第 2 号，宣布《对外援助物资项目实施企业资格管理办法》已经 2011 年 3 月 14 日商务部第 48 次部务会议审议通过，并予公布，自 2011 年 7 月 15 日起施行。《对外援助物资项目实施企业资格认定办法（试行）》（商务部 2004 年第 10 号令）同时废止。该办法共 6 章 36 条，对对外援助物资项目实施企业的资格等级和条件、资格认定、资格管理等进行了明确规定。

On June 8, 2011, the Ministry of Commerce (MOFCOM) issued the Measures for the Administration of Qualification of Enterprises Engaged in Foreign Aid Projects (Decree [2011] No. 2 of the MOFCOM), which was approved after review by the MOFCOM's 48th internal affairs meeting. The Measures shall take effect on July 15, 2011. The 6-chapter and 36-article Measures establish provisions on qualification grades and conditions thereof, recognition of qualification, qualification administration and other relevant matters. The Measures for the Qualification Recognition of Enterprises Engaged in Foreign Aid Projects (for Trial) (Decree [2004] No. 10 of the MOFCOM) shall be repealed when the new Measures take effect.

- 人民币 FDI 试点对国家限制类和重点调控类项目暂不受理（来源：上海证券报，2011 年 6 月 22 日）

China launches pilot program for cross-border RMB settlement business (source: Shanghai Securities News, 22 June 2011)

《上海证券报》获悉，中国人民银行日前下发了《关于明确跨境人民币业务相关问题的通知》（下称通知），进一步规范跨境人民币结算业务操作流程。该通知明确，外商直接投资人民币（即人民币 FDI）结算业务目前处于个案试点阶段，为防范热钱流入，人民币 FDI 试点对国家限制类和重点调控类项目暂不受理。该通知还明确了试点期间非金融类外商直接投资人民币结算业务的工作流程，以规范外国投资者以合法获得的人民币来华投资，包括用于新设立企业出资、并购境内企业（不含返程并购）、

股权转让以及对现有企业进行增资、提供股东贷款。

Sourced from the Shanghai Securities News, the People's Bank of China issued the Notice on Clarifying Issues Concerning Cross-Border Renminbi Settlement Business to further regulate the procedures for cross-border RMB settlement business. The Notice clearly stipulates that foreign direct investment (FDI) in Renminbi settlement business ("RMB FDI") is currently at the pilot stage. In order to prevent the inflow of "hot money", the RMB FDI pilot program currently does not apply to projects falling within the categories under restriction or control of the State. The Notice also sets forth provisions on the work flow of RMB FDI settlement business during the pilot period to regulate foreign investment in China with legally obtained RMB.

- 国务院国资委公布《中央企业境外国有资产监督管理暂行办法》（来源：中国政府网，2011 年 6 月 24 日）

SASAC releases Interim Measures on Regulation and Administration of Central Enterprises' Overseas State-Owned Assets (source: Central People's Government, 24 June 2011)

2011 年 6 月 14 日，国务院国资委主任王勇签署第 26 号令，公布了《中央企业境外国有资产监督管理暂行办法》。该办法内容包括总则、境外出资管理、境外企业管理、境外企业重大事项管理、境外国有资产监督、法律责任、附则等 7 章，共 40 条，自 2011 年 7 月 1 日起施行。该办法所称境外企业，是指中央企业及其各级子企业在我国境外以及香港特别行政区、澳门特别行政区和台湾地区依据当地法律出资设立的独资及控股企业。

On June 14, 2011, Director Wang Yong of the State-owned Assets Supervision and Administration Commission (SASAC) signed Decree No. 26, releasing the Interim Measures on the Regulation and Administration of the Overseas State-Owned Assets of Central Enterprises. The 40-article Measures include 7 chapters, namely General Provisions, Administration of Overseas Investment, Administration of Overseas Enterprises, Administration of Overseas Enterprises' Major Issues, Regulation of Overseas State-owned Assets, Legal Liability, and Supplementary Provisions. The Measures shall take effect on July 1, 2011.

- 深圳市人力资源和社会保障局发出《关于进一步加强外国及台港澳企业驻深代表机构中国雇员管理工作的通知》（来源：深圳市人力资源和社会保障局，2011 年 7 月 4 日）

Shenzhen releases the Notice on Further Strengthening the Administration of Chinese Employees in Representative Offices in Shenzhen of Foreign Enterprises or Enterprises from Hong Kong, Taiwan, and Macau (source: Human Resources and Social Security Administration of Shenzhen Municipality, 4 July 2011)

2011 年 6 月 29 日，深圳市人力资源和社会保障局发出《关于进一步加强外国及台港澳企业驻深代表机构中国雇员管理工作的通知》，明确：驻粤外企常驻代表机构招用中国雇员，应当按照国家规定，委托国务院或者广东省人民政府批准指定的机构

办理有关手续，不得擅自招用或者委托其他单位、个人招用。中国雇员必须通过涉外就业单位向外企常驻代表机构求职应聘。、各外企代表机构在聘用中国雇员后，按照《中华人民共和国劳动合同法》规定，必须与具有外企就业服务资质的合法涉外就业服务单位签订派遣协议，同时依法委托具有外企就业服务资质的合法涉外就业服务单位与中国雇员签订劳动合同，并严格执行收费标准。

On June 29, 2011, Human Resources and Social Security Administration of Shenzhen Municipality released the Notice on Further Strengthening the Administration of Chinese Employees in Representative Offices in Shenzhen of Foreign Enterprises or Enterprises from Hong Kong, Taiwan, and Macau. According to the Notice, permanent representative offices of foreign enterprises in Guangdong Province shall, when recruiting Chinese employees, entrust the agencies designated by the State Council or the People's Government of Guangdong Province with the relevant formalities, and shall not, without authorization, recruit employees or entrust other entities or individuals for recruitment. Chinese employees must apply for jobs with such representative offices through foreign-related employment entities. After the representative offices of foreign enterprises have recruited Chinese employees, they must, in accordance with the Labor Contract Law of the People's Republic of China, sign labor dispatch agreements with foreign-related employment entities qualified for providing foreign enterprise employment services, and such entities shall enter into labor contracts with the concerned Chinese employees under entrustment. The foreign enterprises shall also strictly comply with fee-charging standards.

投资动态

INVESTMENT DEVELOPMENTS

- 上海将率先试点外商投资 PE（来源：中国网，2011 年 1 月 11 日）

Shanghai to take the lead in carrying out a pilot program on foreign investment into China's PE (source: China.com.cn, 11 January 2011)

据《中国证券报》报道，上海将在全国率先试点外商投资股权投资企业（PE）。经国家有关部门批准，上海试点的外商投资股权投资企业（PE）投资总规模可能控制在 30 亿美元左右。

It is reported that Shanghai will become China's first city to allow foreign investors to invest in the country's private equity (PE) under a pilot program. Upon approval of the relevant departments of the State, the total investment therein is to be controlled within an amount of USD 3 billion or so.

- 中国贸易投资促进团同美方签署六项贸易投资协议（来源：新华网，2011 年 1 月 18 日）

China, US sign six trade investment agreements (source: Xinhuanet.com, 18 January

2011)

新华网休斯敦消息，2011 年 1 月 17 日，由中国商务部副部长王超率领的中国贸易投资促进团在休斯敦同美方签署了六项贸易投资协议，其中四项涉及得克萨斯州，协议总金额约 6 亿美元。这六项贸易合作协议的主要内容是：中国从得克萨斯州进口棉花；得克萨斯州从中国江西省进口艺术陶瓷产品；上海通用汽车公司从美国通用汽车公司进口零部件；浙江恒基光伏电力科技公司同加利福尼亚州北美半导体技术协会共同研发高效晶体硅太阳能电池及光伏发电技术等。

On January 17, 2011, Vice-Minister of Commerce Wang Chao led a delegation of Chinese business leaders to Houston, signing six trade investment agreements worth USD 600 mn with US, four of which are related to Texas. The six deals include agreements on import of cotton from Texas, agreement on Shanghai General Motor's import of assembly kits from US General Motors, agreement on "development and application of efficient crystalline silicon solar cells and photovoltaic generation system," and agreement on import of porcelain by Texas from Jiangxi Province in China, etc.

- 商务部和洛杉矶市签署双向投资促进谅解备忘录（来源：中国日报网，2011 年 1 月 26 日）

MOFCOM issues Measures for Qualification of Enterprises Engaged in Foreign Aid Projects (source: Chinadaily.com.cn, 26 January 2011)

2011 年 1 月 24 日，中国商务部和美国洛杉矶市签署了双向投资促进谅解备忘录。率领中国贸易投资促进代表团访问洛杉矶的中国商务部投资促进事务局副局长张迎新和洛杉矶市长安东尼奥·维拉莱戈萨在谅解备忘录上签字。双方同意共同促进在交通、物流、电影娱乐业、房地产、电动汽车、清洁能源，以及生物技术等领域的双向投资。

A visiting Chinese business delegation signed a Memorandum of Understanding (MOU) on two-way investment cooperation with Los Angeles city in California on January 24, 2011. The agreement was signed during a visit to Los Angeles by a Chinese business delegation led by Zhang Yingxin, deputy director of the Investment Promotion Agency under the Ministry of Commerce. Zhang and Los Angeles Mayor Antonio Villaraigosa signed the MOU at a ceremony held in the City Hall. The two parties agreed to cooperate on facilitating investments in various areas such as transportation, logistics, film and entertainment, real estate, electric vehicles, clean technology and biotechnology.

据中国驻洛杉矶总领事馆统计，目前已经有 100 多家中国企业在洛杉矶投资，涉及新能源、交通运输、电讯、酒店等行业，投资额超过了 590 亿美元。

More than 100 Chinese companies have invested in Los Angeles with a total amount topping USD 59 bn, Qiu Shaofang, consul general of China to Los Angeles, said at the occasion.

- 外资银行内地发债规则有望调整（来源：上海证券报，2011 年 2 月 18 日）

Bond issuance rules of foreign-funded banks expected to be adjusted (source: Shanghai Securities News, 18 February 2011)

在近日召开的“2011 年上海市国际金融中心建设工作推进小组工作会议”上，中国人民银行上海总部相关负责人表示，2011 年中国人民银行上海总部将在相关部门的配合下深入推进跨境人民币结算以及外资银行在我国银行间市场发债等工作。他表示，2011 年中国人民银行将在发债规则方面考虑如何让上海的规则更具有吸引力。

At the recently held 2011 Shanghai International Financial Center Construction Work Promotion Group Work Conference, the relevant responsible person of the Shanghai Head Office of the People's Bank of China (PBOC) said that in 2011, the PBOC Shanghai Head Office will further promote the cross-border Renminbi settlement, bond issuance by foreign-funded banks in China's inter-bank market and so on in coordination with relevant departments. He said that the PBOC will also consider how to make Shanghai's bond issuance rules more attractive.

- 中国将举行海外投资博览会促进中国企业投资海外（来源：中国日报网，2011 年 2 月 24 日）

Fair to encourage Chinese enterprises to invest abroad (source: Chinadaily.com.cn, 24 February 2011)

中国企业国际发展协会 2 月 23 日宣布，经国家发改委批准，第三届中国海外投资博览会将在 2011 年 9 月 8 日至 9 日在北京举行，届时将提供约 10000 个海外投资机会。

China will hold a trade fair this year to encourage investors to go abroad, said an official with the China Industrial Overseas Development and Planning Association (CIODPA) on February 23, 2011. The Third China Overseas Investment Fair, approved by the National Development and Reform Commission, would be held in Beijing on November 8 and 9, 2011, and will offer around 10,000 investment opportunities abroad.

- 民政部副部长窦玉沛表示欢迎境外投资参与建设国内养老服务事业（来源：中国网，2011 年 3 月 9 日）

Overseas investment welcomed in China's programs for seniors: official (source: China.com.cn, 9 March 2011)

第十一届全国人大四次会议 3 月 8 日下午召开记者会，邀请民政部部长李立国、副部长姜力、窦玉沛谈困难群众生活救助和养老服务体系建设和，并回答记者提问。窦玉沛透露，在这次人代会通过的“十二五”规划对养老社会服务体系提出了明确要求，并且民政部会同国家发改委已经制定了“十二五”期间养老社会服务体系建设的专项规划，不久将由国务院发布实施。窦玉沛表示，建国以来建立的包括对残疾人和孤儿养老方面的床位只有 230 万张，根据“十二五”规划，我们要建设一批供养型、颐养型、护理型和临终关怀型的一批养老机构，养老床位将达到千分之三十。为此，政府要加大投入，还要动员社会力量来投入。窦玉沛表示，欢迎境外，包括港澳台地区企

业和社会团体来投资建设养老服务事业。

Overseas investors are welcomed to participate in China's programs for the support of the aged as demands for such services are set to soar in the rapidly-ageing nation, a Chinese official said on March 8, 2011. Specifically, businesses and non-governmental institutions from Hong Kong, Macao, Taiwan and foreign countries are encouraged to invest in the projects, which will enjoy preferential policies in the use of land, water and power, and taxation, said Vice Minister of Civil Affairs Dou Yupei. Dou told a press conference in Beijing that community and institution-based care will increasingly play a supplementary role to the family-based care for some 170 million Chinese older than 60, which accounts for 12.8 percent of China's total population. The ratio is set to rise in future. There are only 2.3 million beds in nursing homes for the disabled, orphans and seniors at present. The government plans to double that amount by 2015, which means there will be 30 beds for every 1,000 residents, Dou said.

- 中国西部将成新一轮外商投资热点（来源：上海证券报，2011 年 4 月 1 日）

Western China to become hub for foreign investment: official (source: Shanghai Securities News, 15 June 2011)

2011 年 3 月 31 日，商务部外资司副司长曹宏瑛在第十二届中国西部国际博览会推介会上表示，我国西部地区在“十二五”期间将成为新一轮外商投资的热点地区，商务部将通过支持举办中国西部国际博览会等措施促进占到我国 71%国土面积的西部吸引外资，将继续支持西部省份开展投资促进活动，并在吸引外商投资政策上向西部地区倾斜。

Western China will become a hot region for overseas investment over the 12th Five-Year Plan (2011-2015) period, said Cao Hongying, vice director of the Foreign Investment Department of the Ministry of Commerce, at the introductory meeting of the 12th Western China International Fair (WCIF) on March 31, 2011. The ministry plans to adopt measures such as hosting the WCIF to make China's vast western region more attractive to foreign investment, Cao added. He expected rapid growth in foreign investment in western China in the years to come due to the area's abundant natural resources and huge market potential. Besides the WCIF, the ministry would also provide favorable policies in the western region to help attract more overseas investment, he added.

- 北京市总工会明确外企最低工资应为城市标准的 1.5 倍（来源：新华网，2011 年 4 月 13 日）

BFTU declares the minimum wage standard for employees of foreign-funded enterprises (source: Xinhuanet.com, 13 April 2011)

2011 年 4 月 4 日，新华网记者从北京市总工会获悉，为适应新形势的需要，北京市 2011 年将下大气力探索履行工会维权职能的有效途径和方法，其中包括首次为外资企业员工设定最低工资标准——不能低于城市最低工资标准的 150%。

On April 4, 2011, reporters of Xinhua learnt from the Beijing Federation of Trade Unions (BFTU) that in light of the needs of new situation, Beijing would make efforts to explore effective ways of performing BFTU's function of safeguarding rights, such as setting the minimum wage standard for employees of foreign-funded enterprises for the first time —— not less than 150% of the minimum wage standard of Beijing.

- 中国中药企业开始在欧盟申请中成药产品注册（来源：新华网，2011 年 4 月 18 日）
Faced with delisting, TCM firm tries to survive EU ban (source: Xinhuanet.com, 18 April 2011)

新华网 4 月 14 日消息，中国甘肃一家名为佛慈制药股份有限公司的企业正在将自己的一个中成药产品申请欧盟国家的注册。该消息称，这是中国为数众多的中药企业应对 2011 年 4 月欧盟开始执行的一项法令的具体措施。该法令规定，严格禁止未经在欧盟注册的植物药在其成员国家销售，而中国目前还没有一家中药企业在欧盟注册成功。

The Foci Pharmaceutical Company, based in the city of Lanzhou in Gansu Province, is applying for the Swedish drug administration to authorize one of its products, a pill-form of concentrated Chinese angelica, reported Xinhua on April 14, 2011. The EU released the "Registration Process Order of Traditional Herbal Medicine" in March 2004, ordering that Chinese pharmaceutical enterprises will have to retreat from the EU market if their patented medicinal products have not been registered in EU countries by April 2011. So far, no Chinese firm has succeeded in obtaining a product license from an EU country.

- 上海浦东首次发布《外商投资环境白皮书》（来源：上海市人民政府，2011 年 4 月 19 日）
Shanghai Pudong published its first White Paper on Foreign Investment Environment (source: Shanghai Municipal People's Government, 19 April 2011)

2011 年 4 月 18 日，上海浦东首次对外发布《外商投资环境白皮书》，内容主要包括浦东新区外商投资综合报告、外商投资环境评价及案例。该白皮书披露，浦东外商投资总量仅占上海的 1/3，但产出效益却占一半，已成为全球知名跨国公司在国内最集中的地区。目前，《财富》500 强中已有 294 家落户浦东，投资项目 917 个，合同外资 220.81 亿美元，占浦东外资总量的 36.25%。

On April 18, 2011, Shanghai Pudong published its first White Paper on Foreign Investment Environment, mainly covering the comprehensive report of foreign investment in Pudong New Area, evaluation of foreign investment environment and relevant cases. This White Paper discloses that the amount of foreign investment in Pudong only accounts for one third of that of Shanghai, but the output benefits of foreign investment in Pudong accounted for half of that of Shanghai. Pudong has become an area where world famous multinational companies are mostly concentrated in China. At present, 294 of the Fortune 500 companies have entered Pudong, with 917 investment projects and contracted foreign capital of USD 22.08 bn, accounting for 36.25% of the total amount of foreign investment

in Pudong.

- 商务部发布了《国别贸易投资环境报告 2011》（来源：商务部，2011 年 4 月 20 日）
MOFCOM releases the 2011 Country-Specific Report on Trade and Investment Environment (source: Ministry of Commerce, 20 April 2011)

2011 年 4 月 19 日，商务部发布了《国别贸易投资环境报告 2011》。该报告涵盖了中国 16 个主要贸易伙伴新出台或拟发布的 950 多项贸易投资政策和壁垒信息以及 66 起新立贸易救济措施的有关情况。2010 年，中国与上述贸易伙伴之间的进出口总额约占我国对外贸易总额的 62.53%。同期，商务部继续发布《国别贸易投资环境报告》农产品分册，汇总涉及农产品的贸易投资管理体制的最新变化、技术性贸易措施等。

On April 19, 2011, the Ministry of Commerce (MOFCOM) published the 2011 Country-Specific Report on Trade and Investment Environment. The Report covers more than 950 trading and investment policies newly published or to be promulgated by China's 16 major trading partners, as well as the information pertaining to trade barriers and 66 trade remedy investigations newly launched. In 2010, China's export-import volume with the aforesaid trade partners' accounts for 62.53% of China's total foreign trade volume. In addition, MOFCOM also published the special edition of agricultural products of the Report, which is a collection including the latest changes to the trading and investment administration system, technical trading measures, etc.

- 中国企业对外投资迅速增长（来源：中国日报网，2011 年 5 月 3 日）
Companies to boost overseas investment (source: Chinadaily.com.cn, 3 May 2011)

中国日报 4 月 28 日消息，据联合国贸易和发展组织联合中国国际贸易促进委员会对 1024 家中国企业所作的调查显示，88%的中国企业将在接下来的 2 至 5 年间扩大海外投资，而这一数字在一年前仅为 61%。而且在接下来的这 2 至 5 年间，30%的被调查企业海外投资有望超过 500 万美元。

Almost 90 percent of domestic companies involved in international trade plan to increase overseas investment, revealed a survey of 1024 Chinese companies by the China Council for the Promotion of International Trade (CCPIT) and the United Nations Conference on Trade and Development, reported the official China Daily. 88 percent said they want to boost investment overseas over the next two to five years, a sharp rise from a year earlier when 61 percent of the firms surveyed said they planned to expand investment. Moreover, in the next two to five years, about 30 percent of the companies surveyed expect to invest more than USD 5 mn.

- 加拿大公司寻求中国投资人（来源：中国日报网，2011 年 5 月 12 日）
Canadians searching for investors from China (source: Chinadaily.com.cn, 12 May 2011)

中国日报网 5 月 11 日消息，加拿大投资关系机构 CHF 公司正帮助海外能源公司寻找来自中国的投资人，并致力于帮助中小企业在海外上市。CHF 公司中国业务部主管 Barry Leung 透露，该公司正在为一个油气提炼和运输项目以及一个金矿寻找合格的中国投资者。CHF 公司董事长 D'Arcy Funfer 还表示，正如纽交所和纳斯达克是高科技企业的首选一样，多伦多证券交易所则更适合于矿业以及油气公司。

The Canada-based investor relations (IR) outfit CHF Investor Relations Co is making efforts to help foreign resources companies find investors in China and facilitate overseas market listings for small and medium-sized enterprises (SMEs), reported the official China Daily. Barry Leung, the director of Chinese business development at CHF Investor Relations, told China Daily that as Chinese companies become wealthier and incomes rise for the general population, the company is hoping to identify investors for a large refinery and pipeline project and for a gold mine. D'Arcy Funfer, chairman of CHF Investor Relations, told China Daily that mining, petroleum, and gas companies can be introduced to the Toronto Stock Exchange, while the New York Stock Exchange and the Nasdaq are the preferred markets for high-tech outfits.

- 国家外汇管理局公布 2010 年末中国国际投资头寸表（来源：国家外汇管理局，2011 年 5 月 30 日）

SAFE posts annual table on China's international investment position by the end of 2010 (source: State Administration of Foreign Exchange, 30 May 2011)

日前，国家外汇管理局公布了 2010 年末中国国际投资头寸表。统计显示，2010 年末，中国对外金融资产 41260 亿美元，较上年末增长 19%；对外金融负债 23354 亿美元，较上年末增长 20%；对外金融净资产 17907 亿美元，较上年末增长 19%。在对外金融资产中，对外直接投资 3108 亿美元，证券投资 2571 亿美元，其他投资 6439 亿美元，储备资产 29142 亿美元，分别占对外金融资产的 7%、6%、16%和 71%；在对外金融负债中，外国来华直接投资 14764 亿美元，证券投资 2216 亿美元，其他投资 6373 亿美元，分别占对外金融负债的 63%、10%和 27%。

The State Administration of Foreign Exchange (SAFE) recently released the annual table on China's international investment position by the end of 2010. The statistical data showed that by the end of 2010, China's international financial assets reached USD 4,126.0 bn, up 19% year on year; the international financial debts reached USD 2,335.4 bn, up 20%; and the net value of international financial assets amounted to USD 1,790.7 bn, up 19%. With respect to China's international financial assets in 2010, the outbound direct investment amounted to USD 310.8 bn, securities investment reached USD 257.1 bn, other investment amounted to USD 643.9 bn, and the reserve assets reached USD 2,914.2 bn, respectively accounting for 7%, 6%, 16% and 71% of China's internal financial assets. With respect to China's international financial debts, the foreign direct investment in China reached USD 1,476.4 bn, securities investment amounted to USD 221.6 bn, and other investment reached USD 637.3 bn, respectively accounting for 63%, 10% and 27% of the international financial debts.

- 社保基金选聘境外投资管理人委托投资四类产品（来源：上海证券报，2011 年 6 月 9 日）

NCSSF seeks overseas investment managers (source: Shanghai Securities News, 9 June 2011)

2011 年 6 月 8 日，全国社会保障基金理事会发布公告表示，拟选聘境外投资管理人，申请机构须满足经营资管业务超过 6 年，资产不少于 50 亿美元，对所申请产品历史业绩达 3 年以上等七项资质要求，社保理事会将委托境外管理人投资四大类产品，包括多资产类别配置型产品、新兴市场（除中国）本币债券积极型产品、全球资源类股票积极型产品、全球不动产股票积极型产品等四种。

On June 8, 2011, the National Council for Social Security Fund (NCSSF) issued an announcement, declaring that they would hire overseas companies to manage its offshore investments. The applicants must satisfy seven requirements, including stable financial investment records, at least \$5 billion worth of assets under management, at least six years' experience in asset management, and others. It is seeking managers in four areas: multi-asset allocation, local emerging market (non-China) currency bonds, global resource equities and global real estate equities.

- 新闻出版总署发布五条惠台政策（来源：新华网，2011 年 6 月 20 日）

GAPP releases five preferential policies for Taiwan (source: Xinhuanet.com, 20 June 2011)

新华网厦门消息，2011 年 6 月 12 日，在第三届海峡新闻出版业发展论坛开幕式上，国家新闻出版总署副署长邬书林宣布了福建先行先试的惠及台湾同胞的五条政策。一、对台湾服务提供者在福建省设立从事包装装潢印刷品的印刷企业的最低注册资本要求，比照内地企业实行；二、允许台湾服务提供者在福建省设立独资、合资或合作排校制作服务公司，从事图书的校对、设计、排版等印前工作；三、允许台湾服务提供者在福建省以独资、合资形式提供音像制品（含后电影产品）的发行服务；四、允许台商在福建省设立独资、合资或合作企业，从事音像制品制作业务；五、对台湾版权作品，福建省认可台湾相关机构出具的版权归属证明。

At the opening ceremony of the 3rd Cross-Strait Forum held on June 12, 2011, Deputy Director of the General Administration of Press and Publication (GAPP) Wu Shulin announced five preferential policies for Taiwan. The policies will be first tried in Fujian. The minimum registered capital required for the printing enterprises engaged in packaging and printing established in Fujian Province by Taiwan service suppliers will follow that of the Mainland enterprises. Taiwan service suppliers are allowed to establish wholly-owned, joint-venture or cooperative service enterprises engaged in proofreading, design and composing of books and to provide distribution services for audio-visual products as either a sole proprietorship or a joint venture. Furthermore, Taiwanese businessmen are allowed to establish wholly-owned, joint-venture or cooperative enterprises engaged in audio-visual products manufacturing businesses. In addition, Fujian will serve to approve copyright certificates of Taiwan copyright works issued by the relevant institutions of Taiwan.

- 商务部进出口公平贸易局公布第 28 期国外贸易投资壁垒信息月报（来源：商务部进出口公平贸易局，2011 年 7 月 8 日）

MOFCOM releases No.28 monthly report on foreign trade and investment barriers (source: Bureau of Fair Trade for Imports and Exports of the Ministry of Commerce, 8 July 2011)

2011 年 7 月 7 日，商务部进出口公平贸易局网站公布了《国外贸易投资壁垒信息月报》（第 28 期）。该月报介绍了欧委会拟定的政府采购新政策、欧盟将对镉实施新的禁令以及欧委会建议出台新版能源效率指令的情况。同时，还介绍了五矿化工类、食品土畜类、轻工工艺类、医疗保健类以及机电类等方面的国外贸易投资壁垒信息。

Bureau of Fair Trade for Imports and Exports of the Ministry of Commerce (MOFCOM) released on its website the No. 28 Monthly Report on Foreign Trade and Investment Barriers on July 7, 2011. The Monthly Report briefs, among other things, the new policies on government procurement drafted by European Commission, the new Cadmium Ban to be adopted by EU, new energy efficiency indicators proposed by EU, and foreign trade and investment barriers pertaining to metals, minerals and chemicals, foodstuffs, native produce and animal by-products, light industrial products and arts-crafts, and mechanical and electronic products.

- 美国联邦贸易委员会和司法部简化并购前的申报程序（来源：美国联邦贸易委员会官方网站，2011 年 7 月 12 日）

FTC, DOJ announce changes to streamline premerger notification process (source: US-FTC.gov, 12 July 2011)

2011 年 7 月 7 日，美国联邦贸易委员会和司法部已经修改相关程序，使根据 Hart-Scott-Rodino 法案和企业合并前的申报规则（Premerger Notification Rules）申请企业并购的当事人提交的反垄断审查申请的表格更加合理，以减轻企业提交并购申请时填写表格的负担。通过精简掉一些不必要的信息审核和表格填写程序，此次修改提高了书面审查机构和代理机构的效率。

2011 July 7 – The US Federal Trade Commission (FTC) and the Department of Justice (DOJ) have made changes to decrease the filing burden and streamline the form parties must file when seeking antitrust clearance of proposed mergers and acquisitions under the Hart-Scott-Rodino Act and Premerger Notification Rules. The changes are part of an effort by the FTC and the DOJ to review their regulations, ensure that rules are up-to-date and necessary, and eliminate unduly burdensome reporting requirements for businesses. The changes will make the review process easier for the filers and more effective for both agencies. Specifically, the revised HSR form eliminates several categories of information found to be unnecessary, while also requiring that filers provide both agencies with narrowly focused additional documents to expedite the merger review process. The form also changes certain kinds of reporting, including revenue information by industry NAICS code, and the identity of holders and holdings of the entities making the filing, while also

including new concepts, such as information about "associates" of the acquiring person.

- 商务部召开例行新闻发布会介绍 2011 年上半年消费市场运行、对外贸易、利用外资、对外投资和经济合作等方面的情况（来源：商务部，2011 年 7 月 15 日）

MOFCOM holds regular press conference (source: Ministry of Commerce, 15 July 2011)

2011 年 7 月 15 日，商务部召开例行新闻发布会，新闻发言人姚坚介绍了 2011 年上半年消费市场运行、对外贸易、利用外资、对外投资和经济合作、《海峡两岸经济合作框架协议》（ECFA）实施、外贸商品质量、网络购物领域打击侵权假冒专项行动等方面的情况。据商务部统计，6 月当月，全国新批设立外商投资企业 2919 家，同比增长 6.57%，实际使用外资金额 128.63 亿美元，同比增长 2.83%。1—6 月，全国新批设立外商投资企业 13462 家，同比增长 8.77%，实际使用外资金额 608.91 亿美元，同比增长 18.4%。从产业结构看，服务业实际使用外资增速超过农林牧渔业和制造业。从区域分布看，中西部地区实际使用外资增速继续高于东部地区，占比均有所上升。2011 年上半年，中国境内投资者共对全球 117 个国家和地区的 2169 家境外企业进行直接投资，累计实现非金融类对外直接投资 239 亿美元，同比增长 34%。1—6 月，以并购方式实现的直接投资 90 亿美元，占同期投资总额的 37.7%。截至 2011 年 6 月底我国累计非金融类对外直接投资 2827 亿美元。

The Ministry of Commerce (MOFCOM) held a regular press conference on July 11, 2011. MOFCOM spokesman Yao Jian briefed about the operation of consumer market, foreign trade, foreign direct investment (FDI) utilization, outbound investment and economic cooperation, implementation of the Cross-Straits Economic Cooperation Framework Agreement (ECFA), quality of foreign trade commodities, and the special campaign against IPR infringement and counterfeiting, for the first six months. According to the statistics by MOFCOM, in June, 2,919 new foreign-invested enterprises were approved in China, up 6.57% year on year. The actualized FDI reached USD 12.863 bn, up 2.83% year on year. From January to June, 13,462 new foreign-invested enterprises were approved in China, up 8.77% year on year. The actualized FDI amounted to USD 60.891 bn, up 18.4% year on year. In terms of industrial structure, the growth rate of actualized FDI in service sector outperformed that in agriculture, forestry, husbandry, and fishery, and manufacturing sector, while the actualized FDI in central and western regions still grew faster than that in eastern region. During the first six months this year, domestic Chinese investors have directly invested in 2,169 overseas enterprises in 117 countries and regions, with aggregate outward direct investment in non-financial sectors reaching USD 23.9 bn, up 34% year on year. From January to June, direct outward investment through merger and acquisition valued at USD 9 bn, accounting for 37.7% of China's total direct outward investment in the same period. By the end of this June, China's cumulative non-financial outward direct investment reached USD 282.7 bn.

热点追踪

HOT TOPICS

- 摩根士丹利和摩根大通均获准在中国筹建合资投行（来源：华尔街日报，2011 年 1 月 7 日）

JP Morgan, Morgan Stanley Win Approval for China Ventures (source: WSJ.com, 7 July 2011)

华尔街日报 1 月 5 日消息，摩根士丹利和摩根大通近日分别获得中国证监会批准，在中国筹建合资投行。合资公司的经营业务范围包括中国市场的股票、债券的承销及自营交易等。

J.P. Morgan Chase & Co. and Morgan Stanley have both won approval for securities joint ventures in mainland China, the first U.S. firms to gain such access in six years, reported the Wall Street Journal on January 5, 2011. The new ventures will allow the two Wall Street banks to underwrite stocks and bonds in mainland China, which both firms can already underwrite deals for Chinese companies in Hong Kong, New York and other markets.

- 工信部联手英特尔推进知识产权工作（来源：国家知识产权局，2011 年 3 月 2 日）
MIIT, Intel to jointly push forward IP work (source: State Intellectual Property Office, 2 March 2011)

近日，工业和信息化部电子知识产权中心与英特尔（中国）有限公司在北京签署战略合作备忘录。双方继联合对千家中小企业进行知识产权培训后，将进一步在知识产权相关领域热点问题研究、营建工业企业知识产权交流合作平台、开展知识产权宣传教育 and 人才培养等方面开展合作。

Electronic Intellectual Property Center under the Ministry of Industry and Information Technology (MIIT) recently signed a strategic cooperation memorandum with Intel (China) Co., Ltd. in Beijing. Following giving IP training to thousands of SMEs jointly by the two parties, they will further cooperate with each other on study of hot topics in the IP-related fields, building of an IP exchange and cooperation platform for industrial enterprises, IP publicity and education, talent cultivation, etc.

- 京东商城融资 15 亿美元（来源：中国日报，2011 年 4 月 6 日）
China's 360buy raises USD 1.5 bn (source: Chinadaily.com.cn, 6 April 2011)

中国最大的 B2C 网站京东商城（以下简称“京东”）于 2011 年 4 月 1 日宣布，该网站已完成最新一轮融资，金额总计 15 亿美元，其中 11 亿美元已经到账，这将为京东 2013 年启动的上市计划铺平道路。

China's largest business-to-consumer website 360buy.com said on April 1, 2011, it has raised USD 1.5 bn from a diverse group of investors in its latest round of financing, in

preparation for an initial public offering in 2013.

京东表示，本轮融资由俄罗斯投资集团 DST (Digital Sky Technologies)、老虎基金等投资，其中，曾投资于 Facebook、Groupon 等公司的 DST，为京东投入了 5 亿美元。

360buy, which sells branded electronics goods online, said Russian Internet investment group Digital Sky Technologies, who has invested in Facebook and Groupon, had put in USD 500 mn. 360buy said that Tiger Fund had also invested in the firm.

2010 年 12 月，京东曾宣布其获得了包括沃尔玛在内的六家公司 5 亿美元投资。

In December, 360buy confirmed that it had secured USD 500 mn in funding from six strategic partners including Wal-Mart Stores Inc.

- 马云表示与雅虎之间的补偿事宜仍在沟通中（来源：中国日报网，2011 年 6 月 16 日）
Alibaba's Ma: Compensation talks ongoing (source: Chinadaily.com.cn, 16 June 2011)

中国日报网 6 月 15 日消息，阿里巴巴集团董事局主席马云日前表示，因为支付宝股权的转移，阿里巴巴管理层与雅虎、软银间的补偿协议仍在谈判中。5 月份，雅虎曾表示，将支付宝股权转移至马云名下的新公司一事并未得到其同意。马云回应，如果支付宝不将外资股转成内资，要获得支付牌照将很困难。雅虎的创始人杨致远和软银的创立人孙正义占据了阿里巴巴董事会 4 名成员中的两个席位，雅虎持有阿里巴巴 43% 的股权，软银持有阿里巴巴 33% 的股权。

Jack Ma, founder and chief executive of Alibaba Group Holding Ltd, said compensation negotiations between the management and Yahoo Inc and Softbank Corp are still going on, after Yahoo said that last month it had been blindsided when Alibaba transferred its online payment arm, Alipay.com Co Ltd, to a new company controlled by Ma, reported the official China Daily on June 15, 2011. Alibaba is in negotiations with Yahoo's founder Jerry Yang and Softbank founder Masayoshi Son, who occupy two of the four seats on Alibaba's board, about compensating the two companies. Ma said that Alipay's chance of getting a license would be at risk if it did not transform its foreign fund stock structure into a Chinese one. This brought about the transfer and the dispute with its biggest shareholders, Yahoo who owns a 43-percent equity interest in Alibaba and Softbank a 33 percent interest.

- 美国国际贸易法院拒绝美国钢铁公司关于驳回无锡无缝管公司起诉的请求（来源：美国国际贸易法院官方网站，2011 年 7 月 15 日）

USCIT denies US Steel's Motion to Dismiss Wuxi Seamless Pipe Co.'s complaint regarding Antidumping and Countervailing duty findings (source: US-CIT.uscourts.gov, 15 July 2011)

2011 年 7 月 6 日，美国国际贸易法院拒绝了美国钢铁公司 (US Steel) 要求法院驳回无锡西姆莱斯石油专用管制造有限公司 (Wuxi Seamless Pipe Co.) 起诉的申请，

无锡西姆莱斯石油专用管制造有限公司此前因不服美国商务部 2010 年 5 月 31 日作出的反倾销税令向该院提起诉讼。美国钢铁公司及其他申请者认为无锡西姆莱斯石油专用管制造有限公司基于权利救济原则提出的抗辩是不成功的，缺少实体正义，因为无锡公司在向法院的起诉中提出了没有提交给美国商务部的新的主张和新证据，从而导致无锡该公司并没有穷尽行政救济措施。而法院认为，其拒绝美国钢铁公司等请求，恰是基于穷尽法律救济原则，并考虑到申请人实际甚少参与美国商务部关于该案调查的实际情况，从而得出该主张并不成立的判断。

2011 July 6 – The US Court of International Trade (USCIT) denied US Steel's Motion to Dismiss Wuxi Seamless Pipe Co.'s complaint challenging the findings and conclusions of the Department of Commerce's Antidumping Order, published on 2010 May 21. In their Motion to Dismiss, US Steel and others asked the Court to dismiss Wuxi's complaint for "failure to state a claim upon which relief can be granted or...for lack of subject matter jurisdiction because Wuxi was presenting new arguments before the court that it had not previously presented to the Department of Commerce, and thus had not exhausted all administrative avenues of relief, and because Wuxi had not submitted briefs in the previous proceedings. The USCIT denied the Motion because it was premature with respect to both the exhaustion doctrine and the lack of participation in the Department of Commerce's investigation.

法规全文精选

FULL VERSION OF SELECTED LEGISLATION

境外直接投资人民币结算试点管理办法

Measures for the Administration of Pilot Program on Settlement of Overseas Direct Investment in Renminbi

生效日期：2011 年 01 月 06 日

Effective Date: 01-06-2011

第一条 为配合跨境贸易人民币结算试点,便利境内机构以人民币开展境外直接投资,规范银行业金融机构(以下简称银行)办理境外直接投资人民币结算业务,根据《中华人民共和国中国人民银行法》等法律、行政法规,制定本办法。

Article 1 These Measures have been formulated pursuant to the law such as Law of the People's Republic of China on People's Bank of China in connection with the pilot program on settlement of cross border trade in Renminbi and for the purposes of facilitating the carrying out of overseas direct investment in Renminbi by domestic entities and regulating the Renminbi settlement operation for overseas direct investment by the financial institutions in the banking industry (hereinafter referred to as banks).

第二条 本办法所称境外直接投资是指境内机构经境外直接投资主管部门核准,使用

人民币资金通过设立、并购、参股等方式在境外设立或取得企业或项目全部或部分所有权、控制权或经营管理权等权益的行为。

Article 2 The overseas direct investment mentioned in these Measures refers to the activities of establishing an enterprise or a project or obtaining the rights and interests such as ownership, right of control or right of operation and management, in whole or in part, in an enterprise or a project overseas by a domestic entity upon approval by the competent authority for overseas direct investment by way of establishment, merger and acquisition, or equity participation using Renminbi funds.

本办法所称境内机构是指在跨境贸易人民币结算试点地区内登记注册的非金融企业。本办法所称前期费用是指境内机构在境外设立项目或企业前,需要向境外支付的与境外直接投资有关的费用。

The domestic entity mentioned in these Measures refers to a non-financial enterprise registered in the pilot program region for settlement of cross border trade in Renminbi. The preliminary expenses mentioned in these Measures refer to the expenses required to be paid overseas by the domestic entity prior to the establishment of the project or enterprise overseas and related to the overseas direct investment.

第三条 中国人民银行和国家外汇管理局根据本办法对境外直接投资人民币结算试点实施管理。

Article 3 The People's Bank of China and the State Administration of Foreign Exchange shall be responsible for the administration of the pilot program on settlement of overseas direct investment in Renminbi according to these Measures.

第四条 境内机构办理人民币境外直接投资应当获得境外直接投资主管部门的核准。在办理有关境外直接投资核准时,境内机构应当明确拟用人民币投资的金额。

Article 4 A domestic entity dealing with overseas direct investment in Renminbi shall obtain the approval from the competent authority for overseas direct investment. In dealing with the approval related to overseas direct investment, the domestic entity shall clearly specify the proposed amount of investment in Renminbi.

第五条 境外直接投资前期费用汇出或未发生过前期费用汇出的境外直接投资,境内机构应当向所在地外汇局递交以下材料,办理前期费用汇出或境外直接投资登记手续。

Article 5 In respect of the overseas direct investment where the preliminary expenses pertaining to the overseas direct investment are to be remitted out or the preliminary expenses are yet to be incurred, the domestic entity shall submit the following materials to the foreign exchange bureau at its domicile and process the registration formalities for the outward remittance of preliminary expenses or overseas direct investment.

(一)书面申请书;

(1) Application in writing;

(二)境外直接投资主管部门的核准文件及其复印件或向境外直接投资主管部门提交的境外直接投资申请文件复印件;

(2) Approval document from the competent authority for overseas direct investment and its photocopy or a photocopy of the document of the application for overseas direct investment submitted to the competent authority for overseas direct investment; and

(三)境内机构的营业执照、组织机构代码证等复印件。

(3) Photocopies of business license and the organization code certificate of the domestic entity.

境内机构所在地外汇局应当在收到相关材料之日起 3 天内完成相关信息登记手续。

The foreign exchange bureau at the domicile of the domestic entity shall complete the formality for registration of the relevant information within 3 days of receiving the relevant application materials.

发生过前期费用汇出的境外直接投资,境内机构应当在获得境外直接投资主管部门核准的 30 天内向所在地外汇局报送有关信息。

In respect of overseas direct investment where the preliminary expenses have been remitted, the domestic entity shall submit the relevant information to the foreign exchange bureau at its domicile within 30 days upon obtaining the approval from the competent authority for overseas direct investment.

第六条 境内机构按照本办法第五条第一款办理前期费用汇出或境外直接投资登记手续后,可以到银行办理境外直接投资人民币资金汇出或前期费用人民币资金汇出。

Article 6 After the domestic entity has completed the registration formalities pertaining to the outward remittance of preliminary expenses or overseas direct investment according to paragraph 1 under Article 5 of these Measures, it may remit the Renminbi fund for the overseas direct investment or remit the Renminbi fund for preliminary expenses at the bank.

银行在办理境外直接投资人民币结算业务时,应当根据有关审慎监管规定,要求境内机构提交境外直接投资主管部门的核准证书或文件等相关材料,并认真审核。在审核过程中,银行可登入人民币跨境收付信息管理系统和直接投资外汇管理信息系统查询有关信息。

In processing the Renminbi settlement business for overseas direct investment, the bank shall ask the domestic entity to submit the relevant materials such as approval certificate or document from the competent authority for overseas direct investment based on the relevant provisions for prudent supervision and make careful examination. During the process of examination, the bank may log on to the information management system for cross border receipts and payments in Renminbi and the information system for administration of foreign exchange on direct investment to make inquiry of the relevant information.

第七条 审核境内机构向境外直接投资主管部门提交的申请文件和境内机构的组织

机构代码证等相关材料后,银行可以为境内机构办理境外直接投资人民币前期费用汇出。境内机构累计汇出的前期费用原则上不得超过其向境外直接投资主管部门申报的中方投资总额的 15%。如确因境外并购等业务需要,前期费用超过 15%的,应当向所在地外汇局说明并提交相关证明材料。

Article 7 After examining the application document submitted by the domestic entity to the competent authority for overseas direct investment and the organization code certificate and other relevant materials of the domestic entity, the bank may process the remittance of preliminary expenses pertaining to the overseas direct investment in Renminbi for the domestic entity. In principle, the cumulative preliminary expenses remitted by the domestic entity shall not exceed 15% of total investment by the Chinese party as declared to the competent authority for overseas direct investment. Should the preliminary expenses exceed 15% due to overseas merger and acquisition or other business needs, it shall provide explanation to the foreign exchange bureau at its domicile as well as submitting the relevant evidential materials.

第八条 银行应当按照《人民币银行结算账户管理办法》(中国人民银行令〔2003〕第 5 号发布)等规定,通过境内机构的人民币银行结算账户为其办理境外直接投资人民币资金的结算,并向人民币跨境收付信息管理系统报送有关人民币资金跨境收付信息。

Article 8 The bank shall process the settlement of Renminbi funds for overseas direct investment for the domestic entity through its Renminbi bank settlement account according to the provisions for the Measures on the Administration of Renminbi Bank Settlement Account (decree promulgated by the People's Republic of China [2003] No. 5), at the same time, submit the information pertaining to cross-border receipts and payments of Renminbi funds to the information management system for cross border receipts and payments in Renminbi.

第九条 人民币境外直接投资相关业务需要同时使用外汇资金的,境内机构和银行应当按照外汇管理相关规定,办理境外直接投资外汇资金汇出手续。在办理外汇资金汇出手续时,银行应当登入直接投资外汇管理信息系统进行业务审核,确保相关业务的合规性。

Article 9 Where the operation related to overseas direct investment in Renminbi requires the concurrent use of foreign exchange funds, the domestic entity and the bank shall process the formality for outward and inward remittance of foreign exchange funds for overseas direct investment according to the relevant provisions for the administration of foreign exchange. In processing the formality for outward and inward remittance of foreign exchange funds, the bank shall log on to the information system for administration of foreign exchange related to direct investment to carry out business review and ensure compliance of the relevant business.

第十条 银行为境内机构办理的境外直接投资汇出的人民币资金和外汇资金之和,不得超过境外直接投资主管部门核准的境外直接投资总额。

Article 10 The total of Renminbi funds and foreign exchange funds remitted out for the overseas direct investment as processed by the bank for the domestic entity shall not exceed the total amount of overseas direct investment approved by the competent authority for overseas direct investment.

境内机构已经汇出境外的人民币前期费用,应当列入其境外直接投资总额。银行在为该境内机构办理境外直接投资人民币资金汇出时,应当扣减已汇出的人民币前期费用金额。银行应当向人民币跨境收付信息管理系统报送人民币前期费用跨境支付信息。

The preliminary expenses in Renminbi that have already remitted overseas by the domestic entity shall be included in its total amount of overseas direct investment. In processing the outward remittance of Renminbi funds for overseas direct investment for the said domestic entity, the bank shall deduct the amount of preliminary expenses in Renminbi which has already been remitted out. The bank shall submit cross border payment information pertaining to the preliminary expenses in Renminbi to the information management system for cross border receipts and payments in Renminbi.

第十一条 自汇出人民币前期费用之日起 6 个月内仍未获得境外直接投资主管部门核准的,境内机构应当将剩余资金调回原汇出资金的境内人民币账户。银行应当督促境内机构将剩余资金调回原汇出资金的境内人民币账户。对拒不调回的,银行应当向所在地人民银行备案。

Article 11 Where the approval from the competent authority for overseas direct investment is still not granted within 6 months from the day the preliminary expenses in Renminbi are remitted out, the domestic entity shall transfer the remaining funds back to the domestic Renminbi account from which the funds are remitted out. The bank shall urge the domestic entity to transfer the remaining funds back to the domestic Renminbi account from which the funds are remitted out. Where such requirement is rejected, the bank shall file a record with the local branch of the People's Bank of China at its domicile.

第十二条 境内机构可以将其所得的境外直接投资利润以人民币汇回境内。经审核境内机构提交的境外投资企业董事会利润处置决议等材料,银行可以为该境内机构办理境外直接投资人民币利润入账手续,并应当向人民币跨境收付信息管理系统报送人民币利润汇回信息。

Article 12 The domestic entity may remit the profits earned from overseas direct investment back to the country in Renminbi. Upon review of the materials such as the resolution of the board of directors on profit disposition of the overseas investment enterprise submitted by the domestic entity, the bank may process the formality of transferring the Renminbi profit on overseas direct investment into its account for the said domestic entity, at the same time, submit the information on the repatriation of Renminbi profit to the information management system for Renminbi cross border receipts and payments.

第十三条 境内机构因境外投资企业增资、减资、转股、清算等人民币收支,可以凭境外直接投资主管部门的核准文件到银行直接办理人民币资金汇出入手续。在办理上述业务时,银行应当向人民币跨境收付信息管理系统报送有关人民币跨境收付信息。

Article 13 With respect to the Renminbi income and expenditure of the overseas investment enterprise due to capital increase, capital decrease, transfer of shares, liquidation etc., the domestic entity may, under the strength of the approval document from the competent authority for overseas direct investment, process the outward and inward remittances of Renminbi funds directly at the bank. In processing the aforesaid business, the bank shall submit

the information pertaining to cross border receipt and payment in Renminbi to the information management system for Renminbi cross border receipts and payments.

第十四条 已登记境外企业发生名称、经营期限、合资合作伙伴及合资合作方式等基本信息变更,或发生增资、减资、股权转让或置换、合并或分立清算等情况,境内机构应当在发生之日起 30 天内将上述变更情况报送所在地外汇局。

Article 14 In case of any change in basic information such as the name, operating term, partners in joint venture and method for joint venture, or in case of capital increase, capital decrease, transfer or replacement of equity, merger, division or liquidation in the registered overseas enterprise, the domestic enterprise shall submit the aforesaid change to the foreign exchange bureau at the domicile of such enterprise within 30 days from the occurrence of the change.

第十五条 银行可以按照有关规定向境内机构在境外投资的企业或项目发放人民币贷款。通过本银行的境外分行或境外代理银行发放人民币贷款的,银行可以向其境外分行调拨人民币资金或向境外代理银行融出人民币资金,并在 15 天内向所在地人民银行备案。在办理上述业务时,银行应当向人民币跨境收付信息管理系统报送有关人民币跨境收付信息。

Article 15 The bank may extend Renminbi loan to the overseas enterprise or project invested by the domestic entity according to the relevant provisions. Where Renminbi loan is extended through an overseas branch of this bank or an overseas agent bank, the bank may allocate and transfer Renminbi funds to its overseas branch or lend out Renminbi funds to the overseas agent bank, at the same time, file the same with the People's Bank of China at the domicile within 15 days. In processing the aforesaid business, the bank shall submit the information pertaining to cross border receipt and payment in Renminbi to the information management system for Renminbi cross border receipts and payments.

第十六条 在办理境外直接投资人民币结算业务时,银行和境内机构应当按照《国际收支统计申报办法》等有关规定办理国际收支申报。

Article 16 In processing the Renminbi settlement operation for overseas direct investment, the bank and the domestic entity shall handle the notification of international receipt and payment in accordance with the relevant provisions of Measures for Statistical Notification of International Receipts and Payment, etc.

第十七条 银行应当认真履行信息报送义务,及时、准确、完整地向人民币跨境收付信息管理系统报送与境外直接投资相关的各类人民币跨境收付信息。

Article 17 The bank shall conscientiously perform its information submission obligation by submitting all information on Renminbi cross border receipts and payments related to the overseas direct investment to the information management system for Renminbi cross border receipts and payments in a timely, accurate and complete manner.

第十八条 银行在办理境外直接投资人民币结算业务时,应当按照《中华人民共和国反洗钱法》和中国人民银行的有关规定,切实履行反洗钱和反恐融资义务,预防利用人民币

境外直接投资进行洗钱、恐怖融资等违法犯罪活动。银行应当收集境内机构境外直接投资目的地的反洗钱和反恐融资信息,评估境外直接投资目的地的洗钱和恐怖融资风险,并采取适当的风险管理措施。

Article 18 In processing the Renminbi settlement operation for overseas direct investment, the bank shall effectively perform the obligations of anti-money laundering and anti-terrorist financing and prevent the use of overseas direct investment in Renminbi to carry out money laundering, terrorist financing and other unlawful criminal activities in accordance with the Law of People's Republic of China on Anti-Money Laundering and the relevant provisions of the People's Bank of China. The bank shall collect information on anti-money laundering and anti-terrorist financing pertaining to the destination of the overseas direct investment of the domestic entity, evaluate the risk of money laundering and terrorist financing at the destination of the overseas direct investment, and adopt appropriate risk management measures.

(三)境内机构的营业执照、组织机构代码证等复印件。

(3) Photocopies of business license and the organization code certificate of the domestic entity.

第十九条 中国人民银行与国家外汇管理局、境外直接投资主管部门建立信息共享机制,加大事后监督检查力度,有效监管人民币境外直接投资业务活动。

Article 19 The People's Bank of China shall set up information sharing mechanism with the State Administration of Foreign Exchange and the competent authority for overseas direct investment, enhance the post-event supervision and inspection, and effectively regulate and control the business activities of overseas direct investment in Renminbi.

人民币跨境收付信息管理系统每日向直接投资外汇管理信息系统传输境外直接投资相关的人民币跨境收付信息,直接投资外汇管理信息系统每日向人民币跨境收付信息管理系统传输境外直接投资相关的外汇跨境收付信息。

The information management system for Renminbi cross border receipts and payments shall transmit information on Renminbi cross border receipts and payments related to overseas direct investment to the information system for administration of foreign exchange related to direct investment on daily basis. The information system for administration of foreign exchange related to direct investment shall transmit information on foreign exchange cross border receipts and payments related to overseas direct investment to the information management system for Renminbi cross border receipts and payments.

第二十条 中国人民银行会同国家外汇管理局对银行、境内机构的人民币境外直接投资业务活动进行现场检查和非现场检查,督促银行切实履行交易真实性审核、信息报送、反洗钱等职责,监督境内机构依法开展业务活动。

Article 20 The People's Bank of China shall carry out onsite inspection and off-site inspection of the business activities of the bank and the domestic entity pertaining to overseas direct investment in Renminbi jointly with the State Administration of Foreign Exchange. It

shall supervise and urge the bank in effective performance of duties such as review of the authenticity of transactions, information submission and anti-money laundering and supervise the domestic entity in carrying out business activities according to law.

第二十一条 银行、境内机构违反本办法有关规定的,中国人民银行会同国家外汇管理局可以依法进行通报批评或处罚;情节严重的,可以禁止银行、境内机构继续开展跨境人民币业务。

Article 21 Where the bank or the domestic entity is in violation of the relevant provisions of these Measures, the People's Bank of China may circulate a notice of criticism or render punishment jointly with the State Administration of Foreign Exchange according to law. Where the violation is serious, it may prohibit the bank or the domestic entity from continuing with the cross border Renminbi operation.

第二十二条 银行在办理境外直接投资人民币结算业务时违反有关审慎监管规定的,由有关部门依法进行处罚;违反有关反洗钱、反恐融资和人民币银行结算账户管理规定的,由中国人民银行依法进行处罚。

Article 22 Where the bank is in violation of the relevant provisions for prudent supervision in processing the Renminbi settlement operation for overseas direct investment, the relevant department shall render punishment according to law. Where it is in violation of the provisions related to anti-money laundering, anti-terrorist financing and account administration of Renminbi bank settlement, the People's Bank of China shall render punishment according to law.

第二十三条 境内金融机构的境外直接投资人民币结算业务管理,参照本办法执行。相关监管部门对境内金融机构人民币境外直接投资另有规定的,从其规定。

Article 23 The administration of Renminbi settlement operation for overseas direct investment by a domestic financial institution shall be implemented with reference to these Measures. Where the relevant regulatory authority has otherwise made provisions for the domestic financial institution pertaining to overseas direct investment in Renminbi, such provisions shall prevail.

第二十四条 本办法由中国人民银行负责解释。

Article 24 The People's Bank of China shall be responsible for the interpretation of these Measures.

第二十五条 本办法自发布之日起施行。此前颁布的有关规定与本办法不一致的,按照本办法执行。

Article 25 These Measures shall become effective on the day of promulgation. Where the relevant provisions promulgated previously are not consistent with these Measures, these Measures shall prevail.

卫生部关于调整中外合资合作医疗机构审批权限的通知

Notice of the Ministry of Health on Adjusting the Examination and Approval Authority of Sino-Foreign Equity or Cooperative Joint Venture Medical Institutions

生效日期: 2011 年 01 月 25 日

Effective Date: 01-25-2011

各省、自治区、直辖市卫生厅局,新疆生产建设兵团卫生局:

To all departments or bureaus of health of all provinces, autonomous regions and municipalities directly under the Central Government, and the Bureau of Health of Xinjiang Production and Construction Corps,

按照《国务院办公厅转发发展改革委卫生部等部门关于进一步鼓励和引导社会资本举办医疗机构意见的通知》(国办发〔2010〕58号)要求,根据《行政许可法》和《医疗机构管理条例》等相关规定,决定对中外合资、合作医疗机构审批权限进行调整。现将有关事项通知如下:

In accordance with the requirements of the Notice of the General Office of the State Council on Forwarding the Opinions of the National Development and Reform Commission, the Ministry of Health and other Departments on Further Encouraging and Guiding Social Capital in Setup of Medical Facilities (Guo Ban Fa [2010] No. 58) and the relevant provisions of the Administrative Licensing Law of the People's Republic of China and the Regulations on the Administration over Medical Institutions, we have decided to adjust the examination and approval authority for Sino-foreign equity and cooperative joint venture medical institutions, and the relevant matters are hereby announced as follows:

一、设置中外合资、合作医疗机构,经医疗机构所在地设区的市级卫生行政部门初审后,报省级卫生行政部门审批

1. With regard to the application for setting up a Sino-foreign equity or cooperative joint venture medical institution, it shall be subject to preliminary examination by the health administrative department of the city divided into districts where the medical institution is located, thereafter submitted to the provincial health administrative department for examination and approval.

二、设置人设置中外合资、合作医疗机构,既可举办营利性医疗机构,也可以举办非营利性医疗机构。

2. Anyone who sponsors to set up a Sino-foreign equity or cooperative joint venture medical institution may set up either profit-making or non-profit-making medical institution.

三、已经我部和商务部批准设立的中外合资、合作医疗机构变更设置人(合作方)、法定代表人、地址、投资总额、规模(床位、牙椅)、诊疗科目及合资、合作期限或者筹建期限的,应当经医疗机构所在地设区的市级卫生行政部门初审后,报省级卫生行政部门审批。

3. Where a Sino-foreign equity or cooperative joint venture medical institution that is set up

upon the approval of the Ministry of Health and the Ministry of Commerce intends to make changes in its sponsor (partner), legal representative, address, total amount of investment, scale (number of hospital beds, dental chairs), specialties and term of equity or cooperative joint venture or time limit for construction preparation, such changes shall be reported for preliminary examination to the health administrative department of the city divided into districts where the medical institution is located, thereafter submitted to the provincial health administrative department for examination and approval.

四、中外合资、合作医疗机构的设置、变更及终止等,经省级卫生行政部门批准后,申请人应当按照有关法律、法规向相应的商务主管部门提出申请。

4. With regard to the establishment, alternation and termination of a Sino-foreign equity or cooperative joint venture medical institution, after approval by the provincial health administrative department, the applicant shall file an application with the corresponding competent department of commerce in accordance with the relevant laws and administrative regulations.

五、申请设置中外合资、合作医疗机构应当提交的材料和卫生行政部门的审批要求按照《中外合资、合作医疗机构管理暂行办法》(卫生部、对外经贸部令第 11 号)的有关规定执行。

5. With regard to the application for setting up a Sino-foreign equity or cooperative joint venture medical institution, the submission of the necessary documents and the requirements for the examination and approval by the health administrative department shall be governed by relevant provisions of the Interim Measures for the Administration of Sino-Foreign Equity/Cooperative Joint Venture Medical Institutions (Order No. 11 of the Ministry of Health and the Ministry of Foreign Trade and Economic Cooperation of the People's Republic of China).

六、本通知自印发之日起施行。此前我部已经受理的设置中外合资、合作医疗机构项目,仍由我部审批。

6. This Notice shall come into force on the date of issuance. With regard to any application accepted by the Ministry of Health for setting up a Sino-foreign equity or cooperative joint venture medical institution, it shall still be subject to the examination and approval by the Ministry of Health.

各地在中外合资、合作医疗机构审批工作中遇到相关问题,应当及时向我部医政司反馈。

Issues encountered by local authorities during the examination and approval of Sino-foreign equity and cooperative joint venture medical institutions shall be reported to the Department of Medical Administration under the Ministry of Health without any delay.

国家发展改革委关于做好境外投资项目下放核准权限工作的通知 Notice of the National Development and Reform Commission on

Delegating Powers on Approval of Overseas Investment Projects to Authorities at Lower Levels

生效日期: 2011 年 02 月 14 日

Effective Date: 02-14-2011

各省、自治区、直辖市及计划单列市、新疆生产建设兵团发展改革委,各中央管理企业:

To the development and reform commissions of all provinces, autonomous regions, municipalities directly under the Central Government, cities specially designated in the State plan and the Xinjiang Production & Construction Corps, and all centrally administered enterprises,

为适应新形势下境外投资发展的需要,经报请国务院同意,现将下放境外投资项目核准权限有关事项通知如下:

In order to accommodate the new situation and development requirements, with the approval of the State Council, the relevant issues on delegating powers on approval of overseas investment projects to authorities at lower levels are hereby notified as follows:

一、下放项目核准权限。地方企业实施的中方投资额 3 亿美元以下的资源开发类、中方投资额 1 亿美元以下的非资源开发类境外投资项目(特殊项目除外),由所在省、自治区、直辖市及计划单列市和新疆生产建设兵团等省级发展改革部门(以下简称“省级发展改革部门”)核准;中央管理企业实施的上述境外投资项目,由企业自主决策并报国家发展改革委备案。中方投资额 3 亿美元及以上的资源开发类、中方投资额 1 亿美元及以上的非资源开发类境外投资项目,由国家发展改革委核准。

1. Delegating approval powers to authorities at lower levels. If a local enterprise invests in an overseas investment project of resource development with the amount of investment made by the Chinese party less than USD 300 million or an overseas investment project of non-resource development (excluding special projects) with the amount of investment made by the Chinese party less than USD 100 million, the project shall be subject to the verification and approval of the provincial development and reform departments of the provinces, autonomous regions, municipalities directly under the Central Government, specially designated cities in the State plan, the Xinjiang Production and Construction Corps, etc. (hereinafter referred to as "provincial development and reform departments"). If a centrally-administered enterprise invests in the aforesaid overseas investment project, it shall make the investment decision on its own and then shall file the relevant documents with the National Development and Reform Commission (NDRC) for record. Overseas investment projects of resource development with the amount of investment made by the Chinese party reaching USD 300 million or more and overseas investment projects of non-resource development with the amount of investment made by the Chinese party reaching USD 100 million or more shall be subject to the verification and approval of the NDRC.

二、有关特殊项目核准。前往未建交、受国际制裁国家,或前往发生战争、动乱等国

家和地区的投资项目,以及涉及基础电信运营、跨界水资源开发利用、大规模土地开发、干线电网、新闻传媒等特殊敏感行业的境外投资项目,不分限额,由省级发展改革部门或中央管理企业初审后报国家发展改革委核准,或由国家发展改革委审核后报国务院核准。

2. Approval of special projects. Investment projects in countries that have not established diplomatic relations with China or are subject to international sanctions, or countries and regions at war or in ferment or overseas investment projects involving in basic telecom operation, cross-border development and utilization of water resources, large-scale land development, arterial grid, news media and other special sensitive industries, regardless of amount of investment, shall be reported to the NDRC for verification and approval after the provincial development and reform departments or centrally-administered enterprises conduct preliminary examination, or to the State Council for verification and approval after the NDRC conducts preliminary examination.

三、坚持政企分开原则。省级发展改革部门在核准境外投资项目时,应按照《境外投资项目核准暂行管理办法》(国家发展改革委令第 21 号)第十八条的要求进行外部要素审查。境外投资项目的市场前景、经济效益、资金来源和产品技术方案等由企业进行自主决策、自担责任和风险。省级发展改革部门应对境外投资项目可能发生的政治、经济、法律风险进行提示。

3. Adhering to the principle of separating government functions from enterprise management. The provincial development and reform departments shall conduct examination of external elements in accordance with the requirements of Article 18 of the Interim Measures for the Administration of Verification and Approval of Overseas Investment Projects (Decree No. 21 of the National Development and Reform Commission) when verifying and approving the overseas investment projects. With regard to the market prospect, economic benefit, capital source, product technical solution, etc. of the overseas investment projects, the enterprises shall make decision and take responsibility and risks on its own. The provincial development and reform departments shall give alert of the political, economic and legal risks that might occur to the overseas investment projects.

四、建立项目登记制度。为甄别本通知第二条的境外投资项目,做好协调工作,对中方投资额 3000 万美元以上至 3 亿美元以下的资源开发类、中方投资额 1000 万美元以上至 1 亿美元以下的非资源开发类境外投资项目,省级发展改革部门在下发核准文件前,需报国家发展改革委登记,国家发展改革委将在收到核准文件的 5 个工作日内出具《地方重大境外投资项目核准登记单》。经登记的项目核准文件是办理相关手续和享受相关政策的依据。

4. Establishing project registration system. With regard to the overseas investment projects of resource development with the amount of investment made by the Chinese party more than USD 30 million but less than USD 300 million and overseas investment projects of non-resource development with the amount of investment made by the Chinese party more than USD 10 million but less than USD 100 million, the provincial development and reform departments shall, before issuing the approval documents, report to the NDRC for registration in order to identify the overseas investment projects as prescribed in Article 2 hereof and provide relevant assistance. The NDRC shall issue the Registration Approval Form for Local Major Overseas Investment Projects within five (5) working days upon receipt of the approval

documents. The registered project approval documents constitute the basis for the investment project to go through relevant formalities and enjoy relevant policies.

五、完善备案管理办法。中央管理企业的中方投资额 3000 万美元以上至 3 亿美元以下的资源开发类、中方投资额 1000 万美元以上至 1 亿美元以下的非资源开发类境外投资项目的备案办法,参照《国家发展改革委办公厅关于境外投资项目备案证明的通知》(发改办外资[2007]1239 号)执行。

5. Improving the measures for management of record-filing. If the centrally-administered enterprises invest in the overseas investment projects of resource development with the amount of investment made by the Chinese party more than USD 30 million but less than USD 300 million and overseas investment projects of non-resource development with the amount of investment made by the Chinese party more than USD 10 million but less than USD 100 million, the record-filing thereof shall be implemented according to the Notice of the General Office of the National Development and Reform Commission on Record-Filing Certification for Overseas Investment Projects (Fa Gai Ban Wai Zi [2007] No.1239).

六、调整信息报告范围。根据新的境外投资项目核准权限,将《国家发展改革委关于完善境外投资项目管理有关问题的通知》(发改外资[2009]1479 号)规定报送的项目信息报告范围调整为中方投资额 1 亿美元及以上的境外收购和竞标项目。

6. Adjusting the scope of information reporting. In accordance with the new authority to verify and approve overseas investment projects, the scope of the project information report that shall be submitted as prescribed by the Notice of the National Development and Reform Commission on Issues Concerning Improvement of the Administration of Overseas Investment Projects (Fa Gai Wai Zi [2009] No. 1479) is changed into overseas acquisition and bidding projects of which the amount of the investment made by the Chinese party reaches USD 100 million and above.

七、赴港澳台地区投资。前往香港特别行政区、澳门特别行政区的投资项目适用本通知;前往台湾地区的投资项目,按照国家发展改革委、商务部和国台办《关于印发〈大陆企业赴台湾地区投资管理办法〉的通知》(发改外资[2010] 2661 号)执行。

7. Making investment in Hong Kong, Macao and Taiwan. This Notice shall apply to the investment in the Hong Kong Special Administrative Region and the Macao Special Administrative Region. Investment in the Taiwan region shall follow the Notice on Printing and Distributing the Measures for the Administration of Investment in Taiwan Region by Mainland Enterprises (Fa Gai Wai Zi [2010] No. 2661) promulgated by the NDRC, the Ministry of Commerce and the Taiwan Affairs Office of the State Council.

各省级发展改革部门、中央管理企业应结合实际,认真做好下放境外投资项目核准权限的指导组织实施工作,进一步完善境外投资项目管理办法,建立健全境外投资项目协调机制和责任追究制度,加强对各类投资主体特别是对设在境外企业开展境外投资合作的管理,促进境外投资健康发展。各省级发展改革部门应按照政企分开原则,积极鼓励有条件的企业开展境外投资合作,落实企业投资决策自主权,避免不同行业、地区企业的恶性竞争,切实防范投资风险。

All the provincial development and reform departments and centrally-administered enterprises shall, in light of actual situations, earnestly carry out the guidance, organization and implementation of delegating powers on approval of overseas investment projects to authorities at lower levels, improve the measures for management of overseas investment projects, establish and improve the coordination mechanism and accountability system pertaining to overseas investment projects, strengthen the administration of overseas investment cooperation made by all kinds of investment entities, in particular, the overseas enterprises, and promote healthy development of overseas investment. In accordance with the principle of separating government functions from enterprise management, the provincial development and reform departments shall actively encourage the qualified enterprises to carry out overseas investment cooperation, practice independent decision-making by enterprises, avoid vicious competition between different industries and enterprises in different regions, and effectively prevent investment risks.

国家发展改革委
National Development and Reform Commission

二〇一一年二月十四日
February 14, 2011

商务部关于外商投资管理工作有关问题的通知
Notice of the Ministry of Commerce on Issues Concerning the
Administration of Foreign Investment

生效日期: 2011 年 02 月 25 日
Effective Date: 02-25-2011

各省、自治区、直辖市、计划单列市及新疆建设兵团商务主管部门:

To the competent commerce departments of provinces, autonomous regions, municipalities directly under the Central Government, cities specifically designated in the State plan and the Xinjiang Production and Construction Corps,

2010 年,国务院发布了《关于第五批取消和调整行政审批项目的决定》(国发[2010]21 号)和《关于进一步做好利用外资工作的若干意见》(国发[2010]9 号),将部分外商投资审核管理权限下放到省级商务主管部门并取消了部分外商投资审批事项。为进一步做好有关工作,现通知如下:

In 2010, the State Council promulgated the Decision on the Fifth Batch of Projects of Which the Administrative Examination and Approval are Cancelled or Adjusted (Guo Fa [2010] No. 21) and the Certain Opinions on Further Improving the Utilization of Foreign Capitals (Guo Fa [2010] No. 9) to delegate part of the authority for examination and verification of foreign investment to the competent commerce departments at the provincial level and cancel part of the examination and approval items regarding foreign investment. In order to further promote the related work, the Notice is hereby given as follows:

一、关于取消行政审批事项的管理

1. Administration over the items of which the administrative examination and approval are cancelled

(一)对于无专项规定要求的境内分公司设立和进口作为出资的设备清单,商务主管部门不再审批,外商投资企业可直接向有关部门办理手续。

(1) With respect to the establishment of the domestic branch office of a foreign-invested enterprise for which there are no special requirements and the list of equipment imported as capital contribution, the competent commerce department shall not conduct examination and approval any more, and the foreign-invested enterprise may directly go through the formalities with the relevant departments.

(二)对于外商投资企业法定地址变更(跨审批机关管辖的除外)、名称变更和投资者名称变更,企业在办理工商注册变更登记手续后 30 日内,凭申请书、企业权力机构决议、合同/章程的修改协议、变更事项的证明文件、原外商投资企业批准证书及变更后的营业执照复印件等向商务主管部门备案。商务主管部门收到上述全部材料后,即为企业换发外商投资企业批准证书。

(2) With respect to the change in the legal address (except for the cases which are under the jurisdiction of other examining and approving authorities), name, or name of investors, of a foreign-invested enterprise, the enterprise shall, within 30 days after completing the change registration formalities with the concerned industrial and commercial administration, report the change to the competent commerce department for record-filing by presenting the application, resolution made by the governing body of the enterprise, amendment to the contract/Articles of Association, the document showing the changed items, and photocopies of the original foreign-invested enterprise approval certificate and renewed business license. The competent commerce department shall renew the foreign-invested enterprise approval certificate for the enterprise upon receipt of all the above documents.

二、关于外商投资股份公司(上市公司)的管理

2. Administration over foreign-invested joint-stock companies (listed companies)

境内上市的外商投资股份公司批准证书应记载外国投资者及其股份,如外国投资者减持股份变动累计超过总股本的 5%,需向商务主管部门申请办理批准证书变更。

The approval certificate of a domestically listed foreign-invested joint-stock company shall state the foreign investors and their shares and, if the accumulative amount of reduced shares held by such foreign investors exceeds 5% of the total share capital, the company shall apply for the renewal of the approval certificate with the competent commerce department.

三、关于外资并购的管理

3. Administration over foreign capital merger and acquisition

交易额 3 亿美元以下的外资并购事项由省级商务主管部门负责审核,但《关于外国投

资者并购境内企业的规定》(商务部令 2009 年第 6 号令)规定需由商务部审批的事项,不受上述限额限制,均由商务部负责审核管理。

A foreign capital merger and acquisition project with the turnover of less than 300 million U.S. dollars shall be examined and verified by the competent commerce department at the provincial level, but the items required to be examined and verified by the Ministry of Commerce in accordance with the Provisions on the Merger and Acquisition of Domestic Enterprises by Foreign Investors (Decree No.6 [2009] of the Ministry of Commerce) are not limited to the above quota restrictions and shall be examined and verified by the Ministry of Commerce.

四、关于国家鼓励发展的外资项目确认书的办理

4. Issues on handling the confirmation of foreign-invested projects encouraged by the State

根据外商投资企业审批权限的调整原则,投资总额 3 亿美元以下鼓励类外商投资企业项目确认书由省级商务主管部门按有关法律法规办理。

In accordance with the principles for adjusting the power of examining and approving foreign-invested enterprises, the project confirmation of foreign-invested enterprises encouraged by the State with the total investment of less than USD 300 million shall be handled by the competent commerce departments at the provincial level in accordance with the relevant laws and regulations.

各地要严格按照《商务部关于办理外商投资企业<国家鼓励发展的内外资项目确认书>有关问题的通知》(商资发[2006]第 201 号)及相关法律法规出具确认书。商务部将加强督导和检查,对于未按规定及时备案或违规出具确认书的部门,责令其纠正或撤销;情节严重的,暂停其确认书出具资格。

Local authorities shall, in accordance with the Notice of the Ministry of Commerce on Issues concerning Handling the "Confirmation of Domestic- and Foreign-funded Projects Encouraged by the State" of Foreign-invested Enterprises (Shang Zi Fa [2006] No. 201) and the relevant laws and regulations, issue a confirmation. The Ministry of Commerce shall strengthen the supervision and inspection, and order to correct or revoke the departments that fail to record confirmations for filing in a timely manner in accordance with the relevant regulations or issue confirmations by violating the regulations; in some serious cases, the concerned departments shall be suspended the qualification for issuing confirmations.

五、关于境外投资者以人民币投资问题

5. Issues on investments in RMB made by overseas investors

为审慎监管,经商人民银行和国家外汇局,如有境外投资者申请以跨境贸易结算所得人民币及境外合法所得人民币来华投资(包括新设立企业、对现有企业增资、并购境内企业及提供贷款等),省级商务主管部门应先函报商务部(外资司),待商务部(外资司)复函同意后,方可办理相关手续,并需在批件中明确出资货币形式和金额。

For the purpose of prudential supervision and upon the consultation with the People's Bank

of China and the State Administration of Foreign Exchange, where an overseas investor applies to use the income from cross-border trade settlement or lawfully obtained overseas in RMB to invest in China (including the establishment of new enterprises, capital increase to existing enterprises, merger and acquisition of domestic enterprises, provision of loans and etc.), the competent commerce department at the provincial level shall report the application to the Ministry of Commerce (Department of Foreign Investment Administration) and then the investor may go through the relevant formalities, in which the form and amount of money invested need to be cleared in the documents, after the Ministry of Commerce (Department of Foreign Investment Administration) replied to approve the application.

六、关于外商投资合伙企业境内投资

6. Issues on domestic investments made by foreign-invested partnerships

以投资为主要业务的外商投资合伙企业视同境外投资者,其境内投资应当遵守外商投资的法律、行政法规、规章。各级商务主管部门要按有关规定做好上述企业的审核管理,加强工商、外汇等部门的沟通与合作。

A foreign-invested partnership enterprise that declares investing as its primary business shall be treated as an overseas investor, and its domestic investment shall abide by the foreign investment laws, administrative regulations and rules. The competent commerce departments at all levels shall, in accordance with the relevant regulations, improve the administration on examination and verification of such enterprises and strengthen the communication and cooperation with the industrial and commercial administrations, foreign exchange departments and other departments.

七、关于加强服务业领域外商投资的审核管理

7. Issues on strengthening the examination, verification and administration of foreign investments in service sectors

各级商务主管部门要严格按照法律、法规及其他有关规定审核管理外商投资服务业审批事项。对于融资租赁、国际快递、广告、拍卖以及省、市、自治区范围内增值电信等涉及专项规定管理的行业,小额贷款、市场调查、信用评级、保安服务等敏感行业,以及创业投资、股权投资及管理涉及大额资金流入的行业,省级商务主管部门要切实履行职能,严格审批,与同级行业主管部门密切配合,加强沟通,遇有问题及时向商务部(外资司)报告。

The competent commerce departments at all levels shall, in accordance with the laws, regulations and other relevant provisions, review and administrate the examination and approval of foreign investments in service sectors. For finance lease, international express, advertising, auction, value-added telecommunication and others involving special stipulated management of provinces, municipalities and autonomous regions, microfinance, market research, credit rating, security service and other sensitive industries, venture capital investment, equity investment and management, and other industries involving large capital inflows, the competent commerce departments at the provincial level shall earnestly perform their functions, strictly examine and approve foreign investments, closely cooperate with the competent departments of

such industries at the same level to enhance communication, and report the problems, if any, to the Ministry of Commerce (Department of Foreign Investment Administration) in a timely manner. Ministry of Commerce of the People's Republic of China

中华人民共和国商务部
Ministry of Commerce of the People's Republic of China

二〇一一年二月二十五日
February 25, 2011

国务院办公厅关于建立外国投资者并购境内企业安全审查制度的通知
Circular of the General Office of the State Council on Establishment of
the Safety Review System for Foreign Investors' M&A of Domestic
Enterprises

生效日期：2011 年 03 月 05 日
Effective Date: 03-05-2011

各省、自治区、直辖市人民政府，国务院各部委、各直属机构：

To people's government of all provinces, autonomous regions and municipalities directly under the Central Government and all ministries and departments of and institutions directly under the State Council:

近年来，随着经济全球化的深入发展和我国对外开放的进一步扩大，外国投资者以并购方式进行的投资逐步增多，促进了我国利用外资方式多样化，在优化资源配置、推动技术进步、提高企业管理水平等方面发挥了积极作用。为引导外国投资者并购境内企业有序发展，维护国家安全，经国务院同意，现就建立外国投资者并购境内企业安全审查(以下简称并购安全审查)制度有关事项通知如下：

In recent years, with in-depth development of economic globalization and further expansion of China's opening up to the outside world, investment by foreign investors in M&A form has increased gradually, which promotes the diversification of ways for China to use foreign funds and plays an active role in optimizing resource allocation, pushing forward technology improvement, raising enterprises' management level and in other respects. For the purposes of guiding foreign investors' M&A of domestic enterprises to develop in an orderly manner and maintaining national security, upon consent of the State Council, relevant issues on establishment of the safety review system for foreign investors' M&A of domestic enterprises (hereinafter referred to as the "M&A safety review") are notified hereby as follows:

一、并购安全审查范围

1. Scope of M&A safety review

(一) 并购安全审查的范围为：外国投资者并购境内军工及军工配套企业，重点、敏

感军事设施周边企业，以及关系国防安全的其他单位；外国投资者并购境内关系国家安全的重要农产品、重要能源和资源、重要基础设施、重要运输服务、关键技术、重大装备制造等企业，且实际控制权可能被外国投资者取得。

(1) The scope of M&A safety review is as follows: foreign investors' M&A of domestic military industry enterprises and military industry support enterprises, enterprises around key and sensitive military facilities, and other units which have impact on national defense security; and foreign investors' M&A of domestic enterprises, which have impact on the national security, in fields of important agricultural products, important energy and resources, important infrastructure, important transport service, key technology and major equipment manufacturing, etc and such M&A may result in foreign investors' acquirement of actual control over the enterprises.

(二) 外国投资者并购境内企业，是指下列情形：

(2) Foreign investors' M&A of domestic enterprises refers to the following circumstances:

1. 外国投资者购买境内非外商投资企业的股权或认购境内非外商投资企业增资，使该境内企业变更设立为外商投资企业。

A. Foreign investors purchase equities of domestic non-foreign funded enterprises or subscribe for capital increased by non-foreign funded enterprises, which make such domestic enterprises to become foreign-funded enterprises..

2. 外国投资者购买境内外商投资企业中方股东的股权，或认购境内外商投资企业增资。

B. Foreign investors purchase equities of Chinese parties to domestic foreign-funded enterprises, or subscribe for capital increased by domestic foreign-funded enterprises.

3. 外国投资者设立外商投资企业，并通过该外商投资企业协议购买境内企业资产并且运营该资产，或通过该外商投资企业购买境内企业股权。

C. Foreign investors establish foreign-funded enterprises and purchase by agreement domestic enterprises' assets through such foreign-funded enterprises and operate these assets, or purchase equities of domestic enterprises through such foreign-funded enterprises; and

4. 外国投资者直接购买境内企业资产，并以该资产投资设立外商投资企业运营该资产。

D. Foreign investors directly purchase assets of domestic enterprises and establish foreign-funded enterprises based on such assets to operate such assets.

(三) 外国投资者取得实际控制权，是指外国投资者通过并购成为境内企业的控股股东或实际控制人。包括下列情形：

(3) Foreign investors' acquirement of actual control over a domestic enterprise refers to that the foreign investors become controlling shareholders or actual controller of the domestic enterprise through M&A, including the following circumstances:

1. 外国投资者及其控股母公司、控股子公司在并购后持有的股份总额在 50%以上。

A. After M&A, the foreign investor and its controlling parent company and controlled subsidiary companies hold in total more than 50% of shares of the domestic enterprise.

2. 数个外国投资者在并购后持有的股份总额合计在 50%以上。

B. Total shares held by several foreign investors after M&A exceed 50% shares of the domestic enterprise.

3. 外国投资者在并购后所持有的股份总额不足 50%，但依其持有的股份所享有的表决权已足以对股东会或股东大会、董事会的决议产生重大影响。

C. Total shares held by foreign investors after M&A are below 50% shares of the domestic enterprise, but the voting rights in shares they hold are enough to have major impact on the resolutions of shareholders' meetings, general shareholders' meetings and boards of directors.

4. 其他导致境内企业的经营决策、财务、人事、技术等实际控制权转移给外国投资者的情形。

D. Other circumstances under which actual control over the domestic enterprise in terms of business decision-making, finance, personnel and technology are transferred to the foreign investors.

二、并购安全审查内容

2. Content of M&A safety review

(一) 并购交易对国防安全，包括对国防需要的国内产品生产能力、国内服务提供能力和有关设备设施的影响。

(1) Impact of M&A transaction on the national defense security, including domestic products production ability, domestic service provision ability and relevant equipment and facilities necessary for the national defense.

(二) 并购交易对国家经济稳定运行的影响。

(2) Impact of M&A transaction on the steady operation of national economy.

(三) 并购交易对社会基本生活秩序的影响。

(3) Impact of M&A transaction on the basic life order in society.

(四) 并购交易对涉及国家安全关键技术研发能力的影响。

(4) Impact of M&A transaction on the R&D ability of key technology involved in the national security.

三、并购安全审查工作机制

3. M&A safety review mechanism

(一) 建立外国投资者并购境内企业安全审查部际联席会议（以下简称联席会议）制度，具体承担并购安全审查工作。

(1) Ministerial joint-meeting system for safety review over foreign investors' M&A of domestic enterprises (hereinafter referred to as the "joint-meeting")) shall be established to be responsible for specific work of M&A safety review.

(二) 联席会议在国务院领导下，由发展改革委、商务部牵头，根据外资并购所涉及的行业和领域，会同相关部门开展并购安全审查。

(2) Under the leadership of the State Council and initiated by the National Development and Reform Commission (NDRC) and the Ministry of Commerce (MOFCOM), the joint-meeting shall conduct M&A safety review together with the relevant departments in light of the industry and field involved in specific M&A by foreign investors.

(三) 联席会议的主要职责是：分析外国投资者并购境内企业对国家安全的影响；研究、协调外国投资者并购境内企业安全审查工作中的重大问题；对需要进行安全审查的外国投资者并购境内企业交易进行安全审查并作出决定。

(3) Main duties of the joint-meeting include: analyzing impact of foreign investors' M&A of domestic enterprises on the national security; studying and coordinating major problems in the work of safety review over foreign investors' M&A of domestic enterprises; and carrying out necessary safety review over transactions of foreign investors' M&A of domestic enterprises and making decisions therefor.

四、并购安全审查程序

4. M&A safety review procedure

(一) 外国投资者并购境内企业，应按照本通知规定，由投资者向商务部提出申请。对属于安全审查范围内的并购交易，商务部应在 5 个工作日内提请联席会议进行审查。

(1) For foreign investors' M&A of domestic enterprises, the investors shall file an application with the MOFCOM in accordance with provisions specified herein. For any M&A transaction falling within the scope of safety review, the MOFCOM shall submit it to the joint-meeting for examination within 5 working days.

(二) 外国投资者并购境内企业，国务院有关部门、全国性行业协会、同业企业及上下游企业认为需要进行并购安全审查的，可以通过商务部提出进行并购安全审查的建议。联席会议认为确有必要进行并购安全审查的，可以决定进行审查。

(2) For any foreign investors' M&A of domestic enterprises, if the relevant organs of the State Council, national industrial associations, enterprises in the same field or up-stream or down-stream enterprises believe a safety review thereover is necessary, they may put forward suggestions for M&A safety review through the MOFCOM. The joint-meeting may decide to conduct a M&A safety review if it is really necessary in its opinions.

(三) 联席会议对商务部提请安全审查的并购交易，首先进行一般性审查，对未能通

过一般性审查的，进行特别审查。并购交易当事人应配合联席会议的安全审查工作，提供安全审查需要的材料、信息，接受有关询问。

(3) For M&A transactions of which safety review is requested by the MOFCOM, the joint-meeting shall do general review firstly, and make special review over those failing to pass the general review. Parties to a M&A transaction shall cooperate with the joint meeting's safety review work, provide materials and information necessary to the safety review and subject themselves to relevant inquiry.

一般性审查采取书面征求意见的方式进行。联席会议收到商务部提请安全审查的并购交易申请后，在 5 个工作日内，书面征求有关部门的意见。有关部门在收到书面征求意见函后，应在 20 个工作日内提出书面意见。如有关部门均认为并购交易不影响国家安全，则不再进行特别审查，由联席会议在收到全部书面意见后 5 个工作日内提出审查意见，并书面通知商务部。

General review shall be made in the form of soliciting written opinions. The joint-meeting shall, within 5 working days upon its receipt of the MOFCOM' request of safety review over M&A transaction, solicit written opinions from relevant departments. The relevant departments shall put forward written opinions within 20 working days upon their receipt of the letter of written opinions solicitation. If all relevant departments believe that the M&A transaction will not impact the national security, it is unnecessary to conduct special review and the joint-meeting shall give review opinions within 5 working days upon its receipt of all written opinions and inform the MOFCOM in writing.

如有部门认为并购交易可能对国家安全造成影响，联席会议应在收到书面意见后 5 个工作日内启动特别审查程序。启动特别审查程序后，联席会议组织对并购交易的安全评估，并结合评估意见对并购交易进行审查，意见基本一致的，由联席会议提出审查意见；存在重大分歧的，由联席会议报请国务院决定。联席会议自启动特别审查程序之日起 60 个工作日内完成特别审查，或报请国务院决定。审查意见由联席会议书面通知商务部。

If any department believes that the M&A transaction may incur impact on the national security, the joint-meeting shall initiate special review procedure within 5 working days upon its receipt of the written opinions. After the special review procedure is initiated, the joint-meeting shall organize safety assessment over the M&A transaction and carry out review over the transaction in light of the assessment opinions. If the opinions are basically consistent with each other, the joint-meeting shall put forward review opinions; while in case of any major inconsistency, the joint-meeting shall report the case to the State Council for decision. The joint-meeting shall finish special review within 60 working days upon initiation of the special review procedure or report the case to the State Council for decision. The joint-meeting shall notify the MOFCOM of the review opinions in a written form.

(四) 在并购安全审查过程中，申请人可向商务部申请修改交易方案或撤销并购交易。

(4) In the process of M&A safety review, applicants may apply to the MOFCOM for revision of transaction programs or cancel M&A transactions.

(五) 并购安全审查意见由商务部书面通知申请人。

(5) The MOFCOM shall notify the applicants of M&A safety review opinions in a written form.

(六) 外国投资者并购境内企业行为对国家安全已经造成或可能造成重大影响的，联席会议应要求商务部会同有关部门终止当事人的交易，或采取转让相关股权、资产或其他有效措施，消除该并购行为对国家安全的影响。

(6) If any foreign investors' M&A of a domestic enterprise has incurred or is likely to incur impact on the national security, the joint-meeting shall require MOFCOM together with relevant departments to terminate the transaction or to require parties to the transaction to transfer relevant equities or assets or adopt other effective measures so as to eliminate impact of the transaction on national security.

五、其他规定

5. Other provisions

(一) 有关部门和单位要树立全局观念，增强责任意识，保守国家秘密和商业秘密，提高工作效率，在扩大对外开放和提高利用外资水平的同时，推动外资并购健康发展，切实维护国家安全。

(1) Relevant departments and units shall have an overall viewpoint, reinforce responsibility awareness, keep national and trade secrets confidential and increase work efficiency so as to promote healthy development of M&A by foreign investors and effectively protect national security at the same time when expanding opening-up to the outside world and raising up level in using foreign funds.

(二) 外国投资者并购境内企业涉及新增固定资产投资，按国家固定资产投资管理规定办理项目核准。

(2) If any investment in added fixed assets is involved in a foreign investors' M&A of domestic enterprises, project approval shall be obtained in accordance with the state's provisions on administration of investment in fixed assets.

(三) 外国投资者并购境内企业涉及国有产权变更的，按国家国有资产管理的有关规定办理。

(3) Any changes in the ownership of state-owned assets involved in a foreign investors' M&A of domestic enterprises shall be governed by the state's relevant provisions on administration of state-owned assets.

(四) 外国投资者并购境内金融机构的安全审查另行规定。

(4) Provisions on safety review for foreign investors' M&A of domestic financial institutions shall be formulated separately.

(五) 香港特别行政区、澳门特别行政区、台湾地区的投资者进行并购，参照本通知的规定执行。

(5) M&A by investors of Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan region shall be governed by reference to the provisions herein.

(六) 并购安全审查制度自本通知发布之日起 30 日后实施。

(6) The M&A safety review system shall come into effect after 30 days of promulgation of this Circular.

国务院办公厅
General Office of the State Council

二〇一一年二月三日
February 3, 2011

 Please consider the environment before printing this paper

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2009 年，大成作为中国区唯一成员加入了世界最大的、汇集全球顶级律师事务所、会计师事务所、投资公司、金融机构等专业性服务企业和公司的独立专业服务组织 World Service Group (世界服务集团)，与 100 多个国家的律师事务所、8 万多名律师建立起了长期稳定的信息交换渠道和业务合作平台，将大成全球化法律服务网络与 WSG 全球网络实现了链接，使大成客户服务体系更广泛地覆盖全球，更有效地满足法律服务市场多样化、多层次的需求。

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