

中华人民共和国外商投资法

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《中华人民共和国外商投资法》已由中华人民共和国第十三届全国人民代表大会第二次会议于2019年3月15日通过，现予公布，自2020年1月1日起施行。

中华人民共和国主席 习近平

2019年3月15日

中华人民共和国外商投资法

（2019年3月15日第十三届全国人民代表大会第二次会议通过）

第一章 总 则

第一条 为了进一步扩大对外

Foreign Investment Law of the People's Republic of China

Presidential decree No.26

The Foreign Investment Law of the People's Republic of China, adopted at the Second Session of the Thirteen National People's Congress of the People's Republic of China on March 15, 2019, is hereby promulgated, effective as of January 1, 2020.

Xi Jinping

President of the People's Republic of China

March 15, 2019

Foreign Investment Law of the People's Republic of China

(Adopted at the Second Session of the Thirteen National People's Congress on March 15, 2019)

Chapter I General Provisions

Article 1 The present Law is enacted in accordance with the

开放，积极促进外商投资，保护外商投资合法权益，规范外商投资管理，推动形成全面开放新格局，促进社会主义市场经济健康发展，根据宪法，制定本法。

Constitution, in order to open wider to the outside world, actively promote foreign investment, protect the legitimate rights and interests of foreign investors, regulate the administration of foreign investment, impel the formation of a new pattern of comprehensive opening up and facilitate the sound development of the socialist market economy.

第二条 在中华人民共和国境内（以下简称中国境内）的外商投资，适用本法。

Article 2 Any foreign investment within the territory of the People's Republic of China ("within the territory of China") is subject to the present Law. For the purpose of the present Law, foreign investment refers to any investment activity directly or indirectly carried out by foreign natural persons, enterprises or other organizations (hereinafter "foreign investors"), including the following circumstances:

本法所称外商投资，是指外国自然人、企业或者其他组织（以下称外国投资者）直接或者间接在中国境内进行的投资活动，包括下列情形：

1. a foreign investor establishes a foreign-funded enterprise within the territory of China, either alone or together with any other investor;
2. a foreign investor acquires shares, equities, property shares or any other similar rights and interests of an enterprise within the territory of China;
3. a foreign investor invests in any new project within the territory of China, either alone or together with any other investor; and
4. a foreign investor invests in any other way stipulated under laws, administrative regulations or provisions of the State Council.

（一）外国投资者单独或者与其他投资者共同在中国境内设立外商投资企业；

（二）外国投资者取得中国境内企业的股份、股权、财产份额或者其他类似权益；

For the purpose of the present Law, a foreign-funded enterprise refers to an enterprise incorporated under Chinese laws within the territory of China and with all or part of its investment from a foreign investor.

（三）外国投资者单独或者与其他投资者共同在中国境内投资新建项目；

(四) 法律、行政法规或者国务院规定的其他方式的投资。

本法所称外商投资企业，是指全部或者部分由外国投资者投资，依照中国法律在中国境内经登记注册设立的企业。

第三条 国家坚持对外开放的基本国策，鼓励外国投资者依法在中国境内投资。

国家实行高水平投资自由化便利化政策，建立和完善外商投资促进机制，营造稳定、透明、可预期和公平竞争的市场环境。

Article 3 The State adheres to the basic state policy on opening up and encourages foreign investors to invest within the territory of China according to law. The State implements policies of high level investment liberalization and convenience, establishes and improves a foreign investment promotion mechanism, and creates a stable, transparent and predictable market environment featuring fair competition.

第四条 国家对外商投资实行准入前国民待遇加负面清单管理制度。

前款所称准入前国民待遇，是指在投资准入阶段给予外国投资者及其投资不低于本国投资者及其投资的待遇；所称负面清单，是指国家规定在特定领域对外商投资实施的准入特别管理措施。国家对负面

Article 4 The State adopts the management system of pre-establishment national treatment and negative list for foreign investment. For the purpose of the preceding paragraph, the pre-establishment national treatment refers to granting to foreign investors and their investments, in the stage of investment access, the treatment no less favorable than that granted to domestic investors and their investments; the negative list refers to special administrative measures for access of foreign investment in specific fields as stipulated by the State. The State will give national treatment to foreign investments outside the negative list. The negative list will be released by or upon approval by the State Council.

If more preferential treatment for access of foreign investors is

清单之外的外商投资，给予国民待遇。

provided under international treaties or agreements governing foreign investment that the People's Republic of China concludes or accedes, such provisions may apply.

负面清单由国务院发布或者批准发布。

中华人民共和国缔结或者参加的国际条约、协定对外国投资者准入待遇有更优惠规定的，可以按照相关规定执行。

第五条 国家依法保护外国投资者在中国境内的投资、收益和其他合法权益。

Article 5 The State protects foreign investors' investment, earnings and other legitimate rights and interests within the territory of China pursuant to the present Law.

第六条 在中国境内进行投资活动的外国投资者、外商投资企业，应当遵守中国法律法规，不得危害中国国家安全、损害社会公共利益。

Article 6 Foreign investors and foreign-funded enterprises which carry out investment activities within the territory of China shall observe Chinese laws and regulations, and shall not jeopardize China's security or damage public interests.

第七条 国务院商务主管部门、投资主管部门按照职责分工，开展外商投资促进、保护和管理工作；国务院其他有关部门在各自职责范围内，负责外商投资促进、保护和管理的相关工作。

Article 7 The competent department for commerce and the competent department for investment under the State Council shall, as per the division of duties, push forward, protect and manage foreign investment, while other relevant departments under the State Council shall take charge of the promotion, protection and management of foreign investment *ex officio*. The relevant department under a local people's government at or above the county level shall promote, protect and manage foreign investment according to laws and regulations and the division of duties determined by the people's government at the

县级以上地方人民政府有关部门依照法律法规和本级人民政府确定的职责分工，开展外商投资促进、保护和管理工作的。

same level.

第八条 外商投资企业职工依法建立工会组织，开展工会活动，维护职工的合法权益。外商投资企业应当为本企业工会提供必要的活动条件。

Article 8 The employees of a foreign-funded enterprise shall, according to the present Law, establish a trade union and carry out trade union activities to maintain their legitimate rights and interests. The foreign-funded enterprise shall provide its trade union with necessary conditions to carry out activities.

第二章 投资促进

Chapter II Investment Promotion

第九条 外商投资企业依法平等适用国家支持企业发展的各项政策。

Article 9 The State's various policies in support of enterprise development shall apply equally to foreign-funded enterprises according to law.

第十条 制定与外商投资有关的法律、法规、规章，应当采取适当方式征求外商投资企业的意见和建议。

Article 10 Opinions and suggestions of foreign-funded enterprises shall be solicited by appropriate means in the enacting of laws, regulations and rules relating to foreign investment. Normative documents and judgment instruments relating to foreign investment shall be timely promulgated according to Law.

与外商投资有关的规范性文件、裁判文书等，应当依法及时公布。

第十一条 国家建立健全外商投资服务体系，为外国投资者和外

Article 11 The State establishes a sound foreign investment service system to provide foreign investors and foreign-funded enterprises with consultation and services in

商投资企业提供法律法规、政策措施、投资项目信息等方面的咨询和服务。

respect of laws and regulations, policies and measures, investment project information and so on.

第十二条 国家与其他国家和地区、国际组织建立多边、双边投资促进合作机制，加强投资领域的国际交流与合作。

Article 12 The State establishes multilateral and bilateral cooperation mechanisms for investment promotion with other countries/regions and international organizations, so as to reinforce international communications and cooperation in the investment field.

第十三条 国家根据需要，设立特殊经济区域，或者在部分地区实行外商投资试验性政策措施，促进外商投资，扩大对外开放。

Article 13 The State may, as needed, establish special economic zones, or implement experimental policies and measures for foreign investment in some areas, in a bid to promote foreign investment and expand opening up.

第十四条 国家根据国民经济和社会发展的需要，鼓励和引导外国投资者在特定行业、领域、地区投资。外国投资者、外商投资企业可以依照法律、行政法规或者国务院的规定享受优惠待遇。

Article 14 As required for national economic and social development, the State encourages and guides foreign investors to invest in specific industries, fields and regions. Foreign investors and foreign-funded enterprises may enjoy preferential treatments according to laws, administrative regulations or provisions of the State Council.

第十五条 国家保障外商投资企业依法平等参与标准制定工作，强化标准制定的信息公开和社会监督。

Article 15 The State protects the right of foreign-funded enterprises to equally participate in the setting of standards, and reinforces the information disclosure and social supervision for the setting of standards. The compulsory standards set by the State shall equally apply to foreign-funded enterprises.

国家制定的强制性标准平等适

用于外商投资企业。

第十六条 国家保障外商投资企业依法通过公平竞争参与政府采购活动。政府采购依法对外商投资企业在我国境内生产的产品、提供的服务平等对待。

Article 16 The State protects foreign-funded enterprises' participation in government procurement activities through fair competition. Products produced and services provided by foreign-funded enterprises within the territory of China shall be equally treated in government procurement according to law.

第十七条 外商投资企业可以依法通过公开发行股票、公司债券等证券和其他方式进行融资。

Article 17 Foreign-funded enterprises may raise funds by means of public offering of shares, corporate bonds or other securities and so on.

第十八条 县级以上地方人民政府可以根据法律、行政法规、地方性法规的规定，在法定权限内制定外商投资促进和便利化政策措施。

Article 18 A local people's government at or above the county level may, according to laws, administrative regulations and local rules, develop foreign investment promotion and facilitation policies and measures within the limit of its statutory authority.

第十九条 各级人民政府及其有关部门应当按照便利、高效、透明的原则，简化办事程序，提高办事效率，优化政务服务，进一步提高外商投资服务水平。

Article 19 People's governments at all levels and their departments concerned shall, under the principle of convenience, efficiency and transparency, simplify service procedures, improve the service efficiency, optimize the government services, and further increase the level of foreign investment services. Relevant competent departments shall prepare and publicize foreign investment guidelines, in a bid to provide foreign investors and foreign-funded enterprises with services and convenience.

有关主管部门应当编制和公布外商投资指引，为外国投资者和外商投资企业提供服务 and 便利。

第三章 投资保护

Chapter III Investment Protection

第二十条 国家对外国投资者的投资不实行征收。

Article 20 The State does not expropriate the investment of foreign investors. Under special circumstances, the State may, for the need of the public interest, expropriate or requisition the investment of foreign investors according to law. In case of expropriation or requisition, statutory procedures shall be followed, and fair and reasonable compensation shall be made in a timely manner.

在特殊情况下，国家为了公共利益的需要，可以依照法律规定对外国投资者的投资实行征收或者征用。征收、征用应当依照法定程序进行，并及时给予公平、合理的补偿。

第二十一条 外国投资者在中国境内的出资、利润、资本收益、资产处置所得、知识产权许可使用费、依法获得的补偿或者赔偿、清算所得等，可以依法以人民币或者外汇自由汇入、汇出。

Article 21 Foreign investors may, according to the present Law, freely remit into or out of China, in Renminbi or any other foreign currency, their capital contributions, profits, capital gains, income from asset disposal, intellectual property royalties, lawfully acquired compensation, indemnity or liquidation income and so on within the territory of China.

第二十二条 国家保护外国投资者和外商投资企业的知识产权，保护知识产权权利人和相关权利人的合法权益；对知识产权侵权行为，严格依法追究法律责任。

Article 22 The State protects the intellectual property of foreign investors and foreign-funded enterprises, as well as the legitimate rights and interests of intellectual property obligees and relevant obligees; any infringement upon intellectual property will be investigated for legal liability according to law. The State encourages technical cooperation on the basis of free will and business rules in the process of foreign investment. Technical cooperation conditions shall be determined under the principle of fairness by all investment parties upon equal negotiation, and no administrative organ or any functionary thereof may force the transfer of any technology by administrative means.

国家鼓励在外商投资过程中基于自愿原则和商业规则开展技术合

作。技术合作的条件由投资各方遵循公平原则平等协商确定。行政机关及其工作人员不得利用行政手段强制转让技术。

第二十三条 行政机关及其工作人员对于履行职责过程中知悉的外国投资者、外商投资企业的商业秘密，应当依法予以保密，不得泄露或者非法向他人提供。

Article 23 Administrative organs and their functionaries shall keep confidential the trade secrets of foreign-funded enterprises they have learned about in the course of performing their duties, and shall not divulge or illegally provide such secrets to others.

第二十四条 各级人民政府及其有关部门制定涉及外商投资的规范性文件，应当符合法律法规的规定；没有法律、行政法规依据的，不得减损外商投资企业的合法权益或者增加其义务，不得设置市场准入和退出条件，不得干预外商投资企业的正常生产经营活动。

Article 24 In enacting normative documents concerning foreign investment, the people's governments at all levels and their departments concerned shall comply with laws and regulations. In the absence of laws or administrative regulations to be served as the basis, they shall not impair foreign-funded enterprises' legitimate rights and interests or increase their obligations, nor shall they set any market access and exit conditions, or intervene the normal production and operation activities of any foreign-funded enterprise.

第二十五条 地方各级人民政府及其有关部门应当履行向外国投资者、外商投资企业依法作出的政策承诺以及依法订立的各类合同。

因国家利益、社会公共利益需要改变政策承诺、合同约定的，应

Article 25 Local people's governments at all levels and their departments concerned shall keep policy commitments lawfully made to foreign investors and foreign-funded enterprises and perform all contracts concluded according to the present Law. If any policy commitment or contract needs to be changed for the sake of national interests or public interests, statutory authority and procedures shall be followed, and the foreign investor or foreign-funded enterprise concerned shall be compensated for losses incurred thereby according to the present Law.

当依照法定权限和程序进行，并依法对外国投资者、外商投资企业因此受到的损失予以补偿。

第二十六条 国家建立外商投资企业投诉工作机制，及时处理外商投资企业或者其投资者反映的问题，协调完善相关政策措施。

外商投资企业或者其投资者认为行政机关及其工作人员的行政行为侵犯其合法权益的，可以通过外商投资企业投诉工作机制申请协调解决。

外商投资企业或者其投资者认为行政机关及其工作人员的行政行为侵犯其合法权益的，除依照前款规定通过外商投资企业投诉工作机制申请协调解决外，还可以依法申请行政复议、提起行政诉讼。

第二十七条 外商投资企业可以依法成立和自愿参加商会、协会。商会、协会依照法律法规和章程的规定开展相关活动，维护会员的合法权益。

Article 26 The State establishes a complaint mechanism for foreign-funded enterprises to timely handle problems encountered by foreign-funded enterprises or their investors, to coordinate and to improve relevant policies and measures. If a foreign-funded enterprise or any of its investors deems that the administrative practice of an administrative organ or functionary thereof infringes upon its legitimate rights and interests, it may apply for coordination and resolution through the complaint mechanism for foreign-funded enterprises.

If a foreign-funded enterprise or its investor deems that the administrative practice of an administrative organ or functionary thereof infringes upon its legitimate rights and interests, apart from applying for coordination and resolution through the complaint mechanism for foreign-funded enterprises as prescribed in the preceding paragraph, it may also apply for administrative reconsideration or institute an administrative lawsuit.

Article 27 A foreign-funded enterprise may legally establish and freely join a chamber of commerce or association and shall conduct relevant activities according to laws, regulations and its articles of association, and maintain the legitimate rights and interests of its members.

第四章 投资管理

Chapter IV Investment Management

第二十八条 外商投资准入负面清单规定禁止投资的领域，外国投资者不得投资。

外商投资准入负面清单规定限制投资的领域，外国投资者进行投资应当符合负面清单规定的条件。

外商投资准入负面清单以外的领域，按照内外资一致的原则实施管理。

第二十九条 外商投资需要办理投资项目核准、备案的，按照国家有关规定执行。

第三十条 外国投资者在依法需要取得许可的行业、领域进行投资的，应当依法办理相关许可手续。

有关主管部门应当按照与内资一致的条件和程序，审核外国投资者的许可申请，法律、行政法规另有规定的除外。

Article 28 Foreign investors shall not invest in any field with investment prohibited by the negative list for foreign investment access. Foreign investors shall meet the investment conditions stipulated under the negative list for any field with investment restricted by the negative list for foreign investment access.

For the fields not included in the negative list for foreign investment access, management shall be conducted under the principle of consistency for domestic and foreign investment.

Article 29 The approval and record filing of foreign investment projects are subject to the relevant provisions of the State.

Article 30 Where foreign investors intend to invest in the industries or fields that are subject to license according to law, relevant licensing formalities shall be completed according to the present Law. Unless otherwise stipulated under laws and administrative regulations, relevant competent departments shall review the licensing applications filed by foreign investors under the conditions and procedures the same as those for domestic investment.

第三十一条 外商投资企业的组织形式、组织机构及其活动准则，适用《中华人民共和国公司法》、《中华人民共和国合伙企业法》等法律的规定。

Article 31 The organization form and structure and operating rules of foreign-funded enterprises are subject to the provisions of the Company Law of the People's Republic of China, the Partnership Enterprise Law of the People's Republic of China and other applicable laws.

第三十二条 外商投资企业开展生产经营活动，应当遵守法律、行政法规有关劳动保护、社会保险的规定，依照法律、行政法规和国家有关规定办理税收、会计、外汇等事宜，并接受相关主管部门依法实施的监督检查。

Article 32 Foreign-funded enterprise engaging in production or operation activities shall comply with the provisions on labor protection and social insurance in laws and administrative regulations, handle the tax, accounting, foreign exchange and other matters according to the relevant laws, administrative regulations and relevant provisions of the State, and accept supervision and inspection by relevant competent departments.

第三十三条 外国投资者并购中国境内企业或者以其他方式参与经营者集中的，应当依照《中华人民共和国反垄断法》的规定接受经营者集中审查。

Article 33 Where a foreign investor acquires any domestic enterprise in China or participates in the concentration of undertakings by other means, it shall be subject to the review of concentration of undertakings according to the provisions of the Anti-monopoly Law of the People's Republic of China.

第三十四条 国家建立外商投资信息报告制度。外国投资者或者外商投资企业应当通过企业登记系统以及企业信用信息公示系统向商务主管部门报送投资信息。

Article 34 The State establishes a foreign investment information report system. Foreign investors or foreign-funded enterprises shall submit investment information to the competent department for commerce concerned through the enterprise registration system and the enterprise credit information publicity system. The contents and scope of foreign investment information report shall be determined under the principle of necessity; it is not allowed to require the submission again of any investment information that can be obtained by interdepartmental information sharing.

外商投资信息报告的内容和范

围按照确有必要的原则确定；通过部门信息共享能够获得的投资信息，不得再行要求报送。

第三十五条 国家建立外商投资安全审查制度，对影响或者可能影响国家安全的外商投资进行安全审查。

依法作出的安全审查决定为最终决定。

Article 35 The State establishes a security review system for foreign investment, under which the security review shall be conducted for foreign investment affecting or likely affecting the state security. A decision on security review made according to the present Law shall be final.

第五章 法律责任

第三十六条 外国投资者投资外商投资准入负面清单规定禁止投资的领域的，由有关主管部门责令停止投资活动，限期处分股份、资产或者采取其他必要措施，恢复到实施投资前的状态；有违法所得的，没收违法所得。

外国投资者的投资活动违反外商投资准入负面清单规定的限制性准入特别管理措施的，由有关主管部门责令限期改正，采取必要措施满足准入特别管理措施的要求；逾

Chapter V Legal Liability

Article 36 Where a foreign investor invests in a field with investment prohibited under the negative list for foreign investment access, the relevant competent department shall order the said investor to cease the investment activity, to dispose of the shares and assets thereof or to take any other necessary measures within a prescribed time limit, and to restore the state before the investment; the illegal gains, if any, shall be confiscated. Where the investment activity of a foreign investor is in breach of any special administrative measure for restrictive access provided for in the negative list for foreign investment access, the relevant competent department shall order the investor to make corrections and take necessary measures to meet the requirements of the aforesaid measure; if the investor fails to do so within the prescribed time limit, the provisions stipulated in the preceding paragraph shall be followed.

If the investment activity of a foreign investor is in breach of the provisions stipulated in the negative list for foreign investment access, apart from being punished according to the provisions of the preceding two paragraphs, the foreign investor shall also

期不改正的，依照前款规定处理。

assume corresponding legal liability according to law.

外国投资者的投资活动违反外商投资准入负面清单规定的，除依照前两款规定处理外，还应当依法承担相应的法律责任。

第三十七条 外国投资者、外商投资企业违反本法规定，未按照外商投资信息报告制度的要求报送投资信息的，由商务主管部门责令限期改正；逾期不改正的，处十万元以上五十万元以下的罚款。

Article 37 Where a foreign investor or foreign-funded enterprise, in violation of the provisions of the present Law, fails to report the investment information as required to the foreign investment information report system, the competent department for commerce concerned shall order it to make corrections within a time limit; if it fails to do so within the prescribed time limit, a fine of not less than 100,000 yuan but not more than 500,000 yuan shall be imposed.

第三十八条 对外国投资者、外商投资企业违反法律、法规的行为，由有关部门依法查处，并按照国家有关规定纳入信用信息系统。

Article 38 The relevant department shall lawfully investigate and punish violations of laws and regulations committed by foreign investors and foreign-funded enterprises, and include the violations information into the credit information system under related state provisions.

第三十九条 行政机关工作人员在外商投资促进、保护和管理工作中滥用职权、玩忽职守、徇私舞弊的，或者泄露、非法向他人提供履行职责过程中知悉的商业秘密的，依法给予处分；构成犯罪的，依法追究刑事责任。

Article 39 Where a functionary of an administrative organ abuses his/her powers, neglects his/her duties or engages in malpractice for personal gains during the promotion, protection or management of foreign investment, divulges or illegally provides trade secrets he/she has learned about during the course of performance of his/her duties to others, a penalty will be imposed against him/her according to the present Law; if a crime is constituted, the offender will be investigated for criminal liability according to law.

第六章 附 则

Chapter VI Supplementary Provisions

第四十条 任何国家或者地区在投资方面对中华人民共和国采取歧视性的禁止、限制或者其他类似措施的，中华人民共和国可以根据实际情况对该国家或者该地区采取相应的措施。

Article 40 Where a country or region takes any discriminatory prohibitive, restrictive or other similar measure against the People's Republic of China in terms of investment, the People's Republic of China may take corresponding measures against the said country or region in light of the actual conditions.

第四十一条 对外国投资者在中国境内投资银行业、证券业、保险业等金融行业，或者在证券市场、外汇市场等金融市场进行投资的管理，国家另有规定的，依照其规定。

Article 41 Where it is otherwise stipulated by the State on foreign investors' investment in such financial sectors as banking, securities, insurance, etc. or in securities market, foreign exchange market or any other financial market within the territory of China, such provisions shall prevail.

第四十二条 本法自2020年1月1日起施行。《中华人民共和国中外合资经营企业法》、《中华人民共和国外资企业法》、《中华人民共和国中外合作经营企业法》同时废止。

Article 42 The present Law shall come into force as of January 1, 2020, repealing simultaneously the Law of the People's Republic of China on Sino-foreign Equity Joint Ventures, the Law of the People's Republic of China on Wholly Foreign-owned Enterprises and the Law of the People's Republic of China on Sino-foreign Cooperative Joint Ventures. The foreign-funded enterprises, established in accordance with the Law of the People's Republic of China on Sino-foreign Equity Joint Ventures, the Law of the People's Republic of China on Wholly Foreign-owned Enterprises or the Law of the People's Republic of China on Sino-foreign Cooperative Joint Ventures before the effectiveness of the present Law, may keep their original organizational forms for five years after the effectiveness of the present Law. The specific implementing measures shall be developed by the State Council.

本法施行前依照《中华人民共和国中外合资经营企业法》、《中华人民共和国外资企业法》、《中华人民共和国中外合作经营企业法》

》设立的外商投资企业，在本法施行后五年内可以继续保留原企业组织形式等。具体实施办法由国务院规定。



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