



Regulation of the People's Republic of China on the Administration of the Registration of Market Entities

中华人民共和国市场主体登记管理条例

Order of the State Council of the People's Republic of China
(No. 746)

The Regulation of the People's Republic of China on the Administration of the
Registration of Market Entities, as adopted at the 131st executive meeting of the State
Council on April 14, 2021, is hereby issued, and shall come into force on March 1,
2022.

Premier: Li Keqiang

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Registration of Market Entities

Chapter I General Provisions

Article 1 This Regulation is developed for the purposes of regulating the
administration of registration of market entities, promoting the development of a law-
based market, maintaining a sound market order, protecting the lawful rights and
interests of market entities, and optimizing the business environment.

Article 2 For the purposes of this Regulation, “market entities” means the following
natural persons, legal persons and unincorporated organizations that engage in
business activities for profit within the territory of the People's Republic of China.

- (1) Companies, non-corporate enterprise legal persons and their branch offices.
- (2) Sole proprietorship enterprises, partnership enterprises and their branch offices.
- (3) Specialized farmers' cooperatives (unions) and their branch offices.
- (4) Individual industrial and commercial households.
- (5) Branch offices of foreign companies.
- (6) Other market entities provided for by laws and administrative regulations.

Article 3 Market entities shall undergo registration in accordance with this Regulation.
No one may engage in business activities in the name of a market entity without
registration, except that registration is not required in accordance with the provisions
of laws and administrative regulations.

The registration of market entities includes formation registration, modification
registration and deregistration.

Article 4 The registration of market entities shall be administered under the principles
of compliance with laws and regulations, standardization and uniformity, openness



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and transparency, and convenience and efficiency.

Article 5 The market regulatory department of the State Council shall take charge of the administration of registration of market entities nationwide.

The market regulatory department of the local people's government at or above the county level shall take charge of the administration of registration of market entities within its jurisdiction, and strengthen overall planning, guidance and supervision and administration.

Article 6 The market regulatory department of the State Council shall strengthen information technology development and develop unified market entity registration data and system construction specifications.

The department undertaking the registration of market entities (hereinafter referred to as the “registration authority”) of the local people's government at or above the county level shall optimize the procedures for the registration of market entities, enhance the efficiency of registration of market entities, promote on-site handling, completion of handling at one time and within a specified period of time, and other rules, realize centralized processing, processing at nearest outlets, online processing, and cross-regional processing, and enhance the convenience of registration of market entities.

Article 7 The market regulatory department of the State Council and the relevant departments of the State Council shall promote the sharing and use of registration information of market entities and other government information, and enhance the efficiency of government services.

Chapter II Registration Matters

Article 8 The ordinary registration matters of a market entity include the following:

- (1) Name.
- (2) Type of the entity.
- (3) Business scope.
- (4) Domicile or major business premise.
- (5) Registered capital or amount of capital contribution.
- (6) Name of its legal representative, executive partner or the person in charge.

In addition to those provided for in the preceding paragraph, the following matters shall also be registered according to the types of market entities:

- (1) Names of shareholders of a limited liability company, promoters of a joint stock limited company, or capital contributors of a non-corporate enterprise legal person.
- (2) The name and domicile of the investor of a sole proprietorship enterprise.
- (3) The names and domiciles of the partners of a partnership enterprise and the methods for the assumption of liability.
- (4) The name, domicile, and business premises of the individual industrial and commercial household.
- (5) Other matters as provided for by laws and administrative regulations.

Article 9 The following matters of a market entity shall be submitted to the registration authority for recordation.

- (1) Bylaws or partnership agreement.
- (2) Term of operation or partnership.
- (3) The amount of capital contributions subscribed for by the shareholders of a limited



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liability company or the promoters of a joint stock limited company, and the amount, time limit for contribution and form of contribution in respect of capital contributions subscribed for or actually paid by the partners of a partnership enterprise.

- (4) The company's directors, supervisors and senior executives.
- (5) Members of a specialized farmers' cooperative (union).
- (6) Names of family members of an individual industrial and commercial household who participate in the business operations thereof.
- (7) Market entity registration liaison personnel and recipients of legal instruments for a foreign-funded enterprise.
- (8) Information on the beneficial owners of a company, partnership enterprise, or other market entity.
- (9) Other matters as provided for by laws and administrative regulations.

Article 10 A market entity may only register one name, and the registered name of the market entity shall be protected by law.

The name of a market entity shall be applied for independently by the applicant in accordance with the law.

Article 11 A market entity may only register one domicile or major business premise. A natural person business operator within the e-commerce platform may, in accordance with the relevant provisions of the state, take the online business premise provided by the e-commerce platform as the business premise.

The people's government of a province, autonomous region or municipality directly under the Central Government may, in accordance with the provisions of applicable laws and administrative regulations and the actual circumstances of its region, specifically provide for on its own or authorize the people's government at a lower level to specifically provide for the domicile or major business premise that facilitate market entities' business operations.

Article 12 Under any of the following circumstances, a person may not serve as the legal representative of a company or non-corporate enterprise legal person:

- (1) He or she has no civil conduct capacity or has a limited civil conduct capacity.
- (2) He or she was given a criminal punishment for corruption, bribery, encroachment upon property, embezzlement of property, or disturbance of the socialist market economic order, and it has not been five years since the day when he or she finished serving the criminal sentence, or he or she was deprived of political rights in a sentence for a crime, and it has not been five years since the day when he or she finished serving the criminal sentence.
- (3) He or she was the legal representative, director, factory head or manager of a company or non-corporate enterprise legal person which went bankrupt and was liquidated, he or she was personally liable for the bankruptcy, and it has not been three years since the day of completion of bankruptcy liquidation.
- (4) He or she was the legal representative of a company or non-corporate enterprise legal person which had its business license revoked or was ordered to close down for any violation of law, he or she was personally liable for the revocation or closedown, and it has not been three years since the day of revocation of the business license thereof.
- (5) The person fails to repay a relatively large amount of due debt.
- (6) Other circumstances provided for by laws and administrative regulations.



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Article 13 Except as otherwise provided for by any law, administrative regulation or the decision of the State Council, a subscription registration system shall be implemented for the registered capital or amount of capital contribution of market entities, and the capital shall be denominated in RMB.

The form of capital contribution shall comply with the provisions of laws and administrative regulations. The shareholder of a company, the capital contributor of a non-corporate enterprise legal person or a member of a specialized farmers' cooperative (union) may not make capital contribution with labor, credit, the name of a natural person, goodwill, franchise, or property already used as security, among others.

Article 14 The business scope of a market entity includes ordinary business items and licensed business items. If any licensed item in the business scope of a market entity shall be subject to approval before registration in accordance with the law, the market entity shall submit the relevant approval documents when applying for registration. The market entity shall undergo registration of business scope according to the standards for the classification of business items published by the registration authority.

Chapter III Registration Rules

Article 15 Market entities shall be subject to real name registration. The applicant shall cooperate with the verification of identity information by the registration authority.

Article 16 To apply for the registration of a market entity, an applicant shall submit the following materials:

- (1) A written application.
- (2) Qualification documents of the applicant and identification of the natural person.
- (3) Documents on domicile or major business premise.
- (4) Bylaws of the company or non-corporate enterprise legal person or a specialized farmers' cooperative (union), or the partnership agreement of the partnership enterprise.
- (5) Other materials to be submitted as required by any law or administrative regulation or the market regulatory department of the State Council.

The market regulatory department of the State Council shall formulate a list of registration materials and document format samples respectively based on the types of market entities, and make them public through the government website, and service counters of registration authorities, among others.

The registration authority shall not require the applicant to provide the information related to the registration of market entities that can be obtained through the government information sharing platform.

Article 17 The applicant shall be responsible for the veracity, legality and validity of the submitted materials.

Article 18 The applicant may authorize a natural person or intermediary to undergo market entity registration on its behalf. The authorized natural person or intermediary that undergoes registration formalities shall abide by the relevant provisions and shall not provide false information and materials.



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Article 19 The registration authority shall conduct formal examination of application materials. If the application materials are complete and of the statutory form, the registration authority shall make confirmation and grant registration on the spot. If registration cannot be granted on the spot, registration shall be granted within three working days; if the circumstances are complicated, an extension of three working days may be made with the approval of the person in charge of the registration authority.

Where the application materials are incomplete or not of the statutory form, the registration authority shall inform the applicant of all required supplements and corrections at one time.

Article 20 Where an application for registration fails to comply with the provisions of any law or administrative regulation, or may damage national security and public interest, the registration authority shall not grant registration and shall explain the reason therefor.

Article 21 Where an applicant applies for the registration of formation of a market entity and the registration authority grants registration in accordance with the law, a business license shall be issued. The date of issuance of a business license shall be the date of formation of the market entity.

Where the formation of a market entity shall be subject to approval as provided for by any law, administrative regulation or decision of the State Council, an application for registration shall be filed with the registration authority within the validity period of the approval document.

Article 22 A business license shall include an original and a duplicate, both of which are of equal legal force.

The electronic business license shall have the same legal effect as a paper one.

The format of a business license and standards for electronic business license shall be uniformly developed by the market regulatory department of the State Council.

Article 23 To establish a branch office, a market entity shall file an application for registration with the registration authority at the place where the branch office is to be located.

Article 24 Where a market entity modifies any registration matter, it shall apply to the registration authority for modification registration within 30 days after the modification resolution or decision is made or the statutory modification matter occurs.

Where the modification of any registration matter of a market entity shall be subject to approval in accordance with the law, the applicant shall apply to the registration authority for modification registration within the validity period of the approval document.

Article 25 Where the legal representative of a company or non-corporate enterprise legal person falls under any of the circumstances set forth in Article 12 of this Regulation during his or her term of office, an application for modification registration shall be filed with the registration authority.



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Article 26 Where the modification of business scope of a market entity involves any item that shall be subject to approval in accordance with the law, the market entity shall apply for modification registration within 30 days from the date of approval. If a permit or any other approval document is suspended or revoked or the validity period thereof expires, the market entity shall, within 30 days from the date of suspension or revocation of the permit or approval document or from the date of expiration of the validity period, apply for modification registration to or undergo deregistration at the registration authority.

Article 27 Where a market entity moves its domicile or major business premise to a place under the jurisdiction of another registration authority, the market entity shall file an application for modification registration with the registration authority at the place of its new domicile or major business premise before moving into its new domicile or major business premise. The registration authority at the place of its former domicile or major business premise shall not refuse to transfer the files of the market entity and other relevant materials without any justified reason.

Article 28 Where the modification registration of a market entity involves the matter recorded in the business license, the registration authority shall issue a new business license to the market entity in a timely manner.

Article 29 A market entity which modifies recordation matters set forth in Article 9 of this Regulation shall undergo recordation formalities at the registration authority within 30 days after the modification resolution or decision is made or the statutory modification matter occurs. In the case of modification of any member of a specialized farmers' cooperative (union), it shall undergo recordation formalities at the registration authority within 90 days from the end of the fiscal year.

Article 30 Where difficulties in business operations are caused by such reasons as natural disasters, accidents, public health incidents and social security incidents, the market entity may decide on its own to suspend business within a certain period, except as otherwise provided for by any law or administrative regulation.

A market entity shall, before business suspension, negotiate with its employees on matters concerning the handling of labor relations in accordance with the law.

A market entity shall undergo recordation formalities at the registration authority before business suspension. The registration authority shall publicize the information including the period of business suspension and the address for the service of legal instruments through the National Enterprise Credit Information Publicity System.

The period of business suspension of a market entity shall not exceed three years. If a market entity conducts business activities during the period of business suspension, it shall be deemed to have resumed business operations, and it shall announce to the public through the National Enterprise Credit Information Publicity System.

During the period of business suspension, a market entity may substitute the address for the service of legal instruments for its domicile or major business premise.

Article 31 Where a market entity needs to be terminated due to dissolution, declaration of bankruptcy, or any other statutory cause, it shall apply to the registration authority for deregistration in accordance with the law. A market entity shall be terminated upon deregistration by the registration authority.

Where the deregistration of a market entity shall be subject to approval in accordance



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with the law, an application for deregistration shall be filed with the registration authority upon approval.

Article 32 Where a market entity shall be subject to liquidation in accordance with the law before deregistration, the liquidation group shall, within 10 days from the date of its formation, announce the list of the members and the person in charge of the liquidation group through the National Enterprise Credit Information Publicity System. The liquidation group may issue the creditors' announcement through the National Enterprise Credit Information Publicity System.

The liquidation group shall file a deregistration application with the registration authority within 30 days from the date of conclusion of liquidation. Prior to application for deregistration, a market entity shall deregister its branch offices in accordance with the law.

Article 33 Where a market entity has no creditor's rights or debts or has settled creditor's rights or debts, or liquidation expenses, employees' wages, social insurance premiums, statutory compensation, tax payable (overdue fine, fine) do not occur or have been settled, and all the investors undertake in writing to assume legal liability for the veracity of the aforesaid situation, it may undergo deregistration according to the summary procedures.

The market entity shall publicize the letter of undertaking and the deregistration application through the National Enterprise Credit Information Publicity System for a period of 20 days. If no relevant department, creditor or any other interested party raises an objection during the publicity period, the market entity may apply to the registration authority for deregistration within 20 days after the publicity period expires.

Where an individual industrial and commercial household undergoes deregistration formalities according to summary procedures, publicity is not required. The registration authority shall forward the deregistration application of the individual industrial and commercial household to the tax and other relevant departments. If the relevant departments do not raise any objection within ten days, the registration authority may directly handle deregistration formalities.

Where the deregistration of a market entity shall be subject to approval in accordance with the law, or a market entity's business license is revoked, it is ordered to close down or abolished, or it is included in the list of market entities with abnormal operations, the summary deregistration procedures shall not apply.

Article 34 Where the people's court rules on compulsory liquidation or bankruptcy declaration, the relevant liquidation group or bankruptcy administrator may directly apply to the registration authority for deregistration based on the ruling of the people's court on the termination of compulsory liquidation procedures or bankruptcy procedures.

Chapter IV Supervision and Administration

Article 35 A market entity shall publicize the information on annual reports and registration in accordance with the relevant provisions issued by the state.

Article 36 A market entity shall place its business license at a conspicuous position of its domicile or major business premise. A market entity that engages in e-commerce



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operations shall continuously publicize the information on its business license or give a hyperlink to its business license at a conspicuous position of its homepage.

Article 37 No entity or individual shall forge, alter, lease out, lend, or transfer a business license.

Where the business license is lost or damaged, a market entity shall publish a declaration of invalidity of its business license in the National Enterprise Credit Information Publicity System, and apply for the re-issuance of the business license. Where the registration authority decides to grant the modification registration, deregistration, or revocation of registration in accordance with the law, the market entity shall surrender the business license. If the market entity refuses to or is unable to surrender its business license, the registration authority shall announce the invalidity of the business license through the National Enterprise Credit Information Publicity System.

Article 38 The registration authority shall implement hierarchical and classified regulation according to the credit risk status of market entities.

The registration authority shall, by such means as the random selection of inspection objects and random assignment of law enforcement inspectors, supervise and inspect registration matters of market entities, and announce supervision and inspection results to the public in a timely manner.

Article 39 The registration authority that investigates and punishes any suspected violation of this Regulation committed by a market entity may exercise the following functions:

- (1) Entering the business premises of the market entity to conduct on-site inspection.
- (2) Consulting, duplicating and collecting the contracts, negotiable instruments, account books, and other materials relating to the business activities of the market entity.
- (3) Conducting investigations and obtaining information from the entities and individuals relating to the business activities of the market entity.
- (4) Ordering the market entity to cease relevant business activities in accordance with the law.
- (5) Legally inquiring about the bank accounts of the market entity suspected of any violation of law.
- (6) Other functions as provided for by laws and administrative regulations.

Where the registration authority exercises the functions set forth in subparagraphs (4) and (5) of the preceding paragraph, it shall be subject to the approval of the principal person in charge of the registration authority.

Article 40 Where a market entity is registered by the submission of false materials or concealing important facts by other fraudulent means, the natural person, legal person or any other organization affected by the false registration of the market entity may apply to the registration authority for revoking the registration of the market entity. The registration authority shall, after accepting the application, conduct investigation in a timely manner. If false registration of a market entity is ascertained upon investigation, the registration authority shall revoke the registration of the market entity. If the relevant market entity or person cannot be contacted or refuses to cooperate, the registration authority may publicize the registration time, and registration matters, among others, of the relevant market entity through the National



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Enterprise Credit Information Publicity System for a period of 45 days. If the relevant market entity or any of its interested parties does not raise an objection during the publicity period, the registration authority may revoke the registration of the market entity.

Where the registration of a market entity is revoked due to false registration of the market entity, the directly liable personnel shall not re-apply for the registration of the market entity within three years from the date when the registration of the market entity is revoked. The registration authority shall publicize through the National Enterprise Credit Information Publicity System.

Article 41 Under any of the following circumstances, the registration authority is not required to revoke the registration of the market entity:

- (1) The revocation of registration of the market entity may cause material damage to the public interest.
- (2) Pre-registration status cannot be restored after the revocation of registration of the market entity.
- (3) Other circumstances provided for by laws and administrative regulations.

Article 42 Where the registration authority or its superior authority determines that a decision on the revocation of registration of a market entity is erroneous, it may revoke the decision, restore the original registration status, and publicize it through the National Enterprise Credit Information Publicity System.

Chapter V Legal Liability

Article 43 Whoever engages in business operations without formation registration shall be ordered by the registration authority to take corrective action, with the illegal income confiscated; and if it refuses to take corrective action, it shall be fined not less than 10,000 yuan nor more than 100,000 yuan, or if the circumstances are serious, be ordered to shut down to cease business in accordance with the law, and be fined not less than 100,000 yuan nor more than 500,000 yuan.

Article 44 Where a market entity is registered by submitting false materials or concealing important facts by other fraudulent means, the registration authority shall order the market entity to take corrective action, confiscate its illegal income, and impose a fine of not less than 50,000 yuan nor more than 200,000 yuan on it; and if the circumstances are serious, impose a fine of not less than 200,000 yuan nor more than one million yuan on it and revoke its business license.

Article 45 Where a market entity implementing the paid-in registered capital registration system is registered by falsification of its registered capital, the registration authority shall order the market entity to take corrective action and impose a fine of not less than 5% nor more than 15% of the falsified registered capital on it; and if the circumstances are serious, revoke its business license.

Where a promoter or a shareholder of a market entity implementing the paid-in registered capital registration system makes false capital contribution or fails to deliver or deliver as scheduled the monetary or non-monetary property as capital contribution, or withdraws capital after the formation of the market entity, the registration authority shall order the promoter or shareholder to take corrective action and impose a fine of not less than 5% nor more than 15% of the amount of false



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capital contribution on the promoter or shareholder.

Article 46 A market entity which fails to undergo modification registration in accordance with this Regulation shall be ordered by the registration authority to take corrective action; if it refuses to take corrective action, it shall be fined not less than 10,000 yuan nor more than 100,000 yuan; and if the circumstances are serious, its business license shall be revoked.

Article 47 Where a market entity fails to undergo recordation formalities in accordance with this Regulation, the registration authority shall order it to take corrective action; and if the market entity refuses to take corrective action, impose a fine of not more than 50,000 yuan on it.

Article 48 Where a market entity fails to place its business license at a conspicuous position of its domicile or major business premise in accordance with this Regulation, the registration authority shall order it to take corrective action; and if the market entity refuses to take corrective action, impose a fine of not more than 30,000 yuan on it.

Where a market entity engaging in e-commerce operations fails to continuously publicize the information on its business license or the relevant hyperlink to its business license at a conspicuous position of its homepage, the registration authority shall impose a punishment on it in accordance with the [E-commerce Law of the People's Republic of China](#).

Where a market entity forges, alters, leases out, lends, or transfers a business license, the registration authority shall confiscate its illegal income, and impose a fine of not more than 100,000 yuan on it; and if the circumstances are serious, impose a fine of not less than 100,000 yuan nor more than 500,000 yuan on it, and revoke its business license.

Article 49 For any violation of the provisions of this Regulation, the registration authority shall, when determining the amount of fine, take into comprehensive consideration the factors such as the type and scale of the market entity, and the circumstances of the violation of law.

Article 50 Where the registration authority or any of its employees, in violation of the provisions of this Regulation, fails to perform duties or performs duties in an inappropriate manner, the directly liable person in charge and other directly liable persons shall be subject to disciplinary action in accordance with the law.

Article 51 Where any violation of this Regulation constitutes a crime, the violator shall be held criminally liable in accordance with the law.

Article 52 Where the imposition of punishments on the violations of law in the administration of registration of market entities is otherwise provided for in any law or administrative regulation, such provisions shall prevail.

Chapter VI Supplemental Provisions

Article 53 The market regulatory department of the State Council may develop specific measures for the registration of market entities and the supervision and



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administration thereof in accordance with this Regulation.

Article 54 The measures for the administration of vendors without fixed business premises shall be developed by the people's government of a province, autonomous region, or municipality directly under the Central Government according to actual local circumstances.

Article 55 This Regulation shall come into force on March 1, 2022, upon which the Regulation of the People's Republic of China on the Administration of Company Registration, the Regulation of the People's Republic of China on the Administration of the Registration of Enterprise Legal Persons, the Measures of the People's Republic of China for the Administration of the Registration of Partnership Enterprises, the Regulation on the Administration of the Registration of Specialized Farmers' Cooperatives, and the Provisions on the Administration of the Registration of Legal Representatives of Enterprise Legal Persons shall be repealed.



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