

《中华人民共和国外商投资法》

Foreign Investment Law of the People's Republic of China

(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)

(Adopted at the 2nd session of the 13th National People's Congress on March 15, 2019)

目录

Table of Contents

第一章 总则

Chapter I General Provisions

第二章 投资促进

Chapter II Investment Promotion

第三章 投资保护

Chapter III Investment Protection

第四章 投资管理

Chapter IV Investment Management

第五章 法律责任

Chapter V Legal Liability

第六章 附则

Chapter VI Supplementary Provisions

第一章 总则

Chapter I General Provisions

第一条 为了进一步扩大对外开放，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。

Article 1 In order to further expand opening up, actively promote foreign investment, protect the legitimate rights and interests of foreign investment, standardize foreign investment management, facilitate the formation of a comprehensive and new opening-up pattern, and promote the healthy development of the socialist market economy, this Law is enacted in accordance with the Constitution.

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 This Law applies to foreign investment in the territory of the People's Republic of China (hereinafter referred to as "within the territory of China").

本法所称外商投资，是指外国的自然人、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：

Foreign investment mentioned in this Law refers to the investment activities of foreign natural persons, enterprises or other organizations (hereinafter referred to as foreign investors) directly or indirectly within the territory of China, including the following:

（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；

(1) Foreign investors set up foreign-invested enterprises in China alone or jointly with other investors;

（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；

(2) Foreign investors obtain shares, equities, property shares or other similar rights and interests of enterprises within the territory of China;

（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；

(3) Foreign investors investing in new projects in China alone or jointly with other investors;

(四) 法律、行政法规或者国务院规定的其他方式的投资。

(4) Other investment prescribed by laws, administrative regulations or specified by the State Council.

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。

Foreign-invested enterprises mentioned in this Law refer to enterprises that are wholly or partly invested by foreign investors and registered within the territory of China under the Chinese laws.

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。

Article 3 The State adheres to the basic State policy of opening to the outside world and encouraging foreign investors to invest within the territory of China.

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。

The State maintains a policy of high-level investment liberalization and facilitation, establishes and improves a mechanism for foreign investment promotion, and creates a stable, transparent, predictable and fair market environment.

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。

Article 4 The State maintains a system of pre-entry national treatment plus a negative list management for foreign investment.

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。国家对负面清单之外的外商投资，给予国民待遇。

The pre-entry national treatment mentioned in the preceding paragraph refers to the treatment given to foreign investors and their investment at the stage of investment admission no less than that to domestic investors and their investments; the so-called negative list refers to the special management measures that are adopted for the admission of foreign investment in specific areas. The State gives national treatment to foreign investment outside the negative list.

负面清单由国务院发布或者批准发布。

The negative list is issued or approved by the State Council.

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。

Where international treaties or agreements concluded or acceded to by the People's Republic of China provide for more preferential treatments for the admission of foreign investment, the relevant provisions may be applied.

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 the investment, income and other legitimate rights and interests of foreign investors in China in accordance with the 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-invested enterprises that conduct investment activities within China shall abide by Chinese laws and regulations and shall not endanger China's national security and harm the public interest.

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 departments of the State Council responsible for commerce and investment shall, in accordance with the division of responsibilities, carry out the promotion,

protection and management of foreign investment; other relevant departments of the State Council shall, within their respective responsibilities, be responsible for the affairs related to the promotion, protection and management of foreign investment.

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。

The relevant departments of the local people's governments at or above the county level shall, in accordance with laws and regulations and the division of responsibilities determined by the people's government at the same level, carry out the work relating to the promotion, protection and management of foreign investment.

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 Employees of foreign-invested enterprises may, in accordance with law, establish trade union organizations, carry out trade union activities, and safeguard their legitimate rights and interests. Foreign-invested enterprises shall provide necessary conditions for the trade unions thereof.

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 Foreign-invested enterprises may, in accordance with the law, equally enjoy the State policies concerning the support of enterprise development.

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 Before the formulation of laws, regulations and rules related to foreign investment, appropriate measures shall be taken to solicit opinions and suggestions from foreign-invested enterprises.

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。

Normative and adjudicative documents related to foreign investment shall, according to law, be made public in a timely manner.

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。

Article 11 The State establishes and improves a system serving foreign investment to provide consultation and services to foreign investors and foreign-invested enterprises on laws and regulations, policy measures, and investment project information.

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 investment promotion cooperation mechanisms with other countries and regions and international organizations, and strengthens international exchanges and cooperation in the field of investment.

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 establish special economic zones where needed, or adopt experimental policies and measures for foreign investment in selected regions with a view to promoting foreign investment and expanding opening-up.

第十四条 国家根据国民经济和社会发展需要，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 The State may, in accordance with the needs of national economic and social development, encourage and guide foreign investors to invest in specific industries, sectors and regions. Foreign investors and foreign-invested enterprises may enjoy preferential treatment in accordance with laws, administrative regulations or the 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 ensures that foreign-invested enterprises have equal access to the standard-setting work according to law, and strengthens information disclosure and social supervision regarding standard-setting.

国家制定的强制性标准平等适用于外商投资企业。

The mandatory standards set forth by the State are equally applicable to foreign-invested enterprises.

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 ensures that foreign-invested enterprises have equal access to government procurement through fair competition in accordance with the law. Products and services provided by foreign-invested enterprises within the territory of China are equally treated in government procurement in accordance with 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-invested enterprises may, in accordance with the law, finance through public offering of stocks, corporate bonds and other securities.

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 Local people's governments at or above the county level may, in accordance with the provisions of laws, administrative regulations and local regulations, formulate policies and measures for foreign investment promotion and facilitation within their statutory competence.

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 The people's governments at all levels and their relevant departments shall, in accordance with the principles of facilitation, efficiency and transparency, simplify procedures, improve efficiency, optimize government services, and further improve the level of foreign investment services.

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和便利。

The relevant competent authorities shall prepare and publish foreign investment guidelines to provide services and facilities to foreign investors and foreign-invested enterprises.

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 foreign investment.

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。

Under extraordinary circumstances, the State may expropriate and requisition the investment of foreign investors in accordance with the law and for the needs of the public interest. The expropriation and requisition shall be conducted in accordance with legal procedures and timely and reasonable compensation shall be given.

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' capital contribution, profits, capital gains, assets disposal income, intellectual property license fees, legally obtained damages or compensation, liquidation proceeds, etc., may be freely remitted to overseas in RMB or foreign exchange according to law.

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 rights of foreign investors and foreign-invested enterprises, protects the legitimate rights and interests of intellectual property rights holders and related rights holders, and holds intellectual property rights infringers legally accountable in strict accordance with the law.

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。

The State encourages technical cooperation based on the voluntariness principle and commercial rules in the process of foreign investment. The conditions for technical cooperation are determined by equal negotiation between the parties to the investment in accordance with the principle of fairness. Administrative agencies and their staff are prohibited to use administrative means to force any technology transfer.

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 The administrative organs and their staff shall keep confidential the business secrets known to them, of foreign investors and foreign-invested enterprises during the performance of their duties, and shall not disclose or illegally provide them 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 The people's governments at all levels and their relevant departments shall be in compliance with the provisions of laws and regulations in formulating normative documents concerning foreign investment; unless authorized by laws and administrative regulations, they shall not derogate from the legitimate rights and interests of foreign-invested enterprises or increase their obligations, set forth conditions for market access and exit, and interfere with normal production and operation of foreign-invested enterprises.

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。

Article 25 Local people's governments at all levels and their relevant departments shall honor their commitments on policies made available to foreign investors and foreign-invested enterprises under the law and various types of contracts concluded in accordance with the law.

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。

If policy commitments or contractual agreements need to be changed for the State interests and public interests, they shall be conducted in accordance with the statutory authority and procedures, and foreign investors and foreign-invested enterprises shall be compensated for the losses they suffered accordingly.

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。

Article 26 The State establishes a complaint and settlement mechanism for foreign-invested enterprises, with a view to promptly handling problems raised by foreign-invested enterprises or their investors, and coordinating and improving relevant policies and measures.

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。

If a foreign-invested enterprise or its investors believe that the administrative actions of the administrative organ and its staff infringe upon their legitimate rights and interests, they may apply for a coordinated solution through the complaint and settlement mechanism for the foreign-invested enterprise.

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。

If a foreign-invested enterprise or its investors believe that the administrative actions of the administrative organ and its staff infringe upon their legitimate rights and interests, in addition to applying for a coordinated solution through the complaint and settlement mechanism for the foreign-invested enterprise in accordance with the provisions of the preceding paragraph, they may also apply for administrative reconsideration and file an administrative lawsuit according to law.

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 27 Foreign-invested enterprises may establish and voluntarily participate in chambers of commerce and associations according to law. The chamber of commerce and association shall carry out relevant activities in accordance with the laws, regulations and its articles of association to safeguard 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。

Article 28 Foreign investors shall not invest in the areas where investment is prohibited under the negative list for the admission of foreign investment .

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。

Foreign investors shall meet the conditions set forth in the negative list for the admission of foreign investment to invest in the areas where investment is restricted under the negative list.

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。

Management of foreign investment in the areas beyond the negative list shall be implemented in accordance with the principle of equality between domestic and foreign investment.

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。

Article 29 If foreign investment is required to go through the approval or investment project record procedure, it shall be implemented in accordance with relevant provisions.

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。

Article 30 If a foreign investor invests in an industry or sector where legal permission is required for investment, it shall go through relevant licensing procedures in accordance with the law.

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。

The relevant competent department shall, in accordance with the conditions and procedures equally applied to domestic investment, review the foreign investors' application for permission, except as otherwise provided by laws and administrative regulations.

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 Forms of organization, organization structures and activities of foreign-invested enterprises shall be governed by the provisions of the Company Law and the Law of the Partnership Enterprise of the People's Republic of China.

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-invested enterprises that engage in production and business activities shall abide by the provisions of laws and administrative regulations concerning labor protection and social insurance, and handle matters such as taxation, accounting, foreign exchange, etc. in accordance with laws, administrative regulations and relevant provisions, and accept relevant supervision and inspection carried out by the relevant departments in accordance with the law.

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 If a foreign investor acquires a Chinese domestic enterprise or participates in the concentration of business operators in other ways, it shall go through the examination on the concentration of business operators in accordance with 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 system for foreign investment information reporting. Foreign investors or foreign-invested enterprises shall submit investment information to the competent commerce departments through the enterprise registration system and the enterprise credit information publicity system.

外商投资信息报告的内容和范围按照确有必要原则确定；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。

The content and scope of the foreign investment information report shall be determined in accordance with the principle of necessity; the investment information that can be obtained through the inter-department information sharing system shall not be required to be submitted again.

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。

Article 35 The State establishes a system of security review for foreign investment to review the foreign investment that affects or may affect national security.

依法作出的安全审查决定为最终决定。

The security review decision made in accordance with the law is final.

第五章 法律责任

Chapter V Legal Liability

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。

Article 36 Where a foreign investor invests in the areas, which are specified by the negative list for the admission of foreign-investment as prohibited areas, the relevant competent department shall order it to stop the investment activities, and dispose of the shares, assets or take other necessary measures within a specified time limit, and restate to the status before the investment was made; If there is illegal income, it shall be confiscated.

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；逾期不改正的，依照前款规定处理。

Where the investment activities of a foreign investor violates the special management measures for the admission of foreign-investment regarding restricted areas in the negative list, the relevant competent department shall order the correction within a specified time limit and take necessary measures to meet the conditions set forth by the special management measures for the admission of foreign-investment; if no corrections have been made within the time limit, the provisions of the preceding paragraph shall be applied.

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。

Where the investment activities of a foreign investor violates the special management measures for the admission of foreign-investment in the negative list, in addition to the provisions of the preceding two paragraphs, it shall also bear corresponding legal liabilities under the law.

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 If a foreign investor or a foreign-invested enterprise violates the provisions of this Law and fails to submit investment information in accordance with the requirements of the foreign investment information reporting system, the competent commerce department shall order it to make corrections within a specified time limit; if no corrections have been made within the time limit, a fine of more than 100,000 yuan and less 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 Any violation of laws or regulations by foreign investors or foreign-invested enterprises shall be investigated and dealt with by relevant departments in accordance with the law and recorded into the credit information publicity system in accordance with relevant 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 If a staff of an administrative organ abuses his power, neglects his duties or engages in malpractices in the promotion, protection and management of foreign investment, or leaks or illegally provides others with trade secrets that he or she knows in the course of performing his duties, he shall be punished according to law; if he commits a crime, he shall be held criminally responsible.

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 If any country or region adopts discriminatory prohibitions, restrictions or other similar measures on the People's Republic of China, the People's Republic of China may take corresponding measures against the country or the region according to 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 If the State provides other provisions for foreign investment in the banking, securities, insurance and other financial industries, or in the securities market, foreign exchange market and other financial markets within the territory of China, such provisions shall be applicable.

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 This Law shall come into force on January 1, 2020. 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 on Sino-Foreign Contractual Joint Ventures shall be repealed simultaneously.

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。

Foreign-invested enterprises that have been established before the implementation of this Law 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, and the Law of the People's Republic of China on Sino-Foreign Contractual Joint Ventures may continue retaining their original forms of business organizations within five years after the implementation of this Law. The detailed implementation measures of this Law shall be prescribed by the State Council.