

## MMLC Note on Joint Venture Establishment in China

### 中外合资经营企业设立程序

#### Step 1: Application for the Name Pre-approval

- Approval authority: Administration of Industry and Commerce
- Documents required:
  - 1) Name pre-approval application form for setting up a WFOE
  - 2) Authorization Letter from the investor for the name pre-approval
- Processing time: 5-Day

#### 步骤 1: 企业名称预先核准申请

- 审批机关: 工商局
- 所需材料:
  - 1) 名称预先核准申请表
  - 2) 投资人授权委托书
- 办理时限: 5 个工作日

#### Step2: Application for the Approval Certificate for the establishment of a foreign invested enterprise

- Application authority: Commerce Bureau
- Documents required:
  - 1) Application Form for setting up a JV
  - 2) Feasibility Study
  - 3) Joint Venture Contract
  - 4) Articles of Association
  - 5) Creditability Letters from the banks of both Chinese and foreign investors in certifying the account having descent transaction records
  - 6) Audit reports of last fiscal year of both Chinese and foreign investors
  - 7) Appointment Letter of the legal representative
  - 8) Appointment Letters of chairman, vice chairman and directors of the board
  - 9) List of members of the board of directors
  - 10) Notarization of the Incorporation Certificate of the foreign investor
  - 11) Certificate of the legal representative of the foreign investor
  - 12) Business License of Chinese investor
  - 13) Name pre-approval notification
  - 14) Catalogue of import and export commodities
  - 15) Leasing Contract
  - 16) Title Certificate of the real estate provided by the landlord
- Processing time: 20-Day

#### 步骤 2: 外商投资企业批准证书申请

- 审批机关: 商务局
- 所需材料:
  - 1) 设立合资企业申请书
  - 2) 可行性研究报告

- 3) 合资合同
  - 4) 公司章程
  - 5) 合资各方开户银行出具的资信证明
  - 6) 合资最近一年的审计报告
  - 7) 法定代表人委派书
  - 8) 董事长、副董事长及董事委派书
  - 9) 董事会成员名单
  - 10) 外方投资者公司注册证明
  - 11) 外方投资者法定代表人证明
  - 12) 中方投资者企业营业执照复印件
  - 13) 企业名称预先核准通知书
  - 14) 进出口商品目录
  - 15) 租房合同
  - 16) 出租方产权证明
- 办理时限：20 个工作日

**Step 3: Application for the Business License**

- Approval authority: Administration of Industry and Commerce
- Documents required:
  - 1) Application Form for the registration of a JV
  - 2) Articles of Association
  - 3) Approval Certificate for the establishment of a foreign invested enterprise
  - 4) Name pre-approval notification
  - 5) Notarization of the Incorporation Certificate of the foreign investor
  - 6) Business License of Chinese investor
  - 7) Copy of Title Certificate of the real estate provided by the landlord
  - 8) Copy of Business License of the landlord
- Processing time: 15-Day

**步骤 3: 营业执照申请**

- 审批机关：工商局
- 所需材料：
  - 1) 外商投资企业设立登记申请书
  - 2) 公司章程
  - 3) 外商投资企业批准证书
  - 4) 企业名称预先核准通知书
  - 5) 外方投资者公司注册证明
  - 6) 中方投资者企业营业执照复印件
  - 7) 出租方产权证明复印件
  - 8) 出租方营业执照复印件
- 办理时限：15 个工作日

**Step 4: Application for Official Seal**

- Approval authority: Public Security Bureau
- Documents required:

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- 1) Seal Customization Form
- 2) Approval Certificate for the establishment of a foreign invested enterprise
- 3) Business License
- 4) Application Letter in making stamps
- 5) Reference Letter signed by the Chief Representative to verify the employment of the handling person by the office
- 6) Identification card of the handling person

- Processing time: 2-Day

**步骤 4:** 申请刻制公章

- 审批机关：公安局
- 所需材料：
  - 1) 印章定制单
  - 2) 外商投资企业批准证书
  - 3) 营业执照
  - 4) 刻制印章申请函
  - 5) 法定代表人签字的介绍信（证明经办人为该企业工作人员）
  - 6) 经办人有效身份证件
- 办理时限：2 个工作日

**Step 5:** Application for Organization Code Certificate

- Approval authority: Organization Code Management Center
- Documents required:
  - 1) Approval Certificate for the establishment of a foreign invested enterprise
  - 2) Business License
  - 3) Passport of the Legal Representative
  - 4) Official Seal
  - 5) Identification card of the handling person
  - 6) Organization Code Notification
- Processing time: 10-Day

**步骤 5:** 组织机构代码证书申请

- 审批机关：代码管理中心
- 所需材料：
  - 1) 外商投资企业批准证书
  - 2) 营业执照
  - 3) 法定代表人护照复印件
  - 4) 公章
  - 5) 经办人有效身份证明
  - 6) 组织机构代码赋码通知单
- 办理时限：10 个工作日

**Step 6:** Statistical Registration

- Approval authority: Statistics Bureau
- Documents required:
  - 1) Statistical Registration Form

- 2) Business License
- 3) Organization Code Certificate

- Processing time: 1-Day

**步骤 6: 统计登记**

- 审批机关: 统计局
- 所需材料:
  - 1) 统计登记单位基本情况表
  - 2) 营业执照
  - 3) 组织机构代码证书
- 办理时限: 1 个工作日

**Step 7: Tax Registration**

- Approval authority: Tax Bureau
- Documents required:
  - 1) Tax Registration Form
  - 2) Approval Certificate for the establishment of a foreign invested enterprise
  - 3) Business License
  - 4) Articles of Association
  - 5) Joint Venture Contract
  - 6) Passport of the Legal Representative
  - 7) Official Seal
  - 8) Organization Code Certificate
  - 9) Leasing Contract
  - 10) Rent invoice
- Processing time: 30-Day

**步骤 7: 税务登记**

- 审批机关: 税务局
- 所需材料:
  - 1) 税务登记表
  - 2) 外商投资企业批准证书
  - 3) 营业执照
  - 4) 公司章程
  - 5) 合资合同
  - 6) 法定代表人护照复印件
  - 7) 公章
  - 8) 组织机构代码证书
  - 9) 租房合同
  - 10) 租金发票
- 办理时限: 30 个工作日

**Step 8: Foreign Exchange Registration & Opening Bank Account**

- Approval authority: Administration of Foreign Exchange
- Documents required:
  - 1) Application Letter

- 2) Registration Form of the basic information of the foreign invested enterprise
- 3) Approval Certificate for the establishment of a foreign invested enterprise
- 4) Business License
- 5) Articles of Association
- 6) Joint Venture Contract
- 7) Organization Code Certificate

- Processing time: 20-Day

**步骤 8:** 外币登记和开立银行账户

- 审批机关：外汇管理局
- 所需材料：
  - 1) 书面申请
  - 2) 外商投资企业基本情况登记表
  - 3) 外商投资企业批准证书
  - 4) 营业执照
  - 5) 公司章程
  - 6) 合资合同
  - 7) 组织机构代码证书
- 办理时限：20 个工作日

**Step 9:** Financial Registration

- Approval authority: Finance Bureau
- Documents required:
  - 1) Approval Certificate for the establishment of a foreign invested enterprise
  - 2) Business License
  - 3) Articles of Association
  - 4) Joint Venture Contract
  - 5) Organization Code Certificate
  - 6) Tax Registration Certificate
  - 7) Foreign Exchange Registration Certificate
  - 8) License for opening bank account
  - 9) Financial Registration Form
- Processing time: 8-Day

**步骤 9:** 财政登记

- 审批机关：财政局
- 所需材料：
  - 1) 外商投资企业批准证书
  - 2) 营业执照
  - 3) 公司章程
  - 4) 合资合同
  - 5) 组织机构代码证书
  - 6) 税务登记证
  - 7) 外汇登记证
  - 8) 银行开户许可证
  - 9) 财政登记卡

- 办理时限：8 个工作日

**Step 10: Customs Registration**

- Approval authority: Customs
- Documents required:
  - 1) Business License
  - 2) Articles of Association
  - 3) Organization Code Certificate
  - 4) Tax Registration Certificate
  - 5) License for opening bank account
  - 6) Registration Form of the customs declaration unit
  - 7) Registration Form of the manager of customs declaration unit
- Processing time: 30-Day

**步骤 10: 海关登记**

- 审批机关：海关
- 所需材料：
  - 1) 营业执照
  - 2) 公司章程
  - 3) 组织机构代码证书
  - 4) 税务登记证
  - 5) 银行开户许可证
  - 6) 报关单位情况登记表
  - 7) 报关单位管理人员情况登记表
- 办理时限：30 个工作日