

海南自由贸易港市场主体注销条例

Regulations of Hainan Free Trade Port on Market Entities Deregistration

海南自由贸易港市场主体注销条例

(2021年12月1日海南省第六届人民代表大会常务委员会第三十一次会议通过)

第一条 为了畅通市场主体退出渠道，建立注销便利制度，完善优胜劣汰的市场机制，优化营商环境，根据《中华人民共和国海南自由贸易港法》，遵循有关法律、行政法规的基本原则，结合海南自由贸易港实际，制定本条例。

第二条 省人民政府市场监督管理部门是市场主体注销的登记机关，负责海南自由贸易港市场主体注销登记、监督管理和服务。

市、县（区）、自治县人民政府市场监督管理部门负责本辖区市场主体的监督管理和服务。

第三条 省人民政府市场监督管理部门应当加强与人民法院、自然资源和规划、商务、人力资源和社会保障、公安、国有资产管理、金融监管、税务、海关、大数据等相关单位之间的信息共享和业务协同，建立市场主体注销网上服务专区，制定标准化规则，完善市场主体注销联动服务，提高注销登记效率。

第四条 市场主体因下列情形终止经营活动的，应当依法向登记机关申请注销登记：

- （一）章程或者协议约定的解散事由出现，但通过修改章程或者协议约定而存续的除外；
- （二）经营期限届满未延期的；
- （三）依法被吊销营业执照、责令关闭、撤销的；

Regulations of Hainan Free Trade Port on Market Entities Deregistration

(Adopted at the 31st Session of the Standing Committee of the 6th Hainan Provincial People's Congress on December 1, 2021)

Article 1 These Regulations are enacted pursuant to the Hainan Free Trade Port Law of the People's Republic of China and basic principles of other applicable laws and administrative regulations, and based on the actual circumstances in Hainan Free Trade Port to facilitate withdrawal channels and reduce withdrawal costs for market entities, improve the market system for well-performing businesses to achieve success and for poorly-run businesses to be eliminated, and optimize the business environment.

Article 2 The provincial people's government market regulation agency shall be the market entity deregistration agency, and shall also be responsible for market entity deregistration, oversight and administration, and related services within the Free Trade Port.

The city, county (district), and autonomous county people's government market regulation agency shall be responsible for market entity supervision, administration, and related services within their own administrative areas.

Article 3 The provincial people's government market regulation agency shall improve coordination and communication with the people's courts, natural resources and planning agencies, commerce, human resources and social security, public security, state-owned assets administration, financial oversight, taxation, customs, big data, and other agencies, improve information sharing and service collaboration between different agencies, create a dedicated online service for market entity deregistration, implement standardized rules, and improve interconnection services for market entity to process and improve deregistration efficiency.

Article 4 Market entities terminating their business due to the following circumstances shall submit a deregistration request with the registration agency pursuant to law:

(a) the occurrence of any termination circumstances provided in the articles of incorporation or agreement, except where the articles of incorporation or agreements are amended to allow the market entity to continue operations;

(b) the business period expires and is not renewed;

(c) the business license is revoked pursuant to law, the market entity is ordered to shut down, or its business registration is revoked;

-
- (四) 因合并或者分立需要解散的；
 - (五) 经法定程序作出决议解散的；
 - (六) 被依法宣告破产的；
 - (七) 人民法院依法予以解散的；
 - (八) 法律、法规规定的其他情形。

市场主体注销依法须经批准的，应当经批准后向登记机关申请注销登记。市场主体注销前依法应当清算的，应当自清算结束之日起三十日内申请注销登记。

第五条 市场主体申请注销登记，应当向登记机关提交申请书和法律、法规规定的其他材料，并对其真实性、合法性、有效性承担责任，不得提交虚假材料或者采取其他欺诈手段隐瞒重要事实取得注销登记。

登记机关对申请人提交的材料和信息进行形式审查。对申请材料齐全、符合法定形式的予以确认并当场登记。不能当场登记的，应当在三个工作日内予以登记；情形复杂的，经登记机关负责人批准，可以再延长三个工作日。登记机关办理注销登记手续后，市场主体终止。

申请材料不齐全或者不符合法定形式的，登记机关应当一次性告知申请人需要补正的材料。

利害关系人认为登记机关受理的注销登记申请不符合法定条件的，可以通过国家企业信用信息公示系统或者直接向登记机关提出异议，提交相应证明材料，并对证明材料的真实性负责。登记机关应当对利害关系人提出的异议进行审查，作出是否注销的决定。

- (d) liquidation due to merger or division;
- (e) liquidation due to a resolution made pursuant to statutory procedures;
- (f) the market entity is lawfully declared bankrupt;
- (g) liquidation by the people's court pursuant to law; and
- (h) other circumstances provided by laws and regulations.

The market entity shall request deregistration approval from the registration agency if its deregistration is subject to approval pursuant to law. Market entities subject to liquidation before registration pursuant to law shall request deregistration within 30 days of the liquidation completion date.

Article 5 The market entity requesting deregistration shall submit their request and other materials pursuant to law, and shall be liable for the authenticity, legality, and validity of such, and shall not submit falsified materials or use any other fraudulent methods to conceal important information to complete deregistration.

The registration agency shall conduct a formal review of the materials and information submitted by the requester. Requests shall be confirmed and deregistration shall be completed immediately if the request materials are complete and conform to statutory formats, or within 3 business days if immediate deregistration is not available; the process can be extended for a further 3 business days with the approval of the person in charge of the registration agency under complex circumstances. The market entity shall be terminated after the registration agency completes deregistration procedures.

The registration agency shall inform the requester of any additional materials necessary in one instance should the request materials submitted be incomplete or do not conform to statutory formats.

Any stakeholder claiming the deregistration approved by the registration agency does not meet the statutory requirements may raise their objections to the registration agency's decision through the National Enterprise Credit Information Publicity System or to the registration agency directly by submitting proof of such and shall assume liability for the authenticity of the materials submitted. The registration agency shall then review the objections raised by the stakeholders and make a decision on deregistration.

第六条 市场主体申请注销登记前，应当依法办理分支机构注销登记。

注销分支机构的，应当自注销决议或者决定作出之日起三十日内向该分支机构的登记机关申请注销登记。

市场主体已注销导致其分支机构无法办理注销登记的，该分支机构注销可以由已注销主体的继受主体或者投资主体代为办理。

第七条 市场主体未发生债权债务或者已将债权债务清偿完结的，未发生或者已经结清清偿费用、职工工资、社会保险费用、法定补偿金、应缴纳税款（滞纳金、罚款），并由全体投资人书面承诺对上述情况的真实性承担法律责任的，可以适用简易注销程序。上市股份有限公司和涉及国家规定实施准入特别管理措施的外商投资企业除外。

第八条 市场主体有下列情形之一的，不适用简易注销程序：

- （一）依法被吊销营业执照、责令关闭、撤销的；
- （二）被列入经营异常名录的；
- （三）存在股权或者投资权益被冻结、出质或者动产抵押等情形的；
- （四）市场主体的分支机构未办理注销登记的；
- （五）有正在被立案调查或者采取行政强制、被予以行政处罚、司法协助等情形的；
- （六）注销依法须经批准的；
- （七）法律、法规规定的其他情形。

登记机关审查市场主体简易注销登记申请时，发现其存在前款第二项、第三项、第四项规定情形的，应当告知市场主体待上述情形消失后可以再次依程序公示申请简易注销登记。

Article 6 Market entities shall complete deregistration for their branch office(s) before requesting deregistration pursuant to law.

Market entities shall request branch office deregistration with the registration agency within 30 days of the deregistration resolution or decision being made.

Branch deregistration may be managed by the deregistered market entity successor or investors if the market entity has already been deregistered and is unable to deregister the branch.

Article 7 Simplified deregistration procedures may be implemented if a market entity does not benefit from any creditor's rights or owes debts, has already exercised their creditor's rights or discharged debts, does not owe or has already paid liquidation expenses, employee wages, social insurance premiums, statutory compensation, tax payable (late fees or fines), and all investors have issued a written commitment to assume liability for the authenticity of such, except for publicly listed companies and foreign-invested entities under market access administration as required by the state.

Article 8 The market entity may not request simplified deregistration, if:

- (a) the business license of the market entity is lawfully revoked, it is ordered to close down, or its business registration is revoked;
- (b) the market entity is added to the list of concern;
- (c) market entities whose equity or investments are frozen, pledged, or mortgaged;
- (d) the market entity branch office has not completed deregistration;
- (e) the market entity is under investigation, administrative injunction and administrative enforcement, administrative penalty, or judicial assistance;
- (f) market entity deregistration is subject to approval pursuant to law; or
- (g) other circumstances provided by laws and regulations exist.

The registration agency shall inform the market entities whether they are eligible to request simplified deregistration again once the circumstances mentioned in Subparagraph (b), (c) or (d) above are resolved.

第九条 市场主体选择申请简易注销登记的，应当通过国家企业信用信息公示系统公示简易注销登记申请及全体投资人承诺书等信息，公示期为七日。公示期届满，相关单位、利害关系人未提出异议的，市场主体应当自公示期届满之日起二十日内向登记机关申请注销登记。

个体工商户通过简易程序申请注销登记的，无需公示。由登记机关将个体工商户的注销登记申请推送至税务等相关单位，相关单位在十日内没有提出异议的，可以直接办理注销登记。

第十条 利害关系人对市场主体公示的简易注销登记申请及全体投资人承诺书等信息有异议的，可以在公示期内通过国家企业信用信息公示系统或者直接向登记机关提出，提交相应证明材料，并对证明材料的真实性负责。

第十一条 市场主体申请简易注销登记，应当向登记机关提交以下材料：

- （一）申请书；
- （二）全体投资人承诺书或者人民法院终结强制清算程序的裁定、终结破产程序的裁定。

个体工商户通过简易程序申请注销登记的，无需提交承诺书。

第十二条 市场主体因通过其登记的住所或者经营场所无法取得联系被列入经营异常名录满两年的，登记机关可以对其作出除名决定。

第十三条 登记机关作出除名决定前，应当通过国家企业信用信息公示系统公示，公示期为三十日。

公示期届满，相关单位、利害关系人未提出异议的，登记机关应当作出除名决定，以统一社会信用代码代替市场主体名称，并向社会公示，但公示期届满前有下列情形之一的除外：

Article 9 If a market entity chooses to request simplified deregistration, it shall announce all information about the request and its investor commitment on the National Enterprise Credit Information Publicity System for 7 days. The request shall then be submitted to the registration agency within 20 days of the expiration of the announcement period, provided no agencies or stakeholders raise any objections.

Sole proprietorships are not required to announce such when requesting simplified deregistration. The registration agency shall transfer sole proprietorship deregistration requests to tax or other appropriate agencies. Sole proprietorships can then directly request deregistration if no objections are raised within 10 days of the expiration of the announcement period.

Article 10 If a stakeholder raises an objection to the information announced by the market entity, such as the request for simplified deregistration and the commitment made by all investors, the stakeholder may submit the applicable documentation through the National Enterprise Credit Information Publicity System or directly to the registration agency within the announcement period, and the stakeholder shall be liable for the authenticity of any materials submitted.

Article 11 Market entities requesting simplified deregistration shall submit the following materials to the registration agency:

- (a) written request; and
- (b) a letter of commitment from all investors, or a ruling from the people's court ordering the termination of compulsory liquidation or bankruptcy.

Sole proprietorships going through simplified deregistration procedures are not required to submit a letter of commitment.

Article 12 Registration agencies may delist any commercial enterprises included in the list of concern for 2 years from the registration system if they cannot be contacted through their registered domicile or business premise.

Article 13 The registration agency shall announce its intent to deregister the commercial enterprise via the National Enterprise Credit Information Publicity System for 30 days before making its decision.

Upon the expiration of the announcement period, the registration agency may delist the market entity and announce it by replacing its name with the uniform social credit identifier if no objections are raised by the appropriate agencies or stakeholders, unless:

（一）市场主体已经办理住所或者经营场所变更登记，或者提供的证据能够证明其仍在登记的住所或者经营场所经营的；

（二）登记机关已经受理市场主体的注销登记申请或者市场主体已经被依法注销的；

（三）法律、法规规定的其他情形。

第十四条 市场主体被除名后，应当依法完成清算、办理注销登记，不得从事与清算或者注销无关的活动。被除名期间市场主体存续。

第十五条 市场主体有下列情形之一的，登记机关可以对其作出依职权注销的决定，办理注销登记：

（一）依法被吊销营业执照、责令关闭、撤销满六个月未申请注销登记的；

（二）经营期限届满六个月未延期或者未申请注销登记的；

（三）依法歇业期限届满未恢复营业或者未申请注销登记的；

（四）依法被除名满六个月未申请注销登记的；

（五）法律、法规规定的其他情形。

第十六条 登记机关依职权拟对市场主体注销的，应当通过国家企业信用信息公示系统进行公示，公示期为三十日。

公示期内，登记机关应当向自然资源和规划、人力资源和社会保障、税务、人民法院等相关单位征询市场主体是否涉及不动产权利登记、拖欠职工工资、欠缴社会保险、欠缴税款及未结涉税事项和审理、办理或者执行中的案件等情形以及情况。相关单位收到征询意见函后应当于十个工作日内书面答复。

(a) the market entity has registered a change of domicile or business address, or proves that it is still operating in the registered domicile or business address;

(b) the registration agency has accepted the deregistration request or the market entity was deregistered pursuant to law; or

(c) other circumstances provided by laws and regulations exist.

Article 14 Market entities must complete liquidation and complete deregistration procedures following delisting pursuant to law, and shall not engage in any activities irrelevant to liquidation or deregistration. Market entities shall still exist during the delisting period.

Article 15 The registration agency may complete deregistration *motu proprio* under any of the following circumstances:

(a) the business license is revoked pursuant to law, the market entity is ordered to close, or its business registration is revoked for 6 months without requesting deregistration;

(b) the market entity fails to renew its business term or request deregistration following 6 months after the expiration of the business term;

(c) the market entity fails to restart the business operation or request deregistration following the expiration of the business suspension term pursuant to law;

(d) the market entity fails to request deregistration within 6 months of being delisted; or

(e) other circumstances provided by laws and regulations exist.

Article 16 A registration agency terminating a market entity's registration *motu proprio*, shall publish its decision to the National Enterprise Credit Information Publicity System for 30 days.

The registration agency shall inquire with the appropriate agencies, such as natural resources and planning, human resources and social security, taxation, and people's courts whether the market entity is involved in matters such as the registration of immovable property rights, unpaid wages, unpaid social insurance, unpaid taxes, and outstanding tax-related matters, or cases under court proceedings or enforcement during the announcement period. The appropriate agencies shall issue a written response within 10 business days of receiving the inquiry.

第十七条 公示期届满，登记机关应当作出依职权注销的决定，并向社会公布，但公示期内有下列情形之一的除外：

（一）市场主体在国家企业信用信息公示系统公示清算信息或者申请注销登记的；

（二）利害关系人或者相关单位提出异议的。

市场主体在被注销公示期内主动申请注销登记的，登记机关应当依法为其办理注销登记。

第十八条 存在下列情形之一的，登记机关或者其上级机关，根据利害关系人请求或者依照职权，应当撤销依职权注销决定：

（一）利害关系人提供的人民法院、仲裁机构的生效法律文书或者其他证据能够证明被依职权注销的市场主体债权债务尚未清理完结，需要恢复该市场主体登记进行清算的；

（二）清算义务人依法组织清算并申请办理注销登记的；

（三）违反法定程序作出注销决定的；

（四）根据本条例第十五条第一项、第四项规定作出依职权注销决定的情形被依法撤销的；

（五）为了国家利益或者社会公共利益，需要恢复被依职权注销的市场主体登记的；

（六）其他应当撤销的情形。

第十九条 因市场主体已经注销导致其出资的市场主体无法办理注销登记的，可以由该已经注销主体的继受主体或者投资主体代为办理。

因市场主体之外的其他主体已经撤销或者注销导致其管理或者出资的市场主体无法办理注销登记的，可以由该已经撤销或者注销主体的继受主体或者上级主管单位代为办理。

Article 17 The registration agency shall decide on the deregistration *motu proprio* at the end of the announcement period and shall announce such unless:

(a) the commercial enterprise announces its liquidation or request for deregistration via the National Enterprise Credit Information Publicity System; or

(b) stakeholders or government agencies raise objections.

The registration agency shall process the deregistration pursuant to law if the market entity takes the initiative to request deregistration during the announcement period.

Article 18 The registration agency or its superior agency shall revoke the deregistration decision *motu proprio* or at the request of the stakeholders under any of the following circumstances:

(a) valid legal documents or other evidence from the people's court or arbitral institutions provided by the stakeholders can prove that the credits and debts of the market entity deregistered *motu proprio* have not been settled and the market entity needs to remain registered for liquidation purposes;

(b) the liquidator organizes liquidation pursuant to law and requests deregistration;

(c) the deregistration decision violates statutory procedures;

(d) the decision to deregister *motu proprio* pursuant to Subparagraph (a) or (d) of Article 15 of these Regulations is revoked pursuant to law;

(e) it is necessary to restore the registration of the market entity deregistered *motu proprio* to maintain national or public interests; or

(f) other circumstances under which the decision shall be revoked.

Article 19 A successor or investor may process deregistration on behalf of a market entity unable to process the deregistration due to having capital contributed from a terminated market entity.

A successor or superior competent agency may process the deregistration of a market entity controlled or funded by a deregistered entity if the deregistered entity is not a market entity, thus preventing the deregistration of the market entity controlled or funded by the deregistered agency.

第二十条 清算义务人未依法履行清算、申请注销登记义务，造成损害的，应当依法承担民事责任，并三年内不得担任其他市场主体的董事、监事、高级管理人员；构成犯罪的，依法追究刑事责任。

市场主体未经清算被依法注销的，其清算义务人依法承担的组织清算义务不变。

第二十一条 市场主体提交虚假材料或者采取其他欺诈手段隐瞒重要事实取得注销登记的，由登记机关撤销登记，依照国家有关规定予以处罚，并将市场主体列入严重违法失信名单予以惩戒。

市场主体被撤销简易注销登记的，应当按照一般注销程序申请注销登记。

登记机关撤销市场主体注销登记时，应当将市场主体恢复到注销前的状态。第三人已经注册使用被注销市场主体名称的，登记机关应当恢复被注销市场主体的统一社会信用代码，不再保留原名称。

第二十二条 各级人民政府市场监督管理部门及其工作人员在注销登记管理中滥用职权、弄虚作假、玩忽职守、徇私舞弊的，对直接负责的主管人员和其他直接责任人员依法给予处分；构成犯罪的，依法追究刑事责任。

第二十三条 本条例自 2022 年 3 月 1 日起施行。

Article 20 If the liquidator fails to fulfill obligations of liquidation or applying for deregistration pursuant to law shall assume civil liability pursuant to law, and shall not serve as a director, supervisor, or executive for another market entity within the following 3 years if they fail to fulfill the obligations, thus causing damages. They shall be held criminally liable if their actions constitute a crime.

Any liquidation obligations assumed by the individual responsible for the liquidation shall remain unchanged if the market entity is deregistered pursuant to law without going through liquidation.

Article 21 The registration agency shall revoke the deregistration of any market entity that submits falsified materials or conceals important information in order to complete deregistration, penalize it as required by national regulations, and add it to the list of market entities that committed serious violations.

Where the market entity simplified deregistration is revoked, it shall request deregistration pursuant to general deregistration procedures.

Where the registration agency revokes the deregistration of a market entity, the market entity shall be restored to its original status prior to the deregistration. The registration agency shall restore the uniform social credit identifier for the market entity but not the original name if a third party has already registered such name.

Article 22 If market regulation agency of the people's governments at all levels and their employees are involved in abuse of position, falsification, dereliction of duty, or playing favoritism and committing irregularities concerning the deregistration administration, the person directly in charge and other employees directly liable shall be subject to penalties pursuant to law and held criminally liable if a crime is committed.

Article 23 These Regulations shall come into force as of March 1, 2022.

