

**海南经济特区外国企业从事服务贸易  
经营活动登记管理暂行规定**

**Interim Rules of Hainan Special Economic  
Zone on the Registration of Trade in Service  
of Foreign Companies**

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# 海南经济特区外国企业从事服务贸易 经营活动登记管理暂行规定

(2019年12月31日海南省第六届人民代表大会常务委员会  
第十六次会议通过)

**第一条** 为了促进跨境服务贸易发展，规范外国企业在本经济特区从事服务贸易经营活动的登记管理，保护其合法权益，加快形成法治化、国际化、便利化的营商环境和公平开放统一高效的市场环境，遵循法律、行政法规的基本原则，制定本规定。

**第二条** 本规定适用于外国企业在本经济特区内从事服务贸易经营活动的登记及相关管理活动。

本规定所称外国企业，是指依照外国法律规定在中国境外设立的营利性组织。

**第三条** 外国企业在本经济特区从事服务贸易经营活动，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。

外国企业在本经济特区从事服务贸易经营活动，应当遵守国家和本经济特区跨境服务贸易管理的规定。依照有关规定禁止的领域，外国企业不得从事服务贸易经营活动；依照有关规定限制的领域，外国企业从事服务贸易经营活动应当符合规定的条件。

**第四条** 省人民政府市场监督管理部门负责外国企业的登记管理工作。

省和市、县、自治县人民政府相关行业主管部门按照各自职责分工对外国企业服务贸易经营活动进行监督管理。

# **Interim Rules of Hainan Special Economic Zone on the Registration of Trade in Service of Foreign Companies**

(Adopted at the 16th Session of the Standing Committee of the 6th Hainan Provincial People's Congress on December 31, 2019)

**Article 1** With a view to promoting cross-border trade in service, regulating the registration of trade in service activities of foreign companies in this Special Economic Zone (hereinafter referred to as the “SEZ”), protecting their legal rights, facilitating a convenient international business environment characterized by rule of law and a fair, open, unified, and efficient market, the Interim Rules of Hainan Special Economic Zone on the Trade in Service of Foreign Companies (hereinafter referred to as “these Rules”) are enacted pursuant to the basic principles of laws and administrative regulations.

**Article 2** These Rules apply to the registration and administration of the trade in service activities of the foreign companies in this SEZ.

For the purpose of these Rules, the foreign companies refer to the for-profit organizations established outside the territory of China under foreign law.

**Article 3** The foreign companies engaging in trade in service in this SEZ shall abide by Chinese law and not endanger China's national security or damage public interest.

The foreign companies engaging in trade in service in this SEZ shall abide by national laws and the rules of this SEZ on cross-border trade in service administration. The foreign companies shall not engage in trade in service in the fields prohibited by applicable rules; the foreign companies shall fulfill the conditions pursuant to the rules if there are restrictions in such industry.

**Article 4** The market regulation agency of the People's Government of Hainan Province (hereinafter referred to as the “Provincial People's Government”) is responsible for the registration and administration of foreign companies.

The appropriate agency in charge of relevant sectors of the provincial, municipal, county, or autonomous county people's governments shall enforce regulatory oversight over the trade in service of the foreign companies based on the division of authorities and responsibilities.

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**第五条** 外国企业在本经济特区从事服务贸易经营活动，设立经营场所的，应当依照本规定申请登记。

法律法规规定外国企业在本经济特区从事服务贸易经营活动应当在中国境内设立外商投资企业或者分支机构、子机构、代表机构的，从其规定。

**第六条** 在本经济特区从事服务贸易经营活动依法需要办理前置审批的，外国企业应当依法申请审批，获得批准后再向登记机关申请登记，未通过审批的不予登记。

**第七条** 外国企业登记后，依法需要办理后置审批方可从事服务贸易经营活动的，未经批准，不得从事服务贸易经营活动。

外国企业在所属国已获得从事相关服务贸易经营活动的资质、许可、认证，其条件和标准具有国际先进性或者不低于中国国家规定的，经本经济特区相关行业主管部门备案后予以认可，但后置审批事项依法应当由国家有关部门审批或者涉及国家安全、公共安全的除外。可以认可的资质、许可、认证事项清单由省人民政府制定并向社会公布。

**第八条** 外国企业在办理登记时，登记机关应当告知外国企业需要申请审批的经营项目和相应的审批部门。

涉及后置审批事项的，办理登记后，登记机关应当将外国企业登记信息通过信息共享平台告知有关行政审批部门。有关行政审批部门应当及时依法办理相关后置审批，并依法履行后续监管职责。

**第九条** 外国企业应当指定一个获授权代表负责提交、签收登记材料及相关法律文件。获授权代表可以是下列人员或者机构：

（一）海南省常住居民；

**Article 5** Where the foreign companies engaging in trade in service in this SEZ establish a business place, they shall apply for registration pursuant to these Rules.

Where there are laws and regulations providing that the foreign companies engaging in trade in service shall establish a foreign-invested enterprise, branch, subsidiary, or representative office in China, such laws and regulations shall apply.

**Article 6** Where the engagement in trade in service in this SEZ needs *ex ante* approval pursuant to law, the foreign companies shall apply for such approval pursuant to law, and then apply for registration upon approval being granted; no registration shall be made without approval.

**Article 7** Where the engagement in trade in service in this SEZ requires *ex post* approval pursuant to law, the foreign companies shall apply for approval; if not approved, such foreign companies shall not engage in any trade in service.

Where the foreign companies have obtained qualifications, licenses, or certifications for trade in service in the country to which it belongs and whose requirements and standards are international or not lower than those of Chinese national regulations, the appropriate agency in charge in this SEZ may recognize such qualifications, licenses, or certifications after recordation, unless national security or public security is concerned, or the *ex post* approval shall be made by the appropriate national agency. The list of such qualifications, licenses, and certifications shall be enacted by the Provincial People's Government and publicly announced.

**Article 8** The registering office shall inform the foreign companies applying for registration of the business items subject to approval and the appropriate approving agency.

For the purpose of *ex post* approval, the registering office shall inform the appropriate administrative approving agency of the registration information about the foreign companies through the information-sharing platform. Such administrative approving agency shall complete the *ex post* approval in a timely manner and perform its duty in following regulatory oversight pursuant to law.

**Article 9** The foreign companies shall appoint an authorized representative to submit and receive the registration materials and appropriate legal documents. Such authorized representative may be the following person or organization:

- (a) a local permanent resident in Hainan Province;

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(二) 在海南注册的会计师事务所;

(三) 在海南注册的律师事务所。

**第十条** 外国企业应当在设立经营场所后三十日内, 向登记机关申请登记, 并通过获授权代表提交下列材料:

(一) 登记申请书;

(二) 企业章程(协议);

(三) 所属国政府有关部门出具的合法开业证明;

(四) 负责人的任职文件和获授权代表的授权委托书;

(五) 负责人和获授权代表的身份证明文件。

外国企业在申请前置审批时已经提交过的材料, 在向登记机关申请登记时可以不再提交。

**第十一条** 登记机关对外国企业提交的申请材料实行形式审查。

外国企业应当对申请材料的真实性、合法性、完整性负责。

**第十二条** 外国企业申请登记时, 应当使用合法开业证明载明的名称或者中文译名, 也可以同时登记外文名称和中文译名。

外文名称和中文译名应当符合中国法律、法规规定和公序良俗。名称和中文译名存在与其他企业名称重名或者近似情形时, 应当加注识别性的符号或者表述。

名称不符合前款规定的, 应当予以纠正; 未纠正的, 登记机关不予登记。

**第十三条** 对符合登记条件的外国企业, 登记机关应当自受理之日起三个工作日内颁发营业执照, 并通过企业信用信息公示系统向社会公示。

外国企业应当凭营业执照申请办理社会保险、税务、海关和登记后置审批等事项, 可以凭营业执照申请办理银行账户。

(b) an accounting firm registered in Hainan; and

(c) a law firm registered in Hainan.

**Article 10** The foreign companies shall apply for registration and submit the following materials through the authorized representative within 30 days after establishing the business place:

(a) the registration application form letter;

(b) articles of association (contract);

(c) a certificate of legal standing issued by the appropriate agency in the country to which it belongs;

(d) the letter of appointment of the responsible person and the power of attorney for the authorized representative; and

(e) the identity certificates of the responsible person and the authorized representative.

The documents that have been submitted by foreign companies when applying for *ex ante* approval may not be submitted to the registering office when applying for registration.

**Article 11** The registering office shall enforce a formal approval review for the documents submitted by the foreign companies.

The foreign companies shall be responsible for the authenticity, legality, and integrity of the submitted documents.

**Article 12** When applying for registration, the foreign companies shall use the foreign name or Chinese name indicated by the certificate of legal standing or register both the foreign and Chinese name.

The foreign name and Chinese name shall conform to Chinese laws, administrative regulations and public order. If there are any overlaps or similarities in names, the foreign name and Chinese name shall be indicated with marks or notes.

The names that do not conform with the preceding paragraph shall be corrected; if not corrected, the registration shall be refused.

**Article 13** The registering office shall issue the business license to the eligible foreign companies within 3 business days after the registration application is accepted, and publish it on the enterprise credit information publicity system.

The foreign companies shall apply for social security, taxes, customs, and *ex post* approval using the business license and may open banking accounts using the business license.

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**第十四条** 外国企业登记事项包括统一社会信用代码、企业名称、企业类型、经营场所、负责人、获授权代表、经营范围、营业期限。

登记事项发生变动的，外国企业应当自变动决定作出之日起三十日内向登记机关申请办理变更登记。

**第十五条** 省人民政府市场监督管理部门和相关部门应当按照有关规定通过企业信用信息公示系统公示外国企业的登记、行政许可、行政处罚等相关信息，供社会公众查询。

**第十六条** 外国企业应当依照有关规定，通过企业信用信息公示系统向省人民政府市场监督管理部门报送上一年度的年度报告，并向社会公示。

年度报告事项包括：

（一）外国企业、负责人和获授权代表在本经济特区的联系方式等信息；

（二）外国企业在本经济特区的从业人数、营业收入、利润、纳税总额等经营情况信息；

（三）外国企业在本经济特区的出资情况、资产总额、负债总额等信息；

（四）法律法规规定的其他应当公示的信息。

前款第一项规定的信息应当向社会公示，第二项、第三项规定的信息由外国企业选择是否向社会公示。经外国企业同意，公民、法人或者其他组织可以查询外国企业选择不公示的信息。

**第十七条** 外国企业在本经济特区不再设立经营场所的，应当自不再设立经营场所之日起三十日内向登记机关提出退出申请。

获授权代表应当自外国企业在本经济特区不再设立经营场所之日起三十日内向登记机关报告。



**Article 14** The items requiring registration for the foreign companies include the unified social credit identifier, name, type, business place, responsible person, authorized representative, the scope of business, and period of business.

Where the items requiring registration change, the foreign companies shall apply for change registration within thirty days of the commencement of the change.

**Article 15** The market regulation agency of the Provincial People's Government and appropriate agencies shall publish the information about the registration, administrative licensing, and administrative penalties of the foreign companies on the enterprise credit information publicity system for public inquiries.

**Article 16** The foreign companies shall report their previous year's annual reports to the market regulation agency of the Provincial People's Government through the enterprise credit information publicity system pursuant to applicable rules and make them available to the public.

The items of the annual report include:

(a) the contact information in this SEZ of the foreign companies, their responsible persons, and their authorized representatives;

(b) the number of employees, revenue, profit, the total amount of taxes paid, and other information about business operations;

(c) the information about the capital contribution, total assets, and total debts; and

(d) other information subject to announcement pursuant to laws and regulations.

The information provided in Subparagraph (a) of the preceding paragraph shall be published, and the publication of information provided in Subparagraphs (b) and (c) shall be subject to the foreign companies' discretion. With the consent of foreign companies, citizens, juristic persons, or other organizations may inquire about the information that the foreign companies choose not to publish.

**Article 17** Where the foreign companies no longer establish a business place in this SEZ, such companies shall apply for withdrawal of business with the registering office within 30 days from the date such withdrawal commences.

The authorized representative shall report to the registering office within 30 days of the date of such withdrawal from this SEZ.

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**第十八条** 登记机关应当在收到外国企业退出申请之日起三个工作日内受理，并通过企业信用信息公示系统向社会公告，公告期为七日。

公告期间，利害关系人和有关机关可以向登记机关提出异议申请。根据以下情形，登记机关分别作出决定：

（一）无异议情形的，公告期届满后予以办理退出登记；

（二）有异议情形但已消除或者异议不成立的，公告期届满后予以办理退出登记；

（三）有异议情形且未消除的，不予办理退出登记。

外国企业、利害关系人可以向登记机关申请举行听证会。听证期间不计入公告期限。

**第十九条** 登记机关发现外国企业在本经济特区不再设立经营场所的，可以通过获授权代表书面通知外国企业，要求外国企业在九十日内作出确认。无法联系获授权代表的，由登记机关通过企业信用信息公示系统向社会公告，要求外国企业在九十日内予以确认。

外国企业逾期未确认或者回复确认在本经济特区不再设立经营场所，并且不提出退出申请的，登记机关通过企业信用信息公示系统向社会公告拟作出除名的决定，公告期为三十日，公告期满利害关系人、有关机关没有提出异议的，登记机关对外国企业予以除名，并向社会公示。

被除名的外国企业不得继续在本经济特区从事服务贸易经营活动；需要继续从事的，应当重新申请登记取得营业执照。

**第二十条** 登记机关及相关行业主管部门发现外国企业在境外的运营情况和资信状况发生可能影响交易安全的变化，可以委托中介机构予以调查，外国企业应当配合。调查结果经认定后，及时通过企业信用信息公示系统向社会公告。

**Article 18** The registering office shall process the withdrawal application within 3 business days of the date of receiving such application and announce it in the enterprise credit information publicity system for 7 days.

During the 7-day notice period, any interested party and the appropriate agency may submit an application of opposition. The registering office may make a decision based on the following circumstances:

(a) where the proof for the opposition does not exist, the withdrawal shall be registered when the notice period expires;

(b) where the proof for the opposition exists but has been eliminated or such opposition cannot be established, the withdrawal shall be registered when the notice period expires; and

(c) where the proof for the opposition exists and is not eliminated, the application for withdrawal shall be refused.

The foreign companies and the interested party may apply for a hearing with the registering office. The period for the hearing shall not be counted in the notice period.

**Article 19** Where the registering office finds that the place of business of the foreign company is no longer in this SEZ, such registering office may notify the foreign company in writing through the authorized representative, requesting that the company confirm within 90 days. If the authorized representative cannot be reached, the registering office shall issue a notice through the enterprise credit information publicity system to request the company to confirm within 90 days.

Where the foreign company does not confirm within the specified period or confirms that its place of business is no longer in the SEZ and does not submit an application for withdrawal, the registering office shall issue a notice in the enterprise credit information publicity system recommending such enterprise be delisted within a period of 30 days. If the interested party and appropriate agency do not oppose the delisting by the expiration of the period, the registering office shall delist the company and announce such to the public.

The delisted foreign company shall not engage in any service trade in this SEZ; if such company chooses to continue the trade in service, it shall resubmit a registration application and obtain a new business license.

**Article 20** Where the registering office and appropriate agency in charge find any change in the overseas business operations and credit of the foreign company that may influence transaction security, such agencies may appoint an agency to conduct an investigation with which such company shall cooperate. Upon confirmation, the investigation results shall be published in the enterprise credit information publicity system in a timely manner.

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**第二十一条** 对外国企业违反本规定的行为，县级以上人民政府市场监督管理部门依照有关规定列入企业经营异常名录或者严重违法失信企业名单。

**第二十二条** 有下列情形之一的外国企业在本经济特区从事服务贸易经营活动的，由县级以上人民政府市场监督管理部门责令停止违法行为，没收违法所得，处以一万元以上五万元以下的罚款：

- （一）依照本规定应当申请登记而未申请登记的；
- （二）被登记机关除名的；
- （三）已办理退出登记的。

**第二十三条** 外国企业提交虚假材料或者采取其他欺诈手段隐瞒重要事实取得登记的，由登记机关没收违法所得，处以一万元以上十万元以下的罚款，对负责人处以一千元以上五千元以下的罚款；情节严重的，撤销登记。

明知外国企业存在前款规定的违法行为而参与的，对担任获授权代表的海南省常住居民处以一千元以上五千元以下的罚款，对担任获授权代表的会计师事务所或者律师事务所处以一万元以上三万元以下的罚款；情节严重的，三年内不得再担任获授权代表。

**第二十四条** 县级以上人民政府市场监督管理部门及其工作人员在登记管理活动中滥用职权、弄虚作假、玩忽职守、徇私舞弊的，由任免机关或者监察机关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。

**第二十五条** 违反本规定的行为，本规定未设定处罚但其他法律、法规已设定处罚的，依照有关法律、法规的规定处罚。

**Article 21** The market regulation agency of the people's government at the county level or above shall add the foreign companies violating these Rules to the Suspicious Activities List or the Seriously Illegal Business Entities List pursuant to the applicable rules.

**Article 22** The foreign company engaging in trade in service in this SEZ may be penalized by the market regulation agency of people's government at the county level or above with an order to suspend businesses, confiscation of illegal gains, and a fine of not less than 10,000 Yuan and not more than 50,000 Yuan if any of the following circumstances occur:

- (a) failure to apply for registration pursuant to these Rules;
- (b) delisting by the registering office; or
- (c) application for withdrawal.

**Article 23** Where the foreign companies complete registration through the provision of falsified materials or other fraudulent means to conceal important facts, the registering office shall confiscate the illegal gains, impose a fine of not less than 10,000 Yuan and not more than 100,000 Yuan, and impose a fine of not less than 1,000 Yuan and not more than 5,000 Yuan on the responsible person; if the circumstances are serious, the registration shall be revoked.

Where a permanent resident of this Province acting as the authorized representative knows that the foreign company commits the illegal acts in the preceding paragraph but participates in these acts, such resident shall be penalized with a fine of not less than 1,000 Yuan and not more than 5,000 Yuan; the accounting firm or law firm committing the same shall be penalized with a fine of not less than 10,000 Yuan and not more than 30,000 Yuan; if the circumstances are serious, they shall not be permitted to serve as authorized representatives for 3 years.

**Article 24** The individuals directly in charge and other individuals liable shall be penalized pursuant to law by the appointment and removal agency or the oversight agency if the market regulation agency of the people's government at the county level or above and their employees commit abuse of position, fraud, dereliction of duty, or play favoritism and commit irregularities during their work in registration; if their act constitutes a crime, they shall assume criminally liability pursuant to law.

**Article 25** Where punishments are provided by other laws and regulations concerning the acts that violate these Rules, such laws and regulations shall apply.

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**第二十六条** 香港、澳门、台湾地区企业在本经济特区从事服务贸易经营活动的，参照本规定执行。

**第二十七条** 本规定自 2020 年 3 月 1 日起施行。

**Article 26** The service trade engaged by the organizations from Hong Kong Special Administrative Region, Macao Special Administrative Region, and Taiwan region shall be subject to these Rules *mutatis mutandis*.

**Article 27** These Rules shall come into force as of March 1, 2020.

